

**AMENDED BY-LAWS  
OF THE  
TRIPLE CITIES RUNNERS' CLUB, INC.**

Amended by the Board on December 10, 2019

**ARTICLE I – OFFICES**

The principal office of the Corporation shall be in the County of Broome and the State of New York. The Corporation may also have offices in such other places within or without the State as the Board may, from time to time, determine or the business of the Corporation may require.

**ARTICLE II – PURPOSES**

The purposes for which the Corporation has been organized are as follows:

1. To facilitate and encourage running as a healthful exercise.
2. To facilitate championships, races on the road or track, time trials, social runs, lectures, demonstrations and social events; print and publish books, magazines and newsletters; make awards; time races; and do all such other things as may be conducive to the encouragement of running.
3. Engage in and facilitate community activities, publicize by appropriate means the benefits of running and to coordinate with other agencies advocating running as a means of physical fitness.
4. To solicit funding from Government and private sources.
5. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary benefit or financial gain of its members, directors, or offices, except as permitted by Article V of the Not For Profit Corporation Law.

## ARTICLE III – MEMBERSHIP

### 1. Qualification for Membership

The membership of the Corporation shall consist of those persons who have signed the Certificate of Incorporation as incorporators together with all persons who meet the standards for various categories of members listed in this Article.

#### (a) Regular Membership

Regular membership is open to any person who has reached their 18<sup>th</sup> birthday as of the time of their application for regular membership and who pays the appropriate club dues and fees, including insurance fees, as said dues and fees may be set from time to time by a vote of the majority of the Board of Directors. Only regular members in good standing as of the date of the Annual Meeting will be eligible for election to the Board of Directors or for election by the Board of Directors to serve as Officers of the Corporation. Regular members shall be entitled to full benefits as designated by the Board of Directors including, but not limited to, receipt of club publications and mailings, participation in club-sponsored monthly meets and weekly workouts, any appropriate discounts, and any other benefits which from time to time may be designated by a vote of the majority of the Board of Directors.

#### (b) Junior Membership

Junior Membership is open to any person who has not reached their 18<sup>th</sup> birthday as of the time of their application for junior membership and who pays the appropriate club dues and fees, including insurance fees, as such dues and fees may be set from time to time for junior members by a vote of the majority of the Board of Directors. Junior members will be entitled to all of the rights, responsibilities and privileges of membership except that junior members may not serve as a member of the Board of Directors or as Officers of the Corporation and may not vote for members of the Board of Directors.

#### (c) Household Membership

Household membership shall consist of any group of persons residing at the same residence and shall consist of the following individuals:

- (i) One regular member with full rights, responsibilities and privileges who shall be assessed the full regular membership dues;
- (ii) Any other person in the same household who has attained an 18<sup>th</sup> birthday as of the time of application for membership who shall be assessed regular membership dues at a reduced level and who shall enjoy all the rights, responsibilities and privileges of membership except separate mailings to the same household;

- (iii) Any person in the same household who has not attained the age of 18 years, who will be assessed junior membership dues at a reduced level and who shall enjoy all of the rights, responsibilities and privileges of junior membership except separate mailings to the same address.

2. Establishment of Further Membership Categories

The Board may, by majority vote, establish other non-voting membership categories as circumstances may dictate.

3. Removal of Member

A member may be removed only by majority vote of the members present at a meeting called for the specified purposes of such vote with 10 days mailed notice of said meeting to be given to the membership.

4. Membership Meetings

(a) Annual Meeting

The annual membership meeting of the Corporation shall be held on the third Tuesday of March each year except that if such day be a legal holiday, then in that event, the Directors shall fix a day not more than two (2) weeks from the day fixed by these By-Laws. . The election of Directors to serve for the ensuing year shall take place at the Annual Meeting.

The Secretary shall provide Notice stating the time and place of the Annual Meeting to every member in good standing by mail or e-mail, at his address or e-mail address as they respectively appear in the membership roll of the Corporation.

