

BYLAWS
of the
L STREET RUNNING CLUB

ARTICLE I
NAME

This organization shall be known as the "L Street Running Club, Incorporated," hereinafter known as LSRC.

ARTICLE II
PURPOSES

The LSRC is formed for the following purposes, and shall undertake the same without regard to race, color, religion, age sexual orientation or national origin:

- A. To promote and encourage distance running as a competitive sport and as a means of healthful exercise;
- B. To promote and conduct races or other running activities;
- C. To disseminate information on running through newsletters, clinics, meetings, and through education programs;
- D. To do such other things conducive to the encouragement of competitive running and better physical fitness for all individuals of all ages and both sexes;
- E. To do any and all things lawfully done

ARTICLE III
MEMBERSHIP

The LSRC shall be composed of individuals with an interest in running and related fitness activities upon payment of reasonable dues as set forth herein. Membership shall be renewable upon payment of such dues upon such dates as shall be determined, and as may be from time to time modified by the Board. There shall be two forms of membership available:

- (1) Individual membership, or
- (2) Family Membership available for a husband, wife and children residing in the home.

**ARTICLE IV
LSRC MEETINGS**

A. Semi-Annual Meetings: The LSRC shall meet at least twice during each calendar year. The date and location of such semi-annual meetings shall be determined by the Board of Directors and shall be announced at least two months in advance of the meeting. One of the semi-annual meetings shall be designated the Annual Meeting, and at such Annual Meeting elections shall be held.

B. Other Meetings: The LSRC shall hold such other meetings as from time to time may be deemed necessary or convenient by the President, provided that, upon the written request of not less than 20% of the total membership of the LSRC, the President shall call a meeting.

C. Notice: Written or printed notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten days before the date of the meeting, either personally, by mail, including but not limited to the LSRC Newsletter, by or at the direction of the President or the officers or persons calling the meeting to each member club and other members entitled to vote at such meeting.

D. Voting: Every member in good standing shall be entitled to vote in all business conducted at both semi-annual meetings.

E. Quorum: Seven (7) members of the LSRC board, and the number of club members equal to ten percent of the club membership as of December 31 of the preceding year as certified by the Membership Director, shall constitute a quorum for the transaction of business at the semiannual meetings. The vote of a majority of the votes cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

F. Order of Meeting: Robert's Rules of Order (as most recently revised) shall govern the proceedings of all meetings of the LSRC when not inconsistent with these by-laws. The order of business at all regular meetings of the LSRC shall be as follows:

1. Order
- 2 Roll call
3. Action on minutes of last meeting
4. Report, if any, of officers
5. Reports of Board of Directors
6. Report of Committees, if any
7. Unfinished business
8. New business
9. Election of officers and directors (when necessary)
10. Report of Board of Directors on selection of place of next annual meeting
11. Adjournment

ARTICLE V
MEETINGS OF LSRC BOARD OF DIRECTORS

A. Regular Meeting: Regular meetings of the Board of Directors shall be held monthly on a date established by said Board. A special meeting may be called by the President, and shall be called at the written request of not less than one-third of the members of the Board.

B. Notice: The Board of Directors shall be notified of the time and place of all regular meetings in a manner established by the Board. Notice of special meetings shall be given in writing at least seven days in advance of such meeting.

C. Quorum: Seven members of the Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board shall be entitled to vote. The action of the majority of those present at a meeting at which there is a quorum shall constitute the action of the Board.

D. Order at Meetings: Robert's Rules of Order (as most recently revised) shall govern the proceedings at all Board meetings when not inconsistent with these by-laws. The order of business at all regular meetings of the Board of Directors shall be as follows:

1. Roll call
2. Action on minutes of last meeting
3. Reports, if any, of officers
4. Reports of Committees, if any
5. Unfinished business
6. New business
7. Adjournment

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors shall have full control and management of all affairs of the LSRC and shall establish all policies and procedures governing the manner in which the LSRC undertakes the purposes for which it is organized.

A. General Powers: The Board of Directors shall have and exercise all the power granted to it by law and by these by-laws.

