



Bylaws of the Melrose Running Club

Adopted September 2018

These Bylaws were developed using draft bylaws provided by the Road Runners Club of America as well as other local running clubs. The Bylaw Review Committee was chaired by Nick Lamberti and also included Dan Slattery, Charles Brinkman, Andy Nagelin, Jim Carson and Larry Donoghue. The bylaws were approved by the Melrose Running Club Board of Directors on September 18, 2018.

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I. ***Title***

The name of the organization shall be Melrose Running Club, hereafter referred to as “the Club” or “this organization.” The logo of the Melrose Running Club depicted below will be composed of the following colors: Purple (Hexadecimal color #663399, with RGB values of R: 102, G: 51, B: 153: Pantone # 267 C), White and Black:



II. ***Purpose***

- A. The Club is organized to provide a structured organization for the purpose of promoting running as a sport as well as a healthy lifestyle within the community.
- B. In furtherance of objective “A,” the Club may host group runs, fun runs, training runs, championship races and programs on the road, trail or track, educational lectures and activities, demonstrations, clinics and social events for its members and the general public.
- C. The Club may print/publish books, magazines, newsletters and on-line content; present awards; and participate in community activities as well as such things that may be conducive to the encouragement of running.

III. ***Affiliations***

The Club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. The Club will submit a portion of the annual dues described in Section VI to the RRCA for membership in that body as required.

In addition, The Club will maintain a membership in USA Track & Field (USATF).

IV. ***Membership***

Membership in the Club will be on an annual basis starting January 1st. Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, age (eighteen or older) or any other characteristic protected by law.

Minors (children under the age of 18 years old) are allowed to participate in the Club with parental approval (in writing), and must be supervised by their parents at all Club activities.

Individuals who wish to participate in the activities of this organization shall: (1) pay dues annually; (2) complete an annual application for membership, which includes agreeing to follow the Club's Code of Conduct; (3) sign a waiver of liability for participation in all Club activities and (4) sign a photo/video consent and release form.

V. *MRC Member Code of Conduct*

Members shall conduct themselves in a manner that will ensure a comfortable and welcoming environment to pursue and enjoy the sport of running free of any type discrimination regardless of age, disability, ethnic or religious background, gender, sexual orientation, or any other characteristic protected by law, and free of any sexual harassment; defined as unwanted sexual advances, or unwanted visual, verbal or physical conduct of a sexual nature which interferes with the right of other members to fully participate in Club events.

Please review the following:

- Always respect your fellow Club members and all other attendees at Club events at all times;
- Always show respect and appreciation for volunteers who give their time to the Club or help at Club sponsored events;
- Never yell, taunt, or threaten physical violence upon another Club member, minor participant, volunteer, or event spectator at Club events. Members with a criminal history of violence or with a legal restraining order against them by another Club member may be barred from membership and participation in Club activities;
- Never use abusive or vulgar language, or make slurs or derogatory comments, including comments which are based on race, age, gender or other characteristics protected by law at Club events;
- Never make unwanted sexual or physical contact with other Club members or minor participants. MRC does not screen Members, or prospective Members, for criminal records or listing on the sex offender registry. However, if it is learned that a Member is listed on a sex offender registry, convicted of a sex crime, or charged with possessing, creating or distributing child pornography, the Member will be immediately barred from membership and all participation in Club activities;
- Violations of the MRC Member Code of Conduct policy should be reported by victims or witnesses to the Board of Directors, without hesitation and without fear of retaliation;
- Violations of the MRC Code of Conduct may be reported verbally; however, a written statement may be requested to assure that the report is complete and accurate.

All violations will be handled in the discretion of the Board of Directors, and may include an investigation. Efforts will be made to maintain the confidentiality of the complaint and the investigation, consistent with the need for a fair and complete investigation. Members found to have violated the Code of Conduct are subject to sanctions, up to and including loss of membership and exclusion from Club activities.

Members who are accused of violating the Code of Conduct may appeal to the Board of Directors in writing or via verbal presentation. However, decisions remain at the discretion of the Board of Directors, and the Board's determination is final. Membership fees will not be refunded to any member dismissed from the Club.

VI. ***Dues***

The annual dues rate for the Club membership will be set on an annual basis by the Board of Directors and communicated annually to the membership as part of the renewal/sign-up process for the Club. Memberships may comprise of either individual or family memberships. If the Board elects to raise dues by more than 25% from one year to the next, the entire membership of the Club will be eligible to vote on the recommended dues increase.

