

AMENDED BY-LAWS

of

SEAPORT STRIDERS RUNNING CLUB, INC. A NONPROFIT CORPORATION

ARTICLE I - NAME AND PURPOSE

Section 1. Name. The name of the organization shall be Seaport Striders Running Club, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Idaho. The principal office of the corporation shall be located at PO Box 20 Lewiston, ID 83501, or at such other locations as designated by the Board of Directors.

Section 2. Purpose. Seaport Striders Running Club, Inc. is organized exclusively for charitable and educational purposes, including the following:

1. To support the sport of running;
2. Encourage physical fitness;
3. To conduct running events; and
4. Foster community spirit.

ARTICLE II - MEMBERSHIP

Section 1. Members. The corporation shall have members pursuant to I.C. 30-3-34.

Section 2. Eligibility for Membership. Application for membership shall be open to anyone who supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

Section 3. Annual Dues. The amount required for annual dues shall be \$10.00 each calendar year unless changed by a majority vote of the members at an annual meeting of the membership. Continued membership is contingent upon being up-to-date on membership dues.

Section 4. Rights of Members. Each member is eligible to cast one vote at the annual member meeting and is eligible to serve on the Board of Directors and as an officer of the corporation.

Section 5. Resignation and Termination. Any member may resign by notifying the President of the corporation. A member may be expelled pursuant to the requirements of I.C. 30-3-42 based on a two-thirds vote of the members in attendance at a special meeting called to consider the matter of expulsion.

ARTICLE III - MEETINGS OF THE MEMBERS

Section 1. Annual Meetings. An annual meeting of members shall take place in the month of January each year on the third Tuesday. The time and location, either within or without the State of Idaho, will be designated by the President. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the corporation, including a financial report from the Treasurer, and determine the direction of the corporation for the coming year.

Section 2. Special Meetings. Special meetings of the members may be called by the President, or a simple majority of the Board of Directors. A petition signed by ten percent of voting members may also call a special meeting of the members.

Section 3. Notice of Meetings. Notice of meetings shall be given to each member by e-mail not less than ten (10) days prior to the meeting.

Section 4. Quorum. The members present at any properly announced meeting shall constitute a quorum.

Section 5. Voting. All issues to be voted on shall be decided by a simple majority of those members present at the meetings in which the vote takes place.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Board Role, Size, and Compensation. The Board of Directors is responsible for overall policy and direction of the corporation and the Board shall have a minimum of three members. The Board receives no compensation other than reimbursement of reasonable expenses.

Section 2. Terms. All board members shall serve one year terms but are eligible for re-election for up to five consecutive terms.

Section 3. Meetings and Notice. The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have e-mail notice at least ten (10) days in advance. The regular annual meeting of the Board of Directors shall be held immediately after the annual meeting of members on the third Tuesday of January each year.

Section 4. Special Meetings. Special meetings of the Board of Directors shall be called upon the request of any board member. Notices of special meetings shall be sent by the Secretary to each board member at least ten (10) days in advance by e-mail.

Section 5. Board Elections. New directors and current directors shall be elected or re-elected by the voting members at the annual members meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Section 6. Election procedures. All members can nominate a candidate for the Board of Directors at the annual meeting.

Section 7. Quorum. At least two (2) board members must be in attendance for business transactions to take place and motions to pass at Board meetings.

Section 8. Officers and Duties. There shall be three officers of the corporation who shall also comprise the Board of Directors, consisting of a President, Vice-President/Secretary and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the board to preside at each meeting.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each quarterly board meeting and at the annual member meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board and members. The Treasurer is an authorized signatory on all financial accounts held by the corporation.

Section 9. Vacancies. When a vacancy on the Board exists mid-term, the Secretary must receive nominations for a replacement Board member from present board members ten (10) days in advance of

a board meeting to be voted on by the remaining Board members. The vacancy will be filled only to the end of the particular board member's term.

Section 10. Resignation, Termination, and Removal. Resignation from the Board must be in writing and received by the Secretary. A board member may be removed for any reason by a vote of two-thirds of the members present pursuant to notice of a meeting called for that purpose upon ten (10) days notice to members by e-mail.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE V – AMENDMENTS

Section 1. Amendments. These bylaws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with ten (10) days notice, via e-mail, of a regular or special board meeting. The By-Laws may also be amended by the majority vote of members present at a special meeting of members.

ARTICLE VI – MISCELLANEOUS

Section 1. Contracts. The Board of Directors may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by at least one (1) member of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Laws and regulations. The corporation shall be further governed by such laws and regulations of the State of Idaho which are not in conflict with these present by-laws.

Section 6. Other Standing Committees. The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the corporation. Committees designated by the Board of Directors may be composed entirely of officers, entirely of members of the Board of Directors, or may include members of the corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

Section 7. Indemnification. The corporation shall indemnify, any director, officer, or former director or officer of the corporation against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he or she is adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty to the Corporation.

Section 8. Nondiscrimination. This Corporation is an equal opportunity entity and shall make its services and membership available without regard to race, creed, age, sex, color, ancestry, or national origin.

Section 9. Political Activity. The Corporation shall not, in any way, use corporate funds in the furtherance of or engage in any political activity for or against any candidate for public office. However, this bylaw shall not be construed to limit the right of any official or member of this Corporation to appear before any legislative committee to testify as to matters involving the Corporation.

Section 10. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the general purposes or for any special purposes of the Corporation.

Section 11. Parliamentary Procedure. All meetings of the Board of Directors and membership shall be governed by Robert's Rules of Order (current edition) unless contrary procedure is established by the Articles, these bylaws, or resolution of the Board of Directors.

Section 12. Dissolution. Upon dissolution the assets of the corporation shall be distributed to Lewis-Clark State College, Lewiston, Idaho.

CERTIFICATION

These bylaws were approved at a meeting of the Board of Directors by a unanimous vote on October 28, 2020.