

Colonial Road Runners

By-Laws

I. NAME AND ADDRESS

The name of this organization is "Colonial Road Runners" ("CRR"), the mailing address of the organization shall be P.O. Box 2222, Abington, MA 02351, unless otherwise specified by the Board of Directors.

II. OBJECTIVES

A. The objectives of CRR are:

1. To promote and encourage running as a recreational and competitive activity.
2. To provide opportunities to its members and the public at large for training, coaching and racing, and to act as an information resource on running activities.
3. To engage in community activities that promote physical fitness and health through running.

B. In furtherance of these objectives. CRR may:

1. Organize and manage competitive and noncompetitive events, such as fun runs, road and track races, and cross-country and trail runs.
2. Offer group distance runs, track workouts, and other group training activities.
3. Hold social events and sponsor educational activities.
4. Publish newsletters and present information related to running activities through an internet website and electronic mailings.
5. Establish and present awards to encourage club participation and achievement by its members.
6. Foster club spirit by (i) offering club clothing and uniforms to the members, and (ii) promoting and sponsoring teams of CRR members for road races and relay teams.
7. Engage in community activities, charitable ventures, fundraising and such other activities deemed appropriate by the Board of Directors in

furtherance of CRR's objectives provided such activities are permitted by law and consistent with CRR's status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

III. AFFILIATION

In order to better fulfill its objectives and to provide additional services to its members, CRR shall be a member organization of the Road Runners Club of America, Inc. (the "RRCA"). CRR may also choose to associate itself with other running organizations as deemed appropriate by the Board of Directors.

IV. MEMBERSHIP

CRR shall be an organization that is open to all interested persons upon application for membership and payment of annual dues established by the Board of Directors. Following acceptance of a properly completed application and annual dues payment, the member shall be entitled to all benefits and privileges of membership; provided, however, that only members 18 years or older shall be entitled to vote on matters submitted to the general membership.

Except as otherwise specified by these By-Laws, no member shall act in the name of CRR or take any action that would bind CRR.

V. GOVERNANCE

A. Board of Directors

1. The management of CRR shall be vested in an elected Board of Directors, which shall consist of the following members: the President; Vice-President; Treasurer; and Secretary (collectively, the "Officers"); and fifteen (15) Directors-at-Large. Every member of the Board of Directors must be a member of CRR and must be at least 18 years of age.
2. The Board of Directors shall have the power to conduct all business and take all measures necessary for the furtherance of CRR's objectives.
3. The Board of Directors shall encourage input from the general membership and discuss and act upon such input, as the Board of Directors deems appropriate.
4. The Board of Directors may appoint from the Board of Directors such subcommittees of the Board of Directors it deems appropriate. Such subcommittees shall be constituted and serve at the pleasure of the Board of Directors, but each subcommittee member's term on a subcommittee

shall expire at such time as he or she ceases to be a member of the Board of Directors. The Board of Directors may delegate to any such subcommittee, some or all of their powers.

5. No member of the Board of Directors shall receive compensation of any form of monetary benefit for his or her term and effort other than reimbursement of expenses in accordance with CRR's policy for expense reimbursement.
6. Members of the Board of Directors are expected to attend at least 75% of the meetings of the Board of Directors.

B. Duties of the Officers and Directors-at-Large. The duties of the Officers and Directors-at-Large are as follows:

1. President: The President will call and preside at meetings of the Board of Directors and the general membership; will represent the CRR to the RRCA; will appoint committees and assign tasks as needed for the operation of CRR; may, at his or her discretion, appoint a nominating committee to solicit interest in membership on the Board of Directors; and shall otherwise oversee the operations of CRR.
2. Vice-President: The Vice-President will preside at meetings and assume the powers of the President in his or her absence, and will assist the President with the general management of CRR
3. Treasurer: The Treasurer shall administer CRR's finances; will receive dues, race fees, sponsorships, and other sources of income; will keep full and accurate accounts of receipts and disbursements in books belonging to CRR and available for inspection by the Board of Directors; will deposit all monies and other valuable effects in the name of and to the credit of CRR in such depositories as may be designated by the Board of Directors; will have responsibility to disburse funds and sign checks as authorized by and on behalf of CRR and as provided in Article VII of these By-Laws; will file for (or cause to be filed) all necessary tax forms and returns; will prepare and report regularly to the Board of Directors on the expenses and financial condition of CRR; will prepare and distribute to the Board of Directors (and make available to the general membership) an annual financial report, summarizing income and expenses for the prior year and presenting a statement of assets and liabilities.
4. Secretary: The Secretary shall give, or cause to be given, notice of meetings of the Board of Directors and the general membership. The Secretary shall record and maintain minutes of meetings of the Board of Directors and general membership and shall be responsible for counting votes at such meetings. The Secretary shall inform the Board of Directors

and the general membership of scheduled meetings of the Board of Directors or general membership, as the case may be, and other events.

