

Current Bylaw Version	2021 Updated Bylaw Recommendations
<p style="text-align: center;">ARTICLE I – NAME</p> <p>The name of this organization is the "Road Runners Club of America, Incorporated" ("RRCA").</p>	<p style="text-align: center;">ARTICLE I – NAME</p> <p>The name of this organization is the "Road Runners Club of America, Incorporated" ("RRCA") in the Commonwealth of Virginia.</p>
	<p style="text-align: center;">ARTICLE II – MISSION (New article breaking out mission from purpose. Mission is updated.)</p> <p>The RRCA champions the development and success of community-based running organizations that empower all people to participate in the sport of running in pursuit of enjoyment, health, well-being and competition.</p>
<p style="text-align: center;">ARTICLE II – PURPOSES</p> <p>By offering programs and services, the RRCA supports the development of community-based running clubs and events that serve runners of all ages and abilities in pursuit of health and competition. The RRCA also promotes running as a national and international competitive sport. Through the RRCA's goals and vision, the organization assists in the establishment of organized running clubs and organized running events in every community in an effort to help improve national health and fitness levels and to increase and make available physical activity opportunities for all residents of the United States of America.</p>	<p style="text-align: center;">ARTICLE III – PURPOSE (UPDATED)</p> <p>The RRCA pursues its charitable mission and educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 by providing a national infrastructure for the establishment, guidance, and promotion of community-based running organizations in furtherance of its mission. The RRCA provides programs, services, and disseminates information to support and educate runners, coaches, race directors, organizational leaders, volunteers, and all people engaged in the sport of running in pursuit of enjoyment, health, well-being and competition.</p>
<p style="text-align: center;">ARTICLE III – ORGANIZATION AND MEMBERSHIP</p> <p>The RRCA consists primarily of constituent clubs, events, groups or individuals who promote the running and fitness purposes described above. It encourages the formation and development of and assists such groups.</p> <p>The RRCA acts as the national representative for matters that individual constituents can't accomplish alone. It may ally itself or work cooperatively with other national groups with similar goals.</p> <p>The RRCA's constituents are local road runner clubs, road running events ("event members"), individual members and associate members. To join RRCA, all of these constituents must:</p> <ol style="list-style-type: none"> 1. Have an interest in promoting running as a sport and as healthful exercise; 2. Pay RRCA dues promptly; 3. Allow membership or participation without regard to race, creed, color, national origin, gender, sexual orientation, or physical condition, 4. Comply with RRCA bylaws, rules, policies and procedures governing membership; and 5. Operate according to local, state and federal laws pertaining to such organizations and be an RRCA member in good standing at all times. <p>A. Local Road Runner Clubs. Local road runner clubs may conduct training runs, social gatherings, organizing running events, and related activities. To be eligible for RRCA membership, such groups must have at least ten individual members. A local road runner club may be a nonprofit or for-profit group. Nonprofit clubs may be:</p> <ol style="list-style-type: none"> (a) Organizations recognized as nonprofit through the RRCA nonprofit group exemption or 	<p style="text-align: center;">ARTICLE IV – MEMBERSHIP (This article has formatting and language changes generally consistent with prior bylaws with some updates and additional items to outline terms and withdrawal.)</p> <p>A. Eligibility</p> <ol style="list-style-type: none"> 1. Support the mission and purpose of the RRCA; 2. Organization members must promote equitable opportunities to membership and event participation and may not discriminate based on characteristics protected by local, state, or federal law. 3. Pay RRCA dues promptly to be a member in good standing to receive benefits; 4. Comply with RRCA bylaws, rules, policies and procedures governing membership; 5. Operate according to local, state and federal laws pertaining to organizations in membership categories. <p>B. Membership Categories</p> <p>The following outlines membership categories for the RRCA. The RRCA makes all reasonable efforts to properly place members into the correct categories. The RRCA retains the right to change a member's category after joining if the member's organization structure changes or if a member was improperly classified while joining.</p> <ol style="list-style-type: none"> 1. Running Club - A "club" is defined as an association or organization dedicated to a particular interest or activity. Therefore, the RRCA uses the term "running club" to define and outline organizations that have some type of formal organization, whether nonprofit or for-profit, for the purposes of promoting and providing group training opportunities for their members or the general public and hosting events and other related activities for their members and the general public.

granted exemption directly by the Internal Revenue Service (IRS);

- (b) Government recreation agencies with a community-based distance running program; or
- (c) Umbrella organizations for running clubs or events. In the latter case, each club or event under an umbrella must be a separate member of the RRCA to receive any benefits of membership.

Aside from the general requirements mentioned above, other requirements for RRCA membership by a local road runner club are that they:

1. Adopt bylaws similar in purpose to the RRCA;
2. Have a board of directors with a minimum of three board members;
3. Conduct democratic elections at least every two years;
4. Provide a financial report of club operations to the membership at least annually.

A for-profit local road runner club is usually a training program organized by a sole proprietor, corporation, or firm.

B. Event Members. A running event is a race, whether timed or untimed, that takes place on roads, trails, or a track (running events only on track) and held on a specific course on a given date. Event membership is designed for stand alone, independent events that are not owned by an event management company or a running club member and that occur only one time per year. Nonprofit events are events that are not managed or owned by a nonprofit running club or race directing company and do not entail the conduct of regular training runs or group runs throughout the calendar year. Furthermore, an event member may be:

- A governmental recreation agency hosting a community-based running event.
- An event member may consist of varying distance running events, but the running events must all be held on the same date/weekend. For example, the event may be XYZ Running Festival that includes a half marathon, 5K, and 1 mile fun run, all on the same day in the same location.
- Organized as a nonprofit or a for-profit entity.
- A nonprofit event may be an independent running event, or it may be an event managed by a nonprofit organization for the purpose of raising funds for the host nonprofit organization.
- Nonprofit events must have a set of governing bylaws and an independent board of directors (non-related parties) with a minimum of three board members who are elected at least every two years and who are representative of the community in which the event is held. Each such event must be recognized as a nonprofit entity through the RRCA nonprofit group exemption with the IRS or be granted exemption directly by the IRS. The event must provide a financial report of race operations to its board of directors at least annually.
- RRCA event membership must be taken out in the name of the event, not the name of a company or nonprofit group hosting the event.

C. Event Management Company Member: Event management companies or race directing companies are defined by the RRCA as for-profit, LLC, sole proprietors, or nonprofit organizations that own multiple events that are hosted annually. Event management companies own multiple races that are produced at different times during the calendar year.

A running club may also be referred to as a team, crew, training program, or other term that denotes formal organization.

c. All running club members must have at least ten (10) individual members and have a similar or associated purpose to the RRCA.

d. Nonprofit Running Club Members must be recognized as a nonprofit through the RRCA nonprofit group exemption with the IRS or granted exemption directly by the IRS.

- i. Nonprofit running club members must have a set of governing bylaws and an independent board of directors (non-related parties) with a minimum of three (3) board members who are elected at least every two (2) years, and they must provide a report of financial operations to its membership annually.
- ii. Nonprofit running clubs can include government-operated recreation centers and other nonprofit organizations with a similar purpose including umbrella organizations for running clubs or events. In the latter case, each club or event under an umbrella must be a separate member of the RRCA to receive any benefits of membership.

e. For-Profit Clubs are organized training programs, teams, and unincorporated associations that are not organized as a formal nonprofit organization and are welcome to join the RRCA so long as they have a designated owner, group leader, or leadership committee.

