



## **BY-LAWS OF SPACE COAST RUNNERS, INC.**

Approved by the SCR Membership on April 15, 2019

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### **ARTICLE 1 – NAME**

#### **SECTION 1. INCORPORATION**

The name of this organization is the “Space Coast Runners, Inc.,” (“SCR”). The organization was formed March 6th, 1978, incorporated under the laws of the State of Florida on April 25th, 1978.

#### **SECTION 2. GOVERNING LAW**

The corporation is incorporated under Florida Statutes Title XXXVI Chapter 617. The corporation is a Tax-Exempt corporation under the United States of America Internal Revenue Code Section 501(c)(3).

### **ARTICLE 2 – PURPOSE**

To support the Brevard County running community by fostering a healthy, well-balanced and active lifestyle. Towards these goals, we will hold races, a competitive race series, social events, and develop a spirited network of group runs and running-based activities that are open to runners of all ages, abilities, and experience levels. We will organize our members to volunteer at local running events and support the local community by volunteering for local nonprofit organizations. The purpose of SCR may be amended from time to time with approval from the Board of Directors (Board”).

### **ARTICLE 3 – AFFILIATION**

The Club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. This Club will submit a portion of the annual dues described in Article 5 to the RRCA as membership in that body shall require.

## **ARTICLE 4 – MEMBERSHIP**

SCR consists primarily of individuals who are interested in running and fitness. SCR acts as a representative for matters that individual constituents can't accomplish alone. It may ally itself or work cooperatively with other associates, groups or businesses with similar goals.

Membership in SCR shall be on an annual basis. The membership year runs on a calendar year. Anyone can apply for Membership to the SCR without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age. Individuals who wish to become Members of the Club shall complete an annual application for Membership, which includes agreeing to and signing SCR's Waiver of Liability. Minors may be excluded from Club Membership or participation in Club events at the Club's discretion.

SCR's members are:

1. Have an interest in fitness, which includes running;
2. Pay SCR dues promptly;
3. Comply with SCR by-laws, rules, policies and procedures governing membership; and
4. Be a SCR member in good standing at all times.

## **ARTICLE 5 – DUES**

Members must pay dues annually to be in good standing. Those whose dues are in arrears cannot vote at SCR membership meetings.

## **ARTICLE 6 – MEETING OF THE MEMBERSHIP**

### **SECTION 1. REGULAR MEETINGS**

The SCR Board shall hold regular monthly meetings, in accordance with current policy, for which all members are eligible to attend.

### **SECTION 2. ANNUAL MEETING**

An annual meeting of the SCR membership shall be held on a date and at a location determined by the SCR board's Executive Committee. The meeting shall include the Board's presentation to the Members of the annual report, status updates by SCR's Officers to the Members, and such other business as the Board shall determine. The Board shall provide at least one-month's notice of the date, time and location of the Annual meeting.

An annual election of Board Directors and Officers shall take place virtually during the month of May, so the newly elected Board can be introduced/announced at the annual meeting, which shall be held in June.

### **SECTION 3. SPECIAL MEETINGS**

Special meetings may be called by the President, the Executive Committee, or a simple majority of the SCR Board. A petition signed by twenty-five percent (25%) of voting members may also call a Special Meeting. All members are eligible to attend Special Meetings.

### **SECTION 4. NOTICE OF MEETINGS**

Notice of meetings may be provided electronically, including but not limited to, posting notice on the Club's Website or Social Media pages and accounts. Notice of each meeting shall state the date, time and location of the meeting. The meeting notice shall also request that Members submit items to the Board, in writing, to be included on the meeting's Agenda. These requests should be submitted to the Board at least five (5) days prior to the meeting date.

### **SECTION 5. QUORUM**

Fifty percent (50%) of the SCR Board, present in person, or remotely supporting the meeting in a form agreed upon by the Executive Committee, shall constitute a quorum. If at any meeting of the Members there is less than a quorum present, the Members present shall adjourn the meeting from that time until a quorum is present.

#### **SECTION 6. ORDER OF BUSINESS**

The order of business at all meetings shall be determined by the Board and set forth in an agenda to be distributed to the Members prior to the start of the meeting.

#### **SECTION 7. MINUTES OF MEETINGS**

The Secretary shall record the minutes of the meetings and make them available electronically to the Members within two weeks of a meeting.

#### **SECTION 8. VOTING**

Issues to be voted on shall be decided by a simple majority of those Board Members present in person at the meeting in which the vote takes place. However, changes to the Articles of Incorporation, By-Laws, or Policy shall require a 2/3 vote by the Board.

#### **SECTION 9. INFORMAL ACTION**

Any proposed action the President determines necessary or appropriate to be decided before the next regularly scheduled Board meeting shall be emailed by the President to the email address of record for each and every Board member. A conference call shall then be scheduled by the President for the purpose of voting on the item, allowing for the five-day notice.

If a majority of those responding and voting favorably on the request constitute a quorum, such action shall be considered approved by the Board. No such vote shall be valid if 4 or more members of the Board object to considering the action while not at the Board meeting.

