

FLORIDA STRIDERS TRACK CLUB, INC.

BYLAWS

Approved April 12, 2005

Bylaws of the Florida Striders Track Club, Inc.

ARTICLE I: LOCATION

- A. The mailing address of the corporation:
P.O. Box 413
Orange Park, FL 32067-0413
- B. The principal office of the corporation for the transaction of business is located at the residence of the President of the corporation.

ARTICLE II: OBJECTIVE

- A. The prime objective of the corporation shall be to promote and encourage running by, among other things, educating the community about the benefits of physical fitness and sport.
- B. Other objectives of the corporation are to engage in community activities, to publicize by appropriate means the benefits of running and jogging, and to coordinate with other agencies, groups and clubs advocating running as a means to physical fitness.
- C. In furtherance of the corporation's objectives, this corporation may do or support any of the following: hold races, time trials and social events; print and publish books, magazines and newsletters; present awards; solicit and raise funds and donations for furthering the corporation's objectives; distribute running and fitness information; organize and present speakers; conduct training classes; maintain or improve running areas; and do all such things as may be conducive to the encouragement of running.

ARTICLE III: MEMBERSHIP

- A. Membership shall be open to all who apply subject only to application and payment of dues.
- B. "Membership" categories shall be family, individual, junior (persons 17 years of age or younger), and senior (persons 65 years of age or older).

[Note: The RRCA considers a family membership as one membership for voting, dues and insurance billing purposes.]
- C. The Board of Directors shall review and establish annual dues for the various membership categories from time to time. All past Presidents of this corporation shall enjoy free lifetime membership.
- D. Memberships expire each year on the last day of the month during which the member last paid annual dues.
- E. Failure to pay renewal dues within twenty-five days of the date due shall result in the termination of all membership benefits.

- F. This corporation shall be a chapter of the Road Runners Club of America (the “RRCA”), and all measures adopted by that body and applicable to its chapters must be considered by this corporation. Because RRCA membership is required to maintain the 501(c)(3) federal tax status of the corporation, the corporation shall remain a member of RRCA in good standing.

ARTICLE IV: MEETINGS

- A. Special meetings of the membership may be called by the President if either of the following conditions are met:
 - 1. A majority of the Board of Directors approves of the meeting, or
 - 2. A Notice containing the time, date, place, and purpose of the meeting, published in the newsletter or other appropriate medium, is distributed to reach the membership at least one week before they are expected to act on the information.
- B. Special meetings of the membership shall be called by the President upon written request of fifty percent of the Directors or ten percent of the membership. The purpose of such a meeting shall be limited to corporate business. The notice described in Article IV:A2 shall be given to the membership.
- C. Annual meetings for the election of the Board of Directors shall be held in April or May each year, prior to the May Board of Directors’ meeting, at a time and place designated by the President. The President will designate the time and place of the annual meeting no later than the February board meeting to allow for proper notification to the membership.
- D. At the annual meeting or at any special meeting of the members, each individual, junior or senior member, and one person representing each family membership, shall be entitled to one vote.
- E. Article XI specifies the quorum necessary to conduct business at any meeting.

ARTICLE V: GOVERNING POWERS

- A. The power to govern this corporation shall be vested in the elected Board of Directors. The Board of Directors is responsible to the membership for managing the corporation and to the State of Florida for adhering to state corporate law.
- B. The authority to conduct the business of the corporation is hereby delegated to the Officers except for the following actions, which can be taken only by the Board:
 - 1. The purchase or contract to purchase any goods or services exceeding \$500 in the aggregate. Club or race budget approval conveys authority to purchase.
 - 2. Any donation, gift, or pledging of corporate assets.

3. The scheduling of a Strider race.
- C. Funds of the corporation may be withdrawn from the bank or banks with which they are on deposit by the signature of the President or Treasurer for any amount less than \$1000. Withdrawals of amounts of \$1000 or more require the signatures of both President and Treasurer except as provided in Article VIII.A.