2. **Event Members** – A running “event” is a race, whether timed or untimed, that takes place on roads, trails, or a track and held on a specific course on a given date. Event membership is designed for stand alone, independent events that are not owned by an event management company or a running club member and that occur only one time per year.

a. An Event Member may consist of varying distance running events, but they all must be held on the same date/weekend. For example, the event may be XYZ Running Festival that includes a half marathon, 5K, and 1-mile fun run all on the same day or over one weekend and in the same location.

b. An event may be organized as a nonprofit or a for-profit entity.

- i. **Nonprofit Event Members** can be independent running events, or they may be events managed by a nonprofit organization, a governmental agency, for the purpose of raising funds for the host nonprofit organization. Nonprofit events must have a set of governing bylaws and an independent board of directors (non-related parties) with a minimum of three (3) board members who are elected at least every two (2) years. Each such event must be recognized as a nonprofit entity through the RRCA nonprofit group exemption with the

Furthermore:

- A sole proprietor that owns multiple races and is not officially organized as a nonprofit organization is considered by the RRCA as an event management company.
- A nonprofit event management organization or government entity that only conducts events during the course of the year is considered by the RRCA as an event management company.
- Nonprofit event management companies must have a set of governing bylaws and an independent board of directors (non-related parties) with a minimum of 3 board members who are elected at least every 2 years and who are representative of the community in which the event is held. Each such management company must be recognized as a nonprofit entity through the RRCA nonprofit group exemption with the IRS or granted exemption directly by the IRS. The management company must provide a financial report of race operations to its board of directors at least annually.
- RRCA event management company membership must be taken out in the name of the event management company/organization

D. Individual Members. Individuals who join local road runner clubs, which are members of the RRCA automatically become individual members of the RRCA. Anyone not a member of a local road runner club may become a member of the RRCA through the national organization.

E. Associate Members. Associate members are corporations, firms, governmental agencies, governing bodies of sport, or non-profits other than local running clubs or local event members engaged in a trade, business, industry or profession related to the purposes of the RRCA. Nonprofit associate members may not participate in the RRCA group exemption status. Local road runner clubs and event members are excluded from the associate membership class.

IRS or be granted exemption directly by the IRS. The event must provide a financial report of race operations to its board of directors, at least annually.

- ii. **For-Profit Event Members** are one-time per year events owned by an individual or an LLC for the purposes of making a profit or raising funds for a charity partner. If an event is not organized by an officially recognized 501c3 organization, the RRCA deems this a for-profit event member even if the goal is to donate all the funds to a charity.

3. **Event Management Company Member - Event Management Companies** (aka Race Directing Companies) are defined by the RRCA as for-profit, LLC, sole proprietors, or nonprofit organizations that own multiple events that are produced at different times during the calendar year.

- c. An Event Management Company may be organized as a nonprofit or a for-profit entity.

- i. **Nonprofit Event Management Company Members** must have a set of governing bylaws and an independent board of directors (non-related parties) with a minimum of three board members who are elected at least every two years and who are representative of the community in which the event is held. Their board members shall not profit directly from the events owned. Nonprofit Event Management Company members must be recognized as a nonprofit entity through the RRCA nonprofit group exemption with the IRS or be granted exemption directly by the IRS. The organization provide a financial report of race operations to its board of directors at least annually.

- ii. **For-Profit Event Management Company Members** owned by an individual or an LLC for the purposes of making a profit or raising funds for a charity partner. If an Event Management Company is not organized by an officially recognized 501c3 organization, the RRCA deems this a for-profit member even if the goal is to donate all the funds to a charity.

4. **Individual Members.** Anyone may join the RRCA as an individual member. Certain programs may require individual membership, this includes RRCA Certified Coaches and RRCA Certified Race Directors seeking access to certain benefits and services provided by those programs. Individuals who join local RRCA member running clubs are also members of the RRCA. Individual membership in the RRCA does not extend access to benefits provided by local running clubs to their local dues-paying members.

5. **Associate Members.** Associate members are corporations, firms, governmental agencies, governing bodies of sport, or nonprofits (excluding

running clubs, events, event management companies) engaged in a trade, business, industry, or profession related to the purpose of the RRCA. Nonprofit associate members may not utilize the RRCA's nonprofit exemption status as their own.

C. Membership Terms

1. **Running club members, Event members, and Event Management Company Members** - Annual membership in the RRCA is on a calendar year basis (January – December), or as set by the Board of Directors based on services provided to members. Members joining or renewing throughout the year are considered members within the calendar year in which they join.
2. **Individual Members** - the term is twelve (12) months from the month in which the individual joined. However, if the individual joining is an RRCA Certified Coach or RRCA Certified Race Director seeking access to certain program benefits and services, the term is on a calendar basis, January 1 to December 31, regardless of join date.
3. **Associate Members** – the term is twelve (12) months from the month in which the Associate member joined.

D. Voluntary Withdrawal or Termination of Membership

Membership in the RRCA is voluntary. A member may choose not to renew their membership during the renewal period. Members electing not to renew will no longer be eligible to benefits and services during that membership term.

The RRCA Board of Directors shall have published policies and procedures for the involuntary removal of a member that does not comply with eligibility requirements.

ARTICLE IV—DUES

Annual national (RRCA) dues for all membership categories are established by the RRCA board of directors (“board”). However, dues increases of more than 5% in a year must be approved by a majority vote of the RRCA membership.

Members whose annual dues are paid by March 1 are considered to be in good standing. Those whose dues are not paid by March 1 are in arrears and cannot vote at RRCA meetings, per article V-D below.

For local road runner clubs, the number of members as of September 30 is the total on which its RRCA annual dues for the following calendar year are calculated. The membership of a local club is the number of households (unique addresses) for that club.

ARTICLE V—DUES (UPDATES)

(Edited to be clear and concise. Removed the “Term” reference and clearly outlined item in the Membership article.)

Dues for all membership categories are established by the RRCA Board of Directors (“RRCA Board”) on an annual basis and in advance of the annual join/renew process. However, an increase in dues of more than 5% in a year must be approved by a majority vote of the RRCA membership.

The RRCA Board sets policies for the assessment process of dues for members with a provision that Running Club members have dues assessed based on the term "Household Members." Household Members are defined as the unique mailing address for members or participants in a running club.

ARTICLE V – MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting. An annual meeting of the RRCA membership shall be held on a date and at a location determined by the RRCA Board and shall be announced no less than nine (9) months prior to the meeting.

B. Special Meetings. Other meetings may be conducted as deemed necessary by the President. The President shall call a membership meeting upon the written request of not less than twenty- five percent of

ARTICLE VI – MEETINGS OF THE GENERAL MEMBERSHIP

(Updated Annual Meeting (A.) to allow for emergency procedures, ability for the board to host the meeting virtually as needed, and for the Board to adopt online voting procedures annually. With the allowance of the board’s ability to conduct online voting annually, voting by proxy will be eliminated from the bylaws, as proxy voting is an outdated governance process for RRCA. The section on the meeting agenda has been simplified. Voting scales have been simplified and made more equitable across membership types.)

the total membership or by a majority of the RRCA Board.

C. Notice. Written notice stating the location, day and time of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten nor more than fifty days prior to the date of the meeting to each member club and other members entitled to vote at the meeting.

