

## **TIDEWATER STRIDERS**

### **CONSTITUTION**

#### **ARTICLE I - NAME**

SECTION I: The organization shall be called the Tidewater Striders Track Club, hereinafter referred to as the Striders.

#### **ARTICLE II - PURPOSES**

SECTION I: The primary purpose of the Striders is to promote and encourage running, particularly long distance running, through educational and charitable means.

SECTION II: Secondary purposes of the Striders are to promote participation in other athletic and fitness endeavors such as track and field, walking, and triathlons.

#### **ARTICLE III - AFFILIATIONS**

SECTION I: The Striders shall be a member of the Road Runners Club of America (RRCA), United States Track and Field (USATF) and Amateur Athletic Union(AAU), and other running organizations as deemed appropriate.

#### **ARTICLE IV - MEMBERSHIP**

SECTION I: The Striders shall consist of members hereinafter provided for in the Bylaws.

#### **ARTICLE V - GOVERNMENT**

SECTION I: Policies and procedures relative to the conduct of the Striders shall be developed by the Board of Directors. The Board of Directors shall hereinafter be referred to as the Board.

SECTION II: All amendments to the Constitution, Bylaws, and policies and procedures to be considered for adoption shall be submitted to the Secretary of the Board in writing, with underlying rationale, at least two weeks prior to the next regularly scheduled Board meeting. Board members should receive all motions for adoption from the Secretary at least one week prior to the next regularly scheduled meeting.

SECTION III: Implementation of established policies and procedures shall be effected by committee chairpersons or others as appointed by the Board, such as an Executive Director.

#### **ARTICLE VI - OFFICERS**

SECTION I: The officers of the Striders shall be a President, Vice-President, Secretary and Treasurer. These officers shall constitute the Executive Board.

#### **ARTICLE VII - MEETINGS**

SECTION I: General meetings of the membership will be held at least twice annually and more frequently if called for by the President.

SECTION II: The Board shall meet at least once a month or more frequently as business matters merit.

#### **ARTICLE VIII - PUBLICATIONS**

SECTION I: The official publication of the Striders shall be the RUNDOWN.

**ARTICLE IX - AMENDMENTS**

SECTION I: Amendments to the Constitution may be proposed in writing at any time by a member of the Striders. All proposed amendments must be approved by the Board by a majority vote. Proxy votes, in writing, will be accepted. Proposed amendments which have been approved by the Board shall be referred to the general membership for approval. The proposed amendment will be presented to the membership via the RUNDOWN for the immediate two issues prior to the scheduled vote at the subsequent general meeting. Three-fourths of the votes cast at a general meeting shall be necessary for final adoption of the amendment.

**ADOPTED: NOVEMBER 16, 1992; LAST AMENDED AUGUST 5, 2006.**

## **TIDEWATER STRIDERS**

### **BYLAWS**

#### **ARTICLE I - INCORPORATION**

SECTION I: The Striders shall be incorporated as a non-stock corporation under the provision of Chapter 10 of title 18.1, *Code of Virginia*.

SECTION II: The name of the corporation shall be the Tidewater Striders Track Club.

SECTION III: The corporation shall be operated exclusively for education and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE II - PURPOSES**

SECTION I: In furtherance of the stated purposes, the Striders may do the following:

- a. hold races
- b. hold championships
- c. hold social events
- d. hold educational lectures
- e. provide scholarship funds
- f. print and publish newsletters
- g. make various awards
- h. undertake other such functions in order to promote running, track and field events, walking, and triathlons.

#### **ARTICLE III - MEMBERSHIP**

SECTION I: Membership classes in the Striders shall be subclassified as Adult, Youth, Family, Honorary, Golden Runner (Adult and Youth), and Complimentary.

- a. The only requirement for Active or Family membership is payment of dues.
- b. Honorary membership may be extended to individuals deemed worthy of this distinction upon recommendation of the Board of Directors.
- c. Youth membership shall consist of individuals 18 years of age and younger.
- d. A Golden Runner membership is available by payment of dues as specified in Article XI of the Bylaws. Elected Board members will receive Golden Runner membership for the term of service. All past presidents will be awarded a lifetime Golden Runner membership. All members of the Board completing two full, consecutive terms (four years) are granted lifetime Golden Runner membership. Golden Runner members are entitled to free admission to all Striders races during the membership year.
- e. A Youth Golden Runner membership is restricted to youth, 18 years of age and below, and is available by payment of dues as specified in Article XI of the Bylaws.
- f. At the discretion of the Board, a complimentary membership may be provided to various individuals, organizations, or commercial enterprises to help promote the purposes of the Striders.

