

# CODE OF REGULATIONS OF TOLEDO ROADRUNNERS CLUB

## Article I. Introduction

- (1) *Overview.* This Code of Regulations constitutes the rules adopted by Toledo Roadrunners Club (TRRC), an Ohio nonprofit corporation (the “Club”), for the regulation and management of its affairs.
- (2) *Address.* PO Box 8818 Maumee, OH 43537-8818
- (3) *Purpose.*
  - a) 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.
  - b) The general purposes and powers are:
    - 1) 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.
    - 2) 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.
    - 3) 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.
    - 4) 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.
- (4) *Affiliation.* This Club shall be affiliated with The Road Runners Club of America (RRCA).
- (5) *Nondiscrimination.* The Club will abide by the RRCA’s nondiscrimination policy.
- (6) *Diversity, Equity, and Inclusion (DEI).* The Club will abide by the RRCA’s commitment to DEI.

## **Article II. Officers**

### **(1) *Qualification of Officers.***

- (a) Each Officer of the Club must be a Member at the time of election and throughout such Officer's term; provided, however, if an Officer's membership lapses because of failure to pay dues, then such Officer will have ten (10) days after receipt of written notice to correct such failure.
- (b) Required Officers shall not be members of the same immediate family or the same household.
- (c) No person shall be on the Board if paid a fee for service by the Club unless otherwise noted in Code of Regulations or Club Standing Policies.
- (d) All Officers will be accountable to the Club's ongoing commitment to diversity, equity, and inclusion (DEI). See Article I (6).
- (e) All Officers will sign the Club's Conflict of Interest Policy and Non-Disclosure Policy.

### **(2) *Nomination.***

- (a) Any Member may nominate a candidate for Vice President, Secretary, and Member-At-Large (including himself or herself), by notice to the Board, at least one (1) monthly meeting prior to the election meeting, typically the November meeting. No nominations are permitted after the adjournment of the meeting designated for nominations, typically the October meeting.
- (b) Each candidate for Vice President or Secretary (a) must have been a Member for at least two (2) years prior to being elected; (b) must have previously served as a Required or Appointed Officer or a Member-At-Large and /or served the Club as a volunteer at Club races or events.
- (c) Each candidate for Member-At-Large must have been a Member for at least one (1) year prior to being elected.
- (d) The notice of the election meeting will include a list of all qualified candidates who were duly nominated for Vice President, Secretary and Member-At-Large.

(3) *Term Limit.* No individual may serve more than one term as Vice President and one (1) term as President (two (2) years, or up to three (3) years if he or she was elected to fill a vacancy).

(4) *Term of Office.* Terms of office are calendar years, beginning January 1 after the election and ending December 31.

### **(5) *Election of Officers.***

- (a) Officers shall be elected by a secret ballot and by majority vote of those at the election meeting.
- (b) The President and Immediate Past President are not elected directly. The Vice President, at the end of his or her term, automatically becomes President. The President, at the end of his or her term, automatically becomes Immediate Past President.
- (c) The Vice President is elected at every other election meeting of the membership, to serve two (2) calendar years starting January 1 after the election. At the end of the Vice President's 2-year term, the Vice President automatically becomes the President for a 2-year term, ending on the last day of the second calendar year after the election meeting of the membership.

