

BYLAWS OF THE HILL RUNNERS OF HUNTERDON

As Adopted by the Board of Directors on March 19 2007, and modified at annual General Meeting on January 14 2008.

I. TITLE

The name of the association shall be Hill Runners of Hunterdon.

II. OBJECTIVE

The prime object of the association shall be the promotion of long distance running and the encouragement of individuals who are interested in running for health or sport.

III. AFFILIATION

This Club shall be a member of the Road Runners Club of America (RRCA) and of United States Track & Field (USATF).

IV. MEMBERSHIP

Membership is open to all, and all abilities are welcomed and supported. Individuals who wish to participate in the activities of this association shall submit dues and an application for membership. Term of membership is one calendar year. Honorary memberships may be granted by the Board of Directors for long-standing members who have relocated out of the geographical area.

V. MANAGEMENT

A. The management of the association shall be vested in a Board of Directors (also referred to as the "Board") selected by the members of the association.

1. The association and the Board shall be led by a President.
2. Five members of the association will be elected as Board members – President, Vice-President, Secretary, Treasurer, & Social Director – and will be considered "Officers".
3. Terms of Board membership will be one year.

B. Board Appointments

The Officers may appoint an additional Member-at-Large. This additional Board member may be appointed at any time during the year. The term will conclude concurrently with the current Board's term.

C. Duties of Officers

1. President – The President shall preside over meetings, represent this association in the RRCA & USATF, call special meetings, and appoint committees and chairpersons thereof.
2. Vice-President – The Vice-President shall assume the powers of the President in his/her absence, and take on special assignments as requested by the President.
3. Treasurer – The Treasurer shall be the chief financial officer of the association, managing the funds in accordance with Board guidance.
4. Secretary – The Secretary shall ensure that all official records of the association are maintained, including the proceedings of all general membership meetings and Board meetings.
5. Social Director – The Social Director shall coordinate social events for members and their families.

VI. ELECTIONS

A. Five Board members/Officers shall be elected at the Annual Meeting by a majority vote of members present at the meeting.

B. Officers may be elected to succeed themselves.

C. Term of Office

1. Term of Office shall be one year.

2. Only members who are in good standing may vote.
3. Only members who are in good standing and have been a member of the association for at least one year may be elected to Office.
4. If an Officer resigns, the President shall appoint a replacement to serve until the next election. A Member-at-Large need not be replaced.
5. If the President resigns, the remaining elected Officers shall choose a new President among themselves.

VII. MEETINGS

A. General Membership Meetings

1. The association will hold an Annual Meeting of the membership in the first quarter of each year, publicized to members with an agenda through emails and the association's web site at least two weeks in advance.
2. The primary purposes of the Annual Meeting shall be to review and assess the activities and finances of the association and to elect the Board of Directors/Officers. Other matters of interest to members may also be discussed and acted upon.
3. Elections and other business matters on the agenda will be decided based upon a majority vote of members present at the Annual Meeting.
4. Additional meetings of the members may be conducted as necessary or desired.

B. Board of Directors Meetings

1. The Board will meet at least once each quarter.
2. Additional meetings may be called by the President with at least 7 days notice. For a Board meeting to take place with shorter notice, a majority of Board members must agree.
3. A majority of Board members must be present to conduct business. The Board will use a majority vote to make decisions. Any Board member with a conflict of interest will recuse himself or herself from the decision-making process.
4. Any member in good standing may propose a measure to the Board at least 24 hours in advance of a Board Meeting, by contacting a Board Member. Every effort will be made to discuss any measure coming before the group.
5. The Treasurer shall present a verbal and written report on the books and records of the association at each meeting.
6. Any action required or permitted by these bylaws to be taken at a meeting may be taken without a meeting if a consent in writing or email, setting forth the action so taken, shall be approved by all members responding.

VIII. AMENDMENT OF BYLAWS

These bylaws are effective upon adoption by the Board of Directors. Bylaws may be amended by a majority vote of the members of the association.

IX. FINANCES AND RECORDS

- A. The association shall keep current and complete books and records, and shall keep minutes of the proceedings of its members, officers, and committees having any of the authority of the association. The Secretary/Treasurer and the President will be empowered to sign checks for disbursement of funds.
- B. The association shall keep a register of the names and addressees of its members.
- C. All books and records of the association may be inspected by any member.
- D. Annual budgets and dues shall be determined by the Board of Directors.
- E. The Hill Runners of Hunterdon is a not-for-profit association. Dues, entry fees, and other monies received will be spent entirely for carrying out the stated purpose of the association.
- F. No part of the net earnings of the association shall inure to the private benefit of individuals.

X. DISSOLUTION

In the event of dissolution of this association, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America, or other not-for-profit organization whose purposes are exempt within the meaning of Section 501(c)(3) of the United States Internal Revenue Code.

HRH Bylaws.doc