

## CONSTITUTION OF THE TOLEDO ROADRUNNERS CLUB

### I. NAME

The name of this club shall be The Toledo Roadrunners Club, hereafter referred to in this document as "Club". It shall be proper to use the initials TRRC as an abbreviation of the Club's proper name.

### II. ADDRESS

P. O. Box 5656, Toledo, Ohio 43613-0656

### III. PURPOSE

The purpose for which this Club is formed are:

- 1) The specific and primary purpose is to educate Club members and the community about physical fitness and health through the sponsorship and promotion of running, physical fitness and other health related events.
- 2) The general purposes and powers are:
  - a) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this Club.
  - b) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
  - c) To have and exercise all the rights and powers conferred on nonprofit corporations under the Ohio Nonprofit Corporation Law, as such law is now in effect or may at any time hereafter be amended.
  - d) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Club.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

- 3) Notwithstanding any of the foregoing statements of purposes and powers, this Club shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Club and nothing contained in the foregoing statement of purposes shall be construed to authorize this Club to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such.

#### *IV. AFFILIATION*

This Club shall be affiliated with The Road Runners Club of America.

#### *V. MEMBERSHIP*

The only requirement for membership shall be the payment of dues.

#### *VI. OFFICERS*

The officers of this Club shall be the President, Vice-President, Secretary, Treasurer, Membership Secretary, Immediate Past President, Race Schedule Coordinator(s), Equipment Coordinator(s), Race Course Coordinator(s), Race Management Coordinator(s), Volunteer Coordinator(s), Legal Advisor, Six Members-At-Large, Newsletter Editor(s), Circulation Coordinator(s), Web Site Coordinator(s) and Public Relation Coordinator(s).

All are elected with the exception of the Vice-President, Immediate Past President, Membership Secretary, Race Schedule Coordinator(s), Race Management Coordinator(s), Race Course Coordinator(s), Equipment Coordinator(s), Volunteer Coordinator(s), Legal Advisor, Newsletter Editor(s), Circulation Coordinator(s), Web Site Coordinator(s) and Public Relations Coordinator(s).

The Vice President shall be appointed by the President.

There shall be an Executive Committee consisting of the President, Vice-President, Secretary, Treasurer, and the Immediate Past President.

The members of the Executive Committee shall meet prior to the beginning of the Calendar year to appoint the Race Schedule Coordinator(s), Equipment Coordinator(s), Race Course Coordinator(s), Race Management Coordinator(s), Volunteer Coordinator(s), Legal Advisor, Newsletter Editor(s), Circulation Coordinator(s), Web Site Coordinator(s) and the Public Relation Coordinator(s).

As to the Membership Secretary, the Executive Committee shall meet prior to September 1 of each calendar year to appoint the Membership Secretary whose term of office shall be from September 1 through August 31.

The Executive Committee may, at their meetings, create other positions and name individuals to those positions when the Executive Committee decides that these positions will be of benefit to the TRRC.

Those who are appointed by the Executive Committee shall serve for 12 months and shall serve at the pleasure of the Executive Committee. They are subject to removal if in the opinion of the Executive Committee, their performance is unsatisfactory.

## VI. OFFICERS (Cont'd)

To remove an officer because of unsatisfactory performance, the Executive Committee shall first meet to discuss that officer's performance and if the decision is made to remove that officers, then the Executive Committee shall meet with the Six Members-At-Large to further discuss that officer's performance.

To remove the officer from his/her position, the Executive Committee and the Members-At-Large shall vote for or against removal from office. A two-thirds (2/3) vote of those present at the meeting is required before an officer can be removed from office for unsatisfactory performance.

## VII. ELECTION AND APPOINTMENT OF OFFICERS

Officers to be either appointed and/or nominated, elected and serve must be members who are current in their payment of dues and who are 18 or older when they take office. Nomination of officers shall take place at the October and November meetings. A person may nominate themselves for an office or be nominated by another member. No second is needed for the nomination of officers. Officers shall be elected by a secret ballot and by majority vote of those present at the November meeting. Officers will be elected for a period of one (1) year and will assume office on January 1. All officers may run for as many consecutive terms as they desire with the exception of the President. The President may only serve in that capacity two (2) consecutive years.

## VIII. VOTING ELIGIBILITY

An eligible voter must be a paid up member of this Club at the time of the voting to participate in any Club voting.

## IX. MEETINGS

Meetings will be held on the date set by the President. The President will also determine the location of the meeting. A meeting will be held in November for the election of officers. These meetings shall be open to all members. The President can call Executive Committee meetings without prior notice.

## X. FINANCES

This Club is a nonprofit organization. Dues, entry fees, and other monies received by this Club will be spent entirely for carrying out the stated purpose of this Club. Members using Club funds for any purpose shall give a full record of expenditures to the Treasurer

The Club's books and records and all required income tax returns shall be kept or made on the calendar year basis.

There shall be an audit of the Clubs' financial records made biannually or sooner if required by the Board by an independent C.P.A.

