

AMENDED BY-LAWS

of

SEAPORT STRIDERS RUNNING CLUB, INC. A NONPROFIT CORPORATION

ARTICLE I - NAME AND PURPOSE

Section 1. Name. The name of the corporation shall be Seaport Striders Running Club, Inc. (Club). It shall be a nonprofit organization incorporated under the laws of the State of Idaho. The principal office of the Club 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. The Club is organized exclusively for charitable and educational purposes, including the following:

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

Section 3. 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. This Club will submit a portion of the annual dues as described in Article II, Section 3 to the RRCA as membership in that body shall require.

ARTICLE II – MEMBERSHIP

Section 1. Members. The Club shall have members pursuant to I.C. Title 30, Part 4.

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 for each individual, or \$20.00 for each household, the household members residing at a single address, 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 Club.

Section 5. Resignation and Termination. Any member may resign by notifying the President of the Club. A member may be expelled pursuant to the requirements of I.C. 30-30-409 based on a two-thirds vote of the members in attendance at a special meeting called to consider the matter of expulsion.

Section 6. Code of Conduct.

1. Show respect for fellow club members at all times;
2. Show respect and appreciation for the volunteers who give their time to help the club and/or event(s);
3. Never yell, taunt, or threaten physical violence towards other members of the club, a volunteer or event spectator. Members with a criminal history of violence or with a legal restraining order against them by another member may be barred from membership and participation in all club activities;
4. Never use abusive or vulgar language, or make racial, ethnic or gender-related slurs or derogatory comments at club-hosted events;
5. Never make unwanted sexual or physical contact with other members. Members found to be listed on a sex offender registry, convicted of a sex crime, or caught having, creating, or distributing child pornography will be immediately barred from membership and all participation in club activities;
6. Abide by race rules and engage in fair competition, which includes anti-doping compliance, no course cutting, or other means of gaining a competitive advantage that is considered cheating when participating in club races or other races where you may represent the club by wearing a club-branded singlet, shirt, uniform, etc.

7. Always report violations of the Code of Conduct policy to the Board in writing.
8. Violation(s) of the Code of Conduct may result in disqualification from membership, termination of membership, exclusion from Club activities, or other consequence(s).

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 Club, including a financial report from the Treasurer, and determine the direction of the Club 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. Special meetings of the members may be called with a petition signed by ten percent of voting 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. No official meeting shall be held and no business conducted unless a quorum is present.

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 Club 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.

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 meeting of members. Directors will be elected by a simple majority of members present at the annual meeting. If there are more than two candidates for a position and no candidate receive a majority of the votes cast, the candidate receiving the fewest votes shall be removed from consideration and subsequent votes taken until a candidate receives a majority of votes cast.

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 at least three officers of the Club who shall also comprise the Board of Directors, consisting of a President, Vice-President, Secretary, and Treasurer. The offices of Vice-President and Secretary may be held by the same officer. There must be at least three officers who are not related to each other by two or fewer degrees of separation. The duties of the officers of the Club 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 Vice-President shall assume the powers of the President in the President's absence, and to take on special assignments as requested by the President.

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 Club.

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 By-Laws 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 – SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the By-Laws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

ARTICLE VII – 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 Club and such authority may be general or confined to specific instances. 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 I.

Section 2. Loans. No loans shall be contracted on behalf of the Club 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 Club, shall be signed by at least one (1) member of the Board of Directors.

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

Section 5. Laws and regulations. The Club 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 Club. 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 Club. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

Section 7. Indemnification. The Club shall indemnify, any director, officer, or former director or officer of the Club 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 Club.

Section 8. Nondiscrimination. This Club 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. 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. However, these By-Laws shall not be construed to limit the right of any official or member of this Club to appear before any legislative committee to testify as to matters involving the Club.

Section 10. Miscellaneous Activity. 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.

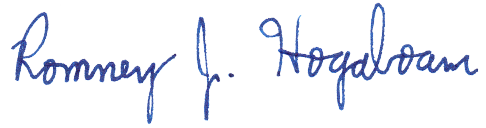
Section 11. Gifts. The Board of Directors may accept on behalf of the Club any contribution, gift, or bequest for the general purposes or for any special purposes of the Club.

Section 12. Parliamentary Procedure. All meetings of the Board of Directors and meetings of the members shall be governed by Robert's Rules of Order (current edition) unless contrary procedure is established by the Articles, these By-Laws, or resolution of the Board of Directors.

Section 13. Dissolution. Upon dissolution the assets of the Club shall be distributed to Lewis-Clark State College, Lewiston, Idaho, the Road Runners Club of America, or another 501(c)(3) nonprofit organization with a similar purpose to the Club's.

CERTIFICATION

These By-Laws were adopted unanimously by the Board of Directors on September 30, 2023.

A handwritten signature in blue ink that reads "Romney J. Hoyleham". The signature is written in a cursive style with a large initial 'R' and 'H'.

Seaport Striders Running Club, Inc. Secretary

September 30, 2023