

BY-LAWS OF THE SALINE COUNTY STRIDERS, INC

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Article I. NAME

The name of this organization shall be Saline County Striders Club, Inc., hereinafter referred to as the Club.

Article II. DURATION

The period of duration of the corporation (Club) is perpetual.

Article III. PURPOSES

The object and purpose of this organization shall be to operate exclusively for those charitable and educational purposes specified in Section 501(c)(3) of the Internal Revenue Code. Specific objectives of the Club shall be to promote and conduct running events, meetings and lectures on running, jogging, and walking as sport forms and means of enhancing physical fitness, and the encouragement and support of other activities related to running, walking, sports, health, and fitness.

Article IV. MEMBERSHIP

Section 4.01

Membership is open to any person supportive of the purpose of the organization and who pays membership dues determined in accordance with Article 9, Section 2 of these bylaws.

Section 4.02

Membership shall be by household rather than individual. A membership shall consist of all members of the same family living under one roof.

Section 4.03

The Club shall have only one class of membership. All memberships shall have the right to vote. Each membership (household) will be considered as one member for voting purposes and is entitled to one vote.

Section 4.04

A member of the Club may terminate membership by resigning in writing, or by failing to pay required annual dues.

Section 4.05

Reinstatement to the Club shall be by payment of annual dues.

Section 4.06

A membership may be terminated for just cause by a 2/3 vote of the membership present at a meeting where a quorum is present in accordance with Article 8.

Article V. CLUB OFFICERS, BOARD OF DIRECTORS AND COMMITTEES

Section 5.01

The entire business affairs of the Club shall be vested in and managed by a Board of Directors. The Board of Directors shall consider any vote of the membership on proposals and plans to be advisory in the management of the business affairs of the Club.

Section 5.02

The Board of Directors shall consist of the elected Club officers of the corporation as outlined in Section 3 below. Only Club members in good standing are eligible to serve as Club officers.

Section 5.03

The Club officers shall be President, Vice-President, Secretary, Treasurer, Public Relations Officer, Race Director, and such other officers as may be necessary as determined by the Board of Directors. The position of President, Vice-President, Secretary, Treasurer, and Public Relations Officer are elected positions. The position of Race Director shall be an appointed position by the Board on a case-by-case basis for individual races or on a yearly basis as determined by the Board. All other officers shall be elected for one (1) year terms, extending from July 1 thru June 30 of the year following election of each officer. There is no limit to the

number of terms and officer may serve. Other than President and Vice-President, Officers may hold more than one elected position on the Board. Nothing in this section is intended to preclude any officer from also holding a separate appointed position, e.g., Race Director.

Section 5.04

For purposes of officer election, a quorum shall consist of a majority of the directors plus an equivalent number of other members (as defined in Article 4, Section 3). In the event of a vacancy in any office except that of President, the members of the Club shall fill the vacancy by majority-vote election. In the event of a vacancy in the office of President, the Vice-President shall become automatically became the President without the need of a vote from the Club members. Unfilled terms of members of the Board of Directors may be filled by a majority vote of members in attendance at a membership meeting at which a quorum is present. Notice of such meeting shall be given at least five days in advance to all memberships in good standing of the Club, namely those members who are current in payment of their membership dues. Persons elected to fill vacancies on of the Board, created by resignation or other reason, shall serve until the end of the term of that former Board member.

Section 5.05

Meetings of the Board of Directors, annual, regular, or special, shall be held in any convenient location in the State of Arkansas, which the Directors deem to be appropriate.

Section 5.06

A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The acts of the majority of the directors present at a meeting at which such a quorum is present shall be the act of the Board of Director

Section 5.07

Any action that may be taken at a meeting of the Board, or of a duly appointed committee, may be taken without a meeting provided the planned action is approved in writing by all of the directors or committee members prior to the action being taken.

Article VI. OFFICERS AND DUTIES

Section 6.01

The duties of corporate (Club) officers shall be those customarily associated with such positions.

Section 6.02

The President shall provide leadership and guidance to the Club; call and preside at meetings of the Board and the Club; appoint all committee; serve as an ex-officio member of all committees except the nominating committee, and perform such other duties as rightfully pertain to the office of President.

Section 6.03

The Vice-President shall assist the President and assume the duties of the President in the absence or the inability of the President to serve, perform such duties as may be assigned by the President, and become President in the case of a vacancy in the office of President.

Section 6.04

The Secretary shall take and keep minutes of each Club and Board meeting, make available a copy of the Club meeting minutes; issue notices of meetings of the Board and the Club; prepare correspondence as necessary or as directed by the Club president.

