

Constitution of the Taconic Road Runners Club, Incorporated

I. Title

The name of the organization shall be Taconic Road Runners Club, Incorporated (hereinafter referred to as T.R.R.C.)

II. Purpose

The primary purpose of the T.R.R.C. shall be the promotion and encouragement of running as a means of recreation and the advancement of physical fitness.

III. Affiliation with Road Runners Club of America

To the extent that the Road Runners Club of America is legally constituted, and exists for purposes not inconsistent with those of the T.R.R.C., the T.R.R.C. shall remain a chapter in good standing of that organization.

IV. Management and Governance

The management and governance of T.R.R.C. shall be vested in a Board of Directors, duly constituted pursuant to Articles V and VII herein. The Board of Directors shall manage and govern the organization in accordance with its by-laws, and in furtherance of the purpose for which the T.R.R.C. exists.

V. Board of Directors

The Board of Directors shall consist of seven (7) directors, as follows: President, Vice President, Equipment Manager, Treasurer, Recording Secretary, Membership Secretary and Race Coordinator. The duties of the directors shall be as set forth in the T.R.R.C. by-laws.

VI. Officers

In addition to the seven (7) officers referred to in Article V above, the Board of Directors, in its discretion, shall be permitted to appoint such other officers as it deems necessary or appropriate. Such other officers shall serve at the pleasure of the Board of Directors, shall be permitted to attend all meetings of the Board of Directors, but shall not be permitted to vote on policy and management issues before the Board of Directors.

VII. Board of Directors—Eligibility, Election and Term

Members of the Board of Directors shall be members in good standing in the T.R.R.C. for not less than two (2) years; shall be elected by a majority of the T.R.R.C. membership at a duly constituted election; and shall serve for a term of two years. Members of the Board of Directors shall continue to serve beyond their term until a duly constituted election is conducted.

Vacancies on the Board of Directors shall be filled by appointment by a majority vote of the remaining directors. The appointment shall run until the expiration of the vacating member's term.

A member of the Board of Directors can be removed "for cause" as determined by a two-thirds (2/3) vote of the general membership present at a duly constituted meeting.

VIII. Conduct of Business

Passage of measures before the Board of Directors, and before the general membership, shall be by a majority vote. Vote by the Board of Directors shall require a quorum consisting of four (4) directors. A vote by the general membership

shall require a quorum consisting of fifteen (15) members in good standing of the T.R.R.C. Any tie vote of the Board of Directors or the general membership shall be decided at the discretion of the President. All business shall be conducted in a manner that promotes openness and maximum participation by members of the T.R.R.C.

Amendments to the Constitution of the T.R.R.C. shall require thirty (30) day notification to members of the T.R.R.C., and a two-thirds (2/3) vote of members in good standing present at a duly constituted meeting.

IX. Not-for-profit Organization

The T.R.R.C. shall exist as a charitable, not-for-profit organization, and abide by all federal and state laws and regulations governing same.

By-laws of the Taconic Road Runners Club, Incorporated

- I. **Purpose**-The Taconic Road Runners Club, Incorporated (hereinafter T.R.R.C) exists to provide a structured organization for the purpose of promoting running and a healthy lifestyle.
- II. **By-laws**-The by-laws of the T.R.R.C. exist for the purpose of providing its membership with a set of rules, regulations and policies by which the organization will be governed. Additions, subtractions and modifications to the by-laws may be enacted by a majority vote of the general membership at a membership meeting held in accordance with Article V herein. These by-laws shall conform to the Constitution of the T.R.R.C.
- III. **Membership**-Membership in the T.R.R.C. shall be on an annual basis. Membership shall be conditional upon the payment of dues, and a commitment to the purpose for which the T.R.R.C. is organized. Classifications of membership may be established by the Board of Directors. Membership shall not be denied for reasons of race, creed, color, national origin, gender, sexual orientation, physical condition or age.
- IV. **Board of Directors**-The management and governance of the T.R.R.C. shall be vested in a Board of Directors consisting of seven (7) directors. The duties and functions of the directors shall be as follows:
 - a. **President**-to provide for the orderly management and governance of the organization; to call for and preside over meetings of the Board of Directors and the general membership; to report to the general membership about organization business and transactions conducted and decided by the Board of Directors; and to advance the purposes for which the T.R.R.C. is established.

