

BYLAWS OF THE UPPER VALLEY RUNNING CLUB
A program of the Lebanon Recreation and Parks Department
Approved by the UVRC Membership on 12/10/2014

CONTENTS:

- I. Name**
- II. Purposes**
- III. Organization and membership**
- IV. Dues**
- V. Meetings of the general membership**
- VI. Board of directors**
- VII. Committees and other support groups**
- VIII. Finances**
- IX. Savings clause**
- X. Tax status requirements and dissolution**
- XI. Indemnification**
- XII. Amendments**

ARTICLE I – NAME

The name of this organization is the "Upper Valley Running Club" ("UVRC"), a program of the Lebanon (NH) Recreation and Parks Department.

ARTICLE II – PURPOSES

The UVRC promotes and encourages distance running as a participatory activity and as a competitive sport. Toward those goals, the UVRC promotes and conducts races or other running activities; disseminates information on running via presentations and educational programs; conducts training runs and social gatherings; and does related activities.

ARTICLE III – ORGANIZATION AND MEMBERSHIP

The UVRC consists primarily of individuals who promote the running and fitness purposes described above. To join UVRC, members must:

1. Have an interest in participating or supporting running as a sport and as healthful exercise; 2. Register for the UVRC membership through the Lebanon Recreation and Parks Department
3. Comply with UVRC bylaws, rules, policies and procedures governing membership.

ARTICLE IV—MEMBERSHIP FEE

Annual UVRC membership fees are recommended to the Lebanon Recreation & Parks Department by the UVRC board of directors (“board”).

Members who pay membership fees for the time period of their membership are considered to be in good standing. Members who do not pay membership fees within one month after their membership expires are in arrears and cannot vote at UVRC meetings in accordance with Article V, Section D(1).

ARTICLE V – MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting. An annual meeting of the UVRC membership shall be held on a date and at a location determined by the UVRC Board and shall be announced no less than one (1) month prior to the meeting.

B. Special Meetings. Other meetings may be conducted as deemed necessary by the President or the Lebanon Recreation Department.

C. Notice. Written notice stating the location, day and time of the meeting and, in case of a special meeting, the purpose for which the meeting is called shall be posted on the Web site not less than ten nor more than fifty days prior to the date of the meeting.

D. Voting.

1. A member not in arrears shall be entitled to one vote.

F. Quorum. Two officers, one director and one member shall constitute a quorum.

G. Order of Business. The order of business at the annual meeting shall be as follows:

1. Call to Order
2. Roll-call
3. Action on minutes of preceding meeting
4. Reports, if any, of officers
5. Report of Board of Directors
6. Report of Committees
7. Unfinished business, if any
8. New business
9. Election of officers and directors
10. Announcement of location of succeeding annual meetings
11. Adjournment

ARTICLE VI – BOARD OF DIRECTORS

The general membership elects up to nine people to serve as the UVRC board of directors: president, vice president, treasurer, secretary, and up to five elected directors.

A. Board responsibilities.

1. The board is the governing authority and shares oversight with the Lebanon Recreation and Parks Department over the management of UVRC affairs. It carries out the objectives and purposes for which the UVRC is organized. This general mandate includes, but is not limited to, setting UVRC policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the UVRC's programs and services, elevating the UVRC's public image, and leading the UVRC in running and physical fitness.
2. The board advises Lebanon Recreation and Parks on all disputes and grievances.
3. The board may delegate to specific officers, members and committees the powers provided for in these bylaws.

C. Elections.

1. Seven board seats are up for elections every other year. One board seat is assigned by Lebanon Recreation and Parks, to serve as treasurer. One board seat is reserved for the out-going president to provide continuity to the board.
2. General rules.
 - a. All nominees for board positions must be members of the UVRC. The president and vice president must be members of UVRC for at least six months prior to the election.
 - b. A board member may serve in only one board position at a time, except for the secretary.
 - c. A board member may accept nomination and run for election to another board position without resigning.
3. Terms of office.
 - a. The term for all elected board positions is approximately two years, defined as follows: the term begins on the first day of the calendar month following the initial election and lasts until the comparable day two years hence, when the next election is held. For purposes of term limits, such terms are considered to be precisely two years.
4. Election process. At the annual meeting, all board candidates are voted on, with the 7 candidates receiving the most votes being elected to the board. In the event of a tie for the 7th spot, a runoff vote will be held.
5. The 3 named positions, president, vice president, and secretary, are chosen by the incoming board at their first board meeting. The treasurer is assigned by Lebanon Recreation and Parks.

