

## **Bylaws of the Lake Agassiz Pacers (Revised December 2022)**

### Article I - Name

The name of the organization shall be Lake Agassiz Pacers (LAP).

### Article II – Purpose

The Lake Agassiz Pacers promotes opportunities to runners of all abilities in the Fargo-Moorhead region by holding organizing running events, and providing communication and outreach which allows for the exchange of ideas benefitting runners of all levels.

### Article III – Board of Directors

The Board of Directors shall consist of the officers listed in Article IX. The Board of Directors shall manage the activities of LAP. The Board shall meet at least four times per year. Special meetings of the Board may be called at any time by the president or upon the request of any member of the Board. All regular Board meetings shall be open to all members of LAP. Notice of all Board meetings shall be given to each member of the Board at least five days in advance. Four members shall constitute a quorum of the Board, but less than a quorum may recess or adjourn a meeting. Vacancies shall be filled for any Board office by majority vote of the Board. The board of directors will serve until the new board of directors is elected at the annual meeting.

### Article IV – General Meetings

There shall be one annual meeting for the purpose of carrying on the regular business of LAP. All club members are welcome for the purpose of voting with each member present having one vote. The Board of Directors can call other general meetings at any time with a one-month notice to the members.

### Article V – Annual Meeting

There shall be an annual meeting of the members of LAP for the election of officers and for the transaction of such other business as may be brought before such meeting. The annual meeting shall be held within the first three months of each year at such time and place as may be determined by the Board. Notice of the annual meeting, including a list of nominees for directors, shall be sent to each member before the annual meeting. The annual meeting shall be held at such time and place as may be determined by the Board.

### Article VI – Election Process

The nominating process will begin prior to the annual meeting. Any club member wishing to be a candidate must notify the president by the annual meeting or indicate their desire to be on the board at the annual meeting. A list of candidates will be supplied to all members prior to or during the annual meeting. It will be the duty of the board to appoint the officers at its board meeting held after the membership annual meeting. Candidates shall be elected by majority vote of the members present at the annual meeting. Upon request of any candidate, the voting shall be by closed ballot.

#### Article VII – Delegation of Powers

The Board may delegate any or all powers and duties of any officer to any other officer.

#### Article VIII – Compensation

The Board and all members of LAP shall serve without compensation of any kind. The president may authorize reimbursement for reasonable expenses incurred by any person in the conduct of the business of LAP.

#### Article IX – Officers

The officers of LAP shall be a President, Vice President, Secretary, Treasurer, Membership Director and Website Editor. Their duties shall be as follows:

**President:** The President shall preside over the board meetings and the annual meeting and shall provide active management of LAP. The vote of the President shall determine any matter in the event of a tie vote.

**Vice President:** The Vice President shall perform such duties as may be delegated or assigned to him or her by the President, and in the absence of the President shall preside over board meetings or the annual meeting. The Vice President shall be responsible for public relations.

**Secretary:** The Secretary shall keep a record of all board meetings, the annual meeting, and shall be responsible for correspondence.

**Treasurer:** The Treasurer shall keep the financial records of LAP, shall have custody of and responsibility for the bank accounts and investments of LAP, and shall prepare a financial statement for presentation at each regular meeting of the board. The Treasurer must present a written financial statement at the annual meeting.

**Membership Director:** The Membership Director shall coordinate all membership and membership development activities, and shall collect dues and remit them to the Treasurer. The Membership Director shall maintain an up-to-date master list of the members of LAP, and shall develop and distribute membership application form.

Website Editor: The Website Editor shall be responsible for the LAP website and social media, and shall coordinate such related activities as the publication of race events and articles for the sites.

#### Article X – Committees

The board of directors may appoint such standing or ad hoc committees, as its members deem appropriate. All committees shall keep the board informed of their activities.

#### Article XI – Financial Matters

The board of directors shall determine the fiscal year of LAP. The annual dues shall be determined by a vote of the general membership. LAP is a nonprofit organization. LAP shall be empowered to engage in fundraising activities and to accept contributions in support of its purpose as stated in Article II. No part of the net earnings of LAP shall contribute to the benefit of or be distributed to any member, officer or director, or to another person except that LAP may pay reasonable compensation for services rendered by third parties in furtherance of the purpose of LAP as set forth in Article II. Generally, LAP shall not carry out any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(7) of the federal Internal Revenue Code of 194, as amended.

Dues, entry fees and other monies received by the organization will be spent entirely for carrying out the stated purpose of the organization. Members using association funds for any purpose shall give a full record of expenditures to the treasurer.

#### Article XII – Removal of Board Member

The board of directors shall have the power to remove any member of the board by majority vote. The affected member shall have the right to appeal the board's decision at the following annual meeting. At least fifteen days prior, notice shall be given to the affected member.

Recall Procedure: If members are dissatisfied with the performance of any elected officers of LAP, a petition signed by 10 members shall be submitted at a general meeting asking for a vote of the membership on whether or not such person shall continue in his/her elected office.

Once the petition has been submitted, the recall vote shall take place at the next regularly scheduled meeting. Announcements shall be posted on LAP's website and sent by email to current members preceding the meeting, at which time the recall election shall occur. Failure to secure a majority vote of the membership present shall constitute removal from office.

#### Article XIII – Amendments to By-Laws

A majority of the board of directors, or any ten members of LAP, may propose an amendment to these By-Laws. Notice of any amendment by the By-Laws shall be emailed to reach each member prior to the annual meeting at which the proposed amendment will be voted on. A

two-thirds vote of those members of LAP present at the annual meeting shall be required for the adoption of any amendment to these By-Laws.

#### Article X – Dissolution

In the event of the dissolution of LAP, the board of directors shall apply the assets of the corporation first to the payment of all liabilities of the corporation. Any remaining assets shall be distributed to a non-profit community organization that promotes running as the board of directors shall select.

Dated: January 2023

Bylaws approved by LAP Members: \_\_\_\_\_