

OFFICIAL BY-LAWS
of the
LONE STAR RUNNERS CLUB
a Texas Nonprofit Corporation
Adopted 2019



BYLAWS OF THE LONE STAR RUNNERS CLUB
Adopted January 2019

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ARTICLE 1
NAME

This organization shall be known as the Lone Star Runners Club, hereinafter referred to as the "Club".

ARTICLE 2
PRINCIPAL OFFICE

The principal office of the Club shall be located in the State of Texas. This office may be located in the home or business of an officer.

ARTICLE 3
AFFILIATION

The Club shall be affiliated with the Road Runners Club of America, Incorporated (RRCA).

- A. All required measures adopted by the RRCA shall be voted on by the Club to maintain affiliation.
- B. All other measures adopted by the RRCA shall be considered by the Club.

ARTICLE 4
OBJECTIVES

- A. The Objectives of the Club shall be:
 - 1. To operate as a non-profit organization not for fiscal gain;
 - 2. To serve runners of all ages and abilities in pursuit of health and fitness;
 - 3. To educate the community about the benefits of health and fitness and to encourage health and fitness in the community through the sport of running.
- B. In furtherance of these Objectives, the Club may do any of the following:
 - 1. Conduct or sponsor races and runs on roads, tracks, and trails;
 - 2. Conduct or sponsor presentations, educational programs, and social events;
 - 3. Disseminate information via publications, both printed and electronic;
 - 4. Provide timing services and timing equipment to community races, runs, and walks for a fee.
 - 5. Do all other things that may be in the community interest and conducive to the education and encouragement of health and fitness through the sport of running.

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ARTICLE 5
MEMBERSHIP

- A. Membership in the Club shall be open to any person on a student, individual, or family basis. (Defined further in Article 13 Revenue.)
- B. Members must:
 - 1. Pay dues promptly and sign a waiver of participation;
 - 2. Comply with the Bylaws, rules, policies, and procedures of the Club;
 - 3. Be a member in good standing (with all dues paid) at all times.

ARTICLE 6
NON-DISCRIMINATION

- A. The Club shall allow membership without regard to race, color, creed, national origin, age, gender, disability, or any other category protected by State or Federal Law.
- B. As used in the Bylaws, the masculine, feminine, and neuter genders shall each be deemed to include the others unless the context requires otherwise. The singular shall include the plural, and the plural shall include the singular, wherever the context of the Bylaws permits.

ARTICLE 7
OFFICERS

- A. The official officers of the Club shall consist of a President, Vice President, Secretary, Treasurer, Membership Manager, Race Director Manager, Past President, and three (3) At-Large Directors, all of whom shall comprise the Board of Directors, hereinafter referred to as the "Board".
 - 1. Official officers shall be elected/appointed as stipulated in Article 8.
- B. The unofficial officers of the Club shall consist of a(n) Equipment Manager, Newsletter Editor, Webmaster, and Publicity Coordinator.
 - 1. Unofficial officers shall be nominated and elected at any official meeting, by a vote of the Board.
 - 2. They shall serve indefinitely until resigning or being replaced by a vote of the Board.

ARTICLE 8
ELECTIONS

Section 1. Eligibility

Any member who is at least eighteen (18) years of age and in good standing (with all dues paid) shall be eligible to nominate a candidate for an office, run for an office, and vote for a candidate for an office.

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Section 2. Nominations

- A. A ballot containing the offices to be elected and open for nominations shall at a minimum be printed and distributed in the September Newsletter and posted on the Club's website by September 1st of each year. The ballot shall also include the date, time, and place of the nominations.
- B. Only eligible members shall have the right to nominate a candidate for an office. Members may not nominate themselves.
- C. Annual nominations of candidates for an office shall be made in person at the October Business meeting.
 - 1. Nominations shall also be accepted at the December Annual meeting in which the elections are held.
- D. No member shall hold, or be a candidate for, more than one (1) office on the same ballot. When an eligible member is nominated for more than one (1) office, they shall notify the Secretary as to which nomination they shall accept.
- E. In the event only one (1) candidate is nominated for any office, or only three (3) candidates are nominated for At-Large Director, the President shall declare the nominee(s) duly elected, without a vote, at the December Annual meeting in which the elections are held.