B. Administrative Officers: The Board of Directors may appoint such administrative officers as it shall determine are necessary or convenient for carrying out its obligations under these by-laws.

C. Report of Directors: The LSRC Board of Directors shall make a full report of its acts at the semi-annual meetings.

**ARTICLE VII
COMPOSITION OF THE BOARD OF DIRECTORS**

A. Board of Directors: The LSRC Board of Directors shall be composed of fourteen members as follows: four LSRC officers, the President, Vice-President, Secretary, and Treasurer; six elected directors responsible for the following functional areas: Apparel, Events, Media, Membership, Newsletter, and Sunshine; two elected directors at large; and two directors appointed by the President, with the approval of the Board: the Race Director and the LSRC Webmaster.

B. Term of Office: The term of office for the officers and directors, except as provided below, shall be one year. Said term of office shall commence on January 1st next following their election. The directors appointed by the President may be reappointed and shall serve until their successor is appointed and approved. No director at large shall be elected to that office for more than two consecutive terms.

C. Election:

1. Election Procedures:

a. Twenty-one days prior to the Annual Election meeting, a notice shall be posted on the Club's E-Flyer, the forum and any other Social Media sites operated under the direction of the Club indicating the rules of Mail-In and In-Person voting, and listing the names of those running for Office on an Official Ballot. Once said notice is posted, Nominations for Office are closed.

b. Upon posting of this notice, Mail-In voting shall commence, and Members seeking to vote by U. S. Mail may print out the Official Ballot for submission following the Mail-In voting procedures set forth below. Mail-In voting shall close seven days prior to the date of the Annual meeting, and Mail-In Ballots postmarked after that date shall not be counted in the final tally.

2. Voting Eligibility: Members in good standing, and two adult members of a household under a Family Membership, are eligible to vote at the Annual Meeting in either Mail-In or In-Person voting.

a. Good standing indicates the Membership Director has received their LSRC Membership or Family Membership dues seven days before Mail-In voting has begun.

b. Any Member who has signed up to join LSRC after said seven days prior to the Mail-In voting period has begun is not eligible to vote in such upcoming election.

3. Mail-In voting: In order to cast a vote by mail, members will mail a large envelope clearly indicating the member's full name and mailing address which shall contain a smaller envelope containing the Official Ballot which shall be clearly marked with the Member's choice of candidates for one or more of the offices contested for election and sealed into the smaller envelope. There shall be no markings on the outside of the smaller envelope. It shall be placed into the larger envelope, marked with the member's full name and mailing address, and mailed to the election officer.

a. If two members of a Household are voting, the Official Ballots must be marked and placed into two separate, unmarked, smaller envelopes. Each shall be placed into larger envelopes, and each marked with the member's full name and mailing address and mailed to the election officer.

b. When an envelope has been received by the election officer, or the election officer's appointed assistants, the member's name shall be checked against an Official Membership list. Any illegibly written names, which cannot be checked against the Official Membership list, shall cause the vote contained therein to be marked ineligible, and shall not count in the official tally, but shall be retained by the Election Officer.

After being checked against the Membership List, envelopes shall not be opened but placed into a box, in alphabetical order, which shall be opened when the election officer and appointed assistants tally the Ballots contained therein with other ballots cast at the Annual Meeting.

c. Should the member not be in good standing, the envelope shall be marked ineligible and shall be retained, but not be counted in the official tally.

d. On the date of the Annual Meeting, the names of members who have mailed in their votes shall be double checked by the election officer's assistants with the envelopes received to guard against any discrepancies. On the day of the Annual Meeting if circumstances are brought to the election officer's attention that causes him to determine an improper or fraudulent envelope or vote has been mailed in or cast, such envelope or vote shall be marked ineligible and shall not count in the official tally. The Member whose vote has been fraudulently mailed in may vote In-Person on the night of the Election, but only if the election officer shall determine that the member did not participate in the fraudulent mailing.

e. Members seeking to vote by mail are responsible to print out the Official Ballot provided by LSRC. Members may not vote for any candidate more than once. The election officer's assistants shall tally the votes at the Annual meeting. If a member is found to have voted for a candidate more than once, their vote shall be voided from the official tally.

f. Once their Mail-In vote has been received, Members may not vote a second time or change their vote.

g. The LSRC Board of Directors, the election officer and his assistants are not responsible for any lost, late, or misguided mail. Any Mail-In votes not received by the election officer or not postmarked as required above shall not be counted in the official tally. Any Mail-In votes with illegibly written Member names, as determined by the Election Officer, shall not be counted in the official tally.

