

Constitution and Bylaws of the Houston Striders, Inc.
Revised May 2016

Article 1: Name and Location

The name of this not-for-profit corporation is Houston Striders, Inc., hereafter referred to as the "club." The mailing address of the club shall be established by resolution of the Board. Meetings of members and the club's board of directors may be held at such places within the state of Texas as may be designated by the club president and/or the board of directors.

Article 2: Definitions

Section 1. Club shall refer to the Houston Striders, Inc.

Section 2. Member shall refer to an individual who has made application, paid necessary dues and is an accepted member of the club according to bylaws. This definition also includes members of a family when family dues are paid.

Article 3: Mission Statement

Houston Striders, Inc. is a non-profit, citywide running club organized to support the fitness and training goals of runners and walkers at all levels, while providing resources, education, networking and fellowship through a variety of program, events and volunteer opportunities.

Article 4: Affiliation

The club shall be a member of other organizations deemed beneficial by the board of directors. Such organizations can include, but are not limited to, the Road Runners Club of America (RRCA) and the Houston Area Road Runners Association (HARRA).

Article 5: Members and their duties

Section 1. Eligibility. Club membership is open to anyone. An individual or family applies for membership through the club's official application form. Club members are not permitted to vote in elections unless they are 18 years old.

Section 2. Membership duties. Through membership, members agree to abide by the club's governing documents, pay dues and work to support the club's mission. Members are strongly encouraged to volunteer and participate in activities.

Section 3. Termination. A person's membership is terminated by resigning, nonpayment of dues or removal by a two-third (2/3) vote of the board of directors.

Article 6: Meeting of Members

Section 1. Club meetings. Four (4) quarterly meetings are held during the year on a date(s) determined by the board of directors. One of the four meetings includes an annual election, which shall take place in Quarter 1 of the year.

Section 2. Special meetings. Special meetings of members may be called at any time by the club president, board of directors or by one-quarter (1/4) of the members.

Section 3. Notice of meetings. Written notice of all meetings, including special meetings, of members shall be given by or at the direction of the club secretary or other board of director members or officers no less than ten (10) days and no more than sixty (60) days prior to the meeting date. The meeting

notice will be e-mailed, posted to the Web site and posted to additional social-media outlets. The notice will specify the place, day and hour of the meeting, as well as the purpose of the meeting.

Section 4. Quorum. The presence at meetings of members entitled to cast, or of proxies entitled to cast, twice the number of directors (See Article 7, Section 1) plus one (1) shall constitute a quorum for any action except as otherwise directed in these bylaws. If a quorum shall not be present or represented at a meeting requiring action, the members entitled to vote shall have the power to adjourn the meeting without notice other than the announcement at the meeting, until a proper quorum is represented. One member equals one vote. Family memberships allow voting members for two votes per family. Voting members must be 18 years of age.

Section 5. Proxies. At all meetings of members, members may vote in person or by proxy during elections. All proxies must be in writing – submitted via electronic mail or handwritten. Each proxy shall be revocable and shall automatically cease on such person’s membership being terminated.

Article 7: Board of Directors

Section 1. Board of Directors. Club affairs shall be managed by a board of eleven (11) directors, including four officers, all of whom must be members of the club. These directors are selected by the entire club. Each member of the Board shall be entitled to vote on all matters which come before the board.

Section 2. Term of office. Each director elected by the membership excluding officers shall serve a term of two (2) years. Service on the board is limited to two (2) consecutive two-year terms.

Section 3. Nomination. Nominations for election to the board of directors shall be made by a nominating committee. The nominating committee shall consist of a committee manager who is currently serving on the board of directors and at least two (2) members of the club not currently serving on the board. The nominating committee manager shall be selected by the president and approved by the board prior to the annual election meeting. The nominating committee shall make as many nominations to fill vacant positions on the board of directors as discretion determines, but nominations shall not be less than the number of vacancies to be filled. The final list of nominees and voting timeline shall be approved by the board before communication to the general membership and commencement of voting. Nominating committee members shall be deemed ineligible for nomination by the nominating committee. Nominations also may be made from the floor at the annual election meeting.