D. Voting.

1. A local road runner club shall be entitled to vote as follows:
 - a. 100 members or less: 1 vote for each 25 members or fewer members, plus 1 additional vote for each additional 25 members;
 - b. 101 members or more: 4 votes for the first 100 members, plus an additional one-half vote for each 50 members above 100, but no more than a total of 18 votes.
2. An associate member shall be entitled to vote as follows:
 - a. fewer than 1,000 employees: 1 vote
 - b. 1,000 or more employees: 2 votes.
3. An event member shall be entitled to 1 vote.
4. An event management company shall be entitled to vote as follows:
 - a. if an event management company does not own any events and only assists other clients, it is entitled to 1 vote.
 - b. if an event management company owns events, it is entitled to vote as follows:
 - i. 2-25 owned events: 1 vote;
 - ii. 26-49 owned events: 2 votes; or
 - iii. 50 or more owned events: 3 votes
4. A past president shall be entitled to 1 vote.
5. An authorized representative of USA Track and Field shall be entitled to 1 vote.
6. Individual members collectively shall be entitled to as many votes as a local road runner club of that size.

E. Proxies (ELEMENATED IN NEW VERSION). Local road runner clubs and event clubs not having delegates in attendance at the membership meeting may designate an individual member of another local road runner club or event in their state as proxy.

1. An individual gathering proxies can only solicit or receive proxies from clubs located within the state in which the individual resides. The individual must also be a member of an RRCA club organized within the state in which the individual resides.
2. For purposes of this paragraph, if an individual resides in more than one state, he or she shall be deemed to reside in the state where he or she maintains his or her principal or primary residence.
3. The RRCA Board shall establish procedures governing the voting by proxy including exceptions related to a club not being in a state or to a club being located in more than one state.

F. Quorum. Two officers, four directors and 25 local road runner clubs or event clubs shall constitute a quorum.

G. Order of Business. The order of business at the annual meeting shall be as follows:

1. Call to Order
2. Roll-call
3. Action on minutes of preceding meeting
4. Reports, if any, of officers
5. Report of Board of Directors
6. Report of Committees
7. Unfinished business, if any
8. New business

A. Annual Meeting of the Membership

An annual meeting of the RRCA membership shall be held on a date and at a location determined by the RRCA Board and shall be announced no less than six (6) months prior to the meeting. At the Board's discretion, the Annual Meeting of the Membership may be held in-person or via digital means including tele- or video conferencing. If the Meeting of the Membership must be postponed and cannot be held at a later time on the same date and location, or if it is cancelled due to imminent danger to members (exigent circumstances), the Board may reschedule the date of the meeting and provide no less than a fourteen (14) day written notice, including email notification, announcing a new date, time, location or meeting method (in-person, tele- or video conferencing) to the members.

B. Special Meetings

Other meetings of the membership may be conducted as deemed necessary by a majority of the Board. The Board shall call a membership meeting upon the written request of not less than twenty-five percent (25%) of the total members eligible to vote. The Board will determine if the meeting will be held in-person or via tele- or video conferencing. The Board will determine the method of voting for a special meeting as outlined below in [F.Voting](#).

C. Notice

Written notice, which includes at least two (2) email notifications, stating the day and time of the meeting along with location or meeting method (tele- or video conferencing) and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered no less than ten (10) nor more than fifty (50) days prior to the date of the meeting to each member entitled to vote at the meeting.

D. Quorum for Membership Meeting

Six (6) individuals from the RRCA Board of Directors and 25 duly authorized representatives voting on behalf of a Running Club Member, an Event Member, an Event Management Company Member, and an Associate Member.

1. A duly authorized representative is an elected board member, appointed employee, or owner of a Running Club, Event, Event Management Company, or Associate member.

E. Order of Business

The RRCA Board will set the agenda for the Meeting of the Membership, which shall include:

1. Action on minutes of preceding meeting
2. Review of the state of the RRCA including presentation of the financial statements for the most recently concluded fiscal year
3. Election of officers and directors

F. Voting

All membership categories that have paid annual dues by March 1 are eligible to vote at the Annual Meeting of the Membership. Board shall authorize and make notice to members, no less than 30-days in advance of the meeting, for the allowance of digital (online) voting, mail-in voting, in-person voting, or a mix of any of these options. Written notice, including email, shall be sent to members in advance of the Membership or Special Meeting outlining voting instructions as approved by the Board.

1. Running Club Member Voting Scale:

- 0-99 members = 1 vote
- 100-200 members = 2 votes
- 200 – 500 members = 3 votes
- 501 – 999 members = 4 votes
- 1,000 members and over = 5 votes

9. Election of officers and directors
10. Announcement of location of succeeding annual meetings
11. Adjournment

H. Informal Action. Any action required or permitted to be taken at a meeting of members may be taken without a meeting if a consent or consents in writing setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing. **(Removed this because it won't be needed as the board has expanded abilities to host a membership meeting outlined in the updated Annual Meeting and Special Meeting sections.)**

2. **Event Member Voting Scale:**
 - 0-1,000 participants = 1 vote
 - 1,001 – 4,999 participants = 2 votes
 - 5,000+ participants = 3 votes
3. **Event Management Company Voting Scale:**
 - a. If an event management company does not own any events and only assists other clients, it is entitled to 1 vote.
 - b. If an event Management Company owns events, it is entitled to vote as follows:
 - 1-4 owned events = 1 vote
 - 5-10 owned events = 2 votes
 - 11-20+ owned events = 3 votes
 - c. Event Management Company members that have 10,000 or more participants across all events receives one (1) additional vote.
4. **Individual Members** - collectively, shall be entitled to as many votes as a Running Club member of that size. Individual members will vote online via a Board approved process in advance of a meeting of the membership and the collective votes shall be submitted as one club vote during the meeting of the membership.
5. **Associate Member Voting:** 1 vote per organization.

ARTICLE VI – BOARD OF DIRECTORS

A quorum of the general membership present at the Annual Meeting of the Membership elects nine people to serve as the RRCA Board of Directors as follows: president, treasurer, and seven elected directors. The president appoints one of these nine people to serve as secretary and a different director from the seven to serve as vice president.

A. Board responsibilities.

1. The board is the governing authority and has total oversight over the management of RRCA affairs. It carries out the purpose for which the RRCA is organized. This general mandate includes, but is not limited to: setting RRCA policy, financial oversight, strategic planning, fundraising, legal oversight, recruiting candidates for board service, determining and monitoring the RRCA's programs and services, elevating the RRCA's public image, hiring the executive director, supporting the executive director, and reviewing his/her performance and compensation.
2. The board sets policies on all disputes and grievances.
3. The board may delegate to specific officers, employees, and committees the powers provided for in these bylaws.

B. Geographic residence requirements. Each of four directors ("regional directors") must reside in a different one of the following areas:

1. East director: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Maryland, Delaware, West Virginia, Virginia and the District of Columbia.
2. South director: North Carolina, South Carolina, Georgia, Florida, Kentucky, Tennessee, Alabama, Mississippi, Arkansas, Louisiana and Texas.
3. Central director: Iowa, Missouri, North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Ohio, Indiana, Michigan, Illinois, Wisconsin and Minnesota.
4. West director: Montana, Wyoming, Colorado, New Mexico, Washington, Oregon, California, Nevada, Idaho, Utah, Arizona, Alaska, Hawaii and Pacific Islands.
5. The other three directors ("At-Large Directors") and the two elected officers may live in any geographical area.

