

BY-LAWS OF ANNAPOLIS STRIDERS, INC.

ARTICLE I. NAME

The name of this organization shall be "ANNAPOLIS STRIDERS, INC.," hereinafter referred to as the "organization."

ARTICLE II. PURPOSE

The purpose of this organization shall be to improve the physical fitness and mental well-being of its members through the promotion and encouragement of long distance running. In furtherance of this purpose, this organization may engage in any activity not prohibited for charitable organizations qualified as tax-exempt pursuant to Section 501(c)(3) of the Internal Revenue Code, including but not limited to conducting road and track races, time trials, fun runs, and social runs; sponsoring lectures and demonstrations; publicizing the benefits of running and jogging; publishing books, magazines, and newsletters; hosting social events; making awards; and generally coordinating activities with any other agency or entity which shares or endorses this purpose.

ARTICLE III. AFFILIATION

The organization intends to be affiliated with the Road Runners Club of America, RRCA, and to the extent of that affiliation shall be subject to the by-laws and policy of RRCA. This organization may also be affiliated with any other regional or national organization which is tax exempt and which supports the purposes set forth in Article II.

ARTICLE IV. MEMBERSHIP

Section 1. Regular Members. Regular membership in this organization shall be open to any person who accepts the purpose of this organization.

Section 2. Other Classes. This organization may have such other classes of membership as may be established from time to time by the Board of Directors.

Section 3. Privileges. The privilege of serving as an officer of this organization or as the chair of a committee shall be reserved to regular members who are eighteen years of age or older.

Section 4. Responsibilities. Each member shall contribute to the organization by participating in events, by volunteering, and by supporting the purposes of the organization.

ARTICLE V. DUES

Regular members shall pay annual dues in such amount as shall be established by the Board of Directors.

ARTICLE VI. OFFICERS

Section 1. Designation. The officers of this organization shall be President, Vice-President for Administration, Vice President for Races, Vice President for Training and Education, Secretary, Treasurer, and nine Directors.

Section 2. Duties.

- a. Each officer shall perform the duties
 - (1.) prescribed for that office by the parliamentary authority of this organization,
 - (2.) the duties assigned by the Board of Directors from time to time, and
 - (3.) the duties prescribed in these by-laws.
- b. The president shall preside at meetings of the general membership and the Board of Directors, prepare agendas for these meetings, prepare an annual budget, represent the organization in the RRCA and other organizations, and appoint committee chairpersons.
- c. The Vice-President for Administration shall assist the President with the administration of the affairs of the organization and shall fulfill the duties of the President during the President's absence or incapacity.
- d. The Vice-President for races shall chair the Race Committee, supervise the racing events of the organization, nominate event directors of major races to the Executive Committee, shall appoint other event directors subject to confirmation by the Board of Directors, and coordinate consulting services of the organization.
- e. The Vice-President for Training and Education shall coordinate all youth and adult training programs, educational programs, and community outreach activities.
- f. The Secretary shall record the minutes of meetings of the general membership and the Board of Directors, maintain a file of the minutes, assist the President prepare and distribute agendas, and when requested by the President, fulfill assignments involving correspondence and the keeping of records.
- g. The Treasurer shall administer all organization finances, maintain a current status of accounts, disburse funds in accordance with organization policy, assist the President with the preparation of the annual budget, and prepare an annual financial report.
- h. Directors shall prepare for and attend regular and special meetings of the Board of Directors, act in the best interest of the organization, and fulfill duties assigned by the President.

Section 3. Election. The officers shall be elected by majority vote of the membership at the annual meeting. Nominations may not be made from the floor. A secret ballot shall be conducted for any contested election. The Board of Directors shall adopt rules governing the submission of absentee ballots.

Section 4. Nomination by petition. A member may be nominated for an office by written petition submitted to the Secretary no later than 30 days prior to the annual meeting signed by the nominee and no fewer than seven other members.

Section 5. Term. The term of office shall commence April first. and shall be two years for Directors and one year for each other officer. The terms for directors shall be staggered

Section 6. Vacancy. A vacancy in any office shall be filled by the Board of Directors.

Section 7. Removal. The Board of Directors may remove from office an officer or event director who in its judgment is not performing the duties of the office or assigned responsibilities or whose conduct has been judged to be prejudicial to the best interests of the organization. A removal notice shall be signed by three members of the board, be delivered at least 30 days prior to the meeting at which the removal will be voted on, and contain the reasons for removal. The member or event director in question may present a rebuttal to the Board which shall decide whether or not to remove the individual by a two-thirds majority of the membership of the Board.