(b) Special Meeting

A Special Meeting may be called by the Board of Directors at their discretion. Notice for any Special Meeting is to be given in the same manner as the Annual Meeting. No business other than that specified in the Notice of meeting shall be transacted in any Special Meeting by the members of the Corporation.

(d) Waiver of Notice

Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Corporation may be held at any time and place within or without the State of New York, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting.

(e) Quorum

It is not necessary for any percentage of the membership to be present for the transaction of business at the Annual Meeting.

(f) Voting

All questions for which the manner of deciding is not otherwise prescribed shall be decided by a majority vote of the members present in person.

(g) Method of Voting

The business of this Corporation shall be transacted by voice vote, except for the election of Officers and Directors which shall be by ballot.

(h) Order of Business

The Order of Business at all meetings of the members shall be as follows:

Calling the Roll  
Proof of Notice of Meeting or Waiver of Notice  
Reading of the Minutes  
Receiving Communications  
Election of New Members  
Reports of Officers  
Reports of Committees  
Unfinished Business  
New Business  
Election of Members of the Board of Directors

This Order of Business may be altered or suspended at any meeting by a majority vote of the members present.

**ARTICLE IV – DIRECTORS**

1. Management of the Corporation

The Corporation shall be managed by the Board of Directors which shall consist of not less than five (5) Directors. Each Director shall be at least 18 years of age.

2. Election and Term of Directors

At each Annual Meeting of members, the membership shall elect Directors to fill all Directors' offices whose terms are scheduled to expire at the time of the Annual Meeting. The Directors shall hold office for three (3) years and shall hold office until

the expiration of term and until a successor has been elected and shall have been qualified or until the Director's prior resignation or removal.

### 3. Duties of Directors

It shall be the duty of a Director to attend all regularly scheduled meetings of the Board of Directors, to consider all issues presented at said meetings by the membership, Officers and other Directors, and to resolve said issues by vote as specified in the By-Laws.

Failure to attend more than two (2) meetings during the course of a year as measured from the date of the Annual Meeting shall constitute a proper cause for removal of a Director by vote of the Board.

### 4. Newly Created Directorships and Vacancies

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason except the removal of Directors without cause may be filled by a vote of a majority of Directors then in office, although less than a quorum exists, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of removal of Directors without cause shall be filled by a vote of the members. A Director elected to fill a vacancy cause by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

### 5. Increase or Decrease in Number of Directors

The Number of Directors may be increased or decreased by vote of the members or by a vote of a majority of all the directors. No decrease in the number of Directors shall shorten the term of any incumbent Director.

### 6. Removal of Directors

Any or all of the Directors may be removed for cause by vote of the members or by a vote of a majority of all the Directors. Directors may be removed without cause only by a vote of the members.

### 7. Resignation

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such

Officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### 8. Quorum of Directors

Unless otherwise specified in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business.

#### 9. Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one (1) vote.

#### 10. Place and Time of Board Meetings

The Board may hold its meetings at the office of the Corporation or at such other places, either within or without the State, as it may from time to time determine.

#### 11. Regular Annual Meeting

A Regular Annual Meeting of the Board shall be held immediately following the Annual Meeting of members at the place of such Annual Meeting of members. At said Regular Annual Meeting, members of the Board shall elect the Officers of the Corporation, said Officers to serve until the next Regular Annual Meeting of the Board.

#### 12. Notice of Meetings of the Board; Adjournment

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special Meetings of the Board shall be held upon notice to the Directors and may be called by the President upon three (3) days' notice to each Director personally, by mail or electronic mail. Special Meetings shall be called by the President or by the Secretary in a like manner on written request of two (2) Directors. Notice of a meeting need not be given to any Director who submits a Waiver of Notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting to the other Directors.

13. Chairman of the Board

A Chairman of the Board of Directors shall be elected by a majority of the Board at the Regular Annual Meeting (of the Board), to hold office until the next Annual Meeting. At all meetings of the Board, the Chairman of the Board, or in his absence, a Chairman pro tem chosen by the Board, shall preside.

