

# OKLAHOMA CITY RUNNING CLUB, INC.

## BYLAWS

The name of this organization shall be the Oklahoma City Running Club, Inc. (“The Landrunners”)

### ARTICLE I

#### Offices

The principal office shall be in the City of Oklahoma City, County of Oklahoma, State of Oklahoma.

### ARTICLE II

#### Membership

Membership shall be by the registration by any person who fills out a membership application which shall have been approved by the Board and who pays the appropriate dues, which shall have been set out by the Board of Directors. There is no limit to the number of members. Membership requirements shall be more clearly delineated by the Board of Directors from time to time, as they shall see fit. Each member shall be entitled to one vote which may be cast in person or by proxy.

### ARTICLE III

#### Board of Directors

The Board of Directors shall be comprised of no more than twenty-five (25) members. At the August meeting of each calendar year, the President shall appoint a five (5) member nominating committee who shall develop a slate of Board members for the following year. All candidates must be members in good standing of the club. Notice of the elections shall be provided to members in good standing prior to the October meeting. Board members shall be elected by a majority vote of the club members present, in person or by proxy, at the October monthly meeting of the Running Club. Board members shall serve for the calendar year following the election. If a Board member fails to attend three Board of Director meetings in succession, the said Board member shall be considered as having resigned. A vacant member’s position may be filled, by nomination and majority vote by the club membership present, in person or by proxy, at a monthly meeting.

The Board of Directors will have regular meetings at least quarterly at a time and place designated by the club President. A quorum for the conduct of business at any Board of Directors meeting will be the presence, in person or by proxy, of at least 50% of the duly elected members of the Board. A special meeting of the Board of Directors may be called at any time by the club President or 50% of the duly elected directors. At least 10 days notice must be given for any special meeting.

From time to time the Board of Directors may designate certain persons as Director Emeritus of the club. Any such designation is strictly honorary in nature. The Directors Emeritus do not hold any rights beyond those held by regular club members. Directors Emeritus are not official members of the Board of Directors, have no vote on Board matters, and do not count against the twenty-five (25) member limitation on the Board size.

In the event that the club, for whatever reason, finds itself in the position where a duly elected officer has not been duly elected to the Board of Directors, then such officer will be considered a full Board member with all of the rights and privileges thereof as long as the inclusion of said officer as a Board member does not cause the total number of voting board members to exceed the twenty-five (25) member limit.

### ARTICLE IV

#### Election of Officers

The President shall call a special Board of Directors meeting after the October monthly meeting to elect officers for the next calendar year. Any member of the newly elected Board of Directors is eligible to be elected to any office. The special meeting will be held prior to Thanksgiving. All current and newly elected members of the Board of Directors will be given at least 20 days advance notice of the special meeting. Only newly elected board members shall be entitled to vote in the election of officers.

The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer, and if recommended by the nominating committee, a Vice-President may be designated a “President-elect”. Elected officers shall serve for the following calendar year.

ARTICLE V  
Officers

**President** – The president, subject to the control of the Board of Directors, shall provide general supervision, direction, and control of the affairs of the club. The president shall preside at all meetings of the membership and the Board of Directors, may appoint committees as necessary from time to time with the approval of the Board of Directors, appoint a parliamentarian when needed, and be an ex-officio member of all committees. The President shall also present an annual budget to the Board of Directors prior to the January Board meeting.

**Vice President** – The Vice President, in the absence or disability of the president, shall perform all duties of the president and perform such other duties and assignments as the president may request.

**Secretary** – The Secretary shall keep a book of minutes of all meetings of the Board of Directors with the time and place of holding, the names of those present, in person or by proxy, and the proceedings of the meeting.

**Treasurer** – The Treasurer shall have custody of the club’s funds and shall keep and maintain adequate and correct books of account showing the disbursements and receipts of the club, including an account of its cash and other assets, if any. Such books of account shall be given to inspection at reasonable times by any member or Director. The treasurer shall deposit all moneys of the club in accounts designated by the Board of Directors, disburse the club’s funds as the Board of Directors may order, and upon request render to the president or the Board of Directors statements of the club’s financial condition.

ARTICLE VI  
Finances

It shall be the responsibility and authority of the Board of Directors to establish the sources and means of income to support the corporation. This is a non-profit organization. Any income shall be used for carrying out the stated purpose and no part of the income shall inure to the benefit of any individual member. Any use of the Club funds shall require prior approval of the Board of Directors, which shall be by a majority vote of the members of the Board present, in person or by proxy, at a duly called meeting.

ARTICLE VII  
Amendments

These Bylaws may be amended by a majority vote of two-thirds of the members present at any monthly meeting of the Running Club provided that provided the members are notified of such proposed amendments at least ten days prior to the meeting where such amendment is being considered.

ARTICLE VIII  
Dissolution

In the event of dissolution of this corporation, the funds in the treasury, after all creditors have been paid, shall go to any IRC 501(c) (3) organization as the Board of Directors shall determine, or in its absence, or failure to do so within 180 days, the District court of Oklahoma county shall designate such recipient upon proper application (18 O.S.A. 1975s864)

ARTICLE IX  
Rules of Procedure

Robert’s Rules of Order, Revised shall be the authority for resolving questions of procedure and other matters to which they are applicable, and in which they are not inconsistent with the By Laws, articles of incorporation, or the laws of the State of Oklahoma.

Amended March 18, 1996  
Amended July 19, 2004  
Amended March 21, 2011  
Amended January 17, 2016