Section 3. Elections

- A. A ballot containing the offices to be elected along with each candidate nominated for the office, in the order so nominated, shall at a minimum be printed and distributed in the November Newsletter and posted on the Club's website by November 1st of each year. The ballot shall also include the date, time, and place of the election.
 - 1. The office of President and Past President shall not normally be listed on the ballot because:
 - a. The President serves one term of office and then automatically becomes the Past President for the next term of office;
 - b. The Vice-President serves one term of office and then automatically becomes the President for the next term of office.
- B. Elections shall be held each year during the December Annual meeting.

Section 4. Voting

- A. Only eligible members who are present at the December Annual meeting shall be allowed to vote.
- B. Election voting shall normally be by a show of hands.
 - 1. A secret ballot may be used at the discretion of the Board. (A method of voting which ensures that all votes are cast in secret and in which a voter's choices in an election are anonymous.) If so, ballots shall be made available to all eligible members and proper collection boxes shall be provided for the collection of the ballots.

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- C. It shall be the duty of the President, the Secretary, and the Treasurer to count the votes. The President shall then announce the results of the vote.
 - 1. When a secret ballot vote is taken, it shall be the duty of the President, the Secretary, and the Treasurer to collect and count the ballots. It shall be their collective duties to count the ballots in the presence of the membership. The President shall then announce the results of the vote.
- D. The election shall be decided for the duly nominated candidate receiving the plurality of the votes for that office; write-in votes shall not be counted.
 - 1. Regarding the At-Large Directors, the election shall be decided for the three (3) duly nominated candidates receiving the plurality of the votes for that office; write-in votes shall not be counted.

Section 5. Term of Office

- A. All official officers shall take office on January 1st of each year and normally serve a one (1) year term.
- B. All officers shall hold office until their successors are duly elected and installed.
- C. Except for the office of President, when any position on the Board of Directors shall become vacant for any reason, the President with the approval of the remaining Board members shall appoint an eligible member to fill the balance of the term.
 - 1. Upon the death, resignation, or removal from office for cause of the President, the Vice President shall assume the office of President for the unexpired term.

ARTICLE 9
DUTIES OF OFFICERS

Officers must:

- A. Uphold the Bylaws;
- B. Promote the Club;
- C. Perform the duties of the office to which they have been elected to the best of their ability;
- D. Deliver to their successor all books, records, documents, and other property of the Club;
- E. Attend all meetings, except when absence is unavoidable, and encourage other members to do the same.

Section 1. President

- A. Serves one term of office and then automatically becomes the Past President for the next term of office.
- B. Oversees Club compliance with the Bylaws.
- C. Provides leadership to the Board and proposes policies and procedures.
- D. Delegates or assigns specific functions or responsibilities to other Board members as necessary.
- E. Calls Board or Special meetings as necessary.
- F. Presides at all meetings.
- G. Gives report at all meetings.
- H. Votes on all questions at all meetings when it is necessary to break a tie vote.

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- I. Appoints a member to record meeting minutes in the Secretary's absence.
- J. Recommends to the Board the formation and dissolution of committees.
- K. Appoints committee Chairpersons as directed by the Board.
- L. Appoints committee members in conjunction with the appropriate Chairperson.
- M. Serves as an ex-officio member of each committee.
- N. Writes the *President's Column* for the Club's monthly Newsletter, then submits such to the Newsletter Editor.
- O. Counts the votes of each election with the Secretary and the Treasurer, then announces the results.
- P. Serves as the representative of the Club when dealing with other organizations.
- Q. Submits information to the Newsletter Editor and Webmaster as necessary.
- R. Performs all other duties that pertain to the office, that are in the Bylaws, that may be specified by the Board, or that may be necessary to the proper function of the Club.

Section 2. Vice President

- A. Serves one term of office and then automatically becomes the President for the next term of office.
- B. In the absence of the President or in the event of the President's disability or refusal to act (as agreed upon by a majority of the Board), the Vice President performs the duties of the President and, when so acting, has all the powers of and is subject to all restrictions of the President.
- C. Upon the death, resignation, or removal from office for cause of the President, the Vice President shall assume the office of President for the unexpired term.
- D. Presides at meetings when called upon by the President.
- E. Gives report at all meetings as needed.
- F. Submits information to the Newsletter Editor and Webmaster as necessary.
- G. Performs all other duties as may from time to time be required of the Vice President by the President or the Board.

Section 3. Secretary

- A. Ensures all required notices are posted as stipulated in the Bylaws.
(Nominations, Elections, Voting on: Interpretations or actions of the Board, and Amendments)
- B. Requests agenda items.
- C. Prepares agenda for all meetings.
- D. Collects attendance roster at all meetings.
- E. Records and maintains all minutes of all meetings.
- F. Submits all meeting minutes to the Newsletter Editor.
- G. Maintains archive of all past meeting minutes.
- H. Collects officer nominations and prepares an election ballot.
- I. Counts the votes of each election with the President and the Treasurer.
- J. When requested by the President, accepts assignments involving correspondence and keeps record of such.
- K. Submits other information to the Newsletter Editor and Webmaster as necessary.
- L. Responsible for all other duties normally associated with the office of Secretary.

Section 4. Treasurer

- A. Ensures the finances are managed according to generally accepted accounting principles (GAAP) for non-profit organizations.
- B. Ensures funds are secured, deposited, invested, spent, and reported as stipulated in Article 14 Expenses and according to the Board's policies and procedures.
- C. Collects all dues, fees, and monies owed the Club.

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- D. Pays all expenses as soon as possible.
- E. Maintains a current status of all financial accounts.
- F. Reports monthly financial statement, including bank balances and monies due/owed.
- G. Executes and files all forms and reports required, such as forms and reports required by State or Federal agencies.
- H. Responsible for timely filing of tax returns.
- I. Prepares an annual financial report for presentation at a Business meeting, after Form 990 has been filed.
- J. Keeps all financial records for at least seven (7) fiscal years.
- K. Counts the votes of each election with the President and the Secretary.
- L. Submits information to the Newsletter Editor and Webmaster as necessary.
- M. Turns over to their successor all monies, records, and property of the Club that may be in their possession.
- N. May recommend that any or all the above duties be delegated to independent professionals as the Board may choose, provided, however, that the Treasurer is responsible for oversight of such tasks.

Section 5. Membership Manager

- A. Maintains a current status of membership and membership renewals.
- B. Reports monthly membership numbers, including total members and total households.
- C. Notifies members a month in advance of their renewal date by email and by submitting their name to the Newsletter Editor for publishing.
- D. Notifies all members who are in arrears on their dues.
- E. Submits other information to the Newsletter Editor and Webmaster as necessary.
- F. Performs all other duties as may from time to time be required of the Membership Manager by the President or the Board.

Section 6. Race Director Manager

- A. Maintains the Race Calendar.
- B. Submits the most current Race Calendar to the Newsletter Editor.
- C. Advises and assists Club Race Directors.
- D. Advises and assists other Race Directors.
- E. Gives report at Business meetings.
- F. Submits other information to the Newsletter Editor and Webmaster as necessary.
- G. Performs all other duties as may from time to time be required of the Race Director Manager by the President or the Board.

Section 7. Past President

- A. In the absence of both the President and the Vice President, the Past President performs the duties of the President and, when so acting, has all the powers of and is subject to all restrictions of the President.
- B. Advises and assists the President as needed.
- C. Advises and assists the Board as needed.
- D. Gives report at all meetings as needed.
- E. Submits information to the Newsletter Editor and Webmaster as necessary.
- F. Performs all other duties as may from time to time be required of the Past President by the President or the Board.

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Section 8. At-Large Directors

- A. Advise and assist other Board members as needed.
- B. Give reports at all meetings as needed.
- C. Submit information to the Newsletter Editor and Webmaster as necessary.
- D. Fulfill the functions assigned by the President, the Board, and as stipulated in the Bylaws.

Section 9. Equipment Manager

- A. Maintains all equipment in good working order.
- B. Requests repairs to and replacement of equipment as needed.
- C. Requests new equipment when in the best interest of the Club.
- D. Rents out race timing equipment when requested and gives required training as needed.
- E. Recruits and trains race timing associates.
- F. Schedules race timing associates as needed.
- G. Gives report at Business meetings.
- H. Submits information to the Newsletter Editor and Webmaster as necessary.
- I. Performs all other duties as may from time to time be required of the Equipment Manager by the President or the Board.

Section 10. Newsletter Editor

- A. Publishes and distributes the Club's monthly Newsletter.
- B. Communicates all Club races and events.
- C. Posts the *President's Column*, as submitted by the President.
- D. Posts all Club meeting minutes, as submitted by the Secretary.
- E. Posts all Club notices, as submitted by the Secretary.
- F. Posts all membership renewals, as submitted by the Membership Manager.
- G. Posts the Race Calendar, as submitted by the Race Director Manager.
- H. Writes articles and announcements associated with the Club and solicits the same from the membership.
- I. Writes articles and announcements that promote the Club in general and that elevate the Club's public image and solicits the same from the membership.
- J. Gives report at Business meetings.
- K. Submits information to the Webmaster as necessary
- L. Performs all other duties as may from time to time be required of the Newsletter Editor by the President or the Board.

Section 11. Webmaster

- A. Maintains the website, e.g. keeping domain name, server/host connection, security updates, new software, etc.
- B. Updates the website, e.g. home page, race calendar, membership info, officer/contact info, race results, race director info, etc.
- C. Gives reports at all meetings as needed.
- D. Submits information to the Newsletter Editor as necessary.
- E. Performs all other duties as may from time to time be required of the Webmaster by the President or the Board.

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Section 12. Publicity Coordinator

(These duties shall be delegated to the Newsletter Editor and the Webmaster when this position is unfilled.)

- A. Promotes the Club in general.
- B. Elevates the Club's public image.
- C. Publicizes all Club races and events.
- D. Promotes health and fitness through the sport of running.
- E. Solicits ideas for Club activities.
- F. Gives report at Business meetings.
- G. Submits information to the Newsletter Editor and Webmaster as necessary.
- H. Submits information, writes articles, makes announcements, gives interviews, writes comments, and posts videos to newsletters, newspapers, magazines, television stations, radio stations, web pages, blogs, and social media as necessary.
- I. Performs all other duties as may from time to time be required of the Publicity Coordinator by the President or the Board.

ARTICLE 10
BOARD OF DIRECTORS

- A. The Board of Directors (the Board) shall be comprised of the President, Vice President, Secretary, Treasurer, Membership Manager, Race Director Manager, Past President, and three (3) At-Large Directors.
- B. Responsibilities
 - 1. The Board shall be the governing authority and have oversight over the management of all Club affairs. It carries out the Objectives for which the Club is organized. This general mandate includes but is not limited to: setting Club policy and procedures, financial oversight (revenue and expenses), strategic planning, fundraising, legal oversight, recruiting candidates for Board service, filling vacant Board positions, ensuring Club and membership compliance with the Bylaws, and elevating the Club's public image.
 - 2. The Board shall have the authority to conduct routine business between Business meetings.
 - 3. The Board may authorize the President and/or the Treasurer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club.
 - 4. The Board shall review the Club's insurance policies on an annual basis and the review shall be prior to renewing for the next fiscal year.
 - 5. The Board shall set policy and procedures on all disputes and grievances and shall interpret the Bylaws when such interpretation comes into question.

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6. The Board shall exercise general policy control and direction of any publications, editorial, or advertising which the Club may issue.
 - a. The Club does not generally authorize any person or entity to advertise in any way with or through the Club, e.g. monthly Newsletter, website, etc.
 - (1) The Board, with membership approval, may authorize such advertising on a case by case basis.
7. The Board shall determine the need for committees.
8. The Board may delegate to specific officers and committees the powers provided for in the Bylaws.
9. The Board shall abide by the vote of the membership, except as explicitly noted in the Bylaws.