The duly elected President of the Corporation shall serve as the Chairman of the Board throughout the length of his term in office.

14. Executive and Other Committees

The Board, by resolution adopted by the majority of the entire Board, may designate from among its members and Executive Committee and other committees which may consist of one (1) Director. Each such committee shall serve at the pleasure of the Board.

**ARTICLE V – OFFICERS**

1. Removal and Resignation

Any Officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation, or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. No Officer shall receive any salary or other financial compensation no matter how construed for his performance as an Officer from the Board or Corporation. Notwithstanding, an Officer may seek reimbursement from the Board for those items he has purchased for the Corporation to assist in the furtherance of its stated aims.

2. President

The President shall be the chief executive officer of the Corporation; he shall have the general management of the affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

The duly-elected President shall also serve as the Chairman of the Board of the Corporation throughout the length of his term in office.

3. Vice President

It shall be the duty of the Vice President to act in the President's absence and to perform such other duties as the Board shall prescribe.

Unless the Board decides otherwise pursuant to Article IV, section 13 above, the Vice President shall serve as Chairman of the Board pro tem in the absence of the President.

#### 4. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the Corporation; and shall deposit said funds in the name of the Corporation in such bank or trust company as the Directors may elect; he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation, when countersigned by the President; he shall also sign all checks, drafts, notes, and order for the payment of money, which shall be duly authorized by the Board of Directors and shall be countersigned by the President when required by the Board; he shall at all reasonable time exhibit his books and accounts to any of the Corporation during ordinary business hours.

At the end of each corporate year, he shall have an audit of the accounts of the Corporation made by an Audit Committee appointed by the Chairman of the Board, and shall present such audit in writing at the Annual Meeting of the members, at which time he shall also present an Annual Report setting forth in full the financial conditions of the Corporation.

#### 5. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and also the minutes of the meetings of the members. He shall have the custody of the Seal of the Corporation and shall affix and attest the same to documents when duly authorized by the Board of Directors. He shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office.

He shall keep a membership roll, alphabetically arranged by surname, containing the name, of all persons who are members of the Corporation, showing their place of residence at the time when they became members, their current address if different therefrom, their telephone number or numbers, and their e-mail address.

#### 6. Sureties and Bonds

In case the Board shall require, any Officer or Agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as



the Board may direct, conditioned upon the faithful performance of his duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

#### **ARTICLE VI – FINANCES**

1. **Audit**

A summary of the financial status of the Corporation shall be made each year by the Treasurer.

2. **Fiscal Year**

The fiscal year of the Corporation shall extend from January 1 to December 31.

3. **Annual Budget**

At the hearing of each fiscal year, the Board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the Board shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the Board.

#### **ARTICLE VII – SEAL OF THE CORPORATION**

The Seal of the Corporation shall be as follows:

#### **ARTICLE VIII – CONSTRUCTION**

1. If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the Certificate shall govern.
2. The masculine gender as used in these by-Laws shall also include the feminine gender.
3. All references to mailings of any sort in these By-Laws, including provisions detailing the requirements that notice be given for any purpose, shall be construed to allow for correspondence by regular mail or electronic mail at the election of the Board or the Officers of the Corporation.

#### **ARTICLE IX – ORGANIZATIONAL COMMITMENTS**

1. The Corporation is associated with the Road Runners Club of America (“RCCA”) and submits a portion of the Corporation’s annual income to RCCA as and for membership in that body as the RCCA shall require. In the event of the

dissolution of this Corporation, the funds in the Treasury, after all creditors have been paid, shall go to RCCA.

2. The Club is engaged in the promoting of running events and fielding teams in athletic competition. From time to time, the Corporation may associate itself with competitive organizations whose purposes are similar in scope but may have different specific aims in attaining said purpose.

#### **ARTICLE X – AMENDMENT**

These By-Laws may be amended at any meeting, a quorum being present, provided that notice of such proposed amendment shall have been mailed to each member at least 10 days before such meeting. No amendment or addition to these By-Laws can be made which is not in harmony with the Certificate of Incorporation.