

BY-LAWS
HOWARD COUNTY STRIDERS, INC.
Enacted 1/8/2011

ARTICLE I. NAME

The name of this corporation shall be "HOWARD COUNTY STRIDERS, INC.," hereinafter referred to as the "Corporation."

ARTICLE II. PURPOSE

The purpose of the Corporation shall be to improve the physical fitness and mental well-being of its members through the promotion and encouragement of long-distance running. In furtherance of this purpose, the Corporation may engage in any activity not prohibited for charitable organizations qualified as tax-exempt pursuant to Section 501 (c) (3) of the Internal Revenue Code, as amended, including but not limited to conducting road and track races, time trials, fun runs, and social runs; sponsoring lectures and demonstrations; publicizing the benefits of running and jogging; publishing books, magazines, and newsletters; hosting social events; making awards; and generally coordinating activities with any other agency or entity which shares or endorses this purpose.

ARTICLE III. AFFILIATION

The Corporation shall be affiliated with the Road Runners Club of America ("RRCA") and shall be subject to the by-laws and policy of that organization insofar as they govern activities which are consistent with activities permitted for charitable organizations qualified as tax-exempt pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

ARTICLE IV. MEMBERSHIP

Section 1. Regular Members

Any person who accepts the purpose of the Corporation shall be eligible for membership or to participate in the activities and functions thereof, subject to the payment of any dues, fees, charges, or other assessments as applicable, without regard to race, creed, color, national origin, sex, age, handicap, physical condition, or running experience.

Section 2. Other Classes

The Corporation may have such other classes of membership as may be established from time to time by the Board of Directors.

ARTICLE V. DUES

Regular members shall pay annual dues in such amount as shall be established by the Board of Directors. Such dues shall not be charged more often than once per year.

ARTICLE VI. OFFICERS

Section 1. Designation

The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, (Immediate Past President) and such other officers as the Board of Directors may designate.

Section 2. Duties

The officers shall perform the following duties in addition to those duties assigned by the Board of Directors from time to time and those duties prescribed by the parliamentary authority of this Corporation:

- a. The President shall preside over meetings, represent this association in the RRCA, and call any special meetings.
- b. The Vice-President shall assume the powers of the President in his absence, and take on special assignments as requested by the President.
- c. The Secretary shall record minutes at meetings, keep a file of such minutes, and when requested by the President, accept assignments involving correspondence and the keeping of records.
- d. The Treasurer shall administer all financial dues and have authority to sign or disburse necessary appropriations, as directed.

Section 3. Election

The officers shall be elected by majority vote of those members present at the annual meeting, provided however, the Board of Directors shall appoint the officers who will serve until the first annual membership meeting. Nominations may be made from the floor. A secret ballot shall be conducted for any contested election.

Section 4. Vacancy

A vacancy in any office shall be filled by the Board of Directors.

ARTICLE VII. GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The Corporation shall have an annual membership meeting in January of each year.

Section 2. Other Meetings The Corporation shall have special membership meetings as may be called by the President from time to time.

Section 3. Quorum

A quorum shall consist of twice the number of the officers plus one. No official meeting shall be held unless a quorum is present.

Section 4. Majority Vote

A majority vote of members present is necessary to pass ordinary measures. All measures shall be deemed to be ordinary, except amendments to the articles and by-laws, consolidation, merger, transfer of assets or dissolution.

Section 5. Designation and Notice

The Board of Directors shall designate the date, time and place of each membership meeting and shall provide reasonable, but not less than fourteen (14) days prior notice thereof to the membership.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. Management

The Board of Directors shall be vested with the general supervision and management of the affairs and property of this Corporation.

Section 2. Composition

The officers of the Corporation and a maximum of nine (9) other directors, elected by a majority vote of the members at the annual meeting, shall constitute the Board of Directors of this Corporation.

Section 3. Meetings

The Board of Directors shall meet at least once each quarter. Special meetings of the Board of Directors may be called by the President at any time but shall be called upon written request of three members of the Board of Directors.

Section 4. Vacancy

A vacancy in the Board of Directors shall be filled by the Board of Directors.

