

# Skagit Runners BY-LAWS

## Article I

### Committees

The President shall be authorized to appoint committees as necessary for the proper function of the organization.

## Article II

### Membership

1. An official membership form must be filled out by all members. This form shall explain benefits, goals and the purpose of the club. All information must be filled out on the membership form. All members must sign the “hold harmless” clause on the application form.
2. Once the application form and payment is received, a welcome email will be sent to the applicant.
3. To remain active, all members shall volunteer for one (1) club owned race per year to maintain membership.
4. Members in good standing shall be renewed on January 1<sup>st</sup>.
5. The annual meeting of this club shall be held in January of each year or as may be scheduled by the board.
6. Regular meetings shall be held once per quarter. Special meetings may be called by the President or by request of the majority of the Board of Directors. Notice of meetings shall be emailed and/or posted on the website.
7. Minutes from the annual meeting shall be distributed out to all active members and board members within 15 days of the annual meeting. Minutes from the board meetings will be distributed out to all active members at said meeting and all board members, within 15 days of the board meeting.
8. All actions that might lawfully be taken by the members, other than the election of officers, shall be adopted at the annual meeting or any regular or special meeting that may be duly scheduled by the vote of a majority of the members attending.
9. Voting shall be allowed using electronic methods with a majority vote on each issue. Only active members that attended the prior scheduled meeting and all Executive Board members will be allowed to vote.

## **Membership Fees and Finances**

1. Membership fees shall be set by the Executive Board.
2. Membership fees shall be figured on a club need basis. Fees will allow for operation of organized events, with the goal of the club to run above board on an annual basis. Fees shall not be set to make money.

## **Article III**

### **Officers – Executive Board – Duties**

1. The officers of this organization shall consist of President, Vice President, Secretary, Treasurer, and three trustees (which includes Past President).
2. The duties of the officers shall be those usual to such positions. The President shall preside at all general meetings of the club. He/she may designate definite duties to various officers and board members.
3. The Vice President shall assume presidential duties in the absence of the President and shall take the position of President should the President resign, in case of illness, or death.
4. The Secretary shall take, maintain, and publish meeting notes.
5. The Treasurer shall provide money reports at each Executive Board meeting, keeping up-to-date records, and pay for all approved purchases of the club, keeping track of such purchases.
6. A standing committee shall be Membership and shall keep up-to-date files on all registrations of members.
7. A standing committee shall be Social Director and shall coordinate club social activities.
8. The election of officers shall be conducted as follows: a nominating committee appointed by the President shall report a slate of candidates for office at the annual membership meeting. Nominations also shall be taken from the floor. A majority vote of members present is necessary to elect an officer.
9. Any office vacated during an elective year (January 1 – December 31) must be replaced by a temporary appointment by the Executive Board.
10. All officers shall serve for a term of one year or until their successors have been duly elected and qualified. All officers may be nominated for re-election.
11. All persons serving on the board shall be held immune and harmless from any legal actions that may be brought against Skagit Runners in accordance with the laws of the State of Washington that protect volunteer board members. This immunity shall be granted to all board members, provided that they have acted in “good faith” and have exercised “care that an ordinarily prudent person would exercise in a like position and under similar circumstances” to serve the best interests of Skagit Runners. This immunity shall not be interpreted to extend to Gross Negligence and/or Willful or Fraudulent Acts.

12. The Executive Board shall have full power and authority to act for and on behalf of the club membership on all matters except amendments to the Constitution and By-Laws.
13. Skagit Runners shall adopt and maintain a Conflict-of-Interest Policy. All persons elected to serve on the Board shall read and agree to abide by such policy. Each board member will sign a copy of the Conflict-of-Interest policy as soon as possible upon election to the Board and will sign a new copy on an annual basis while serving on the Board. President, Secretary, or Treasurer will maintain these signed documents.

## **Article IV**

### **Club Events - Races and Fun Runs**

1. Club owned events, club managed events, and fun runs shall be managed by an active member or board officer with the official name of "Race Director" and if applicable "Co-Race Director."
2. The President shall appoint a Race Director and if applicable a Co-Race Director for each club owned event, club managed event, and fun run.
3. Race Directors and Co-Race Directors shall hold their term for one budget year.
4. Club owned events and club managed events must be managed and directed by the club under RRCA and USATF guidelines. Bicycles (except for lead bicycles retained by the Race Director), inline skates, skateboards, roller-skates, baby joggers, and dogs are strongly discouraged. Multisport events or field activities will not be allowed in club road races.
5. Race Directors and Co-Race Directors of club owned events shall be given a budget with the understanding that some costs arise which are unseen, and be allowed to deviate from their budget to allow the club event to succeed.
6. All receipts and reasonable costs must be accounted for by the Race Director or Co-Race Director within 45 days following each club owned event.
7. New club owned or club managed events shall be allowed on a case by case basis by the Executive Board in accordance with RRCA guidelines.

## **Article V**

### **Budget Year**

The budget year of this club shall extend from January 1 to December 31.

## **Article VI**

### **Document Retention and Destruction Policy**

Records shall be retained as follows:

1. Financial records: Tax returns shall be kept on file for seven years after the tax year for which they apply. Bank statements and other financial reports shall be maintained for the past four years. These records may be kept longer, if deemed necessary.
2. Minutes: Electronic copies of meeting minutes shall be maintained for a minimum of 2 years.
3. Contracts and other similar agreements: Any contracts shall be maintained for at least 2 years following the expiration of the contract.
4. Scholarship applications: Applications shall be maintained for one year from the application deadline (April 15).

#### **Destruction of Records:**

Any paper documents that contain individual personal information or contain information that is determined to be sensitive in nature, shall be destroyed in a manner which protects against accidental disclosure.

## **Article VII**

### **Whistleblower Protection Policy**

1. It is the responsibility of all members to comply with Skagit Runners policies and to report violations or suspected violations of the law in accordance with this policy.
2. No member, who in good faith reports a violation of the law, shall suffer harassment, retaliation, or adverse consequences even if the report is mistaken.
3. Members are expected to report suspected violations of policies or illegal activities to the President of Skagit Runners. Suspected illegal activity or suspected policy violations may be submitted on a confidential basis by the complainant. Reports shall be kept confidential to the extent possible except to the extent necessary to conduct a complete and fair investigation or for the review of legal counsel.

4. Anyone filing a complaint concerning suspected illegal activity or a violation of policies must be acting in good faith and have reasonable grounds for believing the information disclosed indicates violation of the law or Skagit Runners policies.
5. The President shall notify the complainant and acknowledge the report within 5 business days. All reports shall be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Outside legal counsel may be consulted as needed or warranted by the complaint.

## **Article VIII**

### **Liability**

This program is of a recreational nature with participants voluntarily accepting and assuming the risks and hazards of participation in athletic and social events. Nothing in the Constitution or Bylaws of this club shall be construed as creating any liability of Skagit Runners, its officers, members, their agents, sponsors or representatives liable for any injury that may occur as a result of their participation in any club-sponsored program or activity or in transportation to or from such activities.

Revised and Ratified – 8/25/81  
Amended January 19, 1993  
Amended February, 1998  
Amended October 2016  
Amended December 2016

I hereby certify that the above Bylaws were amended and properly adopted at a meeting of the members on 1/10/2017.

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Secretary