

# WICKED RUNNING CLUB, INC.

Salem, Massachusetts

## Amended and Restated Bylaws

Adopted unanimously by the Board of Directors and the membership of  
the Wicked Running Club

December 31, 2020

### **ARTICLE I: NAME**

This organization shall be known as the “Wicked Running Club, Inc.” hereafter referred to as “this organization,” “the Club,” or “WRC.”

### **ARTICLE II: OBJECT/ MISSION STATEMENT**

- A. The mission of the Wicked Running Club is to provide the community with an organized venue in which to promote the sport of running and the benefits we believe it provides to all members, regardless of age or ability. These benefits include, but are not limited to, physical activity, which contributes to a healthy lifestyle, friendship, and social interaction as well as community outreach and support.
- B. In furtherance of objective “A,” the Club shall provide activities, which further both the running enjoyment and running abilities of its members. (See Article VI) Also, the Club may seek to involve itself in community activities and charitable ventures, as deemed appropriate by the Board.
- C. The Wicked Running Club shall pursue and maintain non-profit status in Massachusetts for the purposes stated above in Article II, Sections A and B.
- D. In the event of a change in Officers, the Treasurer shall file the appropriate state forms to amend the Officers on file. In the event of a change in President, Vice-President or Treasurer, the current President, Vice-President, Treasurer and Secretary shall make themselves available to allow the incoming Officer(s) to be added to all financial and applicable accounts and remove the outgoing officer(s) from said accounts.

### **ARTICLE III: AFFILIATION**

This organization shall maintain a membership in USATF (United States of America Track and Field) as well as other affiliations as approved by the Board.

### **ARTICLE IV: MEMBERSHIP**

- A. Individuals who wish to participate in the activities of this organization shall submit an application for membership, sign a waiver of liability (online or paper), and pay dues as established by the Board.
- B. Lifetime members shall sign a waiver (online or paper) on an annual basis in order to maintain active status with the Club.
- C. Annual memberships shall remain valid in accordance with policies set by the Board.
- D. Members are required to adhere to the Code of Conduct published on the Club Website and linked to in welcoming materials. Failure to adhere to the Code may result in suspension of Membership or expulsion from Club.

### **ARTICLE V: FINANCES/DUES**

- A. 1. The Board shall review Dues in quarter three of each year. If the Board deems it necessary to adjust the membership fee, the vote to approve any changes or carry over the existing fee shall be made no later than first Board meeting of quarter four.
- 2. Changes to the amount the Club charges for the membership dues can only be made once per fiscal year. Changes will take place for the following fiscal years membership.
- 3. Changes in dues will be communicated to the membership and the membership form will be updated to reflect these changes. The Membership form will be updated no later than two weeks after the Board has approved the new membership fee.
- 4. The Board retains the right to add or remove special discounted membership fees, such as student rates, family rates or any other special rates that the Board deems appropriate.
- 5. The Club will begin accepting new membership registration forms for the following fiscal year, on November 1st. Although the new membership fee paid by any members joining on or after November 1st will be credited toward the following fiscal year, membership takes effect on the day the registration form

and dues are received rather than the first of January of the fiscal year for which the membership fee was submitted.

- B. No part of the net earnings of the Club shall inure to the personal financial benefit of any individual.
- C. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the Mission of the Club.
- D. The Club is empowered to participate in fund-raising activities with approval of the Board.
- E. Club Members, Board Members, committees or subcommittees must receive approval from the Board prior to the expenditure of Club funds for any Club related purpose or activity. These requests include, but are not limited to one-time expenditures, recurring expenses, or an itemized project budget. Requests for vendor reimbursement are to be submitted to the Treasurer and must include the original invoice.
- F. Club members or Board members may request reimbursement for out-of-pocket personal expenditures for any Club related activity. Any request approved by the Board prior to the expenditure shall be reimbursed upon submission of the original receipt to Treasurer. Reimbursement of personal funds spent on Club activities without prior approval of the Board can be made in full or in part at the evaluation of the Board.

#### **ARTICLE VI: ACTIVITIES**

- A. The Club shall host regularly scheduled official Weekly Runs on days and times reflective of the needs and wishes of its members, and as approved by the Board.
- B. A series of races to be referred to as The Grand Prix Race Series shall be proposed annually by a Grand Prix Committee and submitted to Board for approval prior to the first Board meeting of the calendar year. The Grand Prix races shall be distributed to the general membership after that meeting when it is approved. The Series shall be designed to encourage WRC members to participate in specific races throughout the year, and to promote competition among age group runners.
- C. The Club shall sponsor a Bi-Annual Party with date to be determined by the Board, and a spring "Open House" at which all members shall be encouraged to participate. In addition to the social aspect for members, a goal of the "Open House" and the planning thereof shall be to increase Club membership.

