

BYLAWS

OF

Harford County Running Club
A NON-PROFIT CORPORATION

EFFECTIVE DATE *14 February 2019*

ARTICLE I

ORGANIZATION

Section 1.1 The name of this organization shall be "*HARFORD COUNTY RUNNING CLUB*," a non-profit organization, incorporated and operated under the Laws of the State of Maryland; hereafter referred to as the Club. The organization was previously named the Renaissance All-Sports Athletic Club ("RASAC") and RASAC-Harford County Running Club. Any and all references to either RASAC and/or RASAC-Harford County Running Club shall now refer to *Harford County Running Club*.

Section 1.2 The organization may change its name only by a majority vote of the Membership body.

Section 1.3 The Club shall be a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body will be considered to be adopted by this organization. This Club will submit annual dues to the RRCA as membership in that body shall require.

ARTICLE II

PURPOSES

Harford County Running Club is a non-profit corporation. Its purpose and objective is to promote and encourage amateur running and racing in the state of Maryland and to educate the public regarding its physical and mental benefits. In furtherance thereof, *Harford County Running Club* may hold races, lectures, fun runs, other educational activities and social events; publish newsletters, websites and other materials; honor individuals, companies and other organizations for excellence in and contributions to running; and do all other things as may be conducive to generating interest in running and all other activities related to those purposes.

ARTICLE III

MEMBERSHIP AND DUES

Section 3.1 There shall be no restriction on the number of Members accepted into the organization. Membership shall be open to individuals, corporations or firms having a particular interest in the support of the purpose and objectives of the organization, and shall be open to all persons regardless of race, color, age, gender, sexual orientation, religion, national or ethnic origin, or physical or mental disabilities. In considering corporate applicants for membership, the qualifications, interest and capability of the applicant with reference to the purposes of the organization shall be deemed material factors. All applications for membership constitute an agreement on the part of the applicant to adhere to all bylaws, rules, and regulations of the organization.

Section 3.2 Members shall be expected to pay dues in order to maintain membership with this organization. Dues shall be determined by the Board from time to time, and each Member acknowledges and agrees to pay such dues on or before January 15th of each calendar year. Members who fail to pay their dues within sixty (60) days after the receipt of the initial dues bill shall receive a written notice of delinquency from the membership director. If after ninety (90) days such Member still remains delinquent, his, her or its membership shall be forfeited.

Section 3.3. Lifetime membership shall be offered to individuals or families at rates to be set forth by the Board of Directors. Monies collected from such memberships shall be held in escrow for the purpose of future financial obligations associated with Member participation (e.g., insurance)

Section 3.4 Only Members in good standing as defined in Section 3.2 shall be extended the benefits of the organization.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 Number of Directors. The business of this organization shall be managed by a Board of Directors consisting of seven (7) members. At least one of the directors elected shall be a resident of the State of Maryland and a citizen of the United States.

The directors of the organization shall be:

- President/Chair of the Board of Directors
- Vice President/Vice Chair of the Board of Directors
- Secretary
- Treasurer
- Membership Director
- Marketing Director
- At-Large Director

Additional representative delegates may be nominated by the board to fill committee or functional roles (e.g., social events, snowflake series).

Section 4.2 Responsibilities of Directors. The Board of Directors shall have the control and management of the affairs and business of this organization. It carries out the purpose and objectives of the Club, doing so as a representative body of the Membership at large. Binding decision of the Board shall only be made in the presence of a quorum of the Directors.

The President/Chair shall:

- Preside at all regular meetings.
- Present at each annual Member meeting a report of the work of the organization.
- Appoint all committees, temporary or permanent.
- See all books, reports and certificates required by law are properly kept or filed.
- Have such powers as may be reasonably construed as belonging to the chief executive of any organization to include but not limited to signature authority for the organization.