ARTICLE VI: BOARD OF DIRECTORS

- A. There shall be one Director for every twenty memberships (as defined in article IIIB) elected annually. In no event, however, shall there be fewer than ten or more than twenty Directors elected.
- B. Any duly nominated member over the age of eighteen may be elected as a Director. Persons serving on the Board of Directors or as Officers of any other membership running/walking club shall be ineligible to serve as Directors of this corporation.
- C. Vacancies on the Board of Directors can be filled until the next annual meeting by the board, by majority vote, should the need arise and suitable candidates are available. The Board is required to fill vacancies, by majority vote, if the number of active Directors falls below seventy percent of the number originally elected, until the next annual meeting.
- D. Directors shall meet at least monthly at a time and place selected by the President. A summary (minutes) of the actions of the Board shall be published in the following month's newsletter. If abridged in the Newsletter due to space limitations, access shall be made available to any member requesting a complete copy of the minutes.
- E. The President may call special meetings of the Board of Directors for corporate business in Duval or Clay County, Florida, upon not less than 7 days' prior notice and at the time and place set forth in the notice, when, in the President's reasonable judgment, a meeting is required for the good of the corporation.
- F. Removal of Directors or Officers:
 1. Officers or Directors who will be moving away from Northeast Florida or will be away on temporary assignment for an extended period such that the Officer or Director will be unable or significantly less likely to attend meetings permanently will, for the benefit of the corporation, resign their office prior to leaving.
 2. Any Officer or Director who is absent from four consecutive Board of Directors meetings will be considered to have resigned the office and said resignation shall be noted in the minutes unless the absence is excused by a majority vote of the Board of Directors.
 3. Except as noted in 2 above, Officers and Directors may only be removed for

cause by a majority vote of the Directors at a regular or special meeting. At least one week's advance notice must be provided to the Directors of the removal action to be considered at the meeting. The Officer or Director under consideration must be informed of the removal action at least two weeks in advance of the meeting and must be provided with an opportunity to refute the charges at the meeting.

- G. The corporation shall, to the fullest extent permitted under applicable law, indemnify, defend and hold harmless each Officer and each member of the Board of Directors from and against any and all liabilities, actions, suits, claims, obligations, damages, costs and expenses (including reasonable attorneys' fees and costs) arising in connection with the performance by such Officer or Director of his or her duties in good faith and (1) in reliance on the advice or recommendation of professionals employed or engaged by the corporation, or (2) in a manner reasonably believed by such Officer or Director to be in (or not opposed to) the best interests of the corporation.
- H. Notwithstanding any provision or statement in these Bylaws to the contrary, no indemnification shall be made to or on behalf of any Director or Officer if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (1) a violation of criminal law, unless the Director or Officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (2) a transaction from which the Director or Officer derived an improper personal benefit; (3) in the case of a Director, a circumstance under which the liability provisions of Florida Statutes Sections 617.0832 and 617.0834, as presently and hereafter enacted, are applicable; or (4) willful misfeasance, bad faith, reckless disregard or gross negligence in the performance of any Director's or Officer's duties.

ARTICLE VII: OFFICERS

- A. The newly elected Board of Directors shall elect, at the first regular board meeting following the annual meeting, Officers of the corporation described in paragraph 3 below.
 - 1. Only Directors are eligible to be appointed as Officer candidates.
 - 2. The Nominating Committee of the outgoing Board of Directors shall provide a list of candidates who are considered qualified and willing to serve in the various offices.
 - 3. The new Board of Directors shall elect a President, Vice-President, Secretary, and Treasurer from the candidates.
- B. The duties of the Officers shall be as follows:
 - 1. President: The President acts as the principal executive officer of the corporation

and shall, in general, supervise and conduct all business and affairs of the corporation. The President shall preside at all meetings of the members and the Board of Directors. The President shall act as custodian of the corporate records.

2. Vice-President: In the absence of the President, or in the event of the President's inability or refusal to act as President, the Vice-President shall perform the duties of the President. The Vice-President shall perform such other duties as may be assigned by the President.
3. Secretary: The Secretary shall:
 - a. Keep the minutes of meetings of the regular membership and the Board of Directors.
 - b. Provide a summary of actions taken at the Board of Directors meetings for inclusion in the following month's newsletter and website.
 - c. Insure that all required notices are duly given in accordance with the provisions of these by-laws.
 - d. Perform any other duties of the office of Secretary that may be assigned by the President.
4. Treasurer: The Treasurer shall:
 - a. Take custody of and be responsible for all funds of the corporation; receiving and giving receipts for all monies due and payable to the corporation from any source, and depositing all funds of the corporation in a timely manner in the appropriate corporate bank account.
 - b. Collect and Deposit members' annual dues.
 - c. Supervise the collection, deposit and withdrawal of funds generated by any fund-raising activities conducted by the corporation.
 - d. Provide the Newsletter Editor with monthly Treasurer's reports for inclusion in the newsletter and/or website. The monthly Treasurer's report shall be made available to any member requesting it, should there not be adequate room to publish it in the newsletter.
 - e. Present to the Board of Directors, a monthly Treasurer's report and, at least annually (or more frequently as requested by the Board of Directors or President), a complete line-item accounting showing all assets and liabilities of the corporation, and all revenues and expenditures of the corporation for the current fiscal year.

- f. Prepare, update and present to the Board of Directors an annual budget of the corporation. Budget timing shall conform to the fiscal year of the corporation. The annual budget and summary report of the financial operations of the corporation shall be published in the newsletter no later than March of each year.
- g. Perform any other duties of the office of Treasurer that may be assigned by the President.