D. Board meetings. Robert's Rules of Order govern the proceedings of all board meetings, when not inconsistent with these bylaws.

1. The board holds at least one regular meeting every three months, as called by the president. Additional (special) meetings may be called (a) by the president or (b) the Lebanon Recreation Department.
2. Each board member is notified by email of the time and place of a meeting at least ten calendar days prior to the meeting.
3. Quorum. Four members are a quorum for the transaction of business. The act of the majority of those present and voting is binding.

4. Board members may attend a meeting by telephonic or similar equipment by means of which everyone participating in the meeting can hear each other. A board member participating in a meeting by this means is deemed to be present in person at the meeting.
5. The board may act without meeting in person if consent, in writing, setting forth the action so taken, is signed by all of the board members. The consent must show the board member's signatures.

E. Vacancies. No vacancy created by the resignation of a board member may be filled until the resignation has been submitted in writing to the president.

1. If the office of the 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 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.
2. The president fills any vacancy in other board positions with an eligible person, although the board may, by majority vote, overrule any particular choice.

F. Removal from Office.

1. As determined by a majority vote of the other board members, an officer or director may be removed from office for:
 - a. missing two consecutive regular board meetings without an excuse approved by a majority of the board;
 - b. illegal (unlawful) activity; or
 - c. not carrying out or fulfilling the duties of the position.

G. Duties of the president. The president (a) provides leadership to the board by proposing policies and practices, (b) presides at all board meetings and membership meetings, (c) oversees the UVRC provisions, objects and purposes, (d) appoints the members (including chairpersons) of committees and task forces (but see Article VII Section A(1)), (e) recommends to the board the creation and disbanding of temporary committees, (f) is an ex-officio member of each committee except the Nominating Committee, (g) reports in writing with recommendations at the annual meeting, (h) delegates or assigns specific functions or program responsibilities to other members of the board (although the board may overrule any particular such action), and (j) performs all other duties that pertain to the office or that may be specified in these bylaws or specified by the board.

H. Duties of the vice president. In the absence of the president or in the event of the president's disability or refusal to act (as agreed upon by at least a majority of the board), the vice president performs 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 also discharges such other duties as may from time to time be required of the vice president by the president or by the board.

I. Duties of the treasurer. The treasurer:

1. Will be an employee of the Lebanon Recreation and Parks Department, since only an employee can engage in official City of Lebanon business transactions.
2. Ensures that UVRC finances are managed according to City of Lebanon Policy.

J. Duties of the secretary. The secretary is responsible for: (a) recording the minutes of all board and membership meetings, (b) effectively managing and authenticating the UVRC records, (c) verifying the voting list for the annual meeting, (d) counting ballots at the annual meeting, and (e) 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.

K. Duties of directors. Directors fulfill the functions assigned by the president, the board, and as may be set forth in these bylaws.

VII. COMMITTEES AND OTHER SUPPORT GROUPS

The following remarks apply to all such groups; for brevity they are hereafter referred to as “committees” or “groups,” regardless of their function.

A. General rules.

1. **Appointing authority.** The president has sole authority to appoint members (including the chairperson) of a 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.
2. **Length of service of committee members.** Members are appointed promptly after each the creation of a committee. The length of service for all committee members terminates as of the next elections; the president may then reappoint selected members and appoint new members (although the board, by majority vote, may overrule any particular choice).
3. **Quorum and manner of acting.** A 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 bylaws or with rules adopted by the board.

B. Other committees and support groups. Other committees and support groups include: (a) operational, ongoing or annual functions and programs not designated as permanent in these bylaws, and (b) ad hoc committees such as task forces and special panels.