VII. ***Meetings of the Membership***

The Annual meeting of the Melrose Running Club shall be held on the second Tuesday of the month of September. Matters to be voted on at the Annual Meeting will be ratified by the Club members present at the meeting.

Club elections shall be held on two consecutive Tuesday nights following the Annual club meeting but not later than September 30th.

VIII. ***Board of Directors and Elections***

The general membership elects the Board of Directors on an annual basis. Elections should be held no later than September 30th of the calendar year.

The Board consists of four officers: a President, Vice President, Secretary, Club Treasurer, and eight board positions: Webmaster, Membership Coordinator, Apparel Coordinator, Newsletter Editor/Publicist, Events Coordinator, MRFW Race Director, AOMH Race Director and a Race Treasurer. Each Board position shall constitute only one vote.

The Board is the governing authority and has total oversight over the management of the Club's affairs. It carries out all the objectives and purposes for which the Club is organized.

This general mandate includes, but not limited to, setting Club policy, financial oversight, strategic planning, fundraising, legal matters, elevating the Club's public image as well as determining and monitoring the Club's programs and services and the hiring of any employees or independent contractors.

The MRC Board of Directors shall meet each month, usually the third Tuesday of the month. Monthly Board meetings may be postponed at the discretion of the Club President; however, the Board must meet at least once each quarter.

A. Board of Director Duties:

1. *President* – to preside over meetings, represent the Club with the RRCA, to call any special meetings, and to appoint committees and chairpersons thereof with the approval of the Board.
2. *Vice President* – to assume the powers of the President in his/her absence and to take on special assignments as requested by the President.
3. *Secretary* – to record minutes at all meetings in accordance with Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all Board positions and when requested by the President, to accept assignments involving correspondence and the keeping of records.
4. *Treasurer* – to oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for Board approval, prepare and file tax returns for the Club as required by federal, state, and local entities, anticipate and report financial problems, ensure Board receives regular and accurate financial statements and that the Board members understand the information presented.
5. *Webmaster* – to oversee, maintain and develop the MRC website to include race results, membership information and database, club race activities and information.
6. *Membership Coordinator* – to oversee and update the Club membership database including Who's Who, to receive membership applications, to meet and greet new members and place them in pace groups, to coordinate the annual membership renewal drive and answer Email inquiries, update and maintain Facebook content and list.
7. *Apparel Coordinator* – to coordinate the design and purchase of Club apparel including jackets, shirts, accessories, to poll Club members for special orders and maintain any Club apparel inventory.

8. *Newsletter Editor/Media Coordinator* – to oversee the creation of a Club quarterly Newsletter, to gather articles from Board members and Club members for the newsletter, coordinate publicity for Club events, and communicate with local media outlets on club activities.
9. *Events Coordinator* – to oversee the organization of Club special events including winter and summer parties, summer and winter solstice runs, Healthy Melrose, Adopt-A-Site and chili fests as well as special events created or determined by the Board of Directors.
10. *Melrose Run For Women Race Director*– to oversee the organization and implementation of the annual Melrose Run For Women to be held on Mother’s Day of each year.
11. *Assault On Mt. Hood Race Director*– to oversee the organization and implementation of the annual Assault On Mt. Hood road race to be held in December of each year.
12. *Race Treasurer* – to oversee the collection of race registration fees, sponsorship monetary donations, payment of race expenses and the distribution monies raised to local charities.

B. Eligibility:

All Board members must be dues paying members of the organization and in good standing. Officers may be elected to succeed themselves. Prospective MRC Presidents should have previous board experience.

No member of the Board may hold more than one Board position at the same time.

C. Term of Office

1. Term of office shall be about one year (12 months), beginning with the conclusion of Club elections, and no later than October 1st.
2. Offices filled upon resignation shall also expire at the time of elections.

D. Elections

Club elections shall be held on two consecutive Tuesdays in September following the Annual Club meeting in September. Officers shall be elected by a majority vote of the Club membership who cast ballots during the election period.

E. Procedural Requirements

1. Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the group.
2. 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.
3. A quorum shall consist of a majority of the Board members then elected. No official meeting shall be held unless a quorum is present.

IX. *Committees and Task Forces*

The Board of Directors has the authority to create committees and task forces, appoint members and dissolve committees and task forces, as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force.

All committee and task force members serve for one year or a term defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces and the Board has oversight duties in regard to the final outcome i.e. approval, acceptance, or rejection, ratification of the actions of a committee or task force.