**XI. AMENDING THE CONSTITUTION**

Upon adequate notice given to the membership with adequate notice being defined as notice in one (1) monthly newsletter, this Constitution may be amended by a two-thirds (2/3rds) vote of the membership in attendance at any official Club meeting open to the general membership. The monthly newsletter shall be mailed to the membership at least 14 days prior to the meeting at which the Constitution is to be amended.

**XII. DISSOLUTION**

In the event of dissolution of this Club, the funds in the treasury, after all creditors have been paid, shall be paid to The Road Runners Club of America.

## **BYLAWS OF THE TOLEDO ROADRUNNERS CLUB**

### **ARTICLE I – MEMBERSHIP**

#### **1. ACTIVE MEMBERSHIP**

Active membership requires payment of annual dues and can start at any time of the year. All active memberships expire after December 31.

#### **2. DUES**

\$25.00 for yearly family members. \$18.00 for yearly single membership. Family members include parent(s) and their dependent children. For those under 18 years of age, a single membership is \$8.00.

#### **3. HONORARY MEMBERSHIP**

A majority of members present at a regular Club meeting may vote honorary membership upon anyone nominated for honorary membership.

#### **4. HONORARY MEMBERS**

Honorary lifetime members are Jack Schendel, Dave Sprandel, Jerry Traylor, Walt Churchill, Jr., and all past presidents of The Toledo Roadrunners Club.

### **ARTICLE II – DUTIES OF OFFICERS**

#### **1. PRESIDENT**

To preside over meetings, to represent this Club to The Road Runners Club of America, to call special meetings when needed, to appoint a Vice President and to call Executive Committee meetings.

#### **2. VICE PRESIDENT**

To assume the powers of the President in his/her absence and to perform special assignments as requested by the President.

#### **3. SECRETARY**

To record the minutes at meetings, to keep a file of the minutes of the previous monthly meetings, to present the minutes of the previous monthly meeting at regular meetings, to accept correspondence assignments and keep records of same.

#### **4. TREASURER**

To have authority to sign or disburse necessary appropriations as directed by the President, to keep records of Club expenditures and income, to present a review of the club finances for the previous month at regular monthly meetings.

#### **5. MEMBERS-AT-LARGE**

To represent the general membership's best interests at all regular Board meetings.

6. EXECUTIVE COMMITTEE

To appoint members to the following position:

1. Membership Secretary
2. Race Schedule Coordinator(s)
3. Equipment Coordinator(s)
4. Race Course Coordinator(s)
5. Race Management Coordinator(s)
6. Volunteer Coordinator(s)
7. Legal Advisor
8. Newsletter Editor(s)
9. Circulation Coordinator(s)
10. Web Site Coordinator(s)
11. Public Relation Coordinator(s)
12. Any other coordinators as needed.

7. MEMBERSHIP SECRETARY

To process all renewal and new memberships, to keep a file of all Club members, to supply race directors with a personnel assistance list upon request.

8. RACE SCHEDULE COORDINATOR(S)

To coordinate area race schedule, to notify the President of races without race directors and obtain certain park permits as needed.

9. EQUIPMENT COORDINATOR(S)

To store, maintain, and disburse equipment for all races including equipment rentals.

10. RACE COURSE COORDINATOR(S)

To advise race directors on new and available courses, to oversee measurement or certification of courses, to keep a permanent file recording course measurements.

11. RACE MANAGEMENT COORDINATOR(S)

To work with the community in organizing new events; to maintain the level of quality and safety in accordance with RRCA and U.S. Track and Field standards at all races in which the Club is involved by assuring the presence of proper management and staffing.

12. VOLUNTEER COORDINATOR(S)

To obtain and maintain a list of prospective volunteers and coordinate those volunteers with the Club's needs and requirements.

13. LEGAL ADVISOR

To advise and/or work with the Board on any legal subject or project so requested.

14. CIRCULATION COORDINATOR(S)

To be responsible for securing volunteers and obtaining a site for the collating and mailing the newsletter. This will include inserting the inserts, applying the address labels and delivering the newsletter to the post office.

15. NEWSLETTER EDITOR(S)

To assemble, or arrange to have assembled, articles and news items pertinent to this Club for publication in the Club's monthly newsletter. To prepare or arrange to have prepared the newsletter for mailing. The January and February newsletter will be combined into one issue. The newsletter editor shall be paid \$150.00 per issue.

16. WEB SITE COORDINATOR(S)

To maintain the Club's Web site.

17. PUBLIC RELATIONS COORDINATOR(S)

To utilize the TV and print media in order to accentuate the positive image of the Club among the general public.

**ARTICLE III – STANDING POLICY**

1. REPORTS

The Treasurer, Membership Secretary and Secretary shall give their reports at each regular Club meeting.

2. CLUB AWARDS

There shall be an award ceremony at the beginning of each year, where Club members and others shall be recognized for their outstanding achievements or service for the previous year.

3. DIRECTOR'S RESPONSIBILITY

It will be up to the individual race directors to secure all material for their events.

4. MAILING LIST

The Club's mailing list will not be given to any organization for any purpose without a majority vote by those members in attendance at a regular Club meeting.

5. FILES

All files and TRRC equipment used by officers in the performance of their duties will be passed on to the officers who succeed them.