SECTION II: All members shall have the right to vote in Striders business proceedings at the general meeting. Members are also eligible to be members of the Board and hold office after being a Striders member for at least six months.

#### **ARTICLE IV - MEETINGS**

SECTION I: Forty members shall constitute a quorum at general meetings.

SECTION II: A majority of the elected, voting members of the Board shall constitute a quorum for Board meetings.

## **ARTICLE V - THE BOARD OF DIRECTORS**

SECTION I: It shall be the duty of the Board to conduct the overall general business of the Striders.

SECTION II: It shall be the duty of the Board to review and act upon proposed amendments to the Constitution and Bylaws prior to general meetings.

SECTION III: It shall be the duty of the Board to review recommendations of the various committees of the Striders, such committees hereinafter described, and to authorize the disbursement of any monies arising from committee activities.

## **ARTICLE VI - DUTIES OF OFFICERS**

SECTION I: The President shall:

- a. Preside over Board and general meetings.
- b. Call any special meeting.
- c. Appoint committees and chairpersons thereof, with approval of the Board.
- d. Have the power of executive action, with Executive Board approval, arising in emergencies between meetings and not covered by these Bylaws.

SECTION II: The Vice-President shall:

- a. Assume the powers of the President in his/her absence, and in case of the President's death, resignation or removal from office, shall succeed the President for the unexpired term.
- b. Take on special assignments as requested by the President.

SECTION III: The Secretary shall:

- a. Keep a record of all minutes and transactions of all Board and general meetings.
- b. Be the communication secretary for all business not covered by other Striders officials.
- c. Maintain all minutes and records.

SECTION IV: The Treasurer shall:

- a. Keep all financial books and records, and receive and hold all monies of the Striders except as hereinafter provided.
- b. Expend money for the Striders only as herein provided.
- c. Submit an estimated annual budget for the fiscal year.
- d. Make a financial report at each Board and general meeting.
- e. Provide a financial report for publication in the RUNDOWN every month.

## **ARTICLE VII - ELECTION OF THE BOARD OF DIRECTORS**

SECTION I: The Board shall consist of 12 members.

SECTION II: There shall be a Nominations Committee reporting to the Board which will be responsible for nominating a list of qualified candidates. The Nominations Committee shall consist of a maximum of five non-Board members.

SECTION III: The Nominations Committee will give due consideration to all persons nominated for election to the Board, and will prepare a slate of candidates. To be a candidate, the person must have been a member of the Striders for at least six months.

SECTION IV: This slate of candidates will be presented to the members at the general meeting prior to the election. Additional candidates may be nominated from the floor at this meeting.

SECTION V: There shall be an election committee reporting to the Board which will be responsible for the election process. The Election Committee shall consist of three non-Board members that did not serve on the Nominations Committee.

SECTION VI: Voting shall be by mail ballot. The elections shall be by plurality vote.

SECTION VII: The election process shall take place during October-December of each year. The tally of votes shall be open to all members.

SECTION VIII: The term of office shall be two years, with six or more new members being elected each year. The term of office will become effective the first Board meeting of the new calendar year.

SECTION IX: Board members may succeed themselves.

SECTION X. A Board vacancy, or vacancies, will be filled by the candidate, or candidates, who received the most votes in the previous Board election but were not elected to the Board. If no candidate or candidates are available, the Board will decide if and how the vacant position is to be filled. These filled positions shall be construed to be elected, voting Board members for the remainder of the vacancy.

### **ARTICLE VIII - ELECTION OF OFFICERS**

SECTION I: The election of the President, Vice-President, Secretary and Treasurer shall be conducted at the first meeting of the newly elected Board, and will follow procedures generated by the Board at that meeting.

SECTION II: Club officers may succeed themselves.

### **ARTICLE IX - COMMITTEES**

SECTION I: There may be standing committees and President's committees. All standing committees shall have a written set of Policies and Procedures that have been approved by the Board. These Policies and Procedures shall be amended/approved as necessary and shall be re-approved in a time frame not to exceed five years from the date of last approval.

SECTION II: The standing committees shall be:

- a. Advisory
- b. Audit
- c. Awards
- d. Banquet
- e. Budget
- f. Constitution and Bylaws
- g. Election
- h. Grand Prix
- i. Marketplace
- j. Membership
- k. Nominations
- l. Program
- m. Public Relations and Publicity
- n. Publications
- o. Race
- p. Scholarship
- q. Strategic Objectives
- r. Team
- s. Triathlon
- t. Volunteer
- u. Walking
- v. Web Site
- w. Youth

SECTION III: The President's committees shall be appointed ad hoc committees when deemed necessary.

