

BYLAWS OF THE ROAD RUNNERS CLUB OF AMERICA, INC.

Approved by the RRCA Membership on March 10, 2017

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ARTICLE I – NAME

The name of this organization is the "Road Runners Club of America, Incorporated" ("RRCA").

ARTICLE II – PURPOSES

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.

ARTICLE III – ORGANIZATION AND MEMBERSHIP

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.

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.

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:

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.

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:

- (a) Organizations recognized as nonprofit through the RRCA nonprofit group exemption or 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.

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.

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 – 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 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. 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
- 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.

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.
 - c. A 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: 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.
 - b. 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.
 - c. 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.

- d. 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.
 - 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 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. 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 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.

VII—EXECUTIVE DIRECTOR

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.

VIII. COMMITTEES AND OTHER SUPPORT GROUPS

The following remarks apply to all such groups; for brevity they are hereafter referred to as “committees” or “groups,” regardless of their function.

A. General rules.

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 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.
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.

IX. FINANCES

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.

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.

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.

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.

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.

E. No loans shall be made by the RRCA to the members of the Board of Directors or its employees.

ARTICLE X - SAVINGS CLAUSE

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.

ARTICLE XI - TAX STATUS REQUIREMENTS

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.

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.

ARTICLE XII – DISSOLUTION

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.

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.

ARTICLE XIII – INDEMNIFICATION

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.

ARTICLE XIV – AMENDMENTS

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 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.