

**BYLAWS OF
HEART OF THE VALLEY RUNNERS
REVISED AND APPROVED BY THE BOARD OF DIRECTORS**

Preamble

The Heart of the Valley Runners is an organization comprised of individuals interested in the promotion and encouragement of running, walking, and the education of the public to the benefits of running and walking.

ARTICLE I Name

Section 1 Name:

This organization shall be known as the "HEART OF THE VALLEY RUNNERS," and shall be a nonprofit organization in fact. The name and logo of the organization may only be used with the approval of the Board of Directors.

ARTICLE II Membership

Section 1 Application Procedure:

Any potential member may become a member by applying to the organization, and by paying the membership fee for the current year. The fee shall be set by resolution of the Board. At the Board's sole discretion, a membership application may be denied.

Section 2 Termination of Membership

Any member may resign by providing a written request to the board. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued, and there will be no guarantee of a reimbursement of funds. The board may terminate any membership by majority vote of the board.

ARTICLE III Finance

Section 1 Budget:

The Board of Directors shall review the budget on a month by month basis. The HOTV fiscal year will be January 1 through December 31.

Section 2 Membership Fees:

The Board shall adopt fees for all membership categories and may adjust fees. The Board, by majority vote, may waive the membership fee in hardship circumstances.

Section 3 – Expenditures:

No funds from membership fees shall be expended unless authorized by the Board of Directors and only in furtherance of the purposes of the Organization.

ARTICLE IV Board of Directors

Section 1 Membership:

The number of the Board of Directors shall consist of no less than seven (7) nor more than twelve (12) including the following officers: the President, the Secretary, and the Treasurer with the remainder of board positions being board members at-large. The Board of Directors and Officers shall be elected as provided below.

Section 2 How Elected:

The Board of Directors shall consist of no less than seven (7) members nor more than twelve (12) including the President, Secretary, Treasurer and a range of four (4) to nine (9) members to be "At Large". "At Large" members shall be voting members. The Board shall be elected by the membership at the Annual Meeting. Should a Director resign during his or her term of office, the remaining Directors by majority vote shall fill the vacancy by appointment.

Section 3 Term of Office:

Each position on the Board of Directors shall be for a term of one (1) year or until successors are elected and qualified.

Section 4 Meetings and Quorum:

Regular meetings of the Board of Directors shall be held at least quarterly. A quorum shall consist of a majority of the Board members. Special meetings of the Board of Directors may be held at the call of the President or upon the call of any three (3) members by giving not less than three (3) days' notice. The Board may meet by phone, electronically, or in person.

Section 5 Duties and Powers:

The Board of Directors shall take actions necessary to accomplish the purposes of the Organization.

ARTICLE V Officers

Section 1 Officers:

The Officers of the Organization shall be the President, Secretary, and Treasurer, who shall be elected by majority vote of the membership at the Annual Meeting. In the event of a vacancy, the officer positions will be elected by a majority vote of the remaining members of the Board. The Officers shall be voting members.

Section 2 Terms of Office:

All officers' terms shall be for the period of one (1) year or until a successor is elected.

ARTICLE VI Indemnity

The Organization shall indemnify each of its Directors and Officers, whether or not then in office (and his/her executor, administrators, successors and heirs), against all reasonable expenses actually and necessary incurred by him/her in connection with the defense of any litigation to which he/she may have been a party because he/she is or was a Director or Officer of the corporation. He/she shall have no right to reimbursements, however, in relation to matters as to which he/she has been adjudged liable to the organization for negligence or misconduct in the performance of his/her duties. The right to indemnify for expense shall also apply to the expenses of suits are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer may be entitled by the Articles, statutes or any other legal right.

ARTICLE VII Miscellaneous

Section 1 Annual Meeting:

The annual meeting of this Organization shall be held at the discretion of the Board of Directors. The place of the meeting shall be determined by the Board of Directors. The program of the annual meeting shall be arranged by or under the direction of the Board of Directors.

Section 2 Board Meetings:

Board meetings shall be held as needed in a location determined by the President.

Section 3 Special Meetings:

Special meetings of the Organization may be called by an affirmative vote of two thirds of the Board of Directors with notice given to the membership at least seven (7) days prior to the meeting. The notices shall state the purposes of the meeting.

Section 4 Parliamentary Rules:

Every effort shall be made to discuss any measures coming before the Board. Approval can be made by majority vote.

Section 5 –Membership Voting:

Each regular member will be entitled to one (1) vote at all meetings at which a vote of the membership is appropriate. Voting by mail or electronic ballots is allowed.

Section 6 Ownership of Property:

This Organization is authorized to purchase, receive, hold and manage property, both real and personal, and may lease, sell or otherwise dispose of the same.

Section 7 Notices:

All notices herein required shall be in writing or electronically.

Section 8 – Bylaws:

The bylaws may be altered, amended or repealed and new bylaws are adopted by the Membership at a regular meeting of the membership or by mail. The proposed bylaw action shall be distributed to the membership in writing at least fourteen (14) days prior to the date of the meeting where action will be taken. Amendments to these bylaws may be approved by a majority vote of those members casting ballots.

Section 9 – Dissolution:

In the event of dissolution of this association, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization.

ADOPTED This _____ day of _____, 20__.

Secretary: _____