- b. First Vice President**-to assume the powers of the President in his or her absence; to fill the position of President in the event of a vacancy; and to take on special assignments at the request of the President.
- c. Equipment manager**- maintains the gear currently owned by the T.R.R.C. and recommends expenditures of funds for repair and maintenance of same.
Coordinates with race directors so gear is available, as needed, for their events.
- d. Treasurer**-to oversee the finances of the organization, including the collection of dues and other revenues; administration of bank accounts; disbursement of funds; maintenance of financial records; preparation and presentment of regular financial reports to the membership; files tax forms and other financial regulatory documents as required, or recommends external paid consultants as needed.
- e. Recording Secretary**-to record, present and maintain minutes of meetings of the general membership and the Board of Directors; and distribute meeting notifications and other communications to the membership;
- f. Membership Secretary**-to promote the expansion and growth of the T.R.R.C. membership; to regulate the process for the collection of annual dues and other assessments; to administer the establishment and maintenance of membership classifications; and to serve as a liaison between the general membership and the Board of Directors; to maintain the official membership roll of the organization.
- g. Race Coordinator**-to promote and oversee races and other events in furtherance of the objects and purposes of the T.R.R.C.; to serve as a liaison between the Board of Directors and the directors of races, other events and special projects.

Meetings of the Board of Directors shall be called for at the discretion of the President, and shall be conducted in accordance with the Constitution of the T.R.R.C.

The Board of Directors shall have the authority to appoint such other officers of the organization that it may deem helpful or necessary, such as, but not limited to, men and women's team captains, youth program coordinator, scholarship chairperson, scoring and timing guru. Officers shall be permitted to attend meetings of the Board of Directors, but shall have no official vote thereon.

Members of the Board of Directors shall serve for a two (2) year term. Vacancies due to resignation, removal, or otherwise, shall be filled by the Board of Directors for the remainder of the vacating director's term. Members of the Board of Directors shall serve beyond their term until a duly constituted election is held.

Election of members of the Board of Directors shall be conducted at the annual membership meeting to be held on each odd-numbered year, commencing 2015. Any members in good standing seeking to become an officer on the Board of Directors shall give written or electronic notice of his or her intention within thirty (30) days of the annual membership meeting. The annual membership meeting notice shall contain the names of all members seeking election to the Board of Directors together with the offices to which they seek election.

- V. **Meetings**-An annual membership meeting shall be held each year on or prior to the last day of February. Regular membership meetings and special meetings shall be held at such other times as the Board of Directors may direct. The Board of Directors

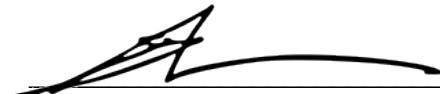
shall set an agenda for each meeting, and meeting notices shall be communicated to all members in good standing no less than ten (10) days prior to the meeting date. Fifteen (15) members in good standing shall constitute a quorum to conduct business. Unless notification of a proxy vote is given to the general membership, only members in good standing in attendance at a meeting shall be permitted to vote. Membership decisions shall be determined by a majority vote, except that changes to the T.R.R.C. Constitution, and removal of a member of the Board of Directors, shall require a two-thirds (2/3) vote. Any tie vote of the Board of Directors or the general membership shall be decided at the discretion of the President.

VI. Races, Events and Special Projects-All proposed races, events and special projects sponsored, or promoted or engaged in by the T.R.R.C. shall be presented to the Board of Directors. The director of any race, event or special project shall submit a description of the activity and a proposed budget as well all publicity and promotion materials prior to production. Following the race, event or special project, the director shall submit to the Treasurer a report containing an itemization of expenses and revenues. All proceeds shall be delivered to the Treasurer for deposit in a duly authorized T.R.R.C. bank account, and no funds may be deposited in a personal account or for personal use by any member.

In an endeavor to promote the reputation and brand of the T.R.R.C, all t-shirts, publicity matter and other paraphernalia used in connection with a T.R.R.C. race, event or special project shall bear the T.R.R.C. name or the T.R.R.C. logo in a prominent position as approved by the board prior to production.

VII. Tax Status-The T.R.R.C. shall exist as a charitable not-for-profit corporation, and shall conduct its activities in accordance with section 501(c)(3) of the Internal Revenue Code.

Adopted by a vote of the general membership of the Taconic Road Runners Club, Incorporated, at a duly constituted meeting held on February 18, 2015.



Gregory Cohen, President