ARTICLE 11
COMMITTEES

- A. Committees not otherwise listed in the Bylaws are formed and dissolved by a majority vote of the Board. The Board may take this action based on the recommendation of the President, a Club member, or through its own deliberations.
 1. Committees formed by the Board shall continue until dissolved by the Board.
- B. The President shall have authority to appoint committee Chairpersons as directed by the Board.
- C. The President and committee Chairpersons shall have authority to appoint members, fill vacancies, and release members (with cause) from further service.
- D. A majority of committee members present at a meeting constitutes a quorum. The vote of a majority of the committee members present at such meeting is the act of the committee. Each committee may adopt rules for its own governance that are not inconsistent with the Bylaws and with policies and procedures adopted by the Board.
- E. The Board is kept informed of the activities and progress of each committee and has oversight duties only in regard to the final outcome (approval, acceptance or rejection, ratification, etc.). Outcomes that do not meet with Board approval may be returned to the committee for justification, reconsideration, or further work as needed.
- F. Committee Chairpersons give reports at the Business meetings.

ARTICLE 12
FISCAL YEAR

The fiscal year of the Club shall extend from the 1st day of January to the following 31st day of December.

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ARTICLE 13
REVENUE

Section 1. Revenue

The revenue of the Club shall be derived from annual dues, club races, race timing, equipment rental, and donations.

Section 2. Annual Dues

- A. Dues shall be set by the Board and can be changed annually.
- B. Current dues and membership types:
 - 1. \$10 for Student Membership
 - a. Student membership shall be open to any individual currently enrolled as a full-time student in a secondary school, college, or university.
 - 2. \$20 for Individual Membership
 - a. Individual membership shall be open to any individual.
 - 3. \$30 for Family Membership
 - a. Family membership shall be open to all married individuals and their unmarried children twenty-five (25) years of age and younger.

Section 3. Club Races

- A. The number and names of club races, and the entry fees for each, shall be designated by the Board.
- B. The net proceeds of club races shall be deposited into the general treasury, unless otherwise recommended by the Board and approved by the membership.

Section 4. Race Timing and Equipment Rental

- A. These rates shall be designated by the Board.
- B. These funds shall be deposited into the general treasury.

ARTICLE 14
EXPENSES

- A. All checks issued in the name of the Club must be signed by the Treasurer, be in accordance with policies and procedures adopted by the Board, and comply with the Bylaws.
- B. All payments and distributions must be made in furtherance of the Objectives stipulated in Article 4, including payments to defray the reasonable operating expenses of the Club.

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- C. The Board may authorize for reimbursement, in accordance with the Club's policies and procedures on reimbursements, the reasonable expenses incurred by Board members in the performance of their duties.
- D. The Board may authorize for reimbursement, in accordance with the Club's policies and procedures on reimbursements, the reasonable expenses incurred by Club members in the furtherance of the Objectives stipulated in Article 4.
- E. The Treasurer shall pay all expenses as soon as possible.
- F. Loans must not be made by the Club to Board members, the membership, or any other persons or entities.
- G. All funds, e.g. dues, fees, or other contributions, must be carefully accounted for by the Treasurer as to use and disposition.
- H. All funds must be deposited to the credit of the Club in banks that are members of, or whose deposits are insured by, the Federal Deposit Insurance Corporation or other government insurance agency.
- I. All Board members must serve without salary, and no part of the net income of the Club shall inure to the benefit of its Board members, its membership, or other private persons not authorized by the Board and the membership as noted below.
 - 1. The Equipment Manager and Race Timing Associates shall be paid an amount recommended by the Board and approved by the membership.
- J. The Board must maintain a conflict of interest policy and require all Board members to annually complete a disclosure statement, both of which shall be reviewed annually by the Board.
- K. All financial records must be kept for at least seven (7) fiscal years.

ARTICLE 15
PROPERTY RIGHTS

- A. The title to all funds, property, and assets of the Club shall at all times be vested in the Club for the joint use of the membership, but no member shall have any severable proprietary right, title, or interest therein.
- B. No part of the net earnings of the Club inures to the benefit of, or is distributable to, the Board, the membership, or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and/or distributions as stipulated in Article 14 Expenses in furtherance of the Objectives stipulated in Article 4.

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ARTICLE 16
MEETINGS

Section 1. Business Meetings

- A. Business meetings shall normally be held the second Tuesday of each month at 7:00 pm at a place designated by the Board, though the Board may vote to change the date and time.
 - 1. If Business meetings are not held each month, they shall be held at least each quarter at a date, time, and place designated by the Board.
- B. Items of business that must be transacted at a Business meeting include:
 - 1. Order of Business as stipulated in Article 19;
 - 2. Interpretations or actions of the Board as stipulated in Article 20;
 - 3. Amendments as stipulated in Article 21.