X. *Finances*

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The Board may authorize the President and or any other officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with the approval of the Board majority.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club are signed by authorized officers in accordance with the policies and procedures adopted by the Board.

All monies for the Club are to be deposited to the credit of the Club in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation (FDIC) or other government insurance agency.

No Club funds may be deposited in the personal accounts of a member of the Board, or in any account not approved by the Board. The Treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and the Treasurer determines that the balance of the general fund exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.

XI. *Savings Clause*

Failure of literal or complete compliance with provisions of the Bylaws with respect to dates, times and notice or the sending or receipt of the same, do not invalidate the actions or proceedings of the members at any meeting as long as no substantial injury to the rights of the members has occurred.

XII. *Tax Status and Dissolution*

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, officers or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II.

No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club may not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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

Upon dissolution of the Club, the funds in 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.

(Both statements are requirements for membership in the RRCA per the IRS)

XIII. *Removal of Directors and Members*

Any Board member or officer may resign at any time by delivering his/her resignation in writing to the President, Vice President or Secretary. Such resignation shall be effective upon receipt unless specified to be effective for another time.

A Director or Officer may be removed from office for cause or by a vote of no confidence as determined by a majority vote of the Board of Directors. Reasonable notice and opportunity to be heard at a meeting of the Board is required before such a vote.

Club Members' memberships may be terminated for cause or a violation of the MRC Code of Conduct after deliberations by the Board of Directors following a comprehensive review of the member's conduct or actions.

XIV. *Personal Liability and Indemnification*

Neither the Board of Directors, nor any Officer shall have the power to bind the Board of Directors or the officers of the Club personally. All persons or organizations extending credit to, contacting with or having any claim against the Club shall look only to the funds and property of the Club for payment. Any such contract or claims for payment of any debt, damage, judgment, or decree of any money that may otherwise become due or payable to them from the Club so that neither Directors nor the Officers, present or future shall be personally liable.

The Club shall to the extent legally permissible, indemnify each of its Directors and Officers against all costs, liabilities and expenses (including counsel fees) reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceedings, asserted or threatened against him or her while in office or thereafter, by reason of his being or having been such a Director or Officer of the Club, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith and in the reasonable belief that his or her action was in the best interest of the Club or that such liability arises from his or her willful misconduct.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. As used in this section the terms "Directors and Officers" include their respective heirs, executors and administrators.

XV. *Copyright and Intellectual Property Rights*

All content, including images, photography, illustrations, graphics, designs, text, trademarks and logos, found in publications both electronic and hard copy created by the Melrose Running Club as well all content found on the MRC website (www.melroserunningclub.com) are the property of MRC and are protected by United States and International copyright laws.

No permission, either express or implied, is granted for the electronic transmission, storage, retrieval, or printing of the content owned by MRC. Entities or individuals visiting or viewing images from the MRC website may not copy, modify, publish, transmit, or distribute the contents found therein without the express written permission of MRC.

In addition, all intellectual property, including the MRC website, domain name, search engines, and web designs, are the property of MRC and are protected by existing copyright laws and intellectual property right laws.

MRC respects the copyright and intellectual property rights of other individuals and entities. Therefore, it is the responsibility of anyone adding or posting information to the MRC website to make sure that the information added or posted does not violate such rights.

MRC has carefully compiled the contents of its website in accordance with its current state of knowledge. Access to and use of the MRC website, as well as web sites related or connected to by such links, are at the user's own risk and responsibility. MRC is not responsible for errors and/or omissions in the information provided.

MRC bears no responsibility or liability for damage of any kind, including indirect or inconsequential damages, resulting from access to or use of its website including fitness information as well as websites related connected to by these links.

The MRC website contains links (cross references) to websites that are created, sponsored and/or operated by third parties. MRC takes no responsibility for the content of these other websites.

XVI. *Boston Athletic Association Marathon Numbers*

Boston Marathon numbers awarded annually to the Melrose Running Club through the Boston Athletic Association's Invitational Program will be distributed to Club members in accordance with the established MRC Guidelines for BAA Numbers.

XVII. *Bylaw Amendments*

- (a) A Bylaw amendment may be adopted by two-thirds vote of the members present at the annual meeting, or at a special meeting called by the Board of Directors.
- (b) All members must be notified at least 30 days prior to voting that bylaw amendments will be discussed and voted on.
- (c) Only those who have been members of the Club for 30 days prior to the proposal of such an amendment may vote.