1. **Creation and dissolution.** Committees not otherwise listed in these bylaws are formed and/or dissolved by a majority vote of the board. The board may take this action based on the recommendation of the president, executive director, an UVRC member, or through its own deliberations.
2. **Terms.** All committees formed by the board continue until the next election, unless dissolved sooner by the board. After that election, all committees are either reauthorized by the board or allowed to terminate. For reauthorized committees, members are appointed as described in the general rules of paragraph A, above.

The board is kept informed of the activities and progress of each group and has oversight duties only in regard to the final outcome (approval, acceptance or rejection, ratification, etc.). Outcomes that do not meet with board approval may be returned to the group for justification, reconsideration, or further work as needed.

VIII. FINANCES

A. Contracts. The board may authorize the Lebanon Recreation and Parks Department to enter into any contract or execute and deliver any instrument in the name of and on behalf of the UVRC.

B. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the UVRC are signed by Lebanon Recreation and Parks employees and in accordance with policies and procedures adopted by the City of Lebanon, NH.

C. General Funds. Required membership fees are deposited in the Lebanon Recreation and Parks “General Revenue account”, and donations and/or fundraiser proceeds are deposited into the Lebanon Recreation and Parks “Gift Account” which is restricted to the UVRC. Separate accounting is to be held for each account with appropriate expenditures supporting operations of the UVRC being encumbered through these accounts. All monies are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

Insurance, association membership fees (i.e. USATF, RRCA, etc), costs associated with managing club registrations (i.e. Rec Trac software, Lebanon Recreation staff, online credit card processing fees, etc), and other appropriate expenses as determined by the Lebanon Recreation & Parks Department will be covered by the Lebanon Recreation General Expenses account. Funds from the “Gifts Account” may be invested as directed by the UVRC Board of Directors, according to Lebanon Recreation and Parks policy.

The president reviews the status of the Gifts Account at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of Gifts Account exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

ARTICLE IX - SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws 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, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

ARTICLE X - TAX STATUS REQUIREMENTS AND DISSOLUTION

No part of the net earnings of the UVRC inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the UVRC may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the UVRC’s activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The UVRC 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, the UVRC may not carry on any other activities not permitted to be carried on by the City of Lebanon, NH.

Upon dissolution of the UVRC, the board will distribute the assets to the City of Lebanon Recreation Department.

ARTICLE XI – INDEMNIFICATION

Any UVRC Director, committee member, or person volunteering for the UVRC with the Lebanon Recreation and Parks Department must fill out a Lebanon Recreation and Parks Department “Volunteer Agreement,” formally acknowledging their status as a volunteer.

NH State RSA 508:17 protects all such volunteers, stating:

I. Any person who is a volunteer of a nonprofit organization or government entity shall be immune from civil liability in any action brought on the basis of any act or omission resulting in damage or injury to any person if:

- (a) The nonprofit organization or government entity has a record indicating that the person claiming to be a volunteer is a volunteer for such organization or entity; and
- (b) The volunteer was acting in good faith and within the scope of his official functions and duties with the organization; and
- (c) The damage or injury was not caused by willful, wanton, or grossly negligent misconduct by the volunteer.

ARTICLE XII – AMENDMENTS

A. Procedure. These bylaws may be amended by two-thirds of those voting at a regular meeting, as follows: (a) a proposed amendment must be submitted in writing to the UVRC board at least 30 days preceding the meeting at which it will be considered; (b) the board may consult with the originator regarding possible editing, interpretations and modifications; (c) the board by majority vote determines its position for, against, or for with a recommended change; and (d) the submitter and board presents their position at the specified meeting; and (e) the amendment is approved by the Lebanon Recreation and Parks Department.

In emergency or extraordinary situations, as defined by the board, the board (by two-thirds [2/3] vote of the entire board) may waive the 30-day submission deadline. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 10 days prior to the meeting.

B. Resubmission. A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one year has intervened. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

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

D. Codification. The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the UVRC, 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.