ARTICLE VII. MEETINGS

Section I. Annual Meeting. This organization shall have an annual meeting in the first three months of each year (or if the organization shall be on a fiscal year, during the first three months of the fiscal year).

Section 2. Other Meetings. Other meetings of the general membership may be called by the President or by the Board of Directors. A meeting shall be called upon the written request of fifteen members of the organization. Matters considered at the meeting shall be limited to those specified in the request.

Section 3. Quorum. A quorum shall consist of twice the number of the Board of Directors plus one.

Section 4. Designation and Notice.

The Board of Directors shall designate the date, time, and place of each membership meeting and shall provide reasonable, but not less than fourteen days, prior notice thereof to the membership. The notice of the annual meeting shall contain the report of the Nominating and Board Development Committee and the nominations made by petition, if any.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Management. The Board of Directors shall be vested with the general supervision and management of the affairs and property of this organization.

Section 2. Composition. The officers of this organization along with the event directors of the major races (Annapolis Ten Mile Run, B&A Marathon and Half Marathon, and Governor's Bay Bridge Run) shall constitute the Board of Directors. An event director of a major race serves a one year term on the Board starting two months after the date the event was last scheduled for. Each major race is entitled to one vote on the Board even though the race may have co-directors. A member of the Board shall be eligible to fill more than one position concurrently with the approval of the Board of Directors. The duration of such concurrent positions will be set by the Board of Directors and shall not exceed 12months.

Section 3. Meetings.

- a. The Board of Directors shall meet monthly. Special meetings of the Board may be called by the President at any time but shall be called upon written request of three members of the Board. The meetings shall be open to any member of the organization unless a matter requires confidentiality.
- b. One meeting annually shall be devoted principally to the adoption of an operating budget for the succeeding fiscal year. Reasonable, but not less than thirty days, prior notice of the location, time and place of the meeting shall be given to the membership and an opportunity to be heard shall be accorded to any member.

Section 4. Executive Committee. The President, the Vice-Presidents, the Treasurer, the director of the Annapolis Ten Mile Run, director of the B&A Marathon and Half-Marathon, and the director of the Governor's Bay Bridge run, shall constitute the Executive Committee of the Board of Directors. The Executive Committee may meet formally or informally between the monthly meetings of the Board of Directors. The Executive Committee shall ensure that the operations of the organization are being carried out in an expeditious manners, shall supervise the implementation of the policies adopted by the Board, shall review the agenda for the succeeding meeting of the Board, and shall fulfill any other directions given to it by the Board. At the succeeding Board meeting, the Executive Committee shall report any action it has undertaken since the preceding Board meeting. After considering the nominations from the Vice-President for races for event directors of major races, the Executive Committee shall appoint event directors of major races subject to confirmation by the Board of Directors.

ARTICLE IX. COMMITTEES

Section 1. Nominating and Board Development Committee. A Nominating and Board Development Committee consisting of seven members who shall be familiar with the management and affairs of the organization shall be nominated by the incumbent Nominating and Board Development Committee and appointed by the Board of Directors in April of each year. The members of the Committee shall serve for a term of one year. The majority of the members of the Committee shall not have been members of the incumbent Committee. The Committee shall select a chair from its membership. In the event of a vacancy on the Committee, the Board of Directors shall appoint a person to serve the remainder of the year. The Committee shall report one nomination for each office to the general membership no fewer than 60 days prior to the annual meeting. Another duty of the Nominating and Board Development Committee shall be to engage in activities that prepare members to assume positions of leadership in the organization.

Section 2. Race Committee. A Race Committee shall consist of the director of each race conducted by the organization and of other interested members of the organization appointed by the President in April of each year.

Section 3. Other Committees. This organization shall have such other committees, appointed by the President, as the Board of Directors shall from time to time deem necessary.

ARTICLE X. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall be the parliamentary authority of this organization except where superseded by these bylaws or by special rules of order which may be adopted by this organization.

ARTICLE XI. AMENDMENTS

Section 1. By the Membership. These by-laws may be amended by a two-thirds vote at any general membership meeting this organization provided reasonable, but not less than fourteen days, prior notice of the terms and proposed consideration of the amendment shall have been given to the membership.

Section 2. By the Board of Directors. These by-laws may be amended by a two-thirds vote at any regular meeting of the Board of Directors provided reasonable, but not less than thirty days, prior notice of the terms and proposed consideration of the amendment shall have been given to the membership and an opportunity to be heard has been accorded to the membership at the meeting at which the amendment is to be considered.

Introduced to the board in March 2006

Approved on October 3, 2006