Section 2. Annual Meetings

- A. Annual meetings shall be held in December of each year at a date, time, and place designated by the Board.
- B. Members present, in good standing, and at least eighteen (18) years of age shall:
 - 1. Elect Officers and Directors;
 - 2. Transact any other business as may be properly brought before the meeting, including the items listed in Section 1.B. above.

Section 3. Special Meetings

- A. Special meetings shall be called by the President when:
 - 1. The interest of the Club demands it;
 - 2. Receiving a written petition that is signed by at least three (3) Board members;
 - a. Written petitions must list the subject(s) of the meeting and the rationale for the meeting.
 - 3. Receiving a written petition that is signed by at least ten (10) eligible members.
 - a. Written petitions must list the subject(s) of the meeting and the rationale for the meeting.
- B. The Club shall be notified prior to the meeting of the date, time, place, and purpose of the meeting.
- C. Discussion is limited to only the subject(s) for which the meeting was called.

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Section 4. Board of Directors Meetings

- A. Board meetings shall be called by the President when:
 - 1. The interest of the Club demands it;
 - 2. Receiving a written petition that is signed by at least three (3) Board members.
 - a. Written petitions must list the subject(s) of the meeting and the rationale for the meeting.
- B. Each Board member shall be notified prior to the meeting of the date, time, place, and purpose of the meeting.
- C. The Board may act on all Club business, except for those items of business reserved for Business or Annual meetings.

Section 5. Meeting Notification

- A. Notice of Business, Annual, and Special meetings shall be posted at least ten (10) calendar days prior to such meeting.
- B. Notices shall include the date, time, and place of each meeting.
 - 1. Notices for Special meetings shall also include the subject(s) of the meeting.
 - 2. The intention to vote upon the following must be included when applicable:
 - a. Interpretations or actions of the Board;
 - b. Amendments.
- C. Notices shall be posted in various ways, including but not limited to:
 - 1. The Club newsletter (required when time permits);
 - 2. Mailout;
 - 3. Other written means;
 - 4. The Club website (always required);
 - 5. Email;
 - 6. Other electronic means.

Section 6. Motions and Voting

- A. Motions and voting require members to be present, in good standing, and at least eighteen (18) years of age.
- B. Motions must be in order and seconded before being open for discussion and voting.
- C. Motions receiving a majority of votes of eligible members present and voting shall carry, except as otherwise stipulated in the Bylaws.

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ARTICLE 17
QUORUM

Section 1. Business, Annual, or Special Meeting

- A. A quorum shall consist of not less than five (5) eligible members present for a Business, Annual, or Special meeting held or called as stipulated in the Bylaws.
 - 1. When a quorum exists, the eligible members present shall be authorized to transact any business that may be properly before the meeting.

Section 2. Board of Directors Meeting

- A. A quorum shall consist of not less than five (5) Board members present for a Board meeting held or called as stipulated in the Bylaws.
 - 1. When a quorum exists, the Board members present shall be authorized to transact any business that may be properly before the meeting.

ARTICLE 18
RULES OF ORDER

All meetings of the Club must be governed by the Bylaws and Robert's Rules of Order (the most current edition). In case of conflict, the Bylaws shall govern.

ARTICLE 19
ORDER OF BUSINESS

The Order of Business at the meetings shall be as follows:

- A. Call to Order/Quorum Check
- B. Approval of minutes of previous meeting
- C. Officer Reports
- D. Board of Directors Report
- E. Committee Reports
- F. Unfinished/Old Business
- G. New Business
- H. Adjournment

