Constitution and By-Laws of
The Hudson-Mohawk Road Runners Club, Inc.

I. TITLE

The name of the association shall be "The Hudson-Mohawk Road Runners Club Inc.", hereafter referred to as "this association" or "this organization."

II. OBJECT*

A. The association is organized and shall be operated exclusively for educational purposes as specified in section 501 (C) (3) of the Internal Revenue Code.

B. In furtherance of Article II, Section "A" the organization shall promote and encourage running (particularly long distance running) as a competitive sport and as a means of healthful exercise.

1. In furtherance of Article II, Section "B", this association may hold championships, races on the road or track, time trials, social runs, lectures, demonstrations, and social events; publish newsletters, make awards; and do all other things as may be incidental to or conducive to the encouragement of running.

C. Other objects are to engage in community activities, to make know by appropriate means the benefits of long distance running and jogging, and to coordinate with agencies advocating running as a means of physical fitness.

III. AFFILIATION

A. This association must be a non-competