

CONSTITUTION AND BY-LAWS PARADISE RUNNING CLUB

ARTICLE ONE: TITLE

1. The name of the club shall be Paradise Running Club and shall here and after be referred to as the Club.

ARTICLE TWO: PURPOSES and OBJECTIVES

1. The prime object of the Club shall be to promote the sport of running and to organize, arrange and participate in running events.

ARTICLE THREE: MEMBERSHIP

1. Membership of the Club shall be open, upon application, to any interested recreational or competitive runner.
2. Any member under the age of 19, attending any Club activity or event must be accompanied by a parent or guardian at all times.
3. Any temporary guardianship, via designated form on Club website, must be in writing and signed by a parent, legal guardian and any named temporary guardian.
4. Annual memberships shall become due for payment on January 1st each year. By payment of all dues and fees the individual shall be a Club member from January 1st to December 31st.
5. Membership fees will be set annually by the Board of Directors by no later than November 30th each year and the fee will be posted on the Club website.
6. Voting privileges shall be for those members 18 years or older at the time of the vote (18 is the voting age in NL as per Elections NL website).

ARTICLE FOUR: DUTIES OF A MEMBER

1. Every member of the Club shall abide by the constitution, bylaws, safety policy, social media policy and any other rules and regulations set forth by the Board of Directors.

ARTICLE FIVE: TERMINATION OF MEMBERSHIP

1. A member may leave the Club at any time. No refund of paid dues or fees will be granted.
2. If a member fails to pay his/her dues and fees by January 31st, membership shall end without notice.
3. If a member has conducted him/ herself in a manner egregious to the purposes/ objectives of the Club, and/or the welfare and reputation of its members, his/her name may be brought up

for a vote to terminate membership by the Board of Directors. Such a vote will require a majority of the Board of Directors to be effective. A refund of dues/ fees will be granted if such a vote is passed.

ARTICLE SIX: AFFILIATION

1. The Club will affiliate with the Newfoundland and Labrador Athletics Association (NLAA) and may affiliate with other local, regional or national organization or organizations which the Board of Directors approves by a majority vote at a board meeting.

ARTICLE SEVEN: MANAGEMENT OR GOVERNMENT

1. The Board of Directors includes the following positions:

- President
- Vice President
- Treasurer
- Secretary
- Past President
- Membership Coordinator
- Training Coordinator
- Volunteer Coordinator
- Race Director

The Officers (Executive) of this Club shall be President, Vice-President, Secretary and Treasurer. The Directors of this Club shall be Past President, Membership Coordinator, Training Coordinator, Volunteer Coordinator and Race Director.

2. The term of office for the following Board of Director positions will be two years:

- Treasurer
- Secretary
- Membership Coordinator
- Training Coordinator
- Volunteer Coordinator
- Race Director

The Vice President position is for one year, after which the Vice President will assume the role of President for one year and then assume the role of Past President for one year.

3. The Past President cannot stand for election for an officer's position for one year following the completion of their term. However the Past President may seek a Director position at the AGM once term as Past President is complete.
4. Elections will take place at the AGM.
5. Five Board of Director members are required for a quorum for a board meeting to take place providing that the President and/or Vice-President are in attendance.

6. If a vacancy in these positions through resignation or other circumstances occurs, a call of interest via email or social media will be forwarded to the membership. Club members will have 10 days from the day of notice to submit their name for the vacated position. A Club member from those interested shall be chosen as a replacement by the Board of Directors for the completion of the remaining term.
7. The duties of the Board of Directors are outlined in Appendix A.

ARTICLE EIGHT: COMMITTEES

1. The Board of Directors shall have the power to establish any Committee deemed appropriate to assist in meeting the objectives of the Club, and to delegate to these Committees such duties as may be considered appropriate.

ARTICLE NINE: ANNUAL GENERAL MEETING

1. The AGM shall be held in the month of January, reasons for cancellation or postponement will be communicated to the membership.
2. At the AGM:
 - The Board will present an Annual Report.
 - The Board will present the Financial Statements and a Treasurer's Report.
 - The Board will hold elections.
 - Discuss other matters specified in the agenda.
3. At least 21 days' notice shall be given to Club members of the date, venue and agenda items for the AGM by way of official notice on Club website and by email.
4. All registered members of the Club at the meeting who are aged 18 years or older shall have one vote. In the case of an equality of votes the President will have a second, casting, vote.
5. Elections will be by a secret ballot and all other motions by a show of hands.
6. At the AGM, the President or Past President will act as the returning officer, an official who conducts an election and announces the result. Upon election of the new Board of Directors, all ballots will be destroyed by the returning officer.
7. To facilitate a seamless transition of duties the old board and the new board will meet within 2 weeks of the AGM.

ARTICLE TEN: SPECIAL MEETINGS AND PROCEDURAL REQUIREMENTS

1. A special meeting can be called by any Club member in good standing, by notifying the Board of Directors in writing, with a minimum of 2 weeks notice.
2. The Board of Directors shall, without delay, communicate to the Club membership with details and timing of the special meeting without prejudice, edits or inputs.

3. A quorum shall consist of 40% of the Club membership at the date the notice is given. The Club membership number used shall be the latest number provided by the membership coordinator. No official meeting shall be held unless a quorum is present.
4. A majority vote of the Club members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional and/or bylaw amendment.
5. Elections will be by secret ballot and all other motions by a show of hands.

ARTICLE ELEVEN: BOARD OF DIRECTORS MEETINGS

1. The Board of Directors of this Club shall meet a minimum of 6 times a year.
2. Any board member who misses three consecutive meetings, without formal notice, will be considered resigned effective immediately. Stated formal notice will have to be approved by $\frac{3}{4}$ of the Board of Directors present at the meeting.

ARTICLE TWELVE: FINANCES

1. The fiscal year shall start on January 1st and end on December 31st.
2. Dues and other monies received by the Club will be spent for the operation of the club, social events and charitable donations deemed appropriate by the BOD.
3. All funds belonging to the Club shall be deposited with a bank in an account that shall carry the Club title.
4. There are four signing authorities for the Club and they are the President, Vice President, Secretary and Treasurer. 2 of 4 signatures must be obtained for expense reimbursements.
5. Board of Director Members using Club funds for any purpose shall give a full and detailed record of expenditures to the Treasurer.
6. The Treasurer shall present a financial report, either informal or formal, at every Board of Directors meeting.

ARTICLE THIRTEEN: DUTIES OF THE BOARD OF DIRECTORS

1. The duties of the Board of Directors shall be:
 - To conduct all Club business between meetings.
 - To carry out functions, activities, and resolutions voted on by the Club membership.

ARTICLE FOURTEEN: DISSOLUTION

1. In the event of dissolution of this Club, the funds in the treasury, after settling all liabilities of the Club, shall be donated to an organization with a healthy living mandate as decided by the Board of Directors by a majority vote.
2. The full membership shall receive a communique informing of dissolution. A special meeting shall be held outlining reasons for dissolution.

ARTICLE FIFTEEN: ALTERATIONS to the CONSTITUTION

1. Voting on Constitution alterations is to occur at the AGM as long as quorum is achieved (40% of the Club membership).
2. The Constitution may be altered by a resolution passed by the majority of Club members present (50% + 1) at the AGM.

Adopted November 28th, 2017