Bylaws of Washington Running Club (“WRC”)
Adopted March 9, 2024ARTICLE I – NAME

The name of the organization shall be Washington Running Club (hereinafter referred to as “WRC”).

ARTICLE II – PURPOSE

WRC is organized to provide a community-based running organization that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being and competition. In furtherance of our purpose, WRC hosts group runs, fun runs, training runs, running events, and programs on the road, track, and trails. WRC hosts education sessions about topics of interest for runners, provides awards, hosts social events, and all such other things as may be conducive to the encouragement of running. WRC also engages in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community.

ARTICLE III – AFFILIATION

The Club shall be a member of USA Track and Field (USATF) and must abide by any mandatory requirements of that organization. This Club will submit a portion of the annual dues described in Article IV, Section 2 to the USATF as shall be required for membership in that body.

ARTICLE IV – MEMBERSHIP

Membership in WRC will be on an annual basis starting January 1 or such other time as determined by the Officer Board. WRC promotes equitable opportunities to membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state, or Federal law. Individuals wanting to participate in the activities of WRC, other than Sunday social runs, shall submit dues annually, complete an annual application for membership, which includes agreeing to follow the WRC’s Code of Conduct, and sign a waiver of liability for participation in all official WRC activities, other than Sunday social runs.

SECTION 1. CLASSES OF MEMBERSHIP. There shall be two classes of membership: regular and family. Any member of the immediate household holding a family membership shall be entitled to all privileges of membership, except that an individual holding a family membership is only entitled to a separate vote for each member over the age of 17. The Officer Board, by majority vote, may award life memberships to deserving individuals. The Officer Board may also create associate memberships. Associate memberships may be offered to members of other entities and would include limited benefits of full WRC membership. Associate members have no voting rights and may not hold office.

SECTION 2. DUES. The annual dues for each class of membership shall be determined on an annual basis by the Officer Board and the cost of annual membership shall be shared annually with the membership as part of the regular join and renew process for WRC. For a member to remain in good standing, renewal payment is due and must be received by the Treasurer by the end of the month in which the membership expires. All memberships of the previous year, except new memberships received after September of the previous year expire on January 31.

SECTION 3. LIMITATION OF AUTHORITY. Except as otherwise specified in these Bylaws, no member shall act in the name of the WRC or take any action that would bind the WRC.

SECTION 4. CLUB CODE OF CONDUCT.

• Show respect for fellow club members at all times.

• Show respect and appreciation for the volunteers who give their time to help WRC and/or event(s).

• Never yell, taunt, or threaten physical violence towards other members of WRC, a volunteer or event spectator. Members with a criminal history of violence or with a legal restraining order against them by another member may be barred from membership and participation in all WRC activities.

• Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at WRC-hosted events.

• Never make unwanted sexual or physical contact with other members. Members found to be listed on a sex offender registry, convicted of a sex crime, or caught having, creating, or distributing child pornography will be immediately barred from membership and all participation in WRC activities.

• Abide by race rules and engage in fair competition, which includes anti-doping compliance, no course cutting, or other means of gaining a competitive advantage that is considered cheating when participating in club races or other races where you may represent the club by wearing a WRC-branded singlet, shirt, uniform, etc.

• Always report violations of the Member Code of Conduct policy to the Officer Board in writing.

Any member found to be acting in a manner that falls into the realm of the Limitation of Authority or in violation of the Club Code of Conduct and who does not cease such activities after notification of the President may be removed from the membership rolls of the WRC by the President and Officer Board by simple majority vote.

ARTICLE V – MEMBERSHIP MEETINGS

SECTION 1. ANNUAL MEETING. The members of WRC shall meet at least once a year at a date and time established by the Officer Board of Directors. At the Annual Meeting, the members of the WRC shall conduct business including, but not limited to, Officer Board elections, budget review and approval, dues approval, and other business as determined by the Officer Board.

At the Officer Board’s discretion, the Annual Meeting may be held in-person or via digital means including tele-or video conferencing. If the Annual Meeting must be postponed and cannot be held at a later time on the same date and location, or if it is cancelled due to imminent danger to members (exigent circumstances), the Officer Board may reschedule the date of the meeting and provide no less than a fourteen (14) day written notice, including email notification, announcing a new date, time, location, or meeting method (in-person, tele- or video conferencing) to the members.

SECTION 2. SPECIAL MEETINGS. Other meetings of the membership may be conducted as deemed necessary by a majority of the Officer Board. The Officer Board shall call a membership meeting upon the written request of not less than twenty-five percent (25%) of the total members eligible to vote. The Officer Board will determine if the meeting will be held in-person or via tele- or video conferencing. The Officer Board will determine the method of voting for a Special Meeting

SECTION 3. QUORUM. Quorum at the Annual Meeting or Special Meeting of the membership will be majority of the Officer Board and no fewer than eleven (11) voting members.

SECTION 4. PROXIES. No member may vote by proxy at an Annual Meeting or Special Meeting of the membership.