5. Directors-at-Large: The Directors-at-Large will assist the other members of the Board of Directors in their duties or perform such other duties, at the President's direction, as may be necessary for the operation of the organization. Directors-at-Large are expected to take an active role in organizing and assisting in CRR activities.
6. Directors-for-Life: The Board may appoint CRR members to serve as directors for a life term. These people will serve as Board members, be able to participate in debate, propose and second motions, and represent the club with all rights and privileges. These directors will also have their dues paid in perpetuity for both them and their households. They will not have a Board vote nor count in quorum calls. The Board may elect a Director-for-Life at any meeting by a four-fifths (4/5) vote of those members present. This role is intended to recognize a long-term CRR member's contributions to our club.

C. Additional Positions: The President may appoint Directors-at-Large or other CRR members who are not on the Board of Directors, to such other administrative positions as the Board of Directors deems appropriate, including, but not limited to the following:

1. Membership Coordinator: The Membership Coordinator will maintain the current list of members, in coordination with the Treasurer (as recipient of dues payments) and the Secretary. The Membership Coordinator will also serve as a contact person for club members and provide materials on club activities to new members.
2. Communications Coordinator: The Communications Coordinator will collect information on club activities and publish notices to the members in print, electronic or other format at regular intervals, to report on club activities, announcements, race events and calendars and other related information.
3. Club Races Coordinator: The Club Races Coordinator will provide oversight and report to the Board of Directors regarding scheduled fun runs and other club-organized races. The Club Races Coordinator is expected to recommend at least on an annual basis a list of run runs and other club-organized races for approval by the Board of Directors.
4. Equipment Coordinator: The Equipment Coordinator will oversee the club's equipment. The Equipment Coordinator is responsible for ensuring proper maintenance and storage of the club's equipment. The Equipment Coordinator is also expected to coordinate with race directors to ensure

that necessary equipment is at club events. The Equipment Coordinator shall purchase supplies and replacement equipment for the club upon receipt of the prior approval of the Board of Directors. The Equipment Coordinator may appoint one or more members to assist with the Equipment Coordinator, provided that such members shall at all times report to the Equipment Coordinator.

5. Timing Coordinator: The Timing Coordinator will direct timing activities for all club races, fun runs, and outside races. S/he will work with race directors to complete the Timing Request Form and upon Board approval, add those races to our Timing Schedule. For each race, s/he will communicate to the Volunteer Coordinator the needed number of finish line volunteers with each necessary skill. Upon completion of the race s/he will send the list of volunteers present to the Volunteer Coordinator. In fulfilling these duties, s/he will also maintain all timing equipment and recommend to the Board when upgrades or replacements are required.
6. Volunteer Coordinator: The Volunteer Coordinator will maintain a list of volunteers and solicit members for all of our activities. These activities may be club races or outside races that we time or help in other ways. At the end of the year, s/he will communicate to the Board a list of all activities and who volunteered at each.

D. Terms of Office

1. Term. The term of office of the Board of Directors shall commence upon the conclusion of the annual meeting at which the election results are formally accepted into record. Except as otherwise required by law or by these By-Laws, directors shall hold office until the next annual meeting of the general membership and thereafter until their successors are duly elected and qualified. In the case of appointed committee persons, their term shall expire at the date of election or at the discretion of the President.

Adopted by vote of the Board of Directors – 04/22/16

2. Resignation. A director may resign at any time by providing written and/or email notice to the President or Secretary of CRR. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.
3. Removal. A director may be removed from office with or without cause upon a two-thirds vote of the Board of Directors.
4. Vacancies. In the event of a resignation or vacancy, open positions on the Board of Directors may be filled by a majority vote of the remaining

members of the Board of Directors present at the next regularly scheduled meeting of the Board of Directors. The term of a person elected to fill a vacant position shall expire at the same time as that of the previously elected member of the Board of Directors, i.e., at the next annual election meeting.

VI. MEETING AND PROCEDURES

- A. Annual Meeting of General Membership. An annual meeting of the general membership will be held between April 1st and June 15th of each year. The purpose of the annual meeting will be to elect the Board of Directors (including any office position held by such members of the Board) and to conduct such other business as may be stated in the notice of the meeting or as may be properly come before the meeting. The general membership shall be notified of the location, day and time of the annual meeting of general membership at least 20 days in advance of such meeting by regular mail or electronic mail and by posting the information on the CRR website located at www.colonialrunners.org.
- B. Nominating Procedures. Nomination for persons to serve on the Board of Directors (including any office position held by such nominees) shall be received by the Secretary, and the Secretary shall confirm that the nominees accept their nominations, no later than 5 business days prior to the start date of the annual CRR election process. Any CRR member in good standing may nominate and be nominated, which may include a nomination for him or herself.

