

Bylaws of the Falmouth Running Club
As amended and accepted January 2024

**ARTICLE I
NAME**

The name of this club shall be **THE FALMOUTH RUNNING CLUB.**

**ARTICLE II
PURPOSE**

The Falmouth Running Club is established to unite, organize, motivate and support runners and running. The Club is open to people interested in the sport of running.

**ARTICLE III
PRINCIPAL OFFICE**

As of the adoption of these bylaws the mailing address is 661 Main Street, Falmouth MA 02540 and the physical address is 661 Main St. Falmouth, MA 02540. The Board of Directors may designate a different mailing and/or physical address by majority vote.

**ARTICLE IV
MEMBERSHIP**

Any person who is interested in the sport of running is eligible to become an active member of this Club with full privileges other than voting. An active member is defined as being a member in good standing with dues current. A voting member is an active member 16 years or older. Each voting member present at the Annual Meeting shall be entitled to one (1) vote in the affairs of the club of the Annual Meeting. Every active FRC member 16 years old and older can vote at the Annual Meeting. The Club Membership starts the day the member signs up and ends one year later.

**ARTICLE V
DUES**

The annual dues required for membership shall be determined by the vote of the Board of Directors as part of the annual budget review and approval. In no case shall this determination be made later than March 31st of each year. Any change in dues shall be made for the subsequent membership year or dues will remain the same as for the previous membership year. Dues may be varied from membership year to membership year, but dues shall be the same for all active members.

ARTICLE VI MEETINGS

A. Annual Meeting: There shall be an annual meeting of the Club during the month of January each year for the election of Board of Directors, receiving reports and the transaction of other business. Meetings shall be open to active members and notice of such meetings shall be issued by the Secretary and emailed to the last recorded address of each member at least Fourteen (14) days before the time appointed for the meeting.

B. Program and Budget Meeting:

At the First meeting after the annual meeting each year the Board will review, discuss and the annual program budgets. At said meeting, a rough schedule of future meetings, events, dues, income from activities, and expenditures will be determined and voted on by the Board of Directors. General Club Positions will submit budgets for the upcoming calendar year as requested by the Board of Directors.

C. The Board of Directors shall meet monthly at an open meeting. A summary of the minutes of this meeting, once accepted by the Board of Directors, shall be posted on the Falmouth Running Club website.

D. Order of Business: The Order of Business, at the above mentioned meetings, shall be determined by the President. Every effort will be made to email the proposed agenda to the membership prior to the meeting. It should include if needed the following items:

1. Call to Order
2. Reading of Minutes of previous meeting
3. Receiving communications
4. Reports of Officers
5. Unfinished business
6. New business
7. Adjournment

E. Quorum

1. A quorum of the Board of Directors shall be 50% minus one (1)
2. A quorum of the Membership at the Annual Meeting and Special Meetings of the membership shall be 5% of the voting members as of December 31st of the preceding year as defined by Article IV.

ARTICLE VII SPECIAL MEETINGS

Special meetings may be called by the President, by vote of the Board of Directors of the Club or on the written request of not less than Ten (10) members of the Club, and notice of such meetings shall be issued by the Secretary or Administrator and emailed to the last recorded address of each member at least fourteen (14) days before the time appointed for the meeting.

ARTICLE VIII

BOARD OF DIRECTORS

A. The Board of Directors (BOD) of the Club shall consist of the President, Vice President, Secretary, Treasurer, and 5 at-large members. The BOD may not change the composition of the BOD without approval of the membership of the club.

B. Terms of the Board of Directors: The members of the BOD will serve two-year terms starting at the Annual Meeting of the Club at which they are elected. The terms of 4 members of the BOD (President, Secretary and 2 at-large members) will end in alternate years from the terms of the other 5 members (Vice-President, Treasurer and 3 at-large members).

C. Filling Vacancies on the Board of Directors: In the event that the President of the BOD leaves that position in mid-term, the Vice-President of the BOD will become President and serve out the remainder of the President's Term. In the event that the Vice-President, Treasurer, or Secretary of the BOD leave their positions mid-term (The Vice-President due to either moving to fill the President's position or leaving the BOD), the BOD will fill that position from among the current BOD members until the next Annual Meeting at which time the position will be filled by election at that meeting. All vacancies on the BOD in the at-large positions will be filled by election at the next Annual Meeting. At-large members or the Vice-President, Treasurer or Secretary so elected will serve the remainder of the term of the position to which they are elected.