SECTION 5. NOTICE. Written notice, which includes at least two email notifications, stating the day and time of the meeting along with location or meeting method (tele- or video conferencing) and, in the case of a Special Meeting, the purpose for which the Special Meeting is called, shall be delivered no fewer than ten (10) nor more than sixty (60) days prior to the date of the meeting to each member entitled to vote at the meeting.

ARTICLE VI – OFFICER BOARD AND ELECTIONS

SECTION 1. ELECTIONS. The general membership elects the following Officer Board at its Annual Meeting: President, Vice President, Treasurer, and Secretary. No member shall concurrently hold more than one Office of the Officer Board. Each member in good standing at the Annual Meeting, or other Special Meeting called for the purpose of electing a member of members of the Officer Board, may vote for one candidate only, with the candidate running for each office receiving the highest vote total (i.e., a majority vote) being elected. Positions that are unopposed may be elected by acclamation.

SECTION 2. OFFICER BOARD COMPOSITION. The elected members of the Officer Board shall include four individuals, but the Officer Board may also include up to six more *ex officio* members unanimously selected by the elected members of the Officer Board. *Ex officio* members of the Officer Board may include, but are not limited to, the following: President Emeritus, Information Officer, Coach, Webmaster, Race Team Manager, Track Coordinator, Outreach Coordinator, Community Events Officer, Sunday Run Coordinator, and club representative. The President may appoint other *ex officio* Officer Board members deemed necessary. All Officer Board members must be dues paying members of the organization and in good standing.

SECTION 3. OFFICER BOARD RESPONSIBILITIES. The Officer Board is the governing authority and has total oversight over the management of WRC’s affairs. It carries out all the mission, purposes, and objectives for which WRC is organized. This general mandate includes, but is not limited to:

• Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies and monitoring WRC’s programs and services.

• Reviewing all information provided by the Treasurer and other Officer Board members related to oversight for the organization.

• Participating in all scheduled board meetings, unless excused for an absence.

• Ensuring adequate resources and financial sustainability for WRC, which requires fundraising support and engagement by all directors and officers.

• Serving as ambassadors for the organization.

• Hiring and setting compensation for any independent contractors, race directors, coaches, or staff.

• Assuring an ongoing commitment to diversity, equity, and inclusion in WRC membership.

SECTION 4. OFFICER BOARD MEMBERS AND DUTIES.

PRESIDENT. The President shall be the Chief Executive Officer of WRC, and shall have general charge of the business, affairs, and property of the WRC with general supervision over its other Officer Board members and agents. The President shall preside at all Membership and Officer Board meetings and shall see that all resolutions of the Officer Board are carried into effect.

VICE PRESIDENT. The Vice President shall serve as an assistant to the President and shall oversee and coordinate such programs, activities, and other duties as may be delegated or requested by the Officer Board or the President. In the absence of the President or in the event of the President’s disability, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall accede to the position of President in case of a vacancy of the office during a President’s term of office.

SECRETARY. The Secretary shall give, or cause to be given, notice of Membership Meetings and of Officer Board meetings. The Secretary shall keep the minutes of the meetings, to keep a file of such minutes, oversee the election process for Officer Board members and, when requested by the Officer Board, to accept assignments involving correspondence and the keeping of records.

TREASURER. The Treasurer shall oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for board approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the President.

*EX OFFICIO* (Non Elected) OFFICERS. The Officer Board shall have at least four (4) *ex officio* Officer Board positions at all times. All *ex officio* Officer Board positions are subject to WRC policy and direction of the President and Officer Board. Positions may include but are not limited to the following.

INFORMATION OFFICER. An Information Officer shall, subject to the general policy direction of the President and Officer Board write and send out a Weekly (if possible) WRC Email Update to the membership at large. The Information Officer shall yield to the will of members in regard to their respective wishes of whether they want to receive the weekly email update. The Information Officer shall, subject to the general policy direction of the President and Officer Board, help manage and develop content for the website of the WRC. The Information Officer shall, subject to the general policy direction of the President and Officer Board, be responsible for the content of any club newsletter and maintain the washrun.org website on a regular basis and shall perform such other duties as may be delegated by the President or the Officer Board.

COACH. A Coach shall, subject to the general policy direction of the President and Officer Board, be responsible for coaching and/or selecting track workouts for members. The Coach may work in conjunction with a Race Team Manager in planning races for any WRC race teams. Such efforts must be in accordance with WRC policy and not in conflict with other associated WRC running efforts.

RACE TEAM MANAGER. A Race Team Manager shall, subject to the general policy direction of the President and Officer Board, be responsible for organizing any race teams of WRC members for select races as deemed appropriate by the President and Officer Board. The Race Team Manager may work in conjunction with a Coach where appropriate. Such efforts must be in accordance with WRC policy and not in conflict with other associated WRC running efforts.

TRACK COORDINATOR. A Track Coordinator shall, subject to the general policy direction of the President and Officer Board, be responsible for helping to organize track workouts of WRC members as deemed appropriate by the President and Officer Board. The Track Coordinator may work in conjunction with a Coach where appropriate. Such efforts must be in accordance with WRC policy and not in conflict with other associated WRC running efforts.