4. In-Person voting: Members seeking to vote In-Person at the Annual Meeting must be members in good standing of the LSRC, as indicated by the date set forth in section 2(a) above. On the date of the Annual Meeting, the names of members who seek to vote In-Person shall be cross-checked by the election officer's assistants with those of members who have voted by mail to guard against any improper voting. If circumstances are brought to the election officer's attention that causes him to determine an improper or fraudulent envelope or vote has been mailed in or cast, such envelope or vote shall be

marked ineligible and shall not count in the official tally. The Member whose vote has been fraudulently mailed in may vote In-Person on the night of the Election, but only if it has been determined by the election officer that the member did not participate in the fraudulent mailing.

a. At the Annual Meeting, once a Member's name has been checked off the Membership list, they shall be issued an Official Ballot. If two Members of a Household under a Family Membership are voting, they shall each receive an Official Ballot.

b. Ballot boxes shall be set up in the meeting room so Members may place their Official Ballots in them when completed.

c. Members may not vote for any candidate more than once. If a Member voted for a candidate more than once, their vote shall be voided from the official tally.

d. Once their ballot has been submitted, Members may not change their vote.

D. Eligibility Requirements: To be eligible for nomination as an officer or director, the nominee shall have been a member in good standing of the LSRC for at least six (6) months immediately preceding the date set for election.

E. Nomination Procedure:

1. LSRC members may submit to the election officer the nomination of eligible individuals to fill the offices and directorships. Nominations may be made up until thirty days prior to the Annual meeting, at which time Nominations for Office will be closed. No Nominations shall be taken on the night of the Elections held at the Annual Meeting. All nominations shall be seconded, which shall be done at an LSRC meeting or communicated to the election officer. All nominees must forthwith accept such nominations at an LSRC meeting, or by communicating their acceptance of the nomination to the election officer.
2. The election officer shall cause the current list of nominees to appear in the LSRC E-Flyer, the LSRC website or any other Social Media site operated under the direction of the Club forthwith after the close of nominations.
3. No speeches shall be allowed at the Annual Meeting in connection with the election by any of the nominees.

F. Vacancies

1. If the office of the President becomes vacant, the Vice President shall assume the presidency until the next election. If the vice-president shall choose not to accept such position, he/she shall forthwith notify the Secretary, in which case the Board of Directors shall elect a President who shall hold that position until the next election. This election shall take place within thirty (30) days after the vacancy occurs at a special board meeting called by the Vice President. The Vice President shall serve as acting President during any vacancy.
2. The President, with the approval of the Board of Directors, shall fill any vacancy in

other elected offices and directorship with an appointee who shall meet the eligibility requirements set forth in Section E of this Article, and the appointee shall hold this position for the unexpired terms of office. No vacancy created by the resignation of an officer or director may be filled until such resignation has been submitted in writing to the President

ARTICLE VIII DUTIES OF OFFICERS AND BOARD MEMBERS

A. Duties of President

1. The President shall be the chief executive officer of the LSRC and shall enforce all of the policies and procedures, and implement all the purposes of the LSRC as established by the Board. He/she shall also perform all other duties that pertain to his office that may be designated to him/her by the Board of Directors, and he/she shall make a report with his/her recommendations at each LSRC semi-annual meeting.
2. The President shall preside at all LSRC meetings and meetings of the Board of Directors.
3. The President shall appoint the members of all committees and shall be an ex-officio member of each such committee.
4. The President shall assign the at large members of the Board of Directors to specific functions or program responsibilities. Said assignments shall be approved by the Board of Directors.

B. Duties of Vice President

1. In the absence of the President or in the event of his/her disability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President.
2. The Vice President shall discharge such other duties as may from time to time be required of him/her by the President or Board of Directors.