D. Responsibility and Authority of the Board of Directors

a. As duly elected representatives of the membership, the Board of Directors shall be empowered to make decisions, binding on the club.

b. Shall meet monthly at an agreed place and time.

c. Shall approve and oversee the budgets of races, events, functions and programs conducted by the club as well as develop and approve the General and Administrative and Summary budget of the Falmouth Running Club.

d. Shall vote on all requests for expenditures that exceed \$200 and were not previously approved in a budget pursuant to Article VIII-A-c of these By-Laws.

e. The BOD shall create or abolish General Club Positions to develop, manage and/or execute Club functions, activities and events as club requirements dictate. The BOD shall appoint Club Members to fill these positions, review the performance of those filling these positions prior to the annual meeting and take remedial action including removing a previously appointed General Club Position should that person's performance be unsatisfactory. See Appendix A for a description of General Club Positions.

f. The BOD shall create, abolish, appoint Club Members to, and supervise the activities of club committees as club requirements dictate. The BOD is required to create a Nominations Committee at least 3-months prior to the Annual Meeting with responsibilities listed in section (g) which follows.

g. The Nominating Committee will solicit a ballot of candidates for the available BOD positions to be nominated and elected at the annual meeting. Any voting member of the club who notifies the Nominating Committee in writing of his or her desired to run for a position on the BOD at least three (3) weeks prior to the Annual Meeting shall have his or her name included on the ballot for

that position. The Nominating Committee shall finalize the ballot and distribute it to the general club membership no later than two (2) weeks before the Annual Meeting.

h. The BOD may, upon a 2/3 vote of members of the BOD, remove a member of the BOD from his or her position due to a failure to actively participate in BOD functions or for undertaking actions that are not consistent with the BOD's fiduciary responsibility to the club.

E. Responsibility and Authority of the Officers of the Board of Directors

a. President: The President and all other officers shall have equal standing in the business of the Club. The President shall communicate to the Club such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Club, and shall perform such other duties as are necessarily incident to the office.

b. Vice President: The Vice President shall perform all of the duties of the President during the absence of the President as well as those duties assigned by the President.

c. Treasurer: The Treasurer shall keep an account of all monies received and expended for the use of the Club and shall oversee the disbursements authorized by the officers or such other persons as the voting Club members may prescribe through a recognized agent of the club hereinafter designated as Bookkeeper. The duties of bookkeeper may be performed by any qualified person selected by the BOD.

i. The Treasurer shall supervise and assist the Bookkeeper. Following the direction of the Treasurer, the Bookkeeper shall make general ledger entries, organize and record invoices, create checks and perform any other bookkeeping duties as identified by the treasurer using an electronic program. All financial club records are available to voting club members on request. The Treasurer may also issue checks, but in such cases, the President will have sole signatory authority. If there exists a potential conflict of interest with the President having such signatory authority, the BOD will designate another Officer to have check signing power.

ii. All funds received shall be deposited by either the Treasurer or Bookkeeper in the bank or trust funds approved by the officers and membership, and he/she shall make a report at the Annual Meeting or when called upon by the other officers. Funds may be drawn only on the signature of the Treasurer, or, in his/her absence, the President and/or Vice-President.

iii. The duties of the Treasurer under the approval of the membership may be delegated to another officer of the Club. The funds, books, and vouchers in his/her hands shall, with the exception of the confidential reports submitted by members, at all times be subject to verification and inspection by the elected officers of the Club.

iv. The Treasurer or Bookkeeper shall prepare and file or cause to be prepared and filed the Annual Report required by Commonwealth of Massachusetts and all other filings required to keep the Falmouth Running Club Corporation in good standing including its non-profit status.

v. The Treasurer or Bookkeeper shall prepare and file or cause to be prepared and filed all tax returns required by the Federal Government and Commonwealth of Massachusetts.

vi. In the event that it shall be necessary by law to have a certified public accountant review the books of the club, the Treasurer shall recommend to the BOD or the Club at its annual meeting a CPA to be hired for such purpose.

vii. At the expiration of his/her term of office, the Treasurer shall deliver to his/her successor all books, money and other property of the Club. d. Secretary: The administration and management of the Club shall be vested with the Secretary. He/she shall monitor the activities of the Club and perform such other duties as may be defined by the other officers. It shall be his/her duty:

- i. To give notice by email of club meetings. Attend all meetings of the Club and make provisions for the keeping of a record of proceedings
- ii. To conduct correspondence and carry into execution all orders, votes and resolutions not otherwise committed.