Section 4. Elections. Elections to the board of directors shall be determined by votes collected by secret electronic ballot during a time frame designated by the nominating committee and by written, secret ballot at the annual elections meeting. At the meeting, members or their proxies received prior to the meeting may officially cast their vote for candidate vacancies. The candidate(s) receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted. One (1) member equals one (1) vote. When three (3) or more candidates are nominated for a position and a majority vote is not reached on the first ballot, the candidate having lowest number of votes will be dropped from the ballot. Balloting will continue with the same procedure followed. When only two (2) candidates remain on the ballot, balloting shall continue until one candidate receives the majority vote.

Section 5. Resignation and Removal. Any director may be removed from the board, with or without cause, by a majority vote of the members of the club. Any director may resign at any time by giving

written notice to the board, president, or the secretary. Such resignation will take effect on the date of receipt of such notice or on the date stated in the written notice if it post-dates receipt. The acceptance of the resignation shall not be necessary to make it effective.

Section 6. Compensation. No director shall receive compensation for any service incurred or rendered related to club activity.

Section 7. Vacancies. In the event of a death, resignation or removal of a director, the successor shall be selected by remaining members of the board and will serve out the remainder of the predecessor's term.

Section 8. Participation. All members of the Board of Directors are required to be active volunteers, serving as committee chairs and/or active participants in the Houston Half Marathon.

Article 8: Meetings of Directors

Section 1. Regular meetings. Regular meetings of the board of directors shall be held with verbal or written notice.

Section 2. Special meetings. Special meetings of the board of directors shall be held when called by a director after no less than three (3) days notice to all directors, unless if waived by the board.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be required as an act of the board.

Article 9: Powers and Duties of the Board of Directors

Section 1. Power. The board of directors shall have the power to:

- (a) Suspend the voting rights and right to use of any facilities or services provided by the club to a member during any period in which such a member shall be in default of the payment of any assessment levied by the club. Such rights may also be suspended after notice and hearing, for a period not to exceed sixty (60) days for infraction of published rules and regulations.
- (b) Exercise for the club all powers, duties and authority vested in or delegated to this club and not reserved to the membership by other provisions or these bylaws.
- (c) Declare the office of a member of the board of directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the board of directors.

Section 2. Duties. It shall be the duty of the board of directors to:

- (a) Cause to be kept a complete record of all its acts and affairs and to present a statement thereof to the members from time to time or at a special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.
- (b) Supervise all officers and volunteers to see that their duties are properly performed.
- (c) In accordance with the bylaws, fix the amount of annual dues and take necessary action as deemed appropriate to collect dues and enforce the bylaws of the club.
- (d) Cause any officers having fiscal responsibilities to be bonded, as it may deem appropriate.

Article 10: Officers and their Duties.

Section 1. Enumeration of officers. The officers of the club shall be a president, a vice president, a secretary and treasurer.

Section 2. Eligibility. An officer must be a member of the club.

Section 3. Nomination. Nomination of candidates for the election to the position of officer shall be made by a nominating committee. The same nominating committee responsible for nominating candidates for election to the board of directors will nominate candidates for election to officer and conduct the election of officers. The same process in nominating candidates to the board of directors election will be utilized in electing officers (See Article 7, Sections 3).

Section 4. Election. The election of officers shall be conducted in the same fashion as and at the same time as the elections to the board of directors. (See Article 7, Section 4). Officers hold their positions until new leadership is elected.

Section 5. Terms. Elected officers shall hold office for one (1) year unless there is a resignation, removal or disqualification to serve. Service in one office is limited to two (2) consecutive one (1)-year terms, provided however that the treasurer is limited to four (4) consecutive one (1)-year terms.