SECTION 5. TERM OF OFFICE. Term of office of all members of the Officer Board shall be one year, beginning with or at the close of the annual membership meeting. The President shall appoint an individual to any Officer Board Member seat vacated during a term, with approval by a majority of the remaining Officer Board, within 60-days of resignation of the seat. Appointed terms will end with the term of the Member seat, which is at the close of the annual membership meeting. Non-elected or *ex officio* Officer Board members may be removed at any time, with or without cause, by a vote of the majority of the Officer Board.

SECTION 6. PROCEDURAL REQUIREMENTS. To the extent practicable, parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the Officer Board. A majority vote of the Officer Board present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. A quorum shall consist of four Officer Board Members. No official meeting shall be held and no business conducted unless a quorum is present.

SECTION 7. REMOVAL FROM OFFICE. As determined by a majority vote of the other Officer Board Members, an Officer Board Member may be removed from the Officer Board for missing three consecutive regular board meetings without an excuse approved by the Officer Board; engaging in illegal (unlawful) activity; being convicted of crime while on the Board; gross misconduct or egregious violations of stated Officer Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such cases, the Officer Board Member may be removed by a majority vote of the Officer Board.

ARTICLE VII – COMMITTEES AND TASKS FORCES

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

ARTICLE VIII – FINANCES

SECTION 1. OFFICER BOARD POWER. The Officer Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The Officer Board may authorize the President and/or any Officer Board member to enter into any contract or execute and deliver any instrument in the name of and on behalf of WRC.

SECTION 2. DISBURSEMENTS. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of WRC shall be signed by authorized officers or employees and in accordance with policies and procedures adopted by the Officer Board. All monies for WRC shall be deposited to the credit of WRC in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

Disbursements over $25.00 shall be made only by check. Any disbursement over $5.00 shall be supported by voucher or receipt, maintained by the Treasurer. All authorized checks in an amount in excess of $2,000, drafts, notes, and evidence of indebtedness of the WRC shall be signed by the Treasurer only with prior approval of the President or the Vice President. However, authorized checks in an amount not to exceed $2,000 may be signed by the Treasurer, without prior approval of the President or the Vice President.

SECTION 3. REQUIREMENTS. No Club funds may be deposited in the personal account of an Officer Board or other WRC member. The Treasurer shall review the status of the general fund at least quarterly. At the same time, he/she shall review a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may, but are not required to be invested, as authorized by the Officer Board.

ARTICLE IX – VOLUNTEER BOARD SERVICE

The members of the Officer Board shall serve without salary, and no part of the net income of WRC shall inure to the personal benefit of its directors, officers, or other private persons; provided, however, that WRC may make payments and distributions to third parties including payments to defray the reasonable operating expenses of WRC. WRC may authorize reimbursement, in accordance with WRC’s policies on reimbursements, the reasonable expenses incurred by members of the Officer Board in the performance of their duties.

No loans shall be made by WRC to the members of the Officer Board or its employees.

ARTICLE X – INDEMNIFICATION

The WRC may, upon a vote of the majority of the Officer Board, to the extent legally permissible, indemnify and hold harmless any person serving or who has served an Officer Board member, or duly authorized agent of the WRC against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by the Officer Board member in connection with the defense or disposition of any claim, action, suit or other proceeding whether civil or criminal, in which the Officer Board member may be involved or with which the Officer Board member may be threatened, while serving or thereafter, by reason of the member’s being or having been such an officer or agent, except with respect to any matter as to which the officer shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that the officer’s action was in the best interests of the WRC.

The WRC may, at the election of the Officer Board, purchase and maintain insurance on behalf of any person who is or was an Officer Board member, employee or agent of the WRC or who is or was serving at the request of the WRC as a director, Officer Board member, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the individual and incurred in or arising out of the person’s position, whether or not the WRC would be obligated or empowered to indemnify the person against such liability under this Article X.

ARTICLE XI – SAVINGS CLAUSE.

Failure of literal or complete compliance with provisions of these 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 determine (by majority vote) that no substantial injury to the rights of members has occurred.

ARTICLE XII. TAX STATUS AND DISSOLUTION

No part of the net earnings of the WRC shall inure to the personal benefit of its members, trustees, officers, or other private persons, except that the WRC may pay reasonable compensation for services rendered, indemnify or insure Officer Board Members, employees, or agents, and may make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the WRC’s activities may be the carrying on of propaganda or otherwise attempting to influence legislation. The WRC may not participate in, nor intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, WRC 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 WRC, the funds in the treasury, after all creditors have been paid, shall be distributed to the USA Track and Field (USATF), the Road Runners Club of America (RRCA), or other 501(c)(3) nonprofit organization with a similar purpose to WRC’s.

ARTICLE XIII – AMENDMENT

The membership may adopt and amend these Bylaws at any Membership Meeting by an affirmative two-thirds majority of those present and voting. Notice of all Bylaw amendments and their consideration shall be published in the News or Email Update of the WRC and through its website.

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