- (d) The Secretary is elected at every election meeting of the membership, to serve a 1-year term, starting at the beginning of the calendar year after the election meeting.
  - (e) The Treasurer of the Club is appointed by the newly elected Board prior to the start of the new calendar year, to serve through the end of the new calendar year.
  - (f) Each of the Appointed Officers (defined in Article II (8)) are appointed by the newly elected Board after the election meeting but prior to the start of the new calendar year, to serve through the end of the new calendar year.
- (6) *Required Officers.* The Officers of the Club must include the following (the “Required Officers”):
- (a) *President.* The President will serve as a voting Director of the Club. The President shall preside at all meetings of Members and Directors and shall be the Chief Executive Officer of the Club. The President shall have general supervision, management, control and oversight of the business of the Club, subject to this Code of Regulations and subject to the orders of the Board, and shall in general, perform all the duties usually incident to the office of president or that may be imposed or required by the Members or Board.
  - (b) *Vice President.* The Vice President will serve as a voting Director of the Club. In the President’s absence or inability to act, the Vice President shall discharge the duties of the President. The Vice President shall perform such other duties as shall be determined by the Board. The Vice President current duties are, but not limited to the following, Chair the Club awards and annual award banquet.
  - (c) *Secretary.* The Secretary will serve as a voting Director of the Club. The Secretary shall (a) keep minutes of all of the monthly meetings and as directed by the Board; (b) to present the minutes of the previous monthly meeting at next monthly meeting and for publication, and (c) perform such other duties as may be assigned to the Secretary from time to time by the Board or by the President. All records pertaining to the office of the Secretary shall be subject at any time to the inspection of any Required Director, and, on the expiration of the Secretary’s term of office such Secretary shall deliver all records and other property of the Club in the Secretary’s possession or under the Secretary’s control to the President or to the Secretary’s successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Board.
  - (d) *Treasurer.* The Treasurer will serve as a voting Director of the Club. The Treasurer shall have general supervision of all finances; the Treasurer shall receive and safely keep all moneys belonging to the Club and perform such other duties as from time to time may be assigned by the Board. The Treasurer shall keep proper books of account and keep accurate account of the finances of the Club and shall present annual financial statements at the annual meeting of Members. At any meeting of the Board, the Treasurer shall furnish summary statements of the financial condition of the Club as of the date requested by the President or the Board. Upon the expiration of the Treasurer’s term of office, the Treasurer shall deliver all money, books, papers and other property of the Club that shall be in the possession or under control of the Treasurer to the successor in office. The Treasurer must be a CPA or have equivalent experience.
  - (e) *Immediate Past President.* The Immediate Past President will serve as a voting Director of the Club, and will serve as a mentor to the President and Vice President.
- (7) *Members-At-Large.*
- (a) There shall be six (6) Members-At-Large.
  - (b) The Members-At-Large represent the general membership’s best interests at all monthly meetings. Current duties include, but are not limited to attending monthly meetings, assisting with Club events, the annual awards banquet, and the grant committee.

- (c) Each Member-At-Large will serve as a vote for the removal of a Required or Appointed Officer.

(8) *Appointed Officers.*

- (a) The Board may, from time to time, create such offices and such other Officers and assistant Officers as it may determine ("Appointed Officers"). Until changed by the Board, the Appointed Officers include:
  - (i) *Membership Secretary.* The Membership Secretary shall process all new and renewal membership applications, keep the membership file up-to-date.
  - (ii) *Equipment Coordinator(s).* The Equipment Coordinator(s) store, maintain, and disburse equipment for all races, including rented equipment. The Equipment Coordinator(s) shall keep an equipment inventory list (updated at least twice per year in May and November) and make this list available to the Board.
  - (iii) *Volunteer Coordinator(s).* The Volunteer Coordinator(s) identify, recruit, and maintain a list of prospective volunteers and coordinate those volunteers with the Club's needs and requirements.
  - (iv) *Legal Advisor.* The Legal Advisor will advise the Club, or manage the Club's outside counsel, on any legal subject or project as requested by the Board.
  - (v) *Newsletter Editor(s).* The Newsletter Editor(s) compile articles and news items pertinent to the Club and its purposes for publication in the newsletter, print and digital. This could include securing a third party or volunteer to print, collate, and mail the newsletter or other documents.
  - (vi) *Website Coordinator(s).* The Website Coordinator(s) maintain and update the Club's website.
  - (vii) *Public Relations/Social Media Coordinator(s).* The Public Relations/Social Media Coordinator(s) use television, print media, and social media to promote the Club's events and to promote the image of the Club and its purposes.
- (b) All Appointed Officers are appointed by the newly elected Board serving the Club for the new calendar year and serve at the pleasure of the Board, and will have such duties as are assigned to them by the Board. The Appointed Officers may only expend funds to the extent provided in the annual budget or an event budget, or as approved by the Board.

(9) *Removal; Vacancies.*

- (a) A vacancy is caused by the death, resignation, or removal of an officer.
- (b) To remove an Officer, elected or appointed, because of unsatisfactory performance, the Board of Directors shall first meet to discuss that Officer's performance. If the decision is made to remove that Officer, then the Board of Directors shall meet with the Six Members-At-Large to further discuss that Officer's performance. To remove the Officer from his/her position, the Board of Directors 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. Any vacancy in the office of an Appointed Officer may be filled at any meeting of the Board.
- (c) Any vacancy in the offices of Secretary, Vice President, or President (but only if there is no sitting Vice President), may be filled at a meeting of the membership called for such purpose. Notice of such meeting must be sent at least two monthly meetings prior to such meeting, as nominations must be submitted one meeting prior to such meeting.
- (d) Any vacancy in the office of Treasurer may be filled at any meeting of the Board.