C. Elections.

1. Alternate-year elections. The nine board members are divided into two groups for election in alternate years:
 - a. Group 1: President, treasurer, central director, eastern director, and one at-large director are elected in even numbered years;
 - b. Group 2: Southern director, western director, and the two at-large directors are elected in odd numbered years.
2. General rules.
 - a. All nominees for board positions must be members of the RRCA as outlined in Article III.D and have been a member for a consecutive period of no less than 12 months.
 - b. A board member may serve in only one board position at a time, except for the secretary and vice president.

ARTICLE VII – BOARD OF DIRECTORS

(This section has been re-organized. One additional At-Large director will be added starting in 2021 following adoption of these updated bylaws. Board duties have been updated, and a clear DEI responsibility has been added. Board positions are better outlined.)

A. Officers and Directors

The membership elects the RRCA Board of Directors (the Board) at the Annual Meeting of the Membership (VI.A). The Board has ten (10) total elected directors, including two (2) elected officers and two (2) officers that are appointed by the Board from the eight (8) elected directors.

1. President (Officer - elected)
2. Treasurer (Officer - elected)
3. Vice President (Officer appointed) - The President appoints one of the eight directors, excluding the person appointed to serve as Secretary, to serve as Vice President for Board approval.
4. Secretary - (Officer appointed) - The President appoints one of the eight directors, excluding the person appointed to serve as Vice President, to serve as Secretary for Board approval.
5. Eight Elected Directors, as follows:
 - a. Four (4) At-Large Directors
 - b. Four (4) Regional Directors, with geographic residence requirements, as follows:
 - i. **Eastern Region Director:** Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Maryland, Delaware, West Virginia, Virginia and the District of Columbia.
 - ii. **Southern Region Director:** North Carolina, South Carolina, Georgia, Florida, Kentucky, Tennessee, Alabama, Mississippi, Arkansas, Louisiana and Texas.
 - iii. **Central Region Director:** Iowa, Missouri, North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Ohio, Indiana, Michigan, Illinois, Wisconsin and Minnesota.
 - iv. **Western Region Director:** Montana, Wyoming, Colorado, New Mexico, Washington, Oregon, California, Nevada, Idaho, Utah, Arizona, Alaska, Hawaii and Pacific Islands.

B. Board Responsibilities and Duties

The Board, including all officers and directors, is entrusted by the members to carry out the mission and purpose for which the RRCA is organized. The board:

1. Provides fiduciary, legal, and strategic oversight, and guides the organization by adopting sound, ethical policies.
2. Reviews all information provided by the Treasurer, the President, and CEO related to oversight for the organization, and participates in all scheduled board meetings, unless excused for an absence.
3. Ensures the RRCA has adequate resources and financial sustainability, which requires fundraising support and engagement by all directors and officers.
4. Holds itself and the organization accountable for its on-going commitment to diversity, equity, and inclusion (DEI) as follows:
 - i. **Diversity** is the outcome of promoting equity and inclusion in the organization;

- c. A board member may accept a nomination and run for election to another board position without resigning.
3. Terms of office.
- b. The term for all elected board positions is approximately two years, defined as follows: the term begins on the first day of the calendar month following the initial election and lasts until the comparable day two years hence, when the next convention is held. For purposes of term limits, such terms are considered to be precisely two years.
 - c. At the start of each term for each calendar year, the president will appoint the secretary and the vice president from amongst the at-large and/or regional directors to serve in such appointive positions for a period of one year. At the end of such period, the president will again appoint the secretary and the vice president. The same person may be reappointed and serve as secretary or vice president for the entire term of his or her service on the board.
 - d. An officer or director may be reelected to the same office or to a different office. However, a person can serve as president for a maximum of only two elected terms.
 - e. Consecutive years of service on the board (see art. VI.C.3.a) cannot exceed eight years; however, this limit can be extended to as much as 12 years in the special case of a board member who has served 5-8 consecutive years in non-presidential positions and thereafter is elected president.
 - f. After the maximum allowable period of service just described has been fulfilled, there is a mandatory period of being off the board for at least two years (see art. VI.C.3.a) before an individual is again eligible to serve on the board.

- 4. Nominating Procedure. See Article VIII.B.1.b.
- 5. Election process. At the annual meeting, each open position (see VI.C.1 above) is voted on separately and is filled by the candidate receiving a majority of votes cast. When more than two candidates are nominated and a majority vote is not reached on the first ballot, the candidates having the two highest number of votes are put on a ballot for a runoff.

D. Board meetings. Robert's Rules of Order govern the proceedings of all board meetings, when not inconsistent with these bylaws.

- 1. The board holds at least one regular meeting each year, as called by the president. Additional (special) meetings may be called (a) by the president or (b) at the written request of at least one-third of the board.
- 2. Each board member is notified in writing of the time and place of a meeting at least ten calendar days prior to the meeting.
- 3. Quorum. Five board members are a quorum for the transaction of business. The act of the majority of those present and voting is binding.
- 4. Board members may attend a meeting by telephonic or similar equipment by means of which everyone participating in the meeting can hear each other. A board member participating in a meeting by this means is deemed to be present in person at the meeting.
- 5. The board may act without meeting in person if consent, in writing, setting forth the action so taken, is signed by all of the board members.

- ii. **Equity** ensures that people of marginalized identities have the opportunity to join, contribute, and provide leadership to the RRCA, regardless of their identity.
 - iii. **Inclusion** is the culture of actively incorporating the contribution and participation of all people.
- 5. Serves as ambassadors for the organization, and board members serve on committees as outlined in these Bylaws or as appointed by the President or Treasurer.
 - 6. Hires and sets the compensation of its Chief Executive Officer (VIII.CEO) through the work of the Performance Evaluation Committee (IX. Committees).
 - 7. Recruits candidates for board service.
 - 8. Delegates duties provided for in these bylaws to employees, officers, and committees, provided that the Board maintains oversight of such activities.

C. Additional Duties of the President

Provides leadership to the Board by serving as the chairperson of the Board and point of contact for board members. Serves as the primary liaison with the CEO. The President works with the Board and CEO to:

- 1. Lead the Board and ensure their involvement in carrying out the governance functions and duties outlined in B. Board Responsibilities
- 2. Preside over and lead productive board meetings by creating a purposeful agenda in collaboration with the CEO. Engage each board member equally in deliberations.
- 3. Assign committee chairs and committee members, with board approval, and serve as an ex-officio member on all committees except the Board Development Committee (IX.B) as outlined. Encourage committee members to engage in deliberations.
- 4. Recommend the appointment of one of the eight directors to serve as Secretary (Officer) and a different director from the eight to serve as Vice President (Officer) for Board approval.

D. Additional Duties of the Vice President

In the absence of the President, or in the event of the President's refusal to act, the Vice President performs the duties of the President, and when so acting, has all the powers of and is subject to all restrictions of the President.

E. Additional Duties of the Treasurer

Ensures that RRCA finances are managed according to generally accepted accounting principles (GAAP) for nonprofits and that funds are secured, deposited, invested, spent and reported according to the Board's policies and procedures. In addition, the Treasurer:

- 1. Ensures compliance related to tax and other required filings.
- 2. Serves as Chair of the Finance Committee (IX.A) and appoints members to the Finance Committee, with board approval. Ensures the committee receives training and orientation regarding the financial management of the RRCA.
- 3. Supports the work of staff and independent professionals tasked with day-to-day management of the finances for RRCA and engages the CEO in all Finance Committee duties and meetings.
- 4. Ensures the Board fulfills its fiduciary and oversight duties.

F. Additional Duties of the Secretary

Provides oversight of record keeping for the RRCA, including:

- 1. Records the minutes of all board and membership meetings.
- 2. Ensures the records, policies, and procedures of the organization are appropriately maintained by the CEO.

