

SOMERVILLE ROAD RUNNERS

BY-LAWS

ARTICLE I

Name

The name of this organization shall be known as the Somerville Road Runners Inc.

ARTICLE II

Purpose

The purpose of the organization is to establish, equip, own, operate, manage, control, maintain, carry on, educate and conduct a running or racing club, including the organization and participation in running or racing events and other sport exhibitions or social events for the benefit of its members. This organization is a non-profit organization within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 as amended (or any successor provision therefor).

ARTICLE III

Seal/Logo

The logo or seal of the club shall consist of a footed road with traffic signals with the name Somerville Road Runners, or initials SRR, together with any other device upon which its Board of Directors may from time to time determine.

ARTICLE IV

Membership

Any person, subject to the approval of its Board of Directors, may become an active member of this club upon written application and payment in advance of the annual dues. Subject to its By-Laws, he or she shall thereafter remain a member so long as he or she shall pay his or her annual dues and observe the By-Laws of the club and any rules made pursuant thereto, or until he or she shall have resigned his or her membership in

writing. The **Board of Directors** may establish different types of memberships with different dues structures.

ARTICLE V

Dues

Each member of this club shall pay to its Treasurer, prior to April 1, in each fiscal year, as his or her sole annual dues for that fiscal year, such sum as shall have been determined by the **Board of Directors**.

Dues for membership for the then current fiscal year shall be fixed by the **Board of Directors** on or before the first of January in such fiscal year.

ARTICLE VI

Officers and Board of Directors

Section 1. The officers of this club shall consist of a **President**, **Vice-President**, **Public Relations/Race Director**, **Treasurer**, **Secretary**, **Membership Coordinator**, a **Board of Directors** and such special committees as the **Board of Directors** may from time to time determine. The corporate officers shall be the **President**, **Treasurer** and **Clerk** who shall also be **Directors** together with two other individuals.

Section 2. The **President** shall, with the **Treasurer**, sign all deeds, leases and written contracts to which this club may be a party. The **President** shall preside at all meetings of the club and **Board of Directors** and shall perform such other duties as usually pertain to his or her office.

Section 3. The **Vice-President** shall perform the duties of the **President** in the event of his or her absence, disability or death.

Section 4. The **Public Relations/Race Director** shall publish a club newsletter as well as press releases to the media regarding club races and other events. He or she shall be responsible for organizing and coordinating club race activities, and such other media/race responsibilities as directed by the **Board of Directors**.

Section 5. The **Treasurer** shall attend to the collection of all dues, shall hold and disburse the funds of this club and shall account for such funds to the **Board of Directors** as and when they may see fit. He or she shall promptly report to the **Membership Coordinator** the names of all persons paying their membership dues together

with the date of such payment, and within the first six secular days of May in each fiscal year shall transmit to the Membership Coordinator a list of all active members who, prior to April 1 in that fiscal year, have paid their annual dues for such year, and also a list of all active members who have not paid such dues. He or she shall if the Board of Directors so determine give bond for the faithful performance of his or her duties.

Section 6. The Secretary shall keep minutes of the meetings, prepare and distribute agenda and coordinate distribution of club information to the media.

Section 7. The Membership Coordinator shall keep the club records, including separate lists of all active members, with the dates of their admission to membership and of the date whereon they cease to be members; and as Membership Coordinator shall perform such other appropriate duties as the Board of Directors may from time to time require.

Section 8. The Board of Directors shall have and exercise general discretion and management of the club's affairs and policies of this association. Other than the three Corporate officers, the Board of Directors shall within its jurisdiction appoint the other officers, Vice-President, Public Relations/Race Director, Secretary and Membership Coordinator. They may appoint such special committees as they may see fit. They may make legal rules, not inconsistent with the bylaws, for the conduct of the club and of its members. They may, for cause and in accordance with the duly recorded majority of the entire membership, remove from office any officer of the club other than one of its directors as such; no contract or agreement of hire or employment for salary or other compensation, which is not to be fully performed within one year from the making thereof shall be made or be binding upon the club in favor of one having notice of this bylaw unless made by the authority or with the ratification or approval of the Board of Directors as evidenced by their duly recorded vote.

9. No Officer or Director shall receive pecuniary compensation of any kind.

ARTICLE VII

Elections

The Board of Directors numbering 5 and including 3 corporate officers, shall be elected by vote at the annual meeting and shall hold office for one year or until their

successors are elected or otherwise qualified. Upon election of a new Board of Directors said new Board shall meet forthwith to elect from their number the 3 corporate officers.

ARTICLE VIII

Meeting

Section 1. The annual meeting shall be held on the first Monday in March at 7:00 PM for the purpose of election of officers and directors and such other business as may lawfully come before the club. The place of the annual meeting shall be determined by the Board of Directors with appropriate advance notice sent to the members.

Section 2. A monthly meeting of the members shall be held on the first Monday of each month at 7:00 PM, at a place determined by the Board of Directors; in the event said first Monday is a holiday, said meeting shall be the Monday next following.

Section 3. Special meetings of the members shall be held at the written request of twenty members, or by vote of the Board of Directors.

Section 4. Meetings of the Board of Directors shall be held at such dates, times and places as such Board may from time to time designate by their duly recorded vote.

Section 5. At least 5 members shall constitute a quorum, but a lesser number may adjourn from day to day.

ARTICLE IX

Fiscal Club Year

The fiscal year of the club shall end with the last day of December in each calendar year.

ARTICLE X

Amendment

These By-Laws may be altered, amended or repealed only by and in accordance with the affirmative vote of at least two-thirds (2/3) of the members present in person and entitled to vote, provided that notice of such proposed alteration, amendment or repeal is given in the call of such meeting and posted at a convenient location determined by the Board of Directors.

ADOPTED THIS ___ DAY OF SEPTEMBER, 1998.

Paul W. Collyer, Incorporator