SECTION IV: The President shall appoint all chairpersons with approval of the Board. The chairperson of standing committees should be an elected Board member, but if not, shall be a non-voting ex-officio member of the Board for the term of the chairpersonship. The committee chairperson shall be responsible for selecting members to serve on that respective committee.

SECTION V: The duties of the Advisory Committee shall be:

- a. To provide medical counsel relative to the conduct of Striders activities.
- b. To provide legal counsel relative to the conduct of Striders activities.

SECTION VI: The duties of the Audit Committee shall be:

- a. To provide general surveillance of Striders finances.
- b. To prepare an annual audit of Striders financial transactions.

SECTION VII: The duties of the Awards Committee shall be:

- a. To select and secure special awards for Striders events.

SECTION VIII: The duties of the Banquet Committee shall be:

- a. To coordinate and plan the annual awards banquet.
- b. To coordinate and plan the volunteer appreciation banquet.
- c. To coordinate and plan other banquets which may be approved by the Board.

SECTION IX: The duties of the Budget Committee, which shall be chaired by the Treasurer, shall be:

- a. To develop an annual budget for approval by the Board.
- b. To solicit input from the various committees relative to their financial needs for the forthcoming fiscal year.

SECTION X: The duties of the Constitution and Bylaws Committee shall be:

- a. To review the Constitution and Bylaws at least annually or more frequently as business merits.
- b. To incorporate amendments into the Constitution and Bylaws as approved by the Board and general membership.
- c. To update policies and procedures as approved by the Board.

SECTION XI: The duties of the Election Committee shall be:

- a. To conduct the election process.

SECTION XII: The duties of the Grand Prix Committee shall be:

- a. To develop a series of races to be called the Tidewater Striders Grand Prix Series.
- b. To select and secure special awards for Grand Prix Series winners.
- c. To provide statistics to the newsletter quarterly.
- d. To promote the series and encourage participation.

SECTION XIII: The duties of the Marketplace Committee shall be:

- a. To obtain sportswear and other associated items with the Tidewater Striders logo.
- b. To provide Tidewater Striders sportswear and other items for sale to members and other interested personnel.

SECTION XIV: The duties of the Membership Committee shall be:

- a. To maintain the membership files.
- b. To coordinate the recruitment of new members.
- c. To collect dues.
- d. To process new member and renewal applications.

SECTION XV: The duties of the Nominations Committee shall be:

- a. To develop a list of candidates for election to the Board.

b. To obtain a profile of each candidate for publication in the RUNDOWN at least one month prior to the election.

SECTION XVI: The duties of the Program Committee shall be:

- a. To poll the membership relative to their interests and program ideas.
- b. To design the non-business portion of the general meetings.

SECTION XVII: The duties of the Public Relations and Publicity Committee shall be:

- a. To promote Striders activities through active contacts with the news media.
- b. To be actively involved in fund raising, coordinating activities with other committees.
- c. To distribute flyers of Striders events.
- d. To act as the Tidewater Striders spokesperson in the absence of the President or Vice-President, or on behalf of the Striders with approval of the President.
- e. To submit results of Striders activities to various media outlets as warranted.

SECTION XVIII: The duties of the Publications Committee shall be:

- a. To publish the RUNDOWN.
- b. To edit submitted material for proper grammatical form and style. All official publications of the Striders shall be reviewed prior to publication and distribution.
- c. To coordinate with other committees in soliciting paid advertisements.
- d. To recommend advertising policies and procedures to the Board.

SECTION XIX: The duties of the Race Committee shall be:

- a. To develop an annual race schedule.
- b. To ensure that all races adhere to Striders policies and procedures relative to current concepts of safe and legal conduct including, but not limited to medical coverage, insurance, course verification/measurement, awards, course safety, and proper timing.

SECTION XX: The duties of the Scholarship Committee shall be:

- a. To sponsor events designed specifically to raise funds for Striders-sponsored college and university scholarships.
- b. To recommend to the Board candidates who meet established criteria for Striders scholarships.

SECTION XXI: The duties of the Strategic Objectives Committee, which shall be chaired by the vice president, shall be:

- a. To coordinate the accomplishment of board-approved strategic objectives on a timely basis. When accomplishment of board-approved strategic objectives are delegated to an existing standing committee other than the strategic objectives committee, the vice president shall serve as a facilitator to that standing committee.
- b. To report progress towards accomplishment of board-approved strategic objectives to the president as needed between board meetings and to the board monthly.

