

RULES AND REGULATIONS OF THE
RUNNERS' CLUB OF GREATER CINCINNATI
(Approved March 10, 2008, by the RCGC Membership)

ARTICLE I. NAME

The name of the association shall be the "Runners' Club of Greater Cincinnati" hereinafter after referred to as the RCGC.

ARTICLE II. PURPOSES

The purposes of the RCGC shall be to promote and encourage long distance running and walking as a competitive sport and as a means of healthful exercise; promote and conduct races or other running activities; disseminate information on running through publications, presentations, and education programs; and encourage competitive running, recreational running, walking, and enhanced physical fitness for all individuals.

ARTICLE III. AFFILIATION

The RCGC shall be a member of the Road Runners Club of America (RRCA), and all measures adopted by that body must be considered by this organization.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

Membership is open to all persons and becomes effective upon completion of the Membership Application and the payment of the prescribed membership dues in accordance with the dues structure currently in force.

Section 2. Types of Membership

A. There shall be two types of paid membership -- Single and Family. RCGC may award free membership(s) at any time (e.g., for prizes at road races).

B. The third type of membership shall be a Lifetime Honorary Membership. Any person who has performed valuable services to the RCGC or to the running community shall be eligible upon approval of at least two thirds of the Board of Trustees.

Section 3. Responsibilities of Membership

All members are expected to contribute to RCGC goals and activities through participation in club events, volunteering, and otherwise supporting the purposes of the RCGC. For volunteering for one event per calendar year, a member can receive a discounted rate on membership dues.

Section 4. Termination of Membership

Membership shall be terminated for failure to pay the prescribed dues at time of renewal. A 60 day grace period will be permitted before deletion from the membership rolls. The Board of Trustees shall have power by majority vote to suspend or expel any member for conduct unbecoming or prejudicial to the best interests of the RCGC.

ARTICLE V. MEETINGS

Section 1. Annual Meeting

An Annual Meeting of the members shall be held the second Monday in April each year if not a legal holiday or if a legal holiday, the next succeeding day at a time and place determined by the Board of Trustees.

At the Annual Meeting, the members present shall elect officers and trustees and shall transact such other business as properly may be brought before the meeting.

Members will have up to 14 days before the Annual Meeting to submit items for the agenda to the President. An agenda will be prepared with Board approval and distributed to members by the method described in Article V, Section 4. Only items contained on the agenda will be acted upon at the Annual Meeting. The Annual Meeting will be chaired by the current President.

Section 2. Board Meetings

Meetings of the Board of Trustees shall be held on a monthly basis unless a majority of the Board waives the requirement for a specific month. Board meetings shall be called by the President. The Board may act on all Club business except for those items of business reserved for the Annual Meeting or a Special Meeting.

Section 3. Special Meetings

Special Meetings may be called by the President, by petition to the President in writing and signed by three members of the Board of Trustees, or by petition to the President in writing and signed by 12 members age 18 or over. The written petition must list the subject or subjects of the meetings and the rationale for calling a Special Meeting. At a Special Meeting the discussion can only pertain to the subjects for which the meeting was called.

Section 4. Meeting Notification

Members will be given at least 7 days written notice of the Annual Meeting and Special Meetings by mail, email, or personal delivery. The subject or subjects of a Special Meeting shall also be included in the notification.

Section 5. Quorum

The lesser of 10% of the total numbers of members in good standing or 15 members shall constitute a quorum at the Annual Meeting or Special Meetings of the RCGC. A majority of trustees constitutes a quorum at a Board meeting.

Section 6. Voting

At every meeting of the membership, each eligible member age 18 or over present shall have the right to cast only one vote on each motion.

A member must be physically present at the Annual Meeting or Special Meeting in order to cast a valid vote.

The vote of a majority of those present shall decide any question brought before such meeting, unless the question is one upon which, by law, the Rules and Regulations require a different vote.

Section 7. Content of Meetings

The content of all meetings of the membership shall consist of the following unless otherwise ordered by the membership present:

- (a) Verification of a quorum
- (b) Proof of notice of meeting
- (c) Reading of minutes of preceding meeting
- (d) Reports and statements of officers and committees
- (d) All agenda items for Annual Meeting
- (e) Purpose for Special Meeting as described in Article V, Section 3

Section 8. Rules of Order

Robert's Rules of Order Newly Revised shall be the Rules of Order of the RCGC except where superseded by these Regulations or by special rules of order, which may be adopted by the RCGC.