F. Conflicts of Interest:

The Club recognizes that, at times, members of the BOD or General Club Officers will perform services for the club for which they will be financially compensated or other circumstances will exist which create a conflict of interest with their fiduciary responsibility to the club. Directors or General Club Officers in such positions will not vote on matters for which a conflict exists and will recuse themselves as appropriate from deliberations of the BOD or other club committees regarding such matters. Furthermore, it is the responsibility of any Director or General Club Officer for which a conflict of interest exists to promptly and fully disclose to the BOD in writing the nature of the conflict.

ARTICLE IX ELECTIONS

The election of the members of the Board of Directors shall take place annually at the time and place of the regular annual meeting. Any voting member over the age of 16 shall be eligible for office. Candidates who receive a majority of votes so cast shall be elected.

ARTICLE X MAIL VOTE

When, in the judgment of the Board of Directors, any question of particular importance shall arise, or when substantial funds are to be expended that have not been presented and voted upon at the Annual Meeting or a special meeting called for the purpose, such matters shall be put to a vote of the active members with or without a special meeting. The officers may choose to submit the matter to the membership in writing by email for a vote, and the question thus presented shall be determined by a majority of votes received by email within two (2) weeks after such submission to the members.

ARTICLE XI AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of any duly organized meeting of the Club Membership. Voting on amendments may be determined by email vote, provided notice is given at least two weeks in advance of said meeting and votes shall be counted of those members voting in person or email.

ARTICLE XII LIABILITIES

Nothing herein shall constitute members of the Club as partners for any purpose. No member, officer, agent or employee shall be liable for the acts for failure to act of any other member, officer, agent or employee of the Club. Nor shall any member, officer, agent, or employee be liable for his act or failure to act under these Bylaws, accepting only acts of omissions arising out of his willful misfeasance.

ARTICLE XIII FUNDS

This Club is not intended as a profit-making club, nor is it founded with the expectation of making a profit.

ARTICLE XIV INSIGNIA

The Board of Directors is responsible for developing and regulating the use of the Club's logo, insignia, colors, badges and flags for the Club as it deems desirable.

ARTICLE XV DISSOLUTION

The Club may be dissolved by the vote of two-thirds (2/3) majority of its active members. In the event of dissolution, the assets of the Club shall be distributed in a legal manner to one or more 501(c)3 organizations determined by a vote of membership of the club.

Appendix A

General Club Positions

1. Membership Director: The Membership Director shall a. maintain a list of the members of the Club, b. establish machinery for the collection of dues and their payment to the Treasurer, and c. maintain email addresses of membership and work with Secretary to communicate to membership meetings and club notices.
2. Coaching Director: The Coaching Director shall conduct programs that assist members achieve their personal running goals and coordinate with others who will do the same within the context of Club Programs.
3. Special Events Director: The Special Events Director shall i. organize various activities to involve the running club as well as the community. Among these events may be Fun Runs, Team Events, Social Events as well as member involvement in outside races and activities, and ii. communicate said activities to the members of the club.
4. Summer Youth Programs Coordinator: The Summer Youth Programs Coordinator shall i. oversee and provide support for youth running programs sponsored by the club, and ii. coordinate with others who do the same within the context of Club Programs.
5. Social Media Coordinator: The Social Media Coordinator shall manage all aspects of the Club's social media presence, excluding the Club Website.
6. Webmaster shall manage all aspects of the Club Website including enlisting assistance in developing content, etc.
7. Race Directors: In general terms, a Race Director is responsible for all aspects of the overall management and success of the race for which he or she is responsible, including presenting a budget and preparing a post-event report for the BOD. In the case(s) where an event or race director is paid by the Club to perform his/her duties and is bound by the terms of a contract and a schedule of authorities, such instruments shall govern the relationship between the Race Director and the BOD.