SECTION XXII: The duties of the Team Committee shall be:

- a. To coordinate the organization of Striders teams for USATF and other competition.
- b. To coordinate transportation to distant races.
- c. To recommend to the Board payment of expenses to team members representing the Striders in special races.

SECTION XXIII: The duties of the Triathlon Committee shall be:

- a. To promote multi-sport training.
- b. To act as a liaison to the local triathlons and biathlons.
- c. To provide multi-sport information.

SECTION XXIV: The duties of the Volunteer Committee shall be:

- a. To obtain necessary volunteers for Tidewater Striders hosted events.
- b. To routinely publicize volunteer opportunities within the club.

SECTION XXV: The duties of the Walking Committee shall be:

a. To promote and encourage walking, including race walking and walking for fitness, through educational and charitable means.

SECTION XXVI: The duties of the Web Site Committee shall be:

- a. To maintain the club web site under the domain name tidewaterstriders.com.
- b. To edit and format submitted material for web site publication.

SECTION XXVII: The duties of the Youth Committee shall be:

- a. To promote youth running programs.
- b. To raise funds for youth running programs.
- c. To promote and sponsor youth running competition.

### **ARTICLE X - RESPONSIBILITIES OF THE EXECUTIVE DIRECTOR**

SECTION I: The Executive Director shall be selected by the Board and shall provide the services delineated in the executive director's contract. The position of Executive Director is an independent contractor serving the board of directors and the club.

SECTION II: The Executive Director shall:

- a. Be the primary administrator of the Striders, implementing and enforcing policies and procedures established by the Board.
- b. Serve as chairperson of the Race Committee. In this regard, the Executive Director shall be responsible for the enforcement of the policies and procedures of the Race Committee.
- c. Cultivate proper sponsorship of Striders races. In this regard, the Executive Director shall be responsible for the enforcement of policies and procedures relative to commercial, charitable, or other sponsorship of Striders races. The Executive Director shall maximize the potential of the Striders to sponsor races in the greater Tidewater area.
- d. Adhere to Striders policies and procedures for conduct of all races. This includes, but is not limited to, training and management of race coordinators and race directors, medical coverage, insurance, course certification, awards, course safety, and proper timing. The Executive Director shall also keep the club current on technological advances to race management.
- e. Oversee and periodically audit the Striders' equipment and supplies inventory.
- f. Maximize the potential of Striders committees. In particular, the Executive Director shall promote membership development programs, public relations and enhanced membership services
- g. Oversee the financial aspects of Striders races and present a financial report to the Board for each race within one month.
- h. Serve as the Striders liaison to the USATF and the American Association of Running Clubs and, in general, serve as the Striders representative to other groups at the request of the Board.
- i. Prepare a state-of-the Striders report at the first Board meeting each year.
- j. Be an ex-officio member of the Board and attend Board and general meetings.

SECTION III: The compensation for the Executive Director shall be derived as follows:

- a. A base fee of \$0.50 per paid club membership per month. The base fee will be calculated for subsequent six month periods on January 1 and July 1.
- b. Documented miscellaneous expense money as set forth in the contract.
- c. Incentive package to attract financial sponsorship of club events. Twenty-five percent (25%) of net revenues accruing to the club from financial sponsorship elicited primarily by the Executive Director shall be remitted to the Executive Director.

### **ARTICLE XI - DUES AND FINANCES**

SECTION I: The dues for Adult members, Family members, Youth members and Golden Runners (Adult and Youth), shall be established by the Board of Directors.

SECTION II: There shall be no dues for Honorary members and Complimentary members.

SECTION III: The fiscal year shall be from January 1 to December 31.

#### **ARTICLE XII - RULES OF ORDER**

SECTION I: Questions of procedure not covered by this Constitution and Bylaws shall be decided according to the latest edition of *Roberts Rules of Order*, newly revised.

SECTION II: The President shall appoint a qualified parliamentarian who shall advise the President on proper parliamentary procedure at meetings.

#### **ARTICLE XIII - AMENDMENTS TO THE BYLAWS**

SECTION I: Amendments to the Bylaws may be proposed at any time by a member of the Striders. All proposed amendments must be approved by a majority vote of the Board. Proposed amendments which have been approved by the Board shall be referred to the general membership for approval. The proposed amendment will be presented to the membership via the RUNDOWN for the immediate two issues prior to the scheduled vote at the subsequent general meeting. A two-thirds majority of the votes cast at the general meeting shall be necessary for final adoption of the amendments.

**ADOPTED: NOVEMBER 16, 1992; LAST AMENDED AUGUST 18, 2003.**