Adopted by vote of the Board of Directors – 04/22/16

- C. Special Meetings of the General Membership. Special meetings of the general membership may be called by the President, the Board of Directors or a signed petition submitted to the Secretary by 30 CRR members (18 years or older) in good standing in the general membership. The general membership shall be notified of the location, day and time of any special meeting of the general membership at least 20 days in advance by regular mail or electronic mail and by www.colonialrunners.org.
- D. Quorum; Voting; Vote Required for General Membership. At any meeting of the general membership, the presence of at least 15 CRR members in good standing at the meeting shall constitute a quorum. Each member in good standing shall have one vote. Members must be 18 years or older to count towards the quorum and to vote on matters before the general membership. When a quorum is present, a majority of the votes properly cast (i.e., more than 50% of those voting) shall decide any question, except as provided in Section 6-E for the election of Officers and Directors-at-Large. No member may vote by proxy.

Adopted by vote of the Board of Directors – 04/22/16

- E. Election of Officers and Directors-at-Large. The procedure to elect Officers and Directors-at-Large shall be as follows:
1. *Election Method*. Electronic elections will be conducted during the two weeks prior to the Annual Meeting of the General Membership.
 2. *Election Results Communication*. Elections will be communicated after each completed electronic voting window via the CRR Web Page, Membership E-Mail and the Newsletter.
 3. *Election Results accepted into record*. All election results will be accepted into record during the Annual Meeting of the General Membership.
 4. *Members Eligible to Vote*. Members 18 years or older with a valid e-mail address on record with CRR shall be entitled to vote. Members within a family membership are required to have a unique e-mail for each eligible voting member.
 5. *Voter Confidentiality*. All electronic ballots are secret.
 6. *Officers*. The election for the offices of President, Vice President, Treasurer, and Secretary shall be conducted in the 1st electronic ballot. A plurality of the votes cast shall be required to elect an Officer. A member nominated but not elected to an office may be subsequently nominated for any unfilled officer position or Director-at-Large position 1 business days prior to the 2nd electronic ballot.
 7. *Directors-at-Large*. The Election for Directors-at-Large and any unfilled Officer position(s) shall be conducted in the 2nd electronic ballot held after the election for Officers. If there are 15 or fewer nominees for Directors-at-Large, all nominees shall be deemed to be elected without holding an electronic ballot. If there are more than 15 nominees for Director-at-Large, each member shall be entitled to vote on the 2nd electronic ballot for up to 15 nominees. The 15 nominees who receive the greatest number of votes on this 2nd electronic ballot shall be elected as Directors-at-Large. In the event of a tie vote for the last position or positions as Director-at-Large, a 3rd electronic ballot shall be held among those nominees who were tied in the voting for such position or positions, with each member entitled to vote for up to the number of positions still

at issue. The nominees who receive the greatest number of votes on this ballot shall be elected to these remaining position or positions.

Adopted by vote of the Board of Directors – 04/22/16

- F. Meetings of the Board of Directors. Meetings of the Board of Directors will generally be held on a monthly basis. The meetings of the Board of Directors may coincide with meetings of the general membership, or may be called for separately by the President or by any four directors. It is anticipated that a regular schedule of meetings of the Board of Directors will be proposed and approved by the Board of Directors on a periodic basis (not less than every 3 months) so that members of the Board of Directors will have a general understanding as to when meetings will likely be held. The Secretary shall provide the members of the Board of Directors notice of regularly scheduled meetings of the Board of Directors at least 14 days in advance of the meeting. In the case of action requiring urgent attention of the Board of Directors, if the President or any four directors calls a meeting of the Board of Directors, notice of such special meeting of the Board of Directors shall be provided by the Secretary at least 5 days in advance of the meeting. Notice may be provided by telephone, regular mail or electronic mail. Members of CRR who are not members of the Board of Directors may observe and participate in meetings of the Board of Directors at the discretion of the President, but are not entitled to vote on matters submitted to the members of the Board of Directors.
- G. Quorum: Voting: Vote Required for Meetings of the Board of Directors. A simple majority of the Board of Directors shall constitute a quorum for the purpose of business transaction at the meetings of the Board of Directors. Each member of the Board of Directors shall have one vote on matters submitted to a vote of the Board of Directors. The act of a majority of those members of the Board of Directors present at the meeting shall be necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing amendments to these By-Laws. No director may vote by proxy at a meeting of the Board of Directors.
- H. Parliamentary Procedure. Parliamentary procedure will be followed according to “Robert Rules of Orders” at meetings of the Board of Directors and the general membership.
- I. Non-Member Observers. Unless otherwise specified by the Board of Directors, meetings of the general membership shall be open to non-members as a way to publicize the organization and encourage membership growth. However, only members who are current in their

dues may participate in matters submitted to a vote of the general membership.