The Vice President/Vice Chair shall:

- In the event of the absence or inability of the President to exercise his or her office, become Acting President of the organization with all the rights, privileges and powers as if he or she had been the duly elected President.
 - Work closely with the President/Chair and other directors/representatives.
 - Participate closely with the President/Chair to develop and implement officer transition plans.
 - Represent the Club at state and Regional meetings of the RRCA.
 - Perform other responsibilities as assigned by the Board.
 - Serve as the primary liaison between the Board of Directors and the premium race directors (e.g., HAT Run, Women's 5K By the Bay, Bel Air Town Run, Survivor Run).
 - Coordinate with event hosts, race directors, and committees for volunteer support.

The Secretary shall:

- Keep the minutes and records of the organization in appropriate books.
- Coordinate, schedule, and, in collaboration with the marketing director, communicate events of the Club to the Membership.
 - Officially record with RRCA the events of the Club.
 - File any certificate required by any statute, federal or state.
 - Be the official custodian of the records of this organization.
 - May be one of the officers required to sign the checks and drafts of the organization.
 - Present to the Membership at any meetings any communication addressed to him or her as Secretary of the organization.

- Submit to the Board of Directors any communications which shall be addressed to him or her as Secretary of the organization.

The Treasurer shall:

- Have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization.
- Must be one of the officers who shall sign checks or drafts of the organization.
- Render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be affixed to the minutes of the Board of Directors of such meeting.
- Register on an annual frequency and remit all fees due of the organization to the RRCA for the purposes of insurance.
- Exercise all duties incident to the office of Treasurer.

The Membership Director shall:

- Be responsible for preparing a membership registration application, collecting dues, collecting liability waivers, and maintaining Club membership lists.
- Submit roster of active Members both annual and lifetime to the RRCA.
- Make available to committees and Directors lists of active Members.
- Communicate, in writing, notices of delinquency to any Member not remitting dues as set forth in Article 3.
- Conceive and implement initiatives to grow Club membership.

The Marketing Director shall:

- Develop an annual marketing and communications plan and calendar.
- Curate and distribute newsletters.
- Attend to all correspondence of the organization
- Create a branding strategy for marketing materials including but not limited to: business cards, brochures, flyers, signage, logos, and apparel.
- Coordinate and ensure consistent branding across all forms of social media and webpages.
- Utilize local media outlets for press releases.
- Collaborate with committees to broadly advertise upcoming events.

The Member at Large shall:

- Participate in all regular and special meetings of the Board.
- Attend the annual Members meeting.
- Nominate candidates for the Board of Directors, committee chairs, and representative.
- Participate in the planning, execution, and oversight of Club activities.
- Be an informed representative for a constituency of club Members, and be prepared to vote for the good of the Club, after studying and hearing discussion of the issues.

- Respond to requests of the President or other Directors.

Section 4.3 Election of Directors. A Director shall be elected by a majority of active Members. Such vote shall occur in November of each year.

Section 4.4 Terms.

a. All Directors shall be elected to serve a two-year term, which may be temporarily extended until a successor has been elected, not to exceed term limits as set forth herein.

b. Director terms shall be staggered so that half the number of Directors will end their terms in any given year. As necessary to facilitate the staggering of terms, Directors may serve an initial term of three-years, thereafter serving two-year terms.

c. Upon re-election to the position, Directors may serve successive terms or until such time as the Director resigns his/her position. Successive terms may not exceed three (3) terms (six years).

d. The term of office shall commence on January 1 and end on December 31 of the second year in office, unless such term is extended or until a successor Director has been elected to fill the position.

Section 4.5 Manner of Acting.

a. Quorum. Fifty percent (50%) of the active Members of the Board of Directors, and not less than three (3), shall constitute a quorum, and the meetings of the Board of Directors shall be held regularly four (4) times per year.

b. Voting. Each Director shall have one vote and such voting may not be done by proxy. Except as otherwise required by law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the event of a deadlock, the President shall have the power to determine the outcome of the deadlocked vote, based on his/her discretion.

c. Participation. Directors may participate in regular or special meetings through the use of any means of communication in which all Directors may hear each other simultaneously during the meeting, including, but not limited to, telephone conference calls or internet video services.

d. Informal Action. Any action required or permitted to be taken by the Board of Directors at any meeting may be taken without a meeting if written consent by a majority of the Board of Directors is obtained. Such informal action shall set forth the date and action so taken and shall be executed by a majority of the Board members.

e. Compensation. No Officer shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a Director or Officer.