Section 5. Quorum

A quorum shall consist of seven (7) members of the Board of Directors. A quorum must be present for a majority vote to take place.

ARTICLE IX. COMMITTEES

Section 1. Nominating and Selection Committee

A Nominating and Selection Committee shall be designated by the Board of Directors in January of each year. The committee shall report a slate of officers and directors at the Annual Meeting. Reasonable, but not less than seven (7) days prior notice of the slate shall be provided to the general membership.

Section 2. Weekly Race Committee

The Board of Directors shall designate a Director of the Corporation to serve as Chairperson of this Committee until the next annual meeting. The Chairperson will select the members of the Committee who will serve at the discretion of the Chairperson. The Committee will have the responsibility for supervising the preliminary scheduling and all other logistical aspects of the Corporation's normal weekly races - Operation Iceberg, Spring, Summer and Fall Series, including the smaller "special" events such as Turkey Trot, Resolution Run, Meet of Miles, Team Relay, etc., except that final approval rests with the Board of Directors.

Section 3. Special Race Committee

The Board of Directors shall designate a Director of the Corporation to serve as Chairperson of this committee until the next annual meeting. The Chairperson will select the members of the Committee who will serve at the discretion of the Chairperson. The Committee will have the responsibility for supervising, planning and overseeing the major special races of the Corporation, such as Clyde's, Metric Marathon, Women's Distance Festival and Grapevine. Final approval of schedule, sponsorships, finances and overall plan rests with the Board of Directors.

Section 4. Communications Committee

The Board of Directors shall designate a Director of the Corporation to serve as Chairperson of this committee until the next annual meeting. The Chairperson will select the members of the committee who will serve at the discretion of the Chairperson. The committee will be responsible for all general Corporation communications, including but not limited to, the publications of at least four newsletters annually,

and maintenance of the Corporations website. General editorial content and budgets shall be approved by the Board of Directors.

Section 5. Special Programs Committee

The Board of Directors shall designate a Director of the Corporation to serve as Chairperson of this committee until the next annual meeting. The Chairperson will select the members of the Committee who will serve at the discretion of the Chairperson. The committee will be responsible for programs such as training programs, racing teams and social events. Final approval and budget are left to the Board of Directors.

Section 6. Youth Committee

The Board of Directors shall designate a Director of the Corporation to serve as Chairperson of this committee until the next annual meeting. The Chairperson will select the members of the Committee who will serve at the discretion of the Chairperson. The committee will have responsibility for the youth programs of the Corporation. The Committee will raise its own funds, as required to support its efforts. Any additional funding required will be subject to approval by the Board of Directors.

Section 7. Other Committees

This Corporation shall have such other committees, such as membership, as the Board of Directors shall from time to time deem necessary.

ARTICLE X. PARLIAMENTARY AUTHORITY.

Robert's Rules of Order Newly Revised shall be the parliamentary authority of this Corporation except where superseded by these by-laws or by special rules of order which may be adopted by this Corporation.

ARTICLE XI. AMENDMENTS

These by-laws may be amended by a two-thirds (2/3) vote of those present at any general membership meeting of this Corporation provided reasonable, but not less than seven (7) days prior notice of the terms and proposed consideration of the amendment shall have been given to the membership.

ARTICLE XII. DISSOLUTION

Section 1. Procedure

This Corporation shall be dissolved provided dissolution is approved by a majority of the entire Board of Directors and by a two-thirds (2/3) vote of those present at any regular or special meeting of the membership, and provided reasonable, but not less than fourteen (14) days prior notice of the terms of the proposed dissolution shall have been given to the membership.

Section 2. Disposition of Assets

Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, transfer and convey all of the assets of the Corporation to such organizations organized and operated exclusively for purposes as shall at that time qualify as exempt organizations under Section 502 (c) (3) of the Internal Revenue Code of 1954, as amended, or any corresponding revision thereof. Any such assets not so disposed of shall be disposed of by the Circuit Court for Howard County exclusively for such aforementioned purposes in the absolute discretion of said Court.