

BY-LAWS OF FOOTHILL STRIDERS, INC.

ARTICLE I OFFICIAL NAME

The organization shall be known as FOOTHILL STRIDERS, INC. The organization may operate facilities under such other names as the Board of Directors may designate.

ARTICLE II PURPOSE

The purpose of the corporation shall be generally for educational and charitable purposes to promote, through various activities and programs, running, bicycling, hiking and physical fitness, and educate its members and the public in healthy lifestyles and the rules of professional and amateur track and field and other related athletic competition.

ARTICLE III MEMBERSHIP

There shall be two (3) classes of membership: single, family, and corporate. A family or corporate membership will be limited to a maximum of two (2) votes. Membership of the organization shall be for one (1) year upon payment of a membership fee as determined by the Board of Directors. Memberships or terms longer than one (1) year shall be granted to those persons and under such conditions as determined by the Board of Directors.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

1. **ANNUAL MEETING.** The annual meeting of the members shall be held the first (1st) Thursday in January of each year at 7:00 pm, or at such time and place designated by the Board of Directors. On years when the first Thursday in January is an official holiday, the meeting shall be on the second Thursday in January. The annual meeting of the membership shall not require a quorum, except for the transaction of business.
2. **REGULAR MEMBER MEETINGS.** The members' monthly newsletter preceding each meeting will print the place, day and hour of the regular monthly member meeting. Regular member meetings, with the exception of July and December, will be held the first Thursday of each month, except when the first Thursday is a national holiday, in which case the meeting will be held the second Thursday of the month. The regular member meeting in July and December will be replaced by a July member picnic and a December member holiday party at places, dates and times designated by the Board of Directors and announced to the membership at the regular monthly member meeting preceding those activities.
3. **SPECIAL MEETINGS.** Special meetings of the members may be called by the president, a majority of the Board of Directors, or by at least one-tenth (1/10) of all persons entitled to vote at such meetings. The place of said meeting shall be designated by the Board of Directors.

4. NOTICE OF SPECIAL MEMBER MEETINGS. Notice stating the place, day and hour of a special meeting, the purpose(s) for which the meeting is called and the person(s) calling the meeting shall be delivered by email or at the direction of the president, secretary, officer or person calling the meeting to each member entitled to vote at the meeting. Notice shall be delivered not less than ten (10) and not more than sixty (60) days before the date of the meeting. The officer or director giving such notice shall certify that the notice required by this paragraph has been given.
5. QUORUM REQUIREMENTS. The presence of ten (10%) percent of the members entitled to vote shall constitute a quorum for the transaction of business. The Secretary shall be responsible for verifying quorum requirements prior to any vote. When a quorum is present at any meeting, a majority of those present shall decide any question brought before the meeting, unless the question is one upon which by express provision of this corporation's charter, these by-laws or the laws of Tennessee, a larger or different vote is required, in which case such express provision shall govern the decision of such question.
6. VOTING AND PROXIES. Items which will be voted upon at the next member meeting involving new budget allotments of greater than \$300 will be printed in the member newsletter prior to the monthly meeting. Every member entitled to vote at a meeting may do so either in person or by written proxy, which proxy shall be filed with the secretary of the meeting before being voted. Such proxy shall entitle the holders thereof to vote at any adjournment of such meeting, but shall not be valid after the final adjournment thereof. No proxy shall be valid after the expiration of two (2) months from the date of its execution unless otherwise provided in the proxy.
7. PROCEDURE. *Roberts Rules of Order* (current edition), shall be used as a guide for the conduct of the meetings where not in conflict with these by-laws and shall be referred to and complied with on all questions of parliamentary matters.

ARTICLE V BOARD OF DIRECTORS

1. QUALIFICATION AND ELECTION. Directors must be members of the corporation. They shall be elected by a plurality of the votes cast at the annual meeting of the membership. Each director shall hold office until the expiration of the term for which he/she is elected. Each director shall be elected for a term of one (1) year and shall serve for no more than four (4) successive terms. Emergency continuations to allow for service beyond 4 years may be granted upon approval of the membership.
2. NUMBER. The Board of Directors shall consist of a minimum of nine (9) directors; the four (4) elected officers of the corporation; the three (3) elected committee chairs (running, bicycling, hiking) of the club; the elected program chair; and the past-president. If one person is serving in more than one role, an additional member at large will be elected to the board to ensure that the board is composed of nine (9) individuals. The immediate past president shall be a member of the board, regardless of whether his/her term as a director shall expire, for up to two years following the expiration of his/her term of office as president.

3. MEETINGS. The annual meeting of the Board of Directors shall follow the annual member meeting during which officers of the corporation shall be elected. The Board designates 30 minutes prior to the general membership meeting on the first (1st) Thursday of each month for regular board meetings. Special board meetings may be called at any time by the president and any two (2) directors.

4. NOTICE OF DIRECTORS' MEETINGS. All regular meetings may be held without notice. Special meetings shall be held upon notice sent by email not less than three (3) days before the meeting.

5. QUORUM AND VOTE. The presence of a majority of the directors (5 of 9) shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present, shall be the act of the board, unless the vote of a greater number is required by the charter, these by-laws, or by the laws of Tennessee or the business item is that limited by Charter, these by-laws or by the laws of the State of Tennessee.