C. Duties of Secretary

1. The Secretary shall keep a membership list.
2. The Secretary shall provide notification of LSRC meetings and Board of Directors meetings.
3. Keep a true record of all the proceedings of the meetings of the LSRC and Board of Directors in books provided for that purpose.
4. Make a report in writing with his/her recommendation (if any) at each meeting of

the LSRC.

5. Report the acts of the Board of Directors at each meeting of the LSRC.
6. Compile and record all activities from reports made by the members of the LSRC.
7. Have charge of and conduct the correspondence of the LSRC.

D. Duties of Treasurer:

1. Receive and issue a receipt, where required, for all dues or other funds paid or donated to the LSRC. To the extent practicable, within seven days of receiving funds, he/she shall deposit the same in the name of the L Street Running Club, Inc. The deposit shall be made in a financial institution whose deposits are insured.
2. Keep an accurate account of all earnings, savings, reserves, holdings, receipts and disbursements, and at each semi-annual meeting of the LSRC submit a current written report in detail and an itemized statement of all financial transactions of the LSRC, its officers and Board of Directors.
3. Make reports and statements to the President and Board of Directors as may be required by them on all financial matters, including bonding, insurance and related matters.
4. Keep such other records and perform such other duties as may be required of her/him by the President or Board of Directors.

E. Duties of Directors:

Subject to the direction and supervision of the Board, the Directors shall have the following responsibilities:

1. Events: the Events director shall coordinate all regular and special events of the LSRC.
2. Apparel: the Apparel director shall purchase and maintain, as financial conditions allow, and make available for sale an inventory of running apparel and accessories for LSRC members to purchase.
3. Sunshine: the Sunshine director shall seek out and be available to obtain information about LSRC members which is of interest to other LSRC members, or which relates to an event which should be recognized or commemorated by the LSRC.
4. Membership: the Membership director shall be responsible for advertising and encouraging LSRC membership and renewal, processing membership applications and renewals, and compiling and recording the membership roll of the LSRC.

5. Media: the Media director shall be responsible for communicating with the print and electronic media about matters that serve to publicize the LSRC's purposes, goals and achievements, and, where applicable, those of its members.
6. Webmaster: the Webmaster director shall be responsible for creating and managing the LSRC website in a manner which serves to keep the LSRC membership informed of the activities of the LSRC, provide a forum for the exchange of information among LSRC members, and to provide a source of information to members of the public interested in the LSRC.
7. Race Director: The Race Director shall be responsible for the planning, organization and conduct of the LSRC's annual road race, The Jim Kane Sugar Bowl Five Miler.
8. Newsletter: the Newsletter director shall be responsible for planning, editing, printing and distributing the LSRC Newsletter
9. Directors At Large (Two): the directors at large shall report to the Board on issues of importance and concern to the membership. Said directors shall also be assigned specific function or program duties by the President subject to approval by the Board of Directors.

ARTICLE IX REMOVAL FROM OFFICE

Any officer or director may be removed from office for malfeasance, nonfeasance or misfeasance by a three-fourths vote of the entire Board of Directors.

ARTICLE X COMMITTEES

A. Committees

The President with the approval of the Board of Directors may appoint committees or program directors, not having or exercising the authority of the Board of Directors, to aid and assist in the management of the affairs of the LSRC. Among the committees to be considered for appointment may include the following:

1. By-Law Committee: to offer, receive or review all proposed by-law amendments.
2. Finance and Budget Committee: to consult with and advise the President and Treasurer on financial matters and assist with the preparation of the LSRC annual budget.
3. Legal Committee: to advise the President and Board of Directors in all legal matters pertaining to the LSRC.

4. Advisory Committee: to provide advice to the Board of Directors on any matter relating to the policy, conduct or management of the LSRC, or any of its duties or undertakings. The Advisory Committee shall be composed of current and former officers or directors of the LSRC.

B. Committee Reports

Each Committee so appointed shall file a report with the President of the LSRC annually and/or upon completion of its assignment. Such committees shall also furnish such other reports as may be required from time to time by the President or Board of Directors.