Section 6. Resignation and Removal. Officers shall follow the same guidelines regarding resignation and removal that apply to the board of directors. (See Article 7, Section 5).

Section 7. Vacancies. A vacancy in any office may be filled by appointment by the president. The officer appointed to such vacancy shall serve the remainder of the term of the officer he or she replaced.

Section 8. Multiple offices. No member shall simultaneously hold more than one office. Officers of the club and directors are voting members. All are considered members of the club's board of directors.

Section 9. Duties. The duties of the officers of the club are:

(a) President: The president shall be the chief executive officer and the chief financial and fiscal officer of the corporation, and shall have general and active management of the business and affairs of the Club. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall preside at all meetings of the members and the Board of Directors; put to vote all questions regularly moved, seconded and discussed; and decide all questions of order. The president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

(b) Vice President: The vice president shall perform such duties as may from time to time be assigned to him/her by the president or the Board of Directors. The vice president, shall, in the absence or inability of the president, perform the duties of the president, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the president. Any action on behalf of the Club by a vice president shall be prima facie proof that the action by the vice president was taken under authority duly delegated to him/her by the president or the Board of Directors.

(c) Secretary: The secretary of the Club shall attend all meetings of the Board of Directors and of the members, and shall record the minutes of all proceedings in a book to be kept for that purpose. The secretary shall perform like duties for committees of the Board of Directors when requested to do so. The secretary shall be under the general supervision of the president. The secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president of the Club may from time to time delegate to him/her.

(d) Treasurer: The treasurer shall have custody of all monies and securities of the Club, shall keep full and accurate books of accounts of receipt and disbursements of the Club, and shall deposit all funds and other valuables of the Club in the name of the Club in such banks, trust companies or other depositories as shall be selected from time to time by the Board of Directors of the Club. The treasurer shall disburse the funds of the Club as ordered by the Board of Directors, and shall prepare financial statements as the Board of Directors shall direct. The treasurer shall submit the books of account and financial statements to the members of the Club at the annual meeting thereof, and to the Board of Directors and the president of the Club for their examination as often as they may require. The treasurer shall be under the general supervision of the president. The treasurer shall perform such other duties and have such

other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

Section 10. Participation. Officers shall abide by the participation guidelines that apply to the Board of Directors. (See Article 7, Section 8).

Article 11: Committees

Section 1. Establishment. The board of directors shall establish special standing committees to take charge of specific club tasks. The president appoints the manager of each committee for a one-year term, but a manager leads until a new appointee is chosen. An orderly transition of records and information is expected to successors. Each committee manager appoints their respective committee members.

Section 2. Operating Policies. Committees will abide by operating policies that are reviewed annually by the Board of Directors for approval by majority vote within sixty (60) days of the Annual Meeting.

Article 12: Books and records.

Section 1. The financial records, books, papers and other pertinent information related to the club shall be subject, at all times during reasonable business hours, to inspection by any club member. In addition, these bylaws are available for inspection by any member of the club. Officers should make every attempt to communicate updated financial records and information to the board of directors prior to and/or at each board meeting.

Section 2. The fiscal year of the club begins the first day of February and ends the last day of January each year.

Article 13: Nonpartitionability of club property.

Section 1. Any property owned by the club shall not be subject to partition by any member of the club.

Article 14: Amendment of the bylaws.

Section 1. Amendment. These bylaws may be amended at a regular or special meeting of the members or by a vote of a majority of a quorum of members or by proxy.

Section 2. Conflict. In case of any conflict between these bylaws and other club documents, the bylaws shall control unless the other document has the force of the law behind it, whether federal, state or local.

Article 15: Dissolution

Section 1. The club can be dissolved by a three-quarters (3/4) majority of the board of directors followed by a concurring vote of at least two-thirds (2/3) of the membership. In the event of dissolution, the board of directors continues in office until all legal and financial matters are settled. After all creditors have been paid, all funds, equipment and supplies shall be donated to a non-profit organization in accordance with Internal Revenue Service guidelines.