- (e) If there is a vacancy in the office of the President, the Vice President will automatically become President to serve at least two (2) years, through the end of the second calendar year after next election meeting of the membership, and the membership may elect a new Vice President for a term to serve at least two (2) years, through the end of the second calendar year after the next election meeting of the membership.
  - (f) If there is a vacancy in both the offices of President and Vice President, then the membership may, at a special meeting called for such purpose, elect a President to serve at least two (2) years, through the end of the second calendar, and the membership may elect a new Vice President to serve at least two (2) years, through the end of the second calendar year. Notice of such meeting must be sent at least two months prior to such meeting, as nominations must be submitted one meeting prior to such meeting. In the event of a vacancy in both President and Vice President, the remaining Board Members will act as a governing body to keep the business of the Club moving forward until such special meeting can be held.
  - (g) Vacancies in the office of Immediate Past President are not filled by election. If there is a vacancy in the office of Immediate Past President, it can be filled by a Past President or Past Vice President at the discretion of the Board. If neither is willing or able to serve, then the office will remain vacant until another President finishes his or her term.
- (10) *Compensation of Officers.* Generally, Officers shall serve without compensation, but may be reimbursed for expenses at the Board's discretion. As exceptions:
- (a) If the Treasurer keeps the Club's financial records the Club may at the Board's discretion pay reasonable compensation to the Treasurer for such services.
  - (b) The Newsletter Editor may be compensated at the Board's discretion for such services.

### **Article III. Board of Directors**

- (1) *Authority of Board.*
- (a) All of the authority of this Club is exercised by the Board of Directors, except as otherwise provided in the Articles of Incorporation, this Code of Regulations, or by the Nonprofit Law. A Director shall perform the Director's duties in good faith, in a manner the Director reasonably believes to be in the best interests of the Club, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing the Director's duties, a Director, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (i) one or more Directors, Officers, or employees of the Club whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (ii) counsel, public accountants, or other persons as to matters that the Director reasonably believes are within the person's professional or expert competency; or (iii) a committee of the Directors, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
  - (b) A Director shall not be found to have failed to perform such Director's duties, unless it is provided, by clear and convincing evidence, in an action brought against the Director that such Director has not acted in good faith, in a manner the Director reasonably believes to be in or not opposed to the best interests of the Club, or with the care that an ordinarily prudent person in a like position would use under similar circumstances.
  - (c) Subject to Sections 1702.30(D)(2) and 1702.30(D)(3) Ohio Revised Code, a Director is liable in damages for any act that the Director takes or fails to take as Director only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the Director

acted or failed to act with a deliberate intent to cause injury to the Club or with a reckless disregard for the best interests of the Club.

- (d) Contracts for services, significant Club expenditures, as well as charity partners and donations shall be preapproved by the Board as defined in the Standing Policies.
  - (e) Contracts requiring signatures shall be signed by the President and either the Vice President or Treasurer.
- (2) *Number.* The Board shall consist of the following Required Officers: President, Vice President, Treasurer, Secretary and Immediate Past President, Each Required Officer is automatically a Director for so long as he or she is a Required Officer, but shall include at least three (3) Directors.
  - (3) *Term.* Each Director shall serve for so long as he or she is a Required Officer.
  - (4) *Vacancies.* Director vacancies will be filled by election or appointment of a new Required Officer, as provided in Article II (9)(c-g).
  - (5) *Removal.* Any Director is automatically removed from office if removed as a Required Officer, as provided in Article II (9)(b).
  - (6) *Meetings of the Board.* The meeting of the Board will be held between the election meeting of Members at which Directors are elected and the end of the same calendar year, and no notice of the meeting of the Board is required. Any Directors whose terms are to expire are entitled to vote at such Board meeting and any newly elected Directors are entitled to attend (but not to vote) on an ex officio basis. Meetings of the Board may be called by the President, Vice President or any two Directors. Meetings of the Board shall be such places within the State of Ohio, as the President or the Board may designate and as may be specified in the notice of meeting. Meetings of the Board may be held through any means of communication equipment if all persons participating can hear each other (for example, by telephone conference or video conference).
  - (7) *Notice of Meetings.* Notice of meetings of the Board shall be sent by regular mail or email to each Director at his or her address reflected on the records of the Club, or delivered to such Director personally, at least one (1) day prior to the holding of such meeting or as designated by the President. Every such notice shall state the time and place of the meeting, but need not state the purpose thereof. Notice of any meeting of the Board need not be given to any Director, however (a) if the Director waives notice in writing, or (b) if the Director attends the meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
  - (8) *Quorum.* At all meetings of the Board, a majority of all of Directors is necessary to constitute a quorum for the meeting of such Board, except that a majority of the Directors in office constitutes a quorum for filling a vacancy in the Board. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board.
  - (9) *Bylaws.* For the government of its actions, the Board may adopt bylaws consistent with the Articles of Incorporation and this Code of Regulations.
  - (10) *Action Without Meeting.* Any action which may be authorized or taken at a Directors' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Directors who would be entitled to notice of a meeting of the Directors held for such purpose.
  - (11) *Committees of the Board.* Board may create such standing committees or ad hoc committees as the Board deems appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Club, and shall appoint committee heads. Committees are fixed to the end of the calendar year unless otherwise directed by the Board.