## **ARTICLE VII: CLUB SPONSORED RACES**

- A. The Club shall sponsor Road Races during each year as proposed to and approved by the Board. From the Club a Road Race Committee shall be established no less than five months prior to the day of the race. The Race Committee will be comprised of members of the Club and will establish the appropriate number of sub committees. Members are strongly encouraged to become involved in the various aspects of the planning and organization of the race, as well as to volunteer the day of the race. Except for as specified in Section B, the Board shall approve use of funds raised from those races.
- B. One such race shall be held on New Year's Day, to be called the Wicked Frosty Four. Portions of the proceeds from the race will be used to fund annual scholarships for those student athletes who participate in cross country or distance track team. Preference will be given to runners residing in cities and towns with WRC membership representation.

## **ARTICLE VIII: MANAGEMENT OR GOVERNMENT**

- A. The management of this Club shall be vested in an elected Board consisting of a President, Vice-President, Secretary, Treasurer, Membership Director, Clothing Director, and Members At-Large (number to be determined annually by vote of Board members not currently serving in At-Large positions). In addition, the immediate Past President shall also serve as a non-elected member of the Board. All members of the Board must maintain Club membership throughout their terms of office.
- B.
- C. The Board shall supervise appointments and elections for Board positions and other Club business.
- D. All elected members of the Board will be given one vote in deciding matters.
- E. The Board shall encourage input from the general membership and discuss and act upon such input, as deemed appropriate.
- F. Duties of Officers are as follows:
  - 1. President shall:
    - a. Preside and maintain order at all meetings;
    - b. Set and approve the Agenda for all Board meetings;

- c. Send agenda to Board and General Membership;
  - d. Inform the Board and general membership of all meeting dates and locations;
  - e. Annually assign, reassign or approve all Committees and Chairpersons thereof;
  - f. Serve as ex-officio member of all committees, with the exception of the Election Committee;
  - g. Sign checks in the absence of the Treasurer;
  - h. Approve and present Annual Report to membership;
  - i. Annually survey Ambassadors to confirm their willingness to represent the Club as their primary running affiliation. Lack of response is presumed to be No.;
  - j. Assume other responsibilities as deemed appropriate to the office.
2. Vice-President shall:
- a. Assume the powers of the President in his/her absence;
  - b. Take on special assignments as requested by the President;
  - c. Organize and oversee the election process, as approved by the Board, unless running for office, in which case the Board shall appoint a Past President or other former Board member to organize and oversee the election process;
  - d. Assist as needed with formation of and guidance to all Committees;
  - e. Assume other responsibilities as deemed appropriate to the office.
3. Secretary shall:
- a. Verify presence of a quorum at Board meetings;
  - b. Record Minutes of Board meetings, including attendance and all motions and votes;
  - c. Maintain a file of all Board meeting minutes;
  - d. Make available meeting minutes to Club membership;
  - e. Assume other responsibilities as deemed appropriate to the office.
4. Treasurer shall:
- a. Administer to all financial matters of the Club;
  - b. Receive, deposit, and disburse funds for necessary appropriations, as directed by the Board;
  - c. Prepare and distribute financial reports, including Annual Report;
  - d. Maintain accurate records of Club finances;
  - e. Track all Club expenditures;
  - f. Assume other responsibilities as deemed appropriate to the office.

5. Membership Director shall:
  - a. Facilitate the process of new member registration as well as current member renewal;
  - b. Maintain a database of the Club Membership;
  - c. Forward membership dues to the Treasurer;
  - d. Welcome new members to the Club and distribute any items the Board may approve for new members;
  - e. Submit Annual Report;
  - f. Assume other responsibilities as deemed appropriate to the office.
  
6. Clothing Director holds primary responsibility for ordering all Board-approved apparel for Wicked Running Club members and for Wicked Running Club races, including and not limited to a membership T-shirt and any special awards that consist of clothing. In fulfillment of this responsibility, the Clothing Director shall work with Race Directors, the Club Membership Director and the Board as appropriate. Furthermore, the Clothing Director shall:
  - a. Maintain and manage clothing inventory and distribution;
  - b. Forward clothing payments to Treasurer;
  - c. Develop relationship with clothing vendors to maximize clothing quality while minimizing cost;
  - d. Have discretion to propose special clothing item(s) based on member interest;
  - e. Reference the separate document titled "Monthly and Weekly Responsibilities of Clothing Director;"
  - f. Assume other responsibilities as deemed appropriate to the office.
  