The consent must show the board member's signatures.

6. The board, on rare occasions, may need to act quickly on an issue that normally requires a vote by the RRCA general membership. A special meeting of the general membership at such times may not be feasible due to the short notice, expense, etc. Under such circumstances the board may act on the issue only by first getting written consent from member groups' chief officer, via regular mail, email if sent via pdf document showing the signature, or facsimile. The approval must represent a majority of the total votes of the general membership calculated as at the annual meeting. After acting, the board or staff, if delegated, must inform the general membership within seven calendar days.

E. Vacancies. No vacancy created by the resignation of a board member may be filled until the resignation has been submitted in writing to the president.

1. If the office of the president becomes vacant, the vice president may choose to become president to fulfill the unexpired portion of the term. The vice president must decide within seven days after the vacancy occurs. If the vice president declines the position, the vice president convenes a special meeting of the board to elect a person to fulfill the unexpired portion of the term. The meeting must take place within 30 days after the vacancy has occurred.
2. The president fills any vacancy in other board positions with an eligible person, although the board may, by majority vote, overrule any particular choice. That person fulfills the unexpired portion of the term.

F. Removal from Office.

1. As determined by a majority vote of the other board members, an officer or director may be removed from office for:
 - a) missing two consecutive regular board meetings without an excuse approved by a majority of the board;
 - b) illegal (unlawful) activity; or
 - c) not carrying out or fulfilling the duties of the position.
2. The appointed secretary or vice president may be relieved of his or her respective duties, and a different board member assigned to those duties by the president, although the board, by majority vote, may overrule any particular choice. Being relieved of the appointed duties of the secretary or vice president does not remove that member from the board unless the conditions outlined in F.1.a.,b., or c. are the reason for the secretary and/or vice president being relieved of their duties.

G. Duties of the president. The president (a) provides leadership to the board by proposing policies and practices, (b) presides at all board meetings and membership meetings, (c) oversees all of the RRCA provisions, objects and purposes, (d) appoints the members (including chairpersons) of committees and task forces (but see Art. VIII.A.1), (e) recommends to the board the creation and disbanding of temporary committees, (f) is an ex-officio member of each committee except the Nominating Committee, (g) serves as the primary liaison between the board and the executive director, (h) reports in writing with recommendations at the annual meeting, (i) delegates or assigns specific functions or program responsibilities to other members of the board or to the executive director (although the board may overrule any particular such action), and (j) performs all other

3. Leads the Board approved election and voting process and verifies the vote count at the Annual Meeting of the Membership.

4. Secretary duties may be delegated to staff, volunteers, or independent professionals by the Board, provided that the secretary remains responsible for oversight of these tasks.

G. Board Meetings

Robert's Rules of Order govern the proceedings of all board meetings, when not inconsistent with these bylaws.

1. The Board holds at least two (2) regular meetings each year, as called by the President and/or the Board majority. Additional (special) meetings may be called (a) by the President or (b) at the written request of at least one-third of the Board.
2. Each board member is notified in writing of the time and place or method, including tele- or video conferencing, of a meeting at least ten calendar days prior to the meeting.
3. Quorum. Six (6) board members are a quorum for the transaction of business. The act of the majority of those present and voting is binding for all actions.
4. Board members may attend a meeting by tele- or video conferencing, and everyone participating in the meeting must be able to hear each other. A board member participating by this means is deemed to be present at the meeting.
5. The board may act without meeting in-person or by tele-or video conferencing if consent is provided in writing, including email, and sets forth the action taking place and with a quorum voting on the action. The consent must show the board member's signature, an email signature is recognized as written consent. Actions taken in this manner will be recorded in the minutes of the organization at the next Board meeting.

H. Elections

The purpose of elections is for the membership to approve the recommendations of the Board Development Committee (Article IX.B) and to allow for a process of electing others, if the membership votes for alternate candidates at the Meeting of the Membership through the process outlined in IX.B.2.d.

1. **Alternate-year elections:** The ten (10) board members are divided into two groups for election in alternate years:
 - a. **Group 1:** President, Treasurer, Central Director, Eastern Director, and one (1) At-Large Director are elected in even numbered years.
 - b. **Group 2:** Southern Director, Western Director, and the three (3) At-Large Directors are elected in odd numbered years.
2. **General rules:**
 - a. All nominees for board positions must be members of the RRCA, which may include being a member of an RRCA member Running Club, an employee or board member of a Running Club, Event, Event Management Company, or Associate member, or an Individual member of the RRCA. Nominees must be a member for a consecutive period of no less than 3-months.
 - b. A board member may serve in only one board position at a time, except for the Secretary and Vice President as outlined in VII.A.
 - c. A current board member may accept a nomination and run for election to another board position without resigning.
3. **Terms of office:**
 - a. The term for all elected board positions is approximately two years, defined as follows:

duties that pertain to the office or that may be specified in these bylaws or specified by the board.

H. Duties of the vice president. In the absence of the president or in the event of the president's disability or refusal to act (as agreed upon by at least a majority of the board), the vice president performs the duties of the president, and when so acting, has all the powers of and is subject to all restrictions of the president. The vice president also discharges such other duties as may from time to time be required of the vice president by the president or by the board.

I. Duties of the treasurer. The treasurer:

1. Ensures that RRCA finances are managed according to generally accepted accounting principles (GAAP) for nonprofits and that funds are secured, deposited, invested, spent and reported according to the board's policies and procedures.
2. Is responsible for timely filing of tax returns.
3. May recommend that any or all of the above duties be delegated to employed staff, volunteers or independent professionals as the board may choose, provided, however, that the treasurer is responsible for oversight of such tasks.

J. Duties of the secretary. The secretary is responsible for: (a) recording the minutes of all board and membership meetings, (b) effectively managing and authenticating the RRCA records, (c) verifying the voting list for the annual meeting, (d) counting ballots at the annual meeting, and (e) all other duties normally associated with the office of secretary.

Any or all of these secretarial duties may be delegated to employed staff, volunteers or independent professionals as the board may choose, provided, however, that the secretary remains responsible for oversight of these tasks.

K. Duties of directors. Directors fulfill the functions assigned by the president, the board, and as may be set forth in these bylaws.

- i. The term begins on the first day of the calendar month following the initial election and lasts until the comparable day two-years hence, when the next Annual Meeting of the Membership is held.
- ii. For purposes of term limits, such terms are considered to be precisely two years.

- b. At the start of each term for each calendar year, the President will appoint the Secretary and the Vice President from the Directors to serve in such appointed positions for a period of one year. At the end of such period, the President will again appoint the Secretary and the Vice President. The same person may be re-appointed and serve in the role for the entire term of his or her service on the board.
- c. An officer or director may be re-elected to the same office or to a different office. However, a person can serve as President for a maximum of only two (2) elected terms.
- d. Consecutive years of service on the Board cannot exceed eight (8) years; however, this limit can be extended to as much as twelve (12) years in the case of a board member who has served 5-8 consecutive years in non-President positions and thereafter is elected President.
- e. After the maximum allowable period of service just described has been fulfilled, there is a mandatory period of being off the board for at least two (2) years (see art. VI.C.3.a) before an individual is again eligible to serve on the board.

4. **Nominating Procedure:** See Article IX.B.2.e

5. **Election process:** At the annual meeting, each open position is voted on separately and is filled by the candidate receiving a majority of votes cast. When more than two candidates are nominated and a majority vote is not reached on the first ballot, the candidates having the two highest number of votes are put on a ballot for a runoff.