VII FINANCES

- A. The Board of Directors shall determine annual membership dues. Annual membership shall remain valid in accordance with policies set by the Board of Directors from time to time, which policies may include categories of dues for individual and family memberships, discounts on dues for members willing to assist with club activities and management, and in certain cases, waiver of dues.
- B. Fees for club activities, such as fun runs, races, transportation services, and social events, shall be determined by the Board of Directors at its discretion.
- C. A portion of the annual dues will be submitted to the RRCA, as required for membership in that body, and for payment for required and other insurance deemed appropriate by the Board of Directors.
- D. CRR's fiscal year shall end on December 31st and all monies shall be kept in bank accounts in the name of CRR.
- E. Expenses in excess of \$100 must be approved by the Board of Directors, and any expenses less than \$100 must be approved by the President, Vice-President or Treasurer. The Board of Directors may authorize directors of club running and social events to incur anticipated expenses, based on a budget submitted by such directors. Disbursements over \$50 shall be made only by check. All checks in an amount in excess of \$3,000, drafts, notes and evidence of indebtedness of CRR, shall be signed by the Treasurer and another signatory authorized by the Board of Directors. However, checks in an amount not to exceed \$3,000 may be signed by either the Treasurer or the President.

VIII. INDEMNIFICATION

CRR shall, to the extent legally permissible, indemnify each of its present and former directors and officers (and the heirs, executors and administrators of such director or officer) against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been a director or an officer of CRR, such expenses and liabilities to include, but not be limited to, judgments, court costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such director or officer shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best

interests of CRR. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have determined that such settlement or compromise is in the best interest of CRR and that such director or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of CRR, and only if the Board of Directors shall have adopted a resolution approving such settlement or compromise. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer, or other corporate personnel may be entitled as a matter of law.

IX. NON-PROFIT STATUS

- A. CRR shall be a non-profit organization. The CRR has been granted tax-exempt status pursuant to Internal Revenue Code Section 501(c)(3). Dues, entry fees, and other monies received by CRR shall be spent entirely for carrying out the stated purposes of the organization and the purposes set forth in these By-Laws.
- B. Directors and members shall be reimbursed for their expenses incurred and reasonably documented in carrying out approved club activities, but no part of the net earnings of CRR shall otherwise inure to benefit of its individual directors, officers or members.
- C. No substantial part of the activities of CRR shall be the carrying on of propaganda or otherwise attempting to influence legislation, and CRR shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of candidates or any other activities not permitted to be carried on by an organization exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.
- D. No member or officer of CRR shall be financially interested, directly or indirectly, in any agreement relating to the operations conducted by CRR, nor in any transaction for furnishing services, facilities or supplies to CRR for compensation, unless the fact of such interest be known by the Board of Directors and unless such agreement or transaction shall be authorized by the members of the Board of Directors who have no interest, direct or indirect, in such agreement or transaction.

X. AMENDMENT OF BY-LAWS

- A. Amendments to these By-Laws may be proposed by one or more members of the Board of Directors at a meeting of the Board of Directors. Following such proposal, unless otherwise required by applicable law, the By-Laws may be amended by a two-thirds vote of the members of the Board of Directors

present and voting at a subsequent meeting of the Board held in accordance with these By-Laws.

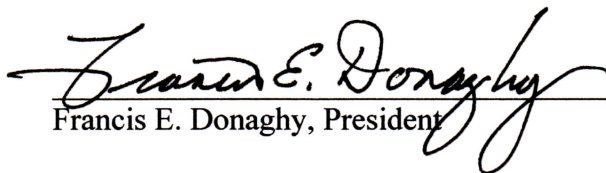
- B. All members of CRR shall be notified at least 15 days prior to voting on such By-Law amendments so that such members may provide input on the amendments. A copy of the proposed By-Law amendments shall be made available to the members electronically, by email delivery or posting such amendments on the club's website.


XI. DISSOLUTION

In the event of the dissolution of this organization, the funds remaining in its treasury, after all creditors have been paid, shall not inure to the benefit of any private individual or corporation but shall be distributed to one or more organizations organized and operated exclusively for charitable, educational, or other purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the International Revenue Code, as determined by the Board of Directors.

Approved as of MAY 20, 2016

Signed:


Francis E. Donaghy, President


Pamela Onges, Secretary