ARTICLE VI OFFICERS

1. NUMBER. The corporation shall have a President, Vice President (President-elect), Treasurer, Secretary, and such other officers as the Board of Directors shall from time to time deem necessary.

2. ELECTION AND TERM. The officers shall be elected by the membership at its annual meeting. The President, Vice President (President-elect), and Secretary shall serve for a period of one year or until the expiration of the term for which he/she is elected, not to exceed two consecutive years, and thereafter until his/her successor has been elected and qualified. The Treasurer shall serve for a period of one year or until the expiration of the term for which he/she is elected, not to exceed three consecutive years, and thereafter until his/her successor has been elected and qualified.

3. DUTIES. All officers shall have authority and perform such duties in the management of the corporation as are normally incidental to their offices and as the Board of Directors may from time to time direct.

ARTICLE VII COMMITTEES AND CHAIRPERSONS

1. EXECUTIVE AND OTHER COMMITTEES. The Board of Directors, by resolution adopted by a majority of its members, may designate an executive committee, consisting of two or more directors, and other committees, consisting of two or more persons, who may or may not be directors, and may delegate to such committee or committees any and all such authority as it deems desirable, including the right to delegate to an executive committee the power to exercise all the authority of the Board of Directors in the management of the affairs and property of the corporation. The President shall be an ex officio member of all committees. There are currently four (4) types of standing committees, as follows:

1. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the board of directors and an additional member to represent each event/scholarship committee (currently 3). The committee shall be responsible for establishing and recommending an annual budget to the membership for day to day operating expenditures of the organization.
2. EVENT COMMITTEES (currently Tour de Blount and Scholar's Run). These committees shall consist of a chairperson appointed by the President and other members selected by the chairperson and shall submit to the Executive Committee an annual budget for the event. The Chairperson shall be responsible for the operation of the event within that budget. However, whenever it becomes evident that revenues from entrance fees, product sales, sponsor contributions or any other event-related revenue will exceed the adopted budget, the event committee, by majority vote, may expend funds up to an amount not to exceed the revenues in excess of the budget for expenses necessary to foster or enhance the success of the event
3. SCHOLARSHIP COMMITTEE. This committee shall consist of a chairperson appointed by the President and other committee members selected by the chairperson and shall submit to the Executive Committee an annual budget for the event. The chairperson shall be responsible for the operation of the scholarship program within the budget.
4. ACTIVITY COMMITTEES (currently hiking, biking, and running) These committees shall consist of a chairperson elected by the membership and other members selected by the chairperson and shall submit to the Executive Committee an annual budget for activity-specific expenses.

2. CHAIRPERSONS. The President may appoint chairpersons to perform various duties in service of the organization. The responsibilities of the chairperson will be defined at the time of appointment. Current chairperson positions include Communications Chair, Adopt-a-Highway chair, Nominating Chair, and Membership Chair.

ARTICLE VIII FINANCES

1. BOOKS AND REPORTS. All books and records pertaining to the affairs of the corporation shall be available and retained in an electronic drop box. An audit of the books and records shall be conducted annually after April 15th, within 3 months of a change in the person in the office of treasurer, or as directed by the Board of Directors.
2. MONETARY EXPENDITURES. The Executive Committee shall propose an annual operating budget for day to day operation of the business of the organization to the membership. Upon approval of the budget by the membership, the President shall be responsible for operation within that budget. No expenditures, except those included in the approved budget, shall be approved by the President or the Treasurer for more than

three hundred (\$300.00) dollars or an aggregate greater than \$300.00 for any one recipient or item, unless first approved by the membership. The treasurer must be notified prior to making any non-budgeted purchases. Emergency spending for expenses over \$300 required by event directors may be approved upon agreement of the President, Vice President, and Treasurer.

3. FISCAL YEAR. The fiscal year of the corporation shall be the calendar year from January 1st of the year to December 31st of the year.

4. NONPROFIT STATUS. This corporation shall, at all times, conduct its affairs in such a manner that it shall be recognized as a not-for-profit organization under the appropriate sections of the Internal Revenue Code and the State of Tennessee, and no by-laws of the corporation may be adopted which would have the effect of changing that status of the corporation.

5. LIQUIDATION. In the event of liquidation or dissolution, all the remaining residual assets of the organization will be turned over to one or more organizations which themselves are exempt under the under the IRS code of 1954, or to the Federal, State, or local government or governmental agency for exclusive public purpose, as designated by the last meeting of the organization's Board of Directors.

ARTICLE IX AMENDMENTS TO BY-LAWS

1. These by-laws may be amended, added to, or repealed either by: (a) a majority vote of the members present or voting by proxy at a duly constituted meeting with a quorum present, or (b) a majority vote of the entire Board of Directors. Any change in the By-laws made by the Board of Directors, however, may be amended or repealed by the members at the next regular meeting. All amendments must be published in the newsletter for approval at the membership meeting next following the date published.

These Bylaws were adopted by the Board of Directors and the Membership of
the Foothill Striders on October 2, 2014