### **ARTICLE 7 – BOARD OF DIRECTORS AND ELECTIONS**

#### **SECTION 1. GENERAL POWERS**

The Board shall manage and control the affairs and property of SCR under the guidance of the Members. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation or the laws of the State of Florida, shall be and are hereby vested in and shall be exercised by the Board.

#### **SECTION 2. NUMBER AND QUALIFICATIONS**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15). The board shall include the following officers: President, Vice-President, Secretary, and Treasurer.

The number of directors may be increased or decreased by a vote of the majority of the directors. Every effort shall be made to maintain an odd number of directors so as to provide a tiebreaker in voting. No decrease in the number of directors shall shorten the term of any incumbent director.

Being a Member is a prerequisite for being a Director and the minimum age for a director shall be eighteen. No two members of the Board related by marriage/domestic partnership may serve on the Board at the same time.

#### **SECTION 3. COMPENSATION**

There shall be no compensation for Directors or Officers, but they may be reimbursed for reasonable expenses incurred on behalf of SCR.

#### **SECTION 4. ELECTION OF DIRECTORS**

- a. **Election.** At the Annual Meeting, the Directors shall announce the results of the election of the new Board.
- b. **General Rules.**
  - 1. All nominees for board positions must be members of SCR as outlined in Article 4 and have been a member for a consecutive period of no less than 12 months.
  - 2. A board member may serve in only one board position at a time, except for secretary and vice president.
  - 3. A board member may accept a nomination and run for election to another board position without resigning.
- c. **Election of Directors.** Directors shall be elected to hold office until their one-year term is completed, and until their successors have been elected and qualified. Elections may be held to fill vacancies as determined by the Board.
- d. **Monitoring of Election.** The Board shall be responsible for ensuring fairness for all parties. Members shall be entitled to witness the ballot results. The Board shall establish detailed election procedures at least one (1) week prior to the Annual Meeting. The election procedures shall remain in place unless superseded by subsequent election procedures.

#### **SECTION 5. TERMS OF OFFICE**

- a. Newly elected Directors of SCR who have been elected in May shall take office on the day of the Annual Meeting.
- b. Directors shall remain in office for one (1) year or until the election or appointment of a successor.
- c. Each Board member shall attend at least nine (9) regular meetings per year.
- d. An Officer or Director may be reelected to the same office or to a different office. However, a person can serve as President for a maximum of three consecutive elected terms.

#### **SECTION 6. VACANCIES**

In case of a Director's death, resignation, removal, or loss of Membership, that Director's position shall be vacant. The vacancy shall be filled if the number of members on the Board of Directors falls below the minimum defined in Article 7, Section 2. Vacancies may be created and filled according to specific methods approved by the Board.

- a. If the office of President becomes vacant, the Vice President may choose to become president to fulfill the unexpired portion of the term. The Vice President must decide within seven (7) days after the vacancy occurs. If the Vice President declines the position, the Vice President convenes a special meeting of the Board to elect a person to fulfill the unexpired portion of the term. The meeting must take place within 30 days after the vacancy has occurred.
- b. The President fills any vacancy in other Board positions with an eligible person, although the Board may, by majority vote, overrule any particular choice. That person fulfills the unexpired portion of the term.

#### **SECTION 7. RESIGNATION**

A Director may resign at any time by giving written notice to the Board, the President, or the Vice President of SCR. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective. If any Officer or Director ceases to be a Member for any reason, he or she shall be deemed to have resigned as an Officer or Director.

#### **SECTION 8. REMOVAL FROM OFFICE**

- a. As determined by a majority vote of the other Board members, an officer or director may be removed from office for: (1) Missing more than three regular meetings; (2) illegal (unlawful) activity; or (3) not carrying out or fulfilling the duties of the position.

- b. Each member of the Board must receive written notice of the proposed removal at least seven (7) days in advance of the proposed action.
- c. Members of the Board who are removed for failure to meet the minimum requirements in Article 6 of these by-laws automatically forfeit their positions on the Board and are not entitled to the removal procedure outlined in this Article.

**SECTION 9. PRESIDENT:** Powers and Duties. The President shall be (1) the chief executive officer of the Corporation, (2) presides at all meetings of the Members and of the Board, (3) oversees the general supervision of the affairs of SCR, (4) appoints the Members (including chairpersons) of committees and task forces, (5) recommends to the board the creation and disbanding of temporary committees, (6) serves as the primary liaison between the Board and the Director of Operations, (7) delegates or assigns specific functions or program responsibilities to other Members of the Board or to the Director of Operations (although the Board may overrule any particular such action), and (8) performs all other duties that pertain to the office that may be specified in these by-laws or specified by the Board.

**SECTION 10. VICE PRESIDENT:** Power and Duties. In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, has all the powers of and is subject to all restrictions of the President. The Vice President shall perform such other duties as shall from time to time be assigned to him or her by the Board.

