

TAHOE MOUNTAIN MILERS

RUNNING CLUB BYLAWS

BOARD OF DIRECTORS

The Tahoe Mountain Milers Running Club (TMMRC) Board of Directors shall have full control and management of all affairs of the TMMRC and shall carry out the objectives and purposes for which the TMMRC is organized.

- General Powers. The TMMRC Board shall have and exercise all the power granted to it by law and by these bylaws. The TMMRC Board, in furtherance, but not in limitation of these powers, shall have the power to:
 1. Promulgate rules, policies and procedures necessary to conduct the business and affairs of the TMMRC as well as amend, repeal, or otherwise modify the rules, policies and procedures.
 2. Develop, promote and undertake programs and services consistent with the purposes set forth in this Constitution and Bylaws.
 3. Interpret any provisions adopted by it pursuant to the authority granted herein and its interpretation shall be final.
- Composition: The TMMRC Board of Directors shall be composed of a president, a vice president, a past president, a secretary, a treasurer, and four directors. All members of the Board of Directors shall be elected from open nominations.
- Quorum: Five board members are a quorum for the transaction of business. The act of the majority of those present and voting is binding.
- Terms of Office and Duties:
 - **PRESIDENT: The President is elected to a one year term. The term begins on July 1 and terminates on June 30 of the following year.** The President shall preside at all meetings of the TMMRC Board. He/she shall be an ex-officio member of all committees. The president shall be the chief executive officer and shall enforce all of the provisions, objects and purposes of the organization. The President shall discharge such other duties as may from time to time be required by the Board. The President is responsible for running monthly meetings, managing the events of the club and interfacing with RRCA as needed. The office of the President is open to all members in good standing and is voted for at the General Meeting each year.
 - **VICE PRESIDENT: The Vice President is elected to a one year term. The term begins on July 1 and terminates on June 30 of the following year.** The Vice President assists with the day to day operations of the club, and steps in to run meetings when the President is unable to attend. In the absence of the president or in the event of disability or refusal to act, the Vice President shall be appointed to perform the duties of the President, and when so acting, shall

have all the powers of and be subject to all restrictions of the President. The Vice President shall discharge such other duties as may from time to time be required by the President or Board. The office of the Vice President is open to all members in good standing and is voted for at the General Meeting each year.

- **PAST PRESIDENT:** The Past President retains his/her vote on the board for one year following Presidency. The role is advisory but he/she is expected to attend monthly meetings to ensure that a quorum is met. After one year, if the sitting President is elected for another term, the Past President shall have the choice to stay on the Board as Past President or vacate the position. If the Past President vacates the position, a fifth Director position will be added until such time that there is a new Past President.
- **TREASURER: The Treasurer is elected to a two year term. The term begins on July 1 and ends on June 30 of the second year.** The Treasurer's duties include: processes invoices presented to the General Fund (such as the bills for web site, storage sheds, insurance, etc.). Balances the books on the TMMRC bank accounts including the General Fund and any special Event accounts. Presents the Treasurer's Report to the Board each month and files a copy with the Secretary. Files annual taxes. The Treasurer role is open to all members in good standing and is voted for at the General Meeting every two years.
- **SECRETARY: The Secretary is elected to a two year term. The term begins on July 1 and ends on June 30 of the second year.** The Secretary's duties include: Recording minutes from the monthly meeting as well as any special meetings which may be called. Distributes electronic copy of minutes to Board of Directors well in advance of next monthly meeting. Presents copy of minutes at following monthly meeting to be approved or corrected by Board of Directors. Keeps copy of all minutes as well as Treasurer's Reports. Maintains backup copy of bylaws. The office of Secretary is open to all members in good standing and is voted for at the General Meeting each year.
- **DIRECTORS:** Four Directors are each elected to a two year term. 2 of the 4 positions are elected every other year. Directors are expected to attend monthly meetings plus any special meetings which may be called. They must familiarize themselves with the Agenda being presented at each meeting, participate in the discussions that ensue, and make, second, and vote on motions.

In addition, each Director will be asked to take on one of the following roles, according to their skills and desire:

- Membership Director
 - Maintains Membership lists
 - Maintains Distribution lists
 - Alerts members when membership dues are payable
- Runs Director
 - Maintains a Run Calendar and provides updated copy to Webmaster

- Solicits membership to schedule and lead runs
 - Emails Run Calendar to membership
- Social Director
 - Determines location of Monthly meeting and makes any arrangements needed to obtain reservations.
 - Works with Runs Director to set up “Fun Runs” throughout year
 - Works with the Board of Directors to set date and location of Annual and Christmas meetings.
 - Works with members to obtain necessary food, drink, and equipment needed for fun events.
- Volunteer Director
 - Finds volunteers as needed to assist with various Club duties (such as Web master, Shed Clean Up days, etc.).
 - Set up and maintain a “phone tree” to be used when volunteers are needed.
 - Works with Race Directors to either find a Volunteer Coordinator for the race or actually fill that role directly.
- Benefits of Membership for TMMRC Board Members
 - Annual membership dues are waived for any year served on the Board of Directors.
 - The Board of Directors receives \$50 transferrable credit towards club Events for each year served on the Board.
 - Food costs for two of the Board meetings each year will be assumed by the clubs and paid for from the General Fund.
- Meetings of the General Membership
 - Annual Meeting: An annual meeting of the TMMRC membership shall be held each June at a location determined by the Board of Directors.
 - Special Meetings: Other meetings may be conducted as deemed necessary by the President. The President shall call a membership meeting upon written request of not less than twenty-five percent of the total membership or by a majority of the TMMRC Board of Directors.
 - Notice: Written notice stating the location, day and time of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten nor more than fifty days prior to the date of the meeting to each club member.
- Election: Officers and directors shall be elected at each annual meeting to succeed those whose terms expire.
- Voting: Officers and directors shall be elected based upon those receiving the most votes from the general membership. Each member shall have one vote for each officer and director position. Votes

may be cast in person at the annual meeting. Votes may also be cast via e-mail or regular mail. The President must receive mail and e-mail votes at least one day before the annual meeting. The President shall retain documentation of each vote cast for 30 days. In the event of a tie vote a coin toss shall determine the outcome.

- Eligibility requirements: An individual must be a member in good standing to be nominated for any position. Any officer or director may accept nomination and run for election to another office without resigning the present office. If defeated he/she may remain in the present office until the term expires.
- Nominating procedure: Members will be advised at least two months in advance of the election that nominations may be submitted to the president. The nomination cutoff date shall be announced with the original nomination notice. The Board may consider other eligible individuals in addition to those whose names have been submitted. The final list of nominees shall be included in the monthly newsletter in advance of the annual meeting.
 1. 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. 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 of Directors 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. That person fulfills the unexpired portion of the term.
- Removal from Office: Any member of the TTMRC Board who is absent from two consecutive regular board meetings may be removed by the Board unless the absences are deemed excusable by the Board. The TTMRC Board may remove any officer or director from office for malfeasance, nonfeasance or misfeasance.

AMENDMENTS

- Procedure: These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows:
 1. A proposed amendment must be submitted in writing to the TTMRC Board at least 120 days preceding the annual meeting; (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 (c) both the proposal and board position is included in the notice of the annual meeting.
 2. 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 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30 days prior to the meeting.

- 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 annual meeting 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.
- Effective Date: An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.
- Codification: The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the TTMRC, 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.

BYLAWS VERSION: Amended 08/24/2011.