C. Vacancies in offices.

- 1. A vacancy in the office of President shall be filled by the Vice-President.
- 2. A vacancy in any other office shall be filled by the appointment of a successor by the Board of Directors.

ARTICLE VIII: COMMITTEES, COORDINATORS AND RACE DIRECTORS

- A. Race Advisor: A race advisor shall be appointed by the President. The duties of the race advisor shall be as follows:
 - 1. The race advisor shall be responsible for submitting to the Board of Directors the names of candidates considered qualified to act as race directors for all races to be conducted during the year.
 - 2. If a race director is approved by the Board of Directors, the race advisor shall provide each race director with a copy of the “Race Directors Handbook”.
 - 3. When a race director is confirmed by the Board of Directors, the race director shall select a committee for the purpose of preparing for and conducting the race.
 - a. The race director shall develop a proposed race budget showing anticipated revenues and expenses for the race based on their experience and best estimates, considering any advice and assistance received from the race advisor. The proposed race budget shall be submitted to the Board of Directors a minimum of 90 days’ prior to the race for approval.
 - b. The race director shall have the authority to carry out the following:
 - i. Maintain a separate bank account for the race revenues and expenses.
 - ii. Enter into contracts for the purchase of goods or services necessary to conduct the race, as described in the race budget.

- iii. Expend monies obtained from sponsors, from entry fees, or from the corporation within the limits set by the race budget.
 - c. All funds collected from any source and not expended, together with a preliminary accounting of gross race revenues, the number of race participants and gross race expenditures, shall be turned over to the Treasurer within one month of any race for deposit in the corporation's general account.
 - d. The race director is responsible to the Board of Directors for the proper organization and management of the assigned race and for prudent management of and accounting for all race funds. Within two months after the race, the race director must account to the Board for all income and expenditures and any deviation from the race budget.
- B. Nominating Committee: A nominating committee and chairperson will be appointed by the Board of Directors at the December board meeting each year. The duties of the committee are as follows:
1. The committee shall obtain the current list of active members from the Membership Director and will compute the number of Directorships open for election.
 2. Select a slate of Directors from the membership, adding to the slate any names submitted by members. The cut-off date for all nominations and submission of names by members shall be March 15th. Any number of nominees for election may be named.
 3. From the list of nominees for Directorships, the committee will prepare a list of persons considered qualified and willing to hold the Officer positions. This list is prepared as a service to aid the new Board in selecting its Officers.
 4. The committee must submit a list of the nominees for Directorships to the Board by March 15th in order for the nominees and a brief biography to be published in the April newsletter.
- C. Membership Director: The Membership Director shall be appointed by the President. The Membership Director shall:
1. Keep a roster of names, addresses, phone numbers (home & work) and E-mail addresses of each member.
 2. Issue a monthly list to vendors who offer club discounts to club members.
 3. Bill members for annual dues.

4. Provide each member of the Board of Directors with an up-to-date membership roster at least quarterly.
- D. Newsletter Editor: The Newsletter Editor shall be appointed by the President. The Newsletter Editor shall ensure the newsletter is compiled, sent to print, and mailed to the members in a timely manner.
- E. Race Director “Run to the Sun 8K”. This race director shall be appointed by the Board of Directors, and shall have the duties and responsibilities set forth in the FSTC race handbook.
- F. Race Director “Memorial Day 5K”. This race director shall be appointed by the Board of Directors, and shall have the duties and responsibilities set forth in the FSTC race handbook.
- G. Race Director “Autumn Fitness 5K”. This race director shall be appointed by the Board of Directors, and shall have the duties and responsibilities set forth in the FSTC race handbook.
- H. Race Director “Hog Jog 5K”. This race director shall be appointed by the Board of Directors, and shall have the duties and responsibilities set forth in the FSTC race handbook.
- I. Equipment Director: The Equipment Director shall be appointed by the President. The Equipment Director shall:
1. Control access to equipment storage area.
 2. Maintain inventory of all FSTC equipment in the club storage area or held by Members, keeping advised of the location of all FSTC equipment at all times.
 3. Ensure equipment is in working condition, replace/repair as necessary within budget requirements approved by the Board.
 4. Work with race directors and coordinators prior to races to ensure that equipment needs are met.
 5. Ensure storage fee payment requirements are made available to the Treasurer in a timely manner.
- J. Merchandise Director: The Merchandise Director shall be appointed by the President. The Merchandise Director shall:
1. Maintain FSTC logo merchandise to meet members’ needs. Solicit best price and quality opportunities to obtain merchandise.
 2. Sell FSTC merchandise at FSTC races and other club events.
 3. Turn in sales proceeds to Treasurer within a timely manner.
- K. Other positions: The President shall appoint such other committees and/or coordinators as he deems necessary to carry out the objectives of the corporation.