7. Immediate Past President shall:
  - a. Assist the President with transition into office;
  - b. Provide support to the President when needed;
  - c. Shall remain as a non-voting member of the Board and shall have a vote on any items presented for discussion only in the event of a tie
  - d. Assume other responsibilities as deemed appropriate to the office.
  
8. At-Large Members shall:
  - a. Participate in and vote at Board meetings;
  - b. Serve on Committees to help fulfill the Club's Mission;
  - c. Serve as the body from which replacements are selected for Board; vacancies, with the exceptions of the positions of President and Immediate Past President;

- d. Assume other responsibilities as deemed appropriate to the office.
- G. Board members shall be expected to serve on one Wicked Committee per year, work/volunteer at one club event per year and work/volunteer at one club race per year.
- H. Board members shall be expected to work cooperatively and fulfill their responsibilities. Any Board member deemed not to be fulfilling required duties and/or responsibilities may be removed from his/her position by a 2/3 vote of the Board.
- I. Board members are required to attend a minimum of eight (8) Board Meetings per calendar year (January - December). In an instance when a Board member cannot attend a regularly scheduled Meeting, said Board member should notify the President via telephone, text or e-mail communication and submit any necessary reports prior to the meeting.
- J. Any expenses requested for reimbursement by a Board member or any Club member shall be limited to race and/or Club related expenses that have been accrued in the approved budget.

#### **ARTICLE IX: ELECTIONS**

- A. The process of nominating for Board positions for the following year shall occur from October 15th to 30th.
- B. Any Club member may nominate and be nominated. A Club member may also nominate him or herself.
- C. Elections for Board positions for the following year will be conducted annually during the week of November 7-15.
- D. Election results shall be made publicly available to all Club members.
- E. Board members shall serve for a period of twelve months (January 1 – December 31).
- F. Current Board members shall be eligible for re-election, within the limitation specified under Section G.
- G. If a vacancy should occur on the Board during the course of the year, a replacement shall be appointed to complete the remainder of the term. Such replacement, whenever possible, shall be chosen from the current members at-large. The appointing authority shall be the following Board members: President, Vice-President, Secretary, Treasurer, and Membership Director. To

assure an odd number of appointing members, the Immediate Past President shall become an appointing member when necessary.

- H. No member of the Club shall serve more than two consecutive one-year terms in any singular Board position. In the event no candidate can be found for a vacant position, the Board may override term limits for appointment of a sitting Board member to the vacant position.

## **ARTICLE X: MEETINGS/ PROCEDURAL REQUIREMENTS**

- A. Meetings of the Board will be held monthly and more frequently if called by the President. Meetings shall be announced at least two weeks in advance when possible. The general membership shall be notified of these meetings and encouraged to attend and participate. Only Board members may vote.
- B. An Annual meeting will be held for the general membership once each calendar year at a time and place to be determined by the Board. A minimum of one (1) month notice of this meeting will be given. The President shall preside at this meeting.
- C. The order of business at all regular meetings of the Board shall be as follows:
  - 1. Call to Order/Roll Call
  - 2. Review and Act on Previous Month's Minutes
  - 3. President's Report
  - 4. Treasurer's Report
  - 5. Other Officers' and Committee Reports
  - 6. Old Business
  - 7. New Business
  - 8. Adjourn/Date of Next Meeting
- D. A simple majority of the Board shall constitute a quorum for the purpose of business transaction. Each member of the Board shall be entitled to one vote, and the act of the majority of those Board members present shall be necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing amendments to bylaws.
- E. In the event of a tie vote and the absence of the Past President, the following Board members shall vote again to resolve the measure; President, Vice-President, Secretary, Treasurer, and Membership Director.
- F. Robert's Rules of Order shall be the parliamentary authority and shall govern the proceeding at all meetings when not inconsistent with these by-laws.

- G. Any action by Board members may be taken without a meeting if an appropriate number of Board members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of Directors. Such consent shall be treated for all purposes as a vote at a meeting.

#### **ARTICLE XI: AMENDMENTS**

- A. The Bylaws may be amended by a two-thirds (2/3) vote of the Board at a special meeting called by the Board.
- B. All Club members shall be notified at least fourteen (14) days prior to discussing and voting on by-law amendments.

#### **ARTICLE XI: DISSOLUTION**

In the event of dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to a valid 501 (c) (3) non-profit organization(s), as determined by the Board.

The foregoing are adopted as the By-Laws of Wicked Running Club, Inc., this **31st day of December 2020**.

\_\_\_\_\_ Alen Yen, President

\_\_\_\_\_ Kelly Thomas Pheulpin, Secretary