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ARTICLE 20
INTERPRETATIONS

- A. The Board shall interpret the Bylaws.
- B. Members shall have the right to appeal from the interpretation or action of the Board as follows:
 - 1. The appellant shall personally deliver or mail by certified mail (return receipt requested) a written notice of such appeal to the President no later than the next Business meeting after the meeting at which such question arose.
 - a. No specific form or formality shall be required except that such notice shall clearly state an appeal is being taken from the interpretation or action rendered in the specific case.
 - 2. Pending any appeal, the interpretation or action appealed from shall remain in full force and effect.
 - 3. Appeals shall be held at the next Business meeting of the Club after receipt of the notice of appeal by the President.
 - 4. The Secretary shall post notice to the membership to be present at the Business meeting at which appeals are to be considered.
 - 5. A two-thirds (2/3) majority vote (conducted by secret ballot) of eligible members present and voting at such Business meeting shall be necessary to override the interpretation or action of the Board.
 - a. Voting shall be conducted as stipulated in Article 8 Elections.
- C. Decisions of the Board and/or the membership shall be final and binding.

ARTICLE 21
AMENDMENTS

To amend the Bylaws, the following process shall govern:

Section 1. Procedure

- A. The Board may propose any amendment.
- B. Members in good standing may propose any amendment by submitting the proposed amendment in writing to the President at a Business or Special meeting of the Club. The proposed amendment shall then be referred to the Board for consideration and recommendation.
 - 1. The Board may consult with the originator regarding possible editing, interpretations, and modifications.
 - 2. The Board by majority vote determines its position for, against, or for with a recommended change.

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3. The Board returns the proposal along with its position to the Club, so that both the proposal and Board position can be considered.
4. The Club shall then be notified and vote upon the proposal and Board position as outlined below.
 - a. The Secretary shall post notice to the membership to be present at the Business or Special meeting at which such vote is to be considered.
 - b. A two-thirds (2/3) majority vote (conducted by secret ballot) of eligible members present and voting at such Business or Special meeting shall be necessary to adopt any amendment.
 - (1) Voting shall be conducted as stipulated in Article 8 Elections.

Section 2. Effective Date

An amendment becomes effective upon adoption unless another date is specified as part of the amendment.

Section 3. Codification

The Board may renumber, revise, codify, and correct any provision of the Bylaws, and in the rules, policies, and procedures of the Club, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and formatting, and to bring about proper order and sequence, but in so doing it must not change the meaning of any provision.

ARTICLE 22
SAVING CLAUSE

- A. If any provision of the Bylaws should become or be held invalid or inoperative by any competent authority of the Executive, Judicial, or Administrative Branch of State or Federal Government, the Board shall have the authority to suspend the operation of such provision during the period of its invalidity and to substitute in its place and stead a provision which shall meet the objections to its validity and which shall be in accord with the intent and purpose of the invalid provision.
- B. If any Article, Section, or Paragraph of the Bylaws shall become invalid by operation of law, or by any tribunal of competent jurisdiction, the remainder of the Bylaws, or the application of such Article, Section, or Paragraph to persons or circumstances other than those to which it has been held invalid, shall not be affected thereby.

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ARTICLE 23
TAX STATUS REQUIREMENTS

- A. No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club shall not endorse, participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements or materials).
- B. Regardless of any other provision of the Bylaws, the Club shall not carry on any other activities not permitted to be carried on by an organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code, or its successor statute.

ARTICLE 24
INDEMNIFICATION

Any potential Indemnatee such as a former or current Club or Board member, or other such person so designated at the discretion of the Board, or the legal representative of such person, may by a majority vote of the Board be indemnified by the Club against all reasonable costs, expenses, and counsel fees, paid or incurred in connection with any action, suit, or proceeding to which any such person or their legal representative may be made a party subject to a legal demand for compensation by reason of being or having been such a Club or Board member, or serving or having served the Club in some capacity. However, the Board is not required to indemnify the potential Indemnatee. In any event, the person seeking indemnification shall first seek to secure coverage under any potentially applicable insurance policies held by the individual or the Club, and the Board shall use its best efforts to assist in these efforts.

ARTICLE 25
DISSOLUTION

- A. The Club cannot dissolve when there are at least ten (10) dissenting eligible members.
- B. Upon dissolution, the assets of the Club shall be distributed to another organization that promotes the Club's Objectives stipulated in Article 4 and is tax exempt under Section 501(c)(3) of the Internal Revenue Code, or its successor statute.
- C. No assets shall be transferred to any member or Board member for personal or private use.