ARTICLE XI CONTRACTS, CHECKS & FUNDS

A. Contracts

The Board of Directors may authorize any officer or officers of the LSRC, in addition to the officers so authorized by these by-laws, to enter into any contract, or to execute and deliver any instrument in the name of and on behalf of the LSRC, and such authority may be general or confined to specific instances.

B. Checks

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of LSRC shall be signed by authorized by the President and Treasurer of the LSRC and in such manner as shall be determined by resolution of the Board of Directors.

C. General Funds

All monies received by the Treasurer shall be deposited to the credit of the LSRC in banks which are members of, or whose deposits are, insured by the Federal Deposit Insurance Corporation or other governmentally insured entity. The President of the LSRC shall review, at least once every three (3) months, the amount of money currently to the credit of LSRC and in its general fund, and review a forecast of estimated deposits and disbursements, prepared by the Treasurer, for the following months. If the President and Treasurer determine that the amount of this balance is in excess of that reasonably required for normal operations and projected activities, the surplus shall be designated for donation to a charity on an annual basis as determined by a vote of the Board of Directors.

ARTICLE XII AMENDMENTS

A. Power to Amend

The LSRC By-laws may be amended by two-thirds of those present and voting at any semi-annual meeting of the LSRC provided the procedures set forth in Sections B and C have been followed.

B. Procedure

Any LSRC member or, if there is one in existence, the By-Law Committee may submit a proposed amendment in accordance with the following:

1. Proposed amendment shall be submitted in writing to the Secretary at least 90 days preceding the semi-annual meeting at which the proposed amendments are to be voted on.
2. Upon receipt by the Secretary of a proposed amendment, the President, with the approval of the Board of Directors, shall appoint a By-Laws Committee which shall review all proposed amendments submitted and shall forward proposed amendments, with its written recommendations at least 60 days before the semi-annual meeting to the Board of Directors.
3. All proposed amendments with the written recommendations of the Board of Directors shall be made available upon request to the members upon notice of the semi-annual meeting.

C. Special Procedures

The Board of Directors may, when it deems necessary, waive the procedure set forth in Section B above, by a two-thirds vote of the entire Board. In such event, a proposal to amend or repeal these By-laws may be submitted in writing by the Board of Directors directly to the membership at the semi-annual meeting not less than 15 days prior to the opening of the semi-annual meeting.

The Board of Directors will review all amendments proposed prior to the semi-annual meeting at which such amendment is to be presented and may make its recommendation to the membership at such semi-annual meeting regarding such amendments for the membership to vote on such amendment(s).

D. Resubmission

A proposed amendment, which has been disapproved at a semi-annual meeting, may not be resubmitted until at least one semi-annual meeting has intervened. The By Law Committee, if one shall be in existence, shall determine, in its sole discretion, whether an amendment is sufficiently similar to one previously disapproved to require the provisions of this section to apply. If no By-Laws Committee shall be in existence, the determination described above shall be made in the same manner by the Board of Directors.

E. Effective Date

All amendments shall become effective immediately following the semi-annual meeting at which it is adopted, unless otherwise provided by the terms of its adoption.

F. Codification

The Board of Directors may renumber, revise, codify and correct any provision in the by-laws, rules and regulations of the LSRC, to eliminate errors and spelling, grammar and numbering to bring about the proper order and sequence, but in so doing it shall not change the meaning of any provision so changed or renumbered

**ARTICLE XIII
SAVINGS CLAUSE**

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, which in the judgment of the members at meetings held that do no cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

**ARTICLE XIV
FISCAL YEAR**

The fiscal year of the LSRC shall begin on the 1st day of January and end on the 31st day of December in each year.

**ARTICLE XV
PUBLICATIONS**

The official publication of the LSRC shall be known as *The Sugar Bowl*, the LSRC Newsletter. It shall be published at least quarterly, more often if feasible, and disseminated as determined by the Board of Directors.

**ARTICLE XVI
TAX STATUS REQUIREMENTS**

No part of the net earnings of the corporation shall inure to the benefit of; or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article II hereof

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt

purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of appropriate jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

**THESE BY-LAWS WERE ADOPTED, AND BECAME EFFECTIVE AS OF
JULY 17, 2012.**