ARTICLE VI. FINANCES

Section 1. Dues

The annual membership dues shall be established by a majority vote of the Board of Trustees. The amount thus established may not be raised more than once per year.

Section 2. Fiscal Policies

A. Fiscal Year - The fiscal year shall run from January 1 to December 31.

B. Non-Profit Status - RCGC is a 501(c)(3) nonprofit organization. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the

stated purposes of the organization. No part of the net earnings of the Club shall inure to the benefit of any individual member.

C. Accounting for Expenditures - Members using RCGC funds for any purpose shall give a full accounting of expenditures to the Treasurer.

D. Fund Raising - The RCGC shall be empowered to participate in fund raising activities.

E. Books and Accounts - Books and Accounts of the RCGC shall be kept under the direction of the Treasurer. The Treasurer shall prepare an annual financial report for the previous fiscal year to the Board of Trustees no later than 2 months after the start of the current fiscal year.

F. Annual Budget - The Treasurer shall present to the Board of Trustees a proposed budget of the next fiscal year for approval no later than the last board meeting of the current fiscal year.

Section 3. Dissolution

In the event of dissolution of the RCGC, the funds in the treasury, after all creditors have been paid, shall be distributed to the RRCA or other non-profit Section 501(c)(3) organization.

ARTICLE VII. MANAGEMENT AND ORGANIZATION

Section 1. Management

The management of the RCGC shall be vested in a Board of Trustees, which has the responsibility and authority to conduct the business of the RCGC as provided for in the Rules and Regulations of the RCGC.

Section 2. Composition of the Board of Trustees

The Board of Trustees shall consist of President, Vice-President, Secretary, Treasurer, and up to five additional Trustees.

Section 3. Election of Board Members and Term of Office

Members of the Board shall be elected in accordance with the procedures contained in Article VIII, Elections. They shall take office at the conclusion of the Annual Meeting at which they are elected. They shall hold office until successors have been duly elected and take office, or until their resignation, removal, or death. The term of office shall be until the next Annual Meeting.

Section 4. Qualifications of Trustees

Trustees must be members of the RCGC and be at least 18 years of age.

Section 5. Vacancies

If any position on the Board shall become vacant for any reason, the President with the approval of the Board of Trustees shall appoint a person to fill the unexpired portion of the term.

If the office of the President becomes vacant, the Vice President may elect to become President to fulfill the unexpired portion of the term. If the Vice President declines the position, the Vice President shall convene a special meeting of the Board of Trustees to elect a person to fulfill the unexpired portion of the term.

Section 6. Removal of an Officer or Trustee

Any officer or trustee may be removed with or without cause by a majority of the voting members present at a Special Meeting called for that purpose.

Section 7. Duties of Officers

A. President - shall preside at meetings, represent the RCGC in the RRCA and other organizations, call special meetings, appoint committees and chairpersons thereof.

B. Vice President - shall assume the powers of the President in his or her absence and take on special assignments as requested by the President.

C. Secretary - shall record the minutes of meetings and keep a file of such minutes and, when requested by the President, accept assignments involving correspondence and the keeping of records.

D. Treasurer - shall administer all RCGC finances, maintain a current status of accounts, disburse funds as directed in accordance with requirements of Article VI, Section 2, Paragraph F, and prepare an annual financial report and annual budget for presentation to the Board of Trustees.

Section 8. Committees

Committees necessary for the management of the RCGC shall be determined by the Board of Trustees, and their respective chairpersons shall be appointed by the President with approval by the Board of Trustees. Members of such committees may be named by the President or the designated chairperson.

ARTICLE VIII. ELECTIONS

Section 1. Nominations

A member may nominate himself for an office or be nominated by another member. Members who are at least 18 years of age and accept the nomination will be placed on the ballot. Nominations shall also be accepted from the floor at the Annual Meeting from any member provided they meet the qualifications of Article VII, Section 4.

Section 2. Voting

Members age 18 years and older who are present at the Annual Meeting are eligible to vote. Election of officers and other members of the Board of Trustees shall be by a majority of the members voting. A secret ballot shall be used.

ARTICLE IX. AMENDMENTS

Except as otherwise required by law, these Regulations may be amended by a two-thirds vote of the members present and voting at the Annual Meeting or Special Meeting, providing that at least 7 days written notice of the proposed change is given to the members.