ARTICLE IX: ELECTIONS

- A. Directors shall be elected at the annual meeting held in April or May of each year, prior to the May Board of Director's meeting.
 - 1. The election will be an open forum. The nominating committee's slate of nominees will be announced.
 - 2. The nominees for Directorship should appear before the membership for a formal approval by the membership.
 - 3. An open vote will be taken, one vote per membership: (family membership, single membership, student membership, senior membership, lifetime membership).
- B. Officers shall be elected by the Board of Directors by a majority vote.
 - 1. The election of Officers is held at the first meeting of the new Board of Directors.
 - 2. Only Directors are eligible to be elected to office.
 - 3. The Board of Directors should give due consideration to the list of recommended Officers provided by the nominating committee, but they are not strictly bound to follow the recommendation.
- C. Directors and Officers shall serve from the time of their election for a term of one year.

ARTICLE X: FINANCE/REPORTS

- A. The books, accounts, and records of the corporation shall be open for inspection and copying by any member of the corporation provided that such member provides the corporation (through either the President or Treasurer) with at least five (5) business days' prior written notice of the date and reasonable time for such inspection.
- B. The fiscal year of the corporation shall commence on the first day of January and close on the last day of December of each year.
- C. Audits of corporation's accounts:
 - 1. Year-end financial data for the corporation shall be reviewed as soon as available, but not later than May 15 following the close of each fiscal year. (form 990 filing request to be included)
 - 2. The review shall be made by a certified or other public accountant of recognized standing.
- D. The Board of Directors shall designate the banks to be used as depositories for funds.

- E. An annual budget of estimated revenues and expenses shall be approved by the Board of Directors prior to the start of each fiscal year. The Treasurer will monitor budgeted versus actual amounts and report any potential shortfalls or overages likely to exceed 10% of the budgeted amount.
 - 1. Total funds (primary checking account plus any Certificates of Deposit) should be not less than \$25,000.
 - 2. Annual budget should not be in deficit spending by more than 5% of current total funds.
 - 3. Any non-budgeted expense, which would cause yearly expenses to exceed the total approved annual budget amount by more than 5%, should be approved by a super-majority (2/3's or greater) of board members present at a BOD meeting.
- F. The annual budget and summary report of the financial operations of the corporation shall be published in the newsletter no later than March, by the Treasurer.
- G. Dues shall be as determined by the Board of Directors and shall not be changed more often than once per year.
- H. This is a non-profit 501(C)3 corporation. Dues, entry fees, and other monies received by the corporation will be spent entirely for carrying out the objectives of the corporation. A Not-For-Profit Corporation Uniform Business Report or similar report as required by the State of Florida must be filed no later than May 1st each year. New Officers shall be named in that report.
- I. No part of the net earnings of the corporation shall inure to the benefit of any member. Board members shall not profit by the sale of products or services to the corporation, either directly or through any other corporation, firm, association or entity in which one or more board members has a financial interest, except that a Director may contract for providing goods or services to the corporation (either directly or through an entity in which such Director has a financial interest) so long as (1) the fact of the relationship between such Director and the entity providing such services or goods is disclosed to the Board of Directors and a disinterested majority of the Board of Directors approves such contract, and (2) the contract is fair and reasonable as to the corporation at the time it is authorized by the board.
- J. Members using corporation funds for any purpose shall give a full record of expenditures to the Treasurer.
- K. This corporation will remain a member of good standing in the Road Runners Club of America in order to maintain insurance coverage and tax-exempt status.
- L. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political

campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE XI: QUORUM

- A. Board of Directors: One-half or more of the Directors of the corporation shall constitute a quorum at any duly called meeting.

- B. Annual and Special meetings of the membership: If proper notice has been provided in accordance with these by-laws, the number of members present shall constitute a quorum.

ARTICLE XII: PARLIAMENTARY AUTHORITY

- A. All meetings conducted under these by-laws shall be governed by the latest available edition of Robert's Rules of Order.

- B. The Articles of Incorporation and the By-laws of the corporation take precedence in cases of conflicts or inconsistencies.

ARTICLE XIII: AMENDMENTS TO THE BY-LAWS

- A. These by-laws may be amended, altered, or rescinded by a majority vote of the Board of Directors at any regular or special Board meeting after one week's notice of the purpose, time, and place of the meeting has been given to all Directors.

ARTICLE XIV: DISSOLUTION

- A. In the event of dissolution of this corporation, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or any other 501(c)(3) organization, as the Board of Directors shall determine.