I. Vacancies

No vacancy created by the resignation of a board member may be filled until the resignation has been submitted in writing, including email, to the President.

1. If the President position becomes vacant, the Vice President may choose to become President to fulfill the unexpired portion of the term. The Vice President must decide within seven (7) days after the vacancy occurs. If the Vice President declines the position, the Vice President convenes a special meeting of the Board to elect a Director to fulfill the unexpired portion of the term. The meeting must take place within 30-days after the vacancy has occurred.
2. For all other director positions, if a director or elected officer resigns or is removed, creating a vacancy on the Board, the BDC (IX.B) will be informed and tasked with recruiting and making a recommendation to the Board for a replacement candidate. The Board will approve and appoint the recommended candidate to fulfill the unexpired portion of the term.

J. Removal from Office

1. As determined by a majority vote of the other board members, an officer or director may be removed from the Board for:
 - a. missing two consecutive regular board meetings without an excuse approved by the Board;
 - b. illegal (unlawful) activity;

	<ul style="list-style-type: none"> c. not carrying out or fulfilling the duties of the position; d. Egregious violations of stated RRCA Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such case, the Board member may be removed by a majority vote of the Board. <p>2. The appointed Secretary or Vice President may be relieved of respective duties, and a different board member assigned to those duties by the President, although the Board, by majority vote, may overrule any particular choice. Being relieved of the appointed duties of the Secretary or Vice President does not remove that member from the Board unless the conditions outlined in F.1. are the reason for the Secretary and/or Vice President being relieved of their duties.</p>
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<p style="text-align: center;">VII—EXECUTIVE DIRECTOR</p> <p>The executive director (ED) serves as the chief executive officer (CEO). The board hires the ED, who in turn is accountable to the Board. The ED (a) presides over the day-to-day management and daily affairs of the RRCA, (b) advises the board and ensures that its actions are carried out, and (c) performs or ensures the performance of all other duties that are assigned or delegated by the board. The Board of Directors shall determine and fix the compensation of the Executive Director through an annual review process.</p>	<p style="text-align: center;">VIII—CHIEF EXECUTIVE OFFICER (CEO)</p> <p><i>(Removed title ambiguity to clarify the position is the CEO with certain duties. The annual review process sentence was removed, as it is now outlined under the Committees article.)</i></p> <p>The Board hires the CEO, who in turn is an employee of the organization that is accountable to the Board. The Board shall provide a detailed job description to the CEO that outlines the duties of the CEO, which include, but are not limited to:</p> <ul style="list-style-type: none"> • Ensuring the organization’s activities are in furtherance of its mission and purpose while leading the organization’s planning processes; • Developing, implementing, monitoring, and assessing the organization’s programs including their impact; • Developing, implementing, and monitoring sound and compliant financial, legal, and all other management functions, including reporting to the Board and its committees. <p>The CEO is allowed to be present for all Board and Committee meetings, unless otherwise noted in these bylaws, with the exception of the annual closed session of the Board where the report of the Performance Evaluation Committee Report (IX.C) is presented and acted upon. The Board may also call for special closed sessions, excluding the CEO, to discuss performance concerns, concerns of malfeasance, or concerns of illegal conduct.</p>
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<p style="text-align: center;">VIII. COMMITTEES AND OTHER SUPPORT GROUPS</p> <p>The following remarks apply to all such groups; for brevity they are hereafter referred to as “committees” or “groups,” regardless of their function.</p> <p>A. General rules.</p> <ol style="list-style-type: none"> 1. Appointing authority. The president has sole authority to appoint members (including the chairperson) of a committee, fill vacancies, and release any committee member(s) (with or without cause) from further duty; however, the board may, by majority vote, deny one or more of those actions. With board approval, the president may delegate to the ED the role of implementing staffing needs (including membership changes or dissolution) of groups normally supervised by staff. 2. Length of service of committee members. Members are appointed promptly after each annual meeting (or promptly after the creation 	<p style="text-align: center;">IX. COMMITTEES AND OTHER SUPPORT GROUPS</p> <p><i>(3 standing committees, versus 2, are outlined. The Nominating Committee will evolve to be an annual committee, now Board Development Committee, tasked with recruitment and carrying out the nomination procedures. The CEO Performance Evaluation Committee, which has been an ad hoc committee/procedure for many years is now codified in the bylaws.)</i></p> <p>The Board maintains three (3) standing committees: (A) the Finance Committee, (B) the Board Development Committee, and (C) the Performance Evaluation Committee. From time to time, the Board may determine that additional committee(s) may be needed to carry out the mission and purpose of the organization, so long as those committees do not conflict with the current standing committees, the responsibilities of the Board, or the role of the CEO.</p>
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of a committee). The length of service for all committee members terminates at the end of the next annual meeting; the president may then reappoint selected members and appoint new members (although the board, by majority vote, may overrule any particular choice). An individual may serve no more than eight (8) consecutive years on any one committee and must then go off that particular committee for at least two years. After that two-year period, that individual is again eligible for reappointment to the committee.

3. Quorum and manner of acting. A majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board.

B. Permanent (“standing”) committees. The RRCA’s two permanent committees are the Nominating Committee and the Audit and Finance Committee.

1. Nominating Committee (hereafter “NC”). The NC nominates candidates for elective office (board of directors) with the aim of building a board that will effectively govern the RRCA.
 - a. Membership. The NC consists of three or more members, a majority of whom must be RRCA members. RRCA board and staff members are not eligible to sit on the NC.
 - b. Procedure. (BC = before the start of the convention)
 - 1) 120 days BC the NC advises RRCA constituents as to which board positions will be open at the next annual meeting. At the same time, it solicits nominations, to be submitted in writing to the NC chair, of the names and qualifications of individuals to fill the expiring terms.
 - 2) 75 days BC: Deadline for submitting nominations to the NC for its eventual slate. NC now begins to consider all names received plus others they have identified. The committee verifies the eligibility of each nominee.
 - 3) 45 days BC: NC presents its slate of recommended candidates, consisting of one individual for each position, to the RRCA national office for communication to the membership through all appropriate means. The board may take no action to change these recommendations of the committee. Non-slate nominations, including those considered but not selected by the NC, may now be submitted to the national office.
 - 4) 30 days BC: Deadline for submitting non-slate nominations to the national office. A complete listing of all nominees, slate and non-slate, their qualifications and a brief, 250 words or less, statement by each candidate is now promptly communicated to the membership by the national office.
 - 5) 0 days BC: Annual meeting starts.
 - 6) Following the report of the Nominating Committee at the annual meeting of the membership, individuals whose written consent has been obtained may be nominated from the floor.
 - 7) Voting is done on the day of the business meeting.

A. Finance Committee

The chairperson of the Finance Committee is the Treasurer. The President and the CEO are de facto members of the committee. The Finance Committee must also include one other RRCA board member and 1-3 other individuals that are not on the Board. The Treasurer appoints the members of the Committee with approval by a majority vote of the Board.

1. The Finance Committee ensures creation of an annual budget;
2. Recommends annual membership dues for Board approval;
3. Initiates and oversees an annual audit process;
4. Recommends financial policies to the Board;
5. Reports to the Board on matters related to committee discussions and reviews;
6. Works closely with the CEO to ensure compliance with financial policies and strategies.