## Article IV. Members

- (1) *Eligibility for Membership.* Membership in the Club is open to any individual who is interested in furthering the purpose of the Club as set forth in Article I (3)(b).
- (2) *Membership.* "Member" refers to an individual whose most recent membership application or renewal has been completed and accepted, and who is current in the payment of dues. This includes agreeing to follow the Club's Code of Conduct and sign a waiver for membership.
- (3) *Monthly Meetings.* The following persons have authority to call the monthly meeting: the President; in case of the President's absence, death or disability, or Vice President. Monthly meetings of the Members shall be held at such times and places, within the State of Ohio, as may be specified in the notice. Monthly meetings are held on the first Tuesday of each month or as directed by the President or current Board. The first monthly meeting of the calendar year sets the tentative monthly meeting schedule. Tentative event calendar will be submitted and voted on at the first monthly meeting of the calendar year. Nominations are held at the October meeting, and elections are held during the November meeting.
- (4) *November Monthly Meeting (Election Meeting).* The election meeting of the membership of the Club will be held for the purpose of electing required directors ("Directors"), Members-at-Large and for the consideration of reports to be presented at the meeting. The election meeting will be held at a place within the state of Ohio as the Board or the President may designate, under special circumstances.
- (5) *Notice of Meetings.* Notice of the election and all monthly meetings of Members shall state the time, place and purposes thereof. Each Member as of the relevant Record Date is entitled to notice of each annual and special meeting. The President or the Vice President shall give notice, unless waived in writing by such Members, to each Member entitled to notice at least fourteen (14) days before the date of the meeting to each Member entitled to notice of the meeting (See Article VII (2) regarding special notice requirements for a meeting at which an amendment to the Articles of Incorporation or Code of Regulations may be voted upon). Notice may be given by regular mail, or by email. Publication in the newsletter, if sent by mail or email, constitutes notice. If notice is mailed or emailed, notice shall be sent to the Member at the Member's address as the same appears upon the records of the Club. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- (6) *Waiver of Notice of Meeting.* A Member may waive notice of the time, place and purpose of any meeting of Members, either (a) by written waiver specifying the date and place of the meeting, signed and filed with or entered upon the records of the meeting either before or after such meeting or (b) by attending the meeting in person, without protesting, prior to or at the commencement of such meeting, the lack of proper notice.
- (7) *Quorum.* Those Members of the Club attending a meeting in person constitute a quorum for all purposes.
- (8) *Voting.* At any meeting of Members, each Member of the Club as of the Record Date (defined in Article IV (11)), shall be entitled to one vote on each matter properly submitted to the membership. Notwithstanding the foregoing, a family membership entitles each member of that family age 18 and over to cast one vote, and members of any class under age 18 do not have voting rights. At any meeting of Members, all issues coming before the membership shall be decided by a vote of a majority of those Members present at the meeting. All Members must be Members of the Club for one full year prior to voting in the election and any Code of Regulations changes.
- (9) *Rescission.* The authorization or taking of any action by the Members of this Club may be rescinded or revoked by the same vote that was required to authorize or take such action, subject, however to the rights of third parties in contract.

