

WINNER'S CIRCLE RUNNING CLUB
211 ELM STREET
SALISBURY, MA 01952
BY-LAWS
(Amended January 2024)

I. Name

The name of the Club shall be the Winners Circle Running Club. The basic Club colors shall be blue (PMS072) and yellow (PMS109). Hereafter referred to as "The Club".

II. Purpose

The Club is organized as a community-based running organization that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being, and competition. In furtherance of our purpose, the Club hosts group runs, fun runs, training runs, running events, and programs on the road, track and trails. The Club hosts education sessions about topics of interest for runners, provides awards, hosts social events, and all such other things as may be conducive to the encouragement of running. The Club also engages in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community.

III. Affiliation

The Club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. The club was granted tax exempt status on July 14, 2004, pursuant to IRC Section 501 (C) (3), as part of RRCA's group exemption.

IV. The Club shall adopt the following value statement supported by the Road Runner's Club of America:

"We are committed as an organization to diversity, equity, and inclusion. We believe in providing equal opportunities for everyone to participate in and contribute to the sport of running - where all are safe, welcome, and have a sense of belonging. The success of our organization and our sport is enhanced by the leadership and involvement of people of diverse backgrounds, experiences, and identities. We pledge to create an atmosphere where everyone feels heard and where each member has the opportunity to contribute to the club's success. We believe that every person should feel supported in our collective journey towards health, wellness, and personal improvement."

V. Membership

- A. Membership in the Club will be annual, subject to renewal as of December 31st of each calendar year. The Board of Directors sets the annual amount for dues and will not increase dues by more than 20% in any one calendar year. Members who join the Club from October 1st to December 31st of any calendar year are automatically granted membership for the following calendar year. Free annual renewal shall be granted to those 70+ and those inducted into the WCRC Hall of Fame.

- B. The Club promotes equitable opportunities for membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state or Federal laws.
- C. Individuals wanting to participate in the activities of the Club shall submit dues and a complete application for membership, which includes agreeing to follow the Club's Code of Conduct, and signing a waiver of liability for participation in all Club Activities.
- D. Membership meetings shall be held the second Thursday of each month.

Club Code of Conduct

- Always show respect to your fellow club members.
- Always show respect and appreciation for the volunteers who give their time to help the WCRC and/or WCRC events.
- Refrain from yelling, taunting or threats of physical violence towards other members of the club, a volunteer or event spectator. Members with a legal restraining order against them by another member may be barred from membership and participation in club activities.
- Refrain from making racial, ethnic, religious, age, sexual-orientation or gender-related slurs or derogatory comments at club-hosted events.
- Refrain from making unwanted sexual or physical contact with other members, volunteers or members of the community at club events. Members shall not act in a manner that can be deemed as sexual harassment, which includes unwelcome sexual advances, unwelcome requests for sexual favors and any other unwelcome verbal or physical conduct of a sexual nature.
- Refrain from acting in a manner that disrupts or impedes club events, damages or uses its owned properties in any fashion deemed detrimental to the club.
- Follow all traffic/pedestrian laws and club rules when participating in club events
- Always report violations of the Member Code of Conduct to the Board in writing.

VI. Board of Directors

- A. The Board of Directors shall be elected by paid members in good standing for a one (1) year term. The board shall consist of eleven (11) voting members. The board may appoint other club members to positions which may benefit the club. The appointed members may attend all board meetings but do not have the ability to vote. The Board of Directors is the governing authority and has total oversight over the management of the Club's affairs. It carries out all the missions, purposes and objectives for which the Club is organized. The Board of Directors is empowered to vote and decide on all matters on behalf of the Club at large. This general mandate includes, but is not limited to:

- Fiduciary, legal, and strategic oversight and guiding the organization by adopting sound, ethical policies and monitoring the Club's programs and services.
- Reviewing all information provided by the Treasurer and other board members related to oversight for the organization.
- Participating in all scheduled board meetings, unless excused for absence.
- Ensuring adequate resources and financial sustainability for the Club, which requires fundraising support and engagement by all directors and officers.
- Serving as ambassadors for the Club.