Section 4.6 Resignation or Removal of a Director. Any Officer may resign at any time upon written notice to the President of the Board. Any Officer may be removed at any time by majority of the Board upon their determination that such removal would best serve the interests of the organization. A Director, removed from the Board, shall immediately surrender his/her position, including the position of Executive Director if so held, when sufficient cause exists for such removal. A Director may be represented by legal counsel during any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Section 4.7 Vacancies. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the unexpired portion of the term.

Section 4.8 Meetings.

a. Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each year at times and places determined by the Board. Board members shall be notified in writing no less than ten (10) days prior thereto, of the meeting location and time. The meeting time and location shall furthermore be posted to a Member-accessible calendar. All meetings are open to the general Membership and shall be conducted pursuant to Robert's Rules of Order (current edition then in effect) <http://robertsrules.com/>.

b. Special Meetings. Special meetings of the Board shall be called by the President, Vice President, Secretary or Treasurer, or any other two (2) Directors. Notice of a special meeting shall be delivered to all Board members no less than two (2) days prior to the intended date of the special meeting, specifying the date, time, place and purpose of the meeting.

c. Annual Member Meeting. The Board of Directors shall host an annual Member meeting for the express purposes of communicating to Members. This may be one of the regular meetings or an additional meeting. The Membership shall be notified not less than thirty (30) days prior thereto, of the meeting location and time.

ARTICLE V

SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, if any, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE VI

COMMITTEES

Section 6.1 Creation. All committees of this organization shall be appointed by the Board of Directors and the term of office for any Committee Chair shall be for a period of one (1) year or less, if sooner terminated by the action of the Board.

Section 6.2 Structure. Recurring committees of the Club may include but are not bound nor limited to the premium race events (e.g., HAT Run, Women's 5K By the Bay, Bel Air Town Run, Survivor Run), scholarship, track and field, hall of fame, social, and an events committee.

Section 6.3 Function. The Board of Directors will define the duties and deliverables for all committees. Committee chairs will select committee members and set forth expectations and duties thereof. The Board shall be kept informed of the activities and progress of all committees and have oversight responsibilities for the final outcome(s).

ARTICLE VII

FINANCES

Section 7.1 The Board of Directors shall establish an annual operating budget and set membership dues to support the same. All revenue accumulated from the execution of club activities shall be accounted for and overseen by the Board of Directors or its designee. Monies collected shall immediately be surrendered to the Treasurer or similarly designated officer of the Club. Indebtedness of the Club shall likewise be drawn from Club accounts at the discretion of and pursuant to the priorities of the Club and its annual budget.

Section 7.2 The Board may authorize the president or other director to execute and deliver all checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Club. Committee chairs, to include premium race directors, may be permitted to act in such a manner on behalf of the Club, establishing accounts and executing funds therein.

Section 7.3 All transactions, shall, unless otherwise provided by resolution of the Board, be signed by the Treasurer. The Board of Directors shall have authority to grant signature authority to organizational designees to include, but not limited to, committee chairs.

Section 7.4 Any account to be formed for the purpose of maintaining Club funds shall only be at the direction of the Board of Directors and with complete and continual oversight thereof. The account manager of such account shall, at regular intervals and not less than quarterly, communicate to the Board an accounting of the holdings and execution of the account. Such records shall furthermore be made available to the Membership at large. The Treasurer shall be a signature authority and be a named account representative by the financial institution hosting any accounts for the Club.

Section 7.5 All monies of the Club shall be deposited to the credit of the Club in financial institutions that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. Specific exemption to this clause may be granted by the Board of Directors for the purposes of investing selected holdings of the Club.

Section 7.6 There shall be prepared annually a full and correct statement of the affairs of the organization, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Board and, within twenty (20) days after the meeting, placed on file at the organization's principal office. Such statement shall be prepared or caused to be prepared by such executive officer of the organization as may be designated in an additional or supplementary bylaw adopted by the Board. If no other executive officer is so designated, it shall be the duty of the Treasurer to prepare or cause to be prepared such statement.