- (10) *Membership File.* This Club shall maintain a membership file, which shall contain the name and contact information of each Member of this Club, a record of dues payment, the date of admission to membership, and the date of expiration of membership. Membership is based on a 365-day year from joining, not a calendar year. To protect the Club's goodwill and the privacy of the Members, the membership book is considered a trade secret of the Club, and is not subject to disclosure to Race Directors, Members or any third party unless such disclosure is specifically approved by the Board, which may impose conditions (such as a nondisclosure agreement) upon such disclosure.
- (11) *Record Date.* The Board may fix a time no earlier than fourteen (14) days before the date of any meeting of Members, as the record date for the determination of the Members entitled to notice and to vote at any such meeting (the "Record Date"). If the Board does not fix a Record Date, then the Record Date is the date of the meeting.
- (12) *Order of Business.* At all Member meetings, after the ascertainment of Members present in person, and the presentation, the business of the Club shall be considered in such order as the President or a majority of the Members deem advisable and expedient.
- (13) *Action Without Meeting.* Any action that may be authorized or taken at a Members' meeting may be authorized or taken without a meeting in a writing or writings signed by a majority of the Members who would be entitled to notice of a meeting of the Members held for such purpose, and such writing or writings shall be made a part of the records of the Club.
- (14) *Dues.* The dues payable by Members shall be determined by the Board from time to time.
- (15) *Resignation, Nonrenewal, or Removal.* All resignations of Members must be submitted in writing to the Board. The Board of Directors may elect not to accept the initial renewal or membership application of a prospective or existing Member, or to remove any Member, with or without cause.

#### **Article V. Indemnification of Directors and Officers**

- (1) Each Director and Officer shall be indemnified by this Club to the fullest extent allowable under Section 1702.12(E) of the ORC, as it may be amended from time to time.
- (2) The Club may by decision of the Board in its sole discretion, but is not required to, indemnify employees, agents, volunteers, and Members of the Club.
- (3) The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of the Members or of the Board, or otherwise.
- (4) If directed by the Board, the Club shall obtain and maintain Director and Officer's liability insurance.

#### **Article VI. Tax Exemption Provisions**

- (1) The Club is organized exclusively for charitable and educational purposes, including but not limited to the purposes stated in the Articles of Incorporation.
- (2) No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax-exempt purposes set forth in this Article VI. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt



from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States income tax law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (the "Code").

- (3) Upon the dissolution of the Club, the Board shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all of the remaining assets of the Club to the Road Runners Club of America.

## **Article VII. Miscellaneous**

- (1) Club events that support charity partners can have up to 75% of net profit go the charities with 25% to the Club. Any exception to this rule shall be approved by the Board of Directors. Net profit is defined by all income (including sponsorships) less expenses. Direct donations to the charity will not be split.
- (2) *Amendment.* The membership, at a meeting duly held for such purpose, may adopt an amendment to the Articles of Incorporation or this Code of Regulations by the affirmative vote of at least 2/3 (two-thirds) of the Members present in person at a duly convened meeting of the Members. Notice of a meeting at which amendment to the Articles of Incorporation or this Code of Regulations is to be voted upon must be published in the monthly newsletter or be sent (by mail or by email) to the membership at least fourteen (14) days prior to the meeting.
- (3) *Club Policies.* The following policies have been adopted by the Board, are on file and on the Club's website
  - (a) Conflict of Interest Policy.
  - (b) Code of Conduct Policy.
  - (c) Social Media Policy.
  - (d) Race Director Code of Ethics.
- (4) *Policies Review.* The Board will review all standing policies on a biannual basis unless it is required prior to that time. Membership shall be able to request review at any monthly meeting with notice to the Board.
- (5) *Fiscal Year.* The fiscal year of the Club shall end on December 31.
- (6) *Audit.* The Club will conduct an audit of the Club's financial statements, at least every other year, or sooner if determined by the Board. The audit will be performed by a 3<sup>rd</sup> party firm.
- (7) *Replacement of Prior Governing Documents.* This Code of Regulations replaces and supersedes the existing Constitution and Bylaws of the Club in their entirety.
- (8) *Adoption.* This Code of Regulations was adopted by the affirmative vote of a at least 2/3 of those in attendance at the annual/special meeting of the Club on OCT 5, 2021.