- Hiring and setting compensation for any independent contractors, coaches or staff.
 - Being accountable for the Club's ongoing commitment to diversity, equity and inclusion.
- B. Nominations for the Board of Directors shall be requested in January, either at the monthly member meeting or via digital means. Nominees must accept the nomination, if not self-nominated, and all nominees must be paid members of the Club in good standing. Only those nominated may be entered onto the ballot at the annual meeting.
- C. The Board shall authorize and make notice to members in advance of the annual meeting, held every February, for the allowance of in-person voting, digital/online voting, mail-in voting, or a mix of any of these options as approved by the Board in order to elect a new Board of Directors. A quorum for this election shall be twenty-five (25) paid members in good standing.
- D. At the first meeting of the Board of Directors following the general election, the elected board officers of the board are selected from amongst the Directors. The officers and their duties are:
- PRESIDENT: Set the agenda and preside at all board and club meetings and to appoint committees and chairpersons with approval from the board.
- VICE PRESIDENT: Serve in the absence of the President.
- SECRETARY: Record minutes of all meetings and oversee the annual election process. Administer Club insurance, RRCA membership, and governing documents with the State of Massachusetts.
- TREASURER: Oversee the budget planning process, ensure adequate income is available to achieve the budgeted expenses, safeguard the organization's assets, draft financial policies for the board's approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state and local reporting takes place and other duties as assigned by the president. Ensure that Tax Exempt forms are timely filed with the IRS.
- E. The Board of Directors can perform any action that the Club as a whole can perform. A quorum at Board meetings shall be six (6) elected Directors. All motions shall be passed by a majority vote. The members of the Board of Directors shall serve without salary, and no part of the net income of the Club shall inure to the benefit of its directors, officers or other private persons; provided, however, that the Club may make payments and distributions to third parties including payments to defray the reasonable operating expenses of the Club. The Board may authorize for reimbursement, in accordance with the Club'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. Any paid member in good standing may attend Board of Director meetings, but may be excused from executive session as deemed necessary by the officers of the Club.
- F. No Board meeting shall be official unless called by the president or their designee, and if a quorum (6) of voting members is not present. When possible, board members shall be notified seven (7) days before board meetings. A majority vote of the Directors present is necessary to pass ordinary measures.

- G. Removal from Office: As determined by a majority vote of the board members, an officer or director may be removed from the Board for engaging in illegal (unlawful) activity; convicted of a crime while on the Board; egregious violations of stated Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such cases, the Board member may be removed by a majority vote of the Board.
- H. The Board of Directors has the authority to create committees and task forces, appoint members and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of the committee or task force. All committee and task force members serve for a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

VII. Financial Administration

A. Fiscal Year

The fiscal year of the organization shall begin on January 1 and end on December 31 of each year.

B. Financial Accounts

The organization shall maintain one or more bank accounts in its name, which shall be used exclusively for the organization's activities and funds.

The organization shall designate the officers responsible for handling the financial accounts and authorize them to sign checks and make financial transactions on behalf of the organization. At least two officers will be designated as signers and one must be the treasurer.

The treasurer may establish one or more electronic payment accounts to facilitate payments to and from the club. All payment accounts must be linked exclusively to a club-owned bank account.

C. Budget

The organization shall prepare an annual budget detailing projected income and expenses for each fiscal year. The budget shall be presented to the Board of Directors for approval no later than the beginning of each fiscal year.

D. Financial Records

The organization shall maintain accurate and complete financial records, including but not limited to income, expenses, assets, and liabilities. Financial records shall be maintained in accordance with generally accepted cash accounting principles and applicable laws and regulations.

E. Financial Review

The organization shall conduct a financial review once per fiscal year by an independent certified public accountant or an independent sub-committee designated by the Board of Directors. The results of the financial review/audit shall be presented to the Board of Directors and made available to the membership upon request.

F. Contracts and Expenditures

The organization shall establish policies and procedures for entering into contracts, making expenditures, and authorizing payments. New contracts, expenditures, and donations and payments shall be approved by the Board of Directors, except for routine operating expenses authorized in the approved budget.

It is generally preferred to make all payments from the club directly from a club-owned bank account. When this is not possible, personal reimbursements are allowed up to \$500.00 with a valid receipt and business purpose. Receipts may be digitized for submission for reimbursement. The treasurer will use best efforts to reimburse expenditures within 30 days of being presented with a valid receipt. Exceptions to this policy must be approved by the Board of Directors.

G. Fundraising and Donations

The organization may engage in fundraising activities to support its mission and programs. Fundraising activities shall be conducted in compliance with applicable laws and regulations.

The organization may accept donations, gifts, and bequests from individuals, corporations, foundations, and other sources. The Board of Directors shall have the right to respectfully decline any donation or gift at its discretion.

The directors of the organization are independent volunteers and as such may not accept gifts or payments in exchange for their services to the club.

The organization may establish restricted funds to hold donations and gifts designated for specific purposes, including sub-accounts for individual road races and race beneficiaries. Restricted funds shall be used in accordance with the donor's intent and any applicable legal requirements.

H. Organizational Reporting

The organization shall prepare and distribute annual financial statements, including a balance sheet and income statement, to the Board of Directors and make them available to the membership upon request. The annual report shall be presented no later than March 31 following the end of the fiscal year.

The treasurer shall prepare and distribute a monthly treasurer's report to the Board of Directors demonstrating a reconciling bank balance and outlining any extraordinary items recorded during the reporting period. The treasurer's report may be presented up to one month in arrears to allow sufficient time to reconcile.

The organization shall file all required financial reports and forms with the Internal Revenue Service (IRS) in a timely manner, including but not limited to Form 990 and any applicable schedules. The treasurer is responsible for IRS and financial reporting.

The organization shall comply with all state and local reporting requirements related to its activities, including filing annual reports, if applicable. The secretary is responsible for state and local reporting.

VIII. Tax Status & Dissolution

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club may not participate in nor 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 Club 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.

Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to the Club's.