**SECTION 11. SECRETARY:** Power and Duties. The Secretary shall prepare and maintain the minutes of all Board and Membership meetings. The Secretary shall attend to the giving and serving of all notices of SCR and shall have charge of such books and records as the Board may direct. The Secretary shall attend to such correspondence as may be assigned to him or her and all other duties normally associated with the office of Secretary.

Any or all of these secretarial duties may be delegated to employed staff, volunteers or independent professionals as the Board may choose, provided, however that the Secretary remains responsible for oversight of these tasks.

**SECTION 12. TREASURER:** Power and Duties. The Treasurer shall maintain full and accurate SCR accounts, receipts and disbursements, and shall deposit all monies and other valuable effects of SCR in the name and to the credit of SCR. The Treasurer is responsible for timely submission of tax returns. The Treasurer shall audit the accounts of SCR and present such audit in writing at the Annual meeting of the Members. The Treasurer shall present an annual report setting forth in full the financial conditions of SCR at the Annual meeting. The Treasurer shall perform such other duties as shall from time to time be assigned to him or her by the Board.

The Treasurer may recommend that any or all of the above duties be delegated to employed staff, volunteers or independent professionals as the Board may choose, provided, however that the Treasurer remains responsible for oversight of these tasks.

**SECTION 13. OTHER DIRECTORS:** Power and Duties. Directors fulfill the functions assigned by the President, the Board, and as may be set forth in these by-laws.

## **ARTICLE 8 – DIRECTOR OF OPERATIONS**

The Director of Operations (OD) serves as the director of SCR operations. The Board hires the OD, who in turn is accountable to the Board. The OD (1) presides over the day-to-day management and daily affairs of SCR, (2) advises the board and ensures that its actions are carried out, and (3) performs all other duties that are assigned or delegated by the Board. The Board shall determine and fix the compensation of the Director of Operations annually.

## ARTICLE 9 – COMMITTEES AND TASK FORCES

The Board has the authority to create committees and task forces, appoint members thereto, and dissolve committees and task forces as it deems appropriate to carry out the purpose of SCR. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all committee members or task forces. All committee and task force members serve for one year or a term as defined by the Board. The Board shall be kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

- a. **Appointing authority.** The President has sole authority to appoint members (including the chairperson) of committee, fill vacancies, and release any committee member(s) (with or without cause) from further duty; however, the Board may, by majority vote, deny one or more of those actions. With Board approval, the President may delegate to the OD the role of implementing staffing needs (including membership changes or dissolution) of groups normally supervised by the Board.
- b. **Quorum and manner of acting.** A simple majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board.

## ARTICLE 10 – FINANCES

The Board approves an annual operating budget, as presented to the Board by the Treasurer.

- a. **Checks.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SCR are signed by authorized Officers or employees and in accordance with policies and procedures adopted by the Board.
- b. **General Funds.** All monies for SCR are deposited to the credit of SCR in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency. No SCR funds may be deposited in the personal account of a member of the Board or any SCR Officer.

The President reviews the status of the general fund at least quarterly. At the same time, he or she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.

- c. **Volunteer Board Service.** The members of the Board of Directors of SCR shall serve without salary, and no part of the net income of SCR shall inure to the benefit of its Directors, Officers, or other private persons; provided, however, that SCR may make payments and distributions to third-parties in furtherance of the purpose set forth in these by-laws, including payments to defray the reasonable operating expenses of SCR. The Board shall maintain a conflict of interest policy and require each Board Member to complete annually a disclosure statement, which statement shall be reviewed annually by the Board.
- d. **Loans.** No loans shall be made by SCR to the members of the Board or its employees.

## ARTICLE 11 – SAVINGS

Failure of literal or complete compliance with provisions of the by-laws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the Members at any meeting.

## **ARTICLE 12 – TAX STATUS AND DISSOLUTION**

No part of the net earnings of SCR inures to the benefit of, or is distributable to, its Members, trustees, Officers, or other private persons; except that SCR may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of SCR's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. SCR may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, SCR may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of SCR, the funds in the treasury, after all creditors have been paid, shall go to another 501(c)(3) nonprofit organization with a similar purpose to SCR.

## **ARTICLE 13 – INDEMNIFICATION**

Any former or current SCR Director or Officer, or other such person so designated at the discretion of the Board, or the legal representation of such person, to the full extent authorized by law, is indemnified by SCR against all reasonable costs, expenses and counsel fees, paid or incurred in connection with any action, suit or proceeding to which any such person or his/her legal representative may be made a party by reason of his being or having been such a Director or Officer of SCR or serving or having served the corporation, except in relation to matters as to which he is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

## **ARTICLE 14 – AMENDMENTS TO THESE BY-LAWS**

The By-Laws may be adopted, amended or repealed by the Members at the annual meeting or any regular meeting. The affirmative vote of at-least two-thirds of the Members present in person at any meeting of the Members shall be required to approve amendments to, or repeal of, these By-Laws.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

The Board may renumber, revise, codify and correct any provision in these by-laws, and in the rules, policies, procedures and regulations herein to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.