Section 7.7 The fiscal year of the Corporation shall be the twelve calendar months period ending September 30 in each year, unless otherwise provided by the Board.

ARTICLE VIII

INDEMNIFICATION AND INSURANCE

Section 8.1 The Officers and Board of Directors of the Corporation shall be indemnified by the organization against legal fees, court costs, and litigation expenses actually and necessarily incurred by them or anyone of them in connection with the defense of any action, suit, or proceeding to which he or she is made a party by reason of having been a member of the Board of Directors or an officer of the Corporation, except in relation to matters in which such officer or member of the Board of Directors may have been adjudged liable for gross negligence or willful misconduct. The right of indemnification provided herein will inure to each officer and member of the Board of Directors at the time such costs or expenses are incurred, and in the event of death, to their heirs or personal representatives.

Section 8.2 The Club shall, at a minimum, procure appropriate general liability and officers and directors' insurance, with appropriate limits in place as determined by the Board. The Club may, from time to time, procure additional insurance policy(ies) with regard to specific events, activities, or undertakings in which the Club engages. The Club insurance policy shall be non-transferable and not assume liability for such activities for which it does not have direct control.

ARTICLE IX

NON-DISCRIMINATION

The organization shall not discriminate on the basis of race, color, age, gender, sexual orientation, religion, national or ethnic origin, or physical or mental disability in the administration of its policies and objectives.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 10.1 The organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 10.2 The organization shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Members, its Board and of any executive or other committee when exercising any of the powers of the Board. The books and records of the organization may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Bylaws shall be kept at the principal office of the organization.

Section 10.3 The Board shall provide a suitable seal, bearing the name of the organization, which shall be in the charge of the Secretary. The Board may authorize one or more duplicate seals and provide for the custody thereof. If the organization is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule, or regulation relating to a corporate seal to place the word "SEAL" adjacent to the signature of the person authorized to sign the document on behalf of the organization.

Section 10.4 Any notice or other document which is required by these Bylaws to be mailed shall be deposited in the United States mails, postage prepaid.

Section 10.5 A person who holds more than one office in the organization may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

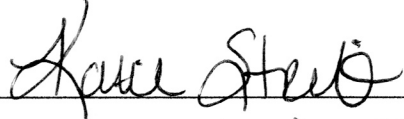
Section 10.6 In the event any Board member or officer is or may be an officer, director, stockholder, employee, or have a financial interest in a corporation or other organization with which this organization shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the organization, he or she shall fully disclose such interest to the Board. After revealing any such interest, such director

Section 10.7 Members hosting events on behalf of the Club shall 1) coordinate in advance with the Secretary; 2) document Member participation; 3) collect liability waivers and applicable fees from non-members; 4) confirm appropriate insurance coverage, if necessary; 5) confirm or procure appropriate permits, if necessary and 6) submit results to the designated Club official within 5 days of the event.

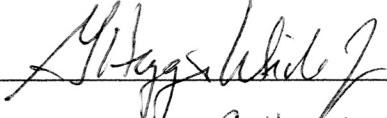
Section 10.8 These ByLaws may be altered, amended, repealed or added to by an affirmative vote of not less than eighty (80%) percent of the Board of Directors. Such changes shall be carried out in the interest of the Club, its Members, and only as such to support and further the purpose and objectives of the Club. All amendments shall be known to the Membership not less than 30 days prior to ratification.

TO WIT:

We, the undersigned President and Treasurer of the organization, each do herewith and hereby certify and affirm, under penalty of perjury, that, to the best of our knowledge, information and belief, the foregoing Bylaws of the organization were duly considered, approved, and adopted, upon Motion duly made and seconded, by a majority of the Members of the Board of the organization at the Meeting of said Board, at which meeting a quorum was present, on the 18th day of October, 2018, and do so indicate by signatures affixed hereto.

 _____ (SEAL)

Print Name: Katie Streib
Title: President

 _____ (SEAL)

Print Name: G. Huggin White, Jr
Title: Treasurer

Harford County Running Club
A Maryland Nonprofit Corporation

Adopted this 14th day of February, 2019