Section 6.05

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Club. He or she shall be legal custodian of all monies, notes, securities, and other valuables that may come into the possession of the Club. He or she shall deposit all funds of the Club coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the Club. He or she shall pay authorized Club expenses in accordance with the provisions of Article 9, Section 4. He or she shall furnish at meetings of the Board, or whenever requested, a written statement of the financial condition of the corporation, showing income and expenditures; shall apprise Club members of the financial status of the Club at regular Club meetings, make available copies of the bank records upon request of the Board, and shall perform such other duties as the bylaws may provide or the Board of Directors may prescribe. The Treasurer shall also maintain a current membership roster, submit required report information to the Road Runners Club of America, and submit any required tax information to the Internal Revenue Service as prescribed by law and regulation.

Article VII. NOMINATION AND ELECTIONS

Nominations for Club officers shall come from the members of the Club. No one shall be nominated for a committee or officer position unless the individual so nominated has consented beforehand to serve.

Article VIII. MEETINGS

Meetings of the members of the Club shall normally be held monthly unless otherwise called or cancelled by the Club President. A quorum must exist at membership meetings for the purpose of electing Club officers or members of the Board of Directors. A quorum for such purposes shall consist of twice the number of elected Club officers, plus one. If a quorum so constituted is present at any membership meeting a majority vote of the members present at such meeting shall be necessary to approve the election. In accordance with Article 5, Section 1, any vote of the membership on proposals and plans related to management of the business affairs of the Club is considered to be advisory and is non-binding on the Board.

Article IX. FINANCES

Section 9.01

The Club is a non-profit corporation. Dues, entry fees, and other monies received by the Club shall be spent for accomplishment of the objectives and purposes of the corporation.

Section 9.02

Dues shall be determined by a majority vote of the members present at a business meeting at which a quorum exists. Dues shall not be changed more often than once a year. As prescribed in Article 4, Section 2, each household will be considered a single membership for dues purposes.

Section 9.03 The membership year will run from July 1 to June 30 of the following year. Annual memberships will expire on June 30. New members who join during the year will have their initial membership fee pro-rated based on the month in which they join.

Section 9.04

All drafts, checks, notes, and securities executed by the Club shall have prior approval of the President or Vice- President and require the signature of the Treasurer except as otherwise provided in this Section. Authority for payment of routine recurring expenses including Post Office box fees, storage room fees, RRCA dues and insurance, Grand Prix entry fees, newsletter preparation and printing, and web site management may be delegated to the Treasurer. The Treasurer is authorized to pay normal race expenses including trophies, shirts or other races mementos, race timing, and equipment or space rental fees, as requested by the designated Race Director.

Article X. CONFLICT OF INTEREST

Section 10.01

The Board of Directors, Officers, and members owe a duty of loyalty to the Club, which requires that in serving the Club they act, not in their personal interests or in the interests of others, but rather solely in the interests of the Club. The Board of Directors must have undivided allegiance to the Club's mission and may not use their positions, information they have about the Club, or the Club's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.

Business transactions of the Club in which a member of the Board has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of the Club and that they will not lead to a conflict of interest. For the purposes of this policy, the Board of Directors has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, principal officer, or employee in any such organization. Prior to the start of any negotiations, or consideration of a grant request by the RRCA, the Board of Directors are expected to make full disclosure to the best of their knowledge of any dual interest in a proposed transaction by submitting a report to the President

or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of the Club. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board before it is voted on.

Section 10.02

An Officer with a dual interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

Section 10.03

An Officer shall not use inside information of the Club for his/her personal benefit, or use such inside information or his/her position as Officer to the detriment of Club. Inside information is information obtained through the Club's internal discussions that has not become public information.

Section 10.04

Each Officer has a duty to place the interests of the Club foremost in any dealings involving the Club and has a continuing responsibility to comply with the requirements of this Policy. On an annual basis, each Officer and Director is required to complete a Conflict-of-Interest Disclosure Statement.

Article XI. ETHICS POLICY

The Board of Directors, Officers and members must be honest and ethical in their conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships that may benefit an individual at the expense of the Club.

Article XII. PARLIAMENTARY AUTHORITY

Roberts Rules of Order shall be the parliamentary procedure for all matters, except when they are inconsistent with these bylaws or with special rules of order which the members of the Club may adopt.

Article XIII. AMENDEMENT OF BYLAWS

Section 13.01

These bylaws may be amended at any meeting of the Club by a two-thirds vote of those present and voting, provided previous notice of the proposed amendments have been given to each current voting member of the Club.

Section 13.02

Bylaw amendments shall go into effect immediately, unless otherwise provided for.

Approved by:

CS Hall *CS Hall*
President

Maile Holby
Vice-President

Peter B. Ireland *Peter B. Ireland*
Secretary-Treasurer

Shirley Healey
Public Relations Officer

6/16/2015

Date

6/16/2015

Date

6/16/2015

Date

6/16/2015

Date