B. Board Development Committee (hereafter “BDC”)

The RRCA President annually appoints the BDC chairperson and members of the committee, with Board approval, following the Annual Meeting of the Membership to serve on the committee until the conclusion of the Annual Meeting of the Membership the next year (essentially a one-year term). The BDC members must be members of the RRCA, but may not be current board members, with the exception that the President and CEO are de facto members in a supporting role. The RRCA President and the CEO shall have no role in the duties of the BDC as it relates to Nominating procedures specified below. The immediate past-President for the RRCA shall not be appointed to the BDC the year following the conclusion of their board term. The chairperson of the BDC may serve no more than three (3) years in that role and no more than six (6) years total on the committee.

1. The purpose of the BDC is to:

- a. Assist the Board year-round and be accountable to membership for recruiting and recommending candidates for nomination that will represent a well-rounded, competent board of directors. This may be accomplished through periodic meetings and recruiting efforts of the BDC in advance of the nominating procedures start date, as outlined below.
- b. Make recommendations and encourage individuals to formally nominate themselves.
- c. Support the Board in its ongoing commitment to diversity, equity, and inclusion (DEI) by recruiting and recommending candidates for nomination from underrepresented groups.
- d. Review succession planning needs and term limits for board members and make recommendations to help ensure continuity of operations, leadership changes, and DEI for the Board.
- e. In the event of a vacancy on the Board, the BDC will recruit and make a recommendation to the Board for a replacement candidate.
- f. No less than Six (6) months before the election of the RRCA President, the BDC shall meet to develop plans and procedures to ensure a transparent and equitable process for the recruitment, recommendation, and nomination of the next RRCA President.
- g. The BDC serves as the Nominating Committee and follows the Nominating Procedures below.

2. Nominating Procedures for Board Member Candidates

- a. **Start Date - 120 days before the Annual Meeting of the Membership (AMM)** - the RRCA advises members as to which board positions will be elected at the upcoming

2. Audit and Finance Committee. The chairperson of this committee is the RRCA treasurer; other committee members include one other RRCA board member and 1-3 other individuals (who may or may not be RRCA members), all of whom are appointed by the president, unless overruled by a majority of the board.

- a. The Audit and Finance Committee ensures creation of a budget;
- b. Recommends annual dues for the membership;
- c. Initiates and oversees an annual audit;
- d. Recommends financial policies to the board;
- e. Reports to board members on financial aspects; and
- f. Works closely with the ED to ensure compliance with financial policies and strategies.

C. Other committees and support groups. Other committees and support groups include: (a) operational, ongoing or annual functions and programs not designated as permanent in these bylaws, and (b) ad hoc committees such as task forces and special panels.

1. Creation and dissolution. Committees not otherwise listed in these bylaws are formed and/or dissolved by a majority vote of the board. The board may take this action based on the recommendation of the president, executive director, an RRCA member, or through its own deliberations.
2. Terms. All committees formed by the board continue until the next annual meeting, unless dissolved sooner by the board. After that annual meeting, all committees, other than the two permanent committees, are either reauthorized by the board or allowed to terminate. For reauthorized committees, members are appointed as described in the general rules of paragraph A, above.

The board is kept informed of the activities and progress of each group and has oversight duties only in regard to the final outcome (approval, acceptance or rejection, ratification, etc.). Outcomes that do not meet with board approval may be returned to the group for justification, reconsideration, or further work as needed.

annual meeting. At the same time, it solicits formal nominations from candidates, to be submitted in writing, including submission via an online form with required information as determined by the BDC. By this time, the BDC will also finalize procedures needed for reviewing and interviewing candidates.

- b. **75-days before the AMM:** Deadline for submitting nominations to the BDC Chairperson for consideration. The BDC (less the President and CEO) will begin following their procedures for reviewing and interviewing candidates that have submitted nominations.
- c. **45-days before the AMM:** The BDC presents its recommended slate of candidates, consisting of one individual for each position, to the Board and CEO.
- d. **40-days before the AMM:** The CEO will communicate the recommended slate of candidates to the membership via email and digital transmissions. At that time, candidates interested in running for the Board as a non-slate candidate may submit their nomination to the CEO.
- e. **30-days before the AMM:** Deadline for submitting non-slate nominations to the CEO. A complete listing of all nominees, recommended slate and non-slate candidates, their qualifications and a brief, 250 words or less, statement by each candidate will be promptly communicated to the membership via two separate email communications and digital transmissions.
- f. **0- days is the AMM:** See [Order of Business and Voting](#)

(Note: Nominations from the “floor” at the annual meeting will no longer be accepted, as the process has always allowed for other candidates to be submitted and included during the voting process. With the allowance of online voting, floor nominations will not be feasible and are an outdated practice for RRCA.)

C. Performance Evaluation Committee (PEC)

The President appoints members from the Board to the PEC committee and appoints the committee chair, with board approval, no less than six (6) months before the end of the calendar year. The PEC meets with the CEO shortly following the appointment of the committee to review procedures and establish a reasonable timeline with deliverables to ensure the PEC can complete its work and make a recommendation to the Board related to compensation for the coming year.

D. General Rules for Committees

1. **Appointing authority.** Unless otherwise stated, the President has the authority to appoint members (including the chairperson) of a committee, fill vacancies, and release any committee member(s) (with or without cause) from further duty; however, the board may, by majority vote, deny one or more of those actions.
2. **Length of service of committee members.** Members are appointed promptly after each annual meeting (or promptly after the creation of a committee). The length of service for all committee members terminates at the end of the next annual meeting. At such time, the President, with Board approval, may re-appoint selected members and/or appoint new members (although the board, by majority vote, may overrule any particular choice). An individual may serve no more than six (6) consecutive years on any one committee and must go off that particular committee for at least two (2) years. After that two-year period, that individual is

	<p>again eligible for re-appointment to the committee at the pleasure of the President and the Board.</p> <p>3. Quorum and manner of acting. A majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board. No committee may act on behalf of the Board, and the actions of a committee constitute only a recommendation to the Board for final and official action by the Board. Outcomes or recommendations by committees that do not meet with board approval may be returned to the committee for justification, reconsideration, or further work, as needed.</p> <p>4. Other committees and support groups. Committees not otherwise listed in these bylaws are formed and/or dissolved by a majority vote of the Board. The Board may take this action based on the recommendation of the President, the CEO, or through its own deliberations. All committees formed by the Board continue until the next annual meeting, unless dissolved sooner by the Board.</p>
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<p style="text-align: center;">IX. FINANCES</p> <p>A. Contracts. The board may authorize the ED and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the RRCA.</p> <p>B. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the RRCA are signed by authorized officers or employees and in accordance with policies and procedures adopted by the board.</p> <p>C. General Funds. All monies are deposited to the credit of the RRCA in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.</p> <p>The president reviews the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.</p> <p>D. Volunteer Board Service. The members of the Board of Directors of the RRCA shall serve without salary, and no part of the net income of the RRCA shall inure to the benefit of its directors, officers, or other private persons; provided, however, that the RRCA may make payments and distributions to third-parties in furtherance of the purposes set forth in Article II, including payments to defray the reasonable operating expenses of the RRCA. The Board of Directors may authorize for reimbursement, in accordance with the RRCA's policies on reimbursements, the reasonable expenses incurred by members of the Board of Directors in the performance of their duties. The Board of Directors shall maintain a conflict of interest policy and require each board member to complete annually a disclosure statement, which statement shall be reviewed annually by the Board of Directors.</p> <p>E. No loans shall be made by the RRCA to the members of the Board of Directors or its employees.</p>	<p style="text-align: center;">X. FINANCES</p> <p>(Only change in this section is the Treasurer is tasked with reviewing the status of the general fund, not the President.)</p> <p>A. Contracts The Board may authorize the CEO and/or any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the RRCA.</p> <p>B. Checks All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the RRCA are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board.</p> <p>C. General Funds All monies are deposited to the credit of the RRCA in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.</p> <p>The Treasurer reviews the status of the general fund at least quarterly. At the same time, the Treasurer with support from the Finance Committee reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the Treasurer and the Finance Committee determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.</p> <p>D. Volunteer Board Service The members of the RRCA Board of Directors shall serve without salary, and no part of the net income of the RRCA shall inure to the benefit of its directors, officers, or other private persons; provided, however, that the RRCA may make payments and distributions to third-parties in furtherance of the purposes set forth in Article III, including payments to defray the reasonable operating expenses of the RRCA. The Board may authorize for reimbursement, in accordance with the RRCA's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties. The Board shall maintain a conflict of interest policy and require each board member to annually complete a disclosure statement, which statement shall be reviewed annually by the Board.</p>
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<p>again eligible for re-appointment to the committee at the pleasure of the President and the Board.</p> <p>3. Quorum and manner of acting. A majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board. No committee may act on behalf of the Board, and the actions of a committee constitute only a recommendation to the Board for final and official action by the Board. Outcomes or recommendations by committees that do not meet with board approval may be returned to the committee for justification, reconsideration, or further work, as needed.</p> <p>4. Other committees and support groups. Committees not otherwise listed in these bylaws are formed and/or dissolved by a majority vote of the Board. The Board may take this action based on the recommendation of the President, the CEO, or through its own deliberations. All committees formed by the Board continue until the next annual meeting, unless dissolved sooner by the Board.</p>
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<p style="text-align: center;">X. FINANCES</p> <p>(Only change in this section is the Treasurer is tasked with reviewing the status of the general fund, not the President.)</p> <p>A. Contracts The Board may authorize the CEO and/or any Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the RRCA.</p> <p>B. Checks All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the RRCA are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board.</p> <p>C. General Funds All monies are deposited to the credit of the RRCA in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.</p> <p>The Treasurer reviews the status of the general fund at least quarterly. At the same time, the Treasurer with support from the Finance Committee reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the Treasurer and the Finance Committee determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.</p> <p>D. Volunteer Board Service The members of the RRCA Board of Directors shall serve without salary, and no part of the net income of the RRCA shall inure to the benefit of its directors, officers, or other private persons; provided, however, that the RRCA may make payments and distributions to third-parties in furtherance of the purposes set forth in Article III, including payments to defray the reasonable operating expenses of the RRCA. The Board may authorize for reimbursement, in accordance with the RRCA's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties. The Board shall maintain a conflict of interest policy and require each board member to annually complete a disclosure statement, which statement shall be reviewed annually by the Board.</p>

	<p>E. No loans shall be made by the RRCA to the members of the Board or its employees.</p>
<p style="text-align: center;">ARTICLE X - SAVINGS CLAUSE</p> <p>Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.</p> <p style="text-align: center;">ARTICLE XI - TAX STATUS REQUIREMENTS</p> <p>No substantial part of the RRCA's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The RRCA may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.</p> <p>Regardless of any other provision of these articles, the RRCA may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.</p>	<p style="text-align: center;">ARTICLE XI - SAVINGS CLAUSE (NO CHANGES)</p> <p>Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.</p> <p style="text-align: center;">ARTICLE XII - TAX STATUS REQUIREMENTS</p> <p>No substantial part of the RRCA's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The RRCA may not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.</p> <p>Regardless of any other provision of these articles, the RRCA may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.</p>
<p style="text-align: center;">ARTICLE XII – DISSOLUTION</p> <p>Upon dissolution of the RRCA, the board will distribute the assets (a) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or (b) to the federal government, or to a state or local government, for a public purpose.</p> <p>Any such assets not so disposed of will be disposed of by the circuit court of the county in which the RRCA's principal office is located. Such assets must be solely for purposes or to organization(s) that said Court determines operate exclusively for the tax-exempt or public purposes, as just described.</p> <p style="text-align: center;">ARTICLE XIII – INDEMNIFICATION</p> <p>Any former or current RRCA director or officer, or other such persons so designated at the discretion of the board, or the legal representative of such person, is indemnified by the RRCA against all reasonable costs, expenses and counsel fees, paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his being or having been such a director or officer, or serving or having served the corporation, except in relation to matters as to which he is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.</p>	<p style="text-align: center;">ARTICLE XIII – DISSOLUTION (NO CHANGE)</p> <p>Upon dissolution of the RRCA, the board will distribute the assets (a) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or (b) to the federal government, or to a state or local government, for a public purpose.</p> <p>Any such assets not so disposed of will be disposed of by the circuit court of the county in which the RRCA's principal office is located. Such assets must be solely for purposes or to organization(s) that said Court determines operate exclusively for the tax-exempt or public purposes, as just described.</p> <p style="text-align: center;">ARTICLE XIV – INDEMNIFICATION (NO CHANGE)</p> <p>Any former or current RRCA Director or Officer, or other such persons so designated at the discretion of the Board, or the legal representative of such person, is indemnified by the RRCA against all reasonable costs, expenses and counsel fees, paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his being or having been such a director or officer, or serving or having served the corporation, except in relation to matters as to which he is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.</p>
<p style="text-align: center;">ARTICLE XIV – AMENDMENTS</p> <p>A. Procedure. These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows: (a) a proposed amendment must be submitted in writing to the RRCA office at least 120 days</p>	<p style="text-align: center;">ARTICLE XIV – AMENDMENTS</p> <p>(Primary change is formatting in this section. Item 5 is new and better clarifies how the Board may propose amendments to the bylaws.)</p>

preceding the annual meeting; (b) the national office forwards it to the board for consideration; (c) the board may consult with the originator regarding possible editing, interpretations and modifications; (d) the board by majority vote determines its position for, against, or for with a recommended change; and (e) the board returns the proposal along with its position to the national office, so that both the proposal and board position can be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the board, the board (by two-thirds [2/3] vote of the entire board) may waive the 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30 days prior to the meeting.

B. Resubmission. A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

C. Effective Date. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

D. Codification. The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the RRCA, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.

A. Procedure. These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows:

1. A proposed amendment must be submitted in writing by a member to the CEO at least 120 days preceding the annual meeting;
2. CEO forwards it to the Board for consideration;
3. The Board may consult with the originator regarding possible editing, interpretations and modifications. The board, by majority vote, determines its position for, against, or for with a recommended change;
4. The Board returns the proposal along with its position to the CEO, so that both the proposal and board position can be included in the notice of the annual meeting.
5. The Board, with a majority vote, may also propose amendments to the bylaws to be submitted to the membership 120-days prior to the Annual Meeting of the Membership.
6. In extraordinary situations, as defined by the Board, the Board (by two-thirds [2/3] vote of the entire board) may waive the 120-day submission deadline and bypass the requirement of including the proposed amendment(s) in the notice of the Annual Meeting of the Membership. In such emergency cases the Board must communicate the proposed amendment(s) and the Board position to the membership at least 30-days prior to the meeting

B. Resubmission. A proposed amendment, which has not been recommended by the Board and has been defeated at the Annual Meeting may not be resubmitted until at least two Annual Meetings have intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

C. Effective Date. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

D. Codification. The Board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the RRCA, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.