

BYLAWS OF THE SOUTH BAY RUNNERS CLUB
A California Non-Profit Corporation
Adopted May 12, 2015
Amended October 19, 2017

I. General Provisions

- a. The organization shall be known as "South Bay Runners Club," hereinafter known as SBRC.
- b. The SBRC shall promote and encourage health and fitness through distance running and walking. Towards these goals, the SBRC will host weekly running and walking activities; participate in local races and/or other running and walking activities; provide educational information via meetings, newsletters, guest speakers, etc.
- c. The SBRC shall aim to serve the Beach Cities of Southern California; including, but not limited to, Manhattan Beach, Hermosa Beach, and Redondo Beach.
- d. The SBRC shall be affiliated with the "Road Runners Club of America, Incorporated" ("RRCA"); abide by the RRCA bylaws; and submit annual dues.
- e. The principal offices of the SBRC shall be located at 23525 Arlington Ave #231, Torrance, California, 90501

II. Membership & Dues

- a. Membership within SBRC shall commence on an annual basis beginning July 1. Membership dues shall be paid on an individual basis regardless of family affiliation.
- b. Membership of SBRC shall not discriminate based on race, creed, color, national origin, gender, sexual orientation, physical condition or age
- c. Members shall submit an annual application which includes a code of conduct and waiver of liability.
- d. The SBRC will not accept membership applications from minors. Minors are defined as individuals under the age of 18.
- e. Non-members who attend an official training event of the SBRC must complete a guest waiver of liability form.
- f. Annual dues shall be set by the SBRC Board of Directors.

III. Club Meetings

- a. An annual meeting of the club-wide membership shall be conducted at a date and time established by the SBRC Board of Directors. Quorum at the club-wide meeting shall be 51% majority of board members and club members who are in good standing with the club at the time of the meeting. The annual club-wide meeting shall be announced at least one month in advance.
- b. Board meetings shall occur as frequently as needed to make decisions regarding the day-to-day business of the club and to facilitate club operations. Meetings may take place in person, by telephone, or by equivalent means. Quorum at the board meetings shall be a 51% majority of the Board.

- c. Special meetings may be called at any time by the Board of Directors and must consist of quorum. Directors must be given at least 48 hours notice prior to the special meeting date and time.
- d. All meeting minutes shall be made available to the club-wide membership.
- e. Procedural requirements: Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the group. A majority vote of the Board of Directors members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. No official board meeting shall be held unless a quorum is present.

IV. Club Finances

- a. The SBRC shall establish an annual budget based on the fiscal year of July 1 to June 30.
- b. All funds received shall be deposited in a bank account in the name of the club.
- c. An accounting review of the Treasurer's books shall occur annually by a person appointed by the Board of Directors.
- d. Expenditures under \$200 may be approved by the SBRC President; Expenditures exceeding \$200 must be approved by a majority of the board members.
- e. At the end of each year the club shall have the goal to maintain at least 50% of the previous year's budget on reserve.
- f. The SBRC is a non-profit organization. Dues and other monies received by the club shall be spent entirely for carrying out the stated purposes of the club (refer to Section I. b).
- g. In the event of dissolution of the club, the funds of the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to the Club's.

V. Board of Directors

- a. The Board is the governing authority and has oversight of the management of the SBRC affairs. It carries out all the objectives and purposes for which the Club is organized. This general mandate includes, but is not limited to, setting Club policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the Club's programs and services, elevating the Club's public image, and hiring of any employees or independent contractors.
- b. The number of directors should be any odd number that is not less than three and not more than eleven.
- c. Directors must be at least 18 years of age.
- d. Each Director shall hold office for two years. Directors are eligible for re-election at end of their two year term.
- e. If a vacancy occurs during the middle of a current board member's term, the vacancy shall be filled for the remainder of that term.
- f. The Board shall have the power to remove any officer from their position if this person is not completing his or her duties to the satisfaction of the Board. Removal will be by a vote of 51% majority of the Board.
- g. The Board shall have the power to appoint members to serve in a specified capacity within the organization. This shall occur by a majority vote of the Board.

VI. Elections

- a. Election of officers shall occur on an annual basis. Elected officers shall hold office for one year. Election of officers requires a 51% majority vote of the Board of Directors. Officers must be good standing with the club.
- b. Nomination procedures are as follows:
 - i. A candidate may be self-nominated or be nominated by a fellow board member
 - ii. The candidate must verbally accept their nomination.
 - iii. Nominations and voting for President, Vice-President, Secretary, and Treasurer shall occur at the first Board of Directors meeting of the new fiscal year.
- c. Officer duties shall be as follows:
 - i. President: to preside over all meetings; oversee operation of the club; may be named on the club bank account; may authorize expenditures under \$200; is the official representative of the SBRC; may assign or delegate responsibilities to other members of the board; perform all other duties that pertain to this office or that may be specified by the written bylaws or board
 - ii. Vice-President: to serve in the absence of the President and to assist the President as requested.
 - iii. Secretary: to record meeting minutes; report all motions and votes; prepare and distribute minutes in a timely manner; to manage club correspondence
 - iv. Treasurer: to disburse funds as directed by the board; to keep accurate records of the club's financial status; to present records and status updates to the board as requested; to provide monthly bank account statements as requested; named to the club bank account; to file tax returns in a timely manner; to develop the annual budget; provide reimbursements to board members or members of the club as approved by the board
- d. The election of the Board of Directors shall occur annually.
 - i. Directors whose term is ending are eligible to declare themselves for re-election.
 - ii. Additional candidates shall submit eligibility no less than one week prior to the date of the election.
 - iii. Each candidate needs to have 51% majority of the current voting quorum of the membership in attendance at the annual meeting in order to be placed on the Board. The Board shall invite all members to apply to be a Director.

VII. Amendments

- a. The SBRC Bylaws may be amended at any time through a 51% majority vote of board members present; must have quorum.
- b. All amendments shall become effective following the meeting at which they are adopted, unless otherwise specified at the time of adoption.
- c. The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the RRCA, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision

VIII. Annual report

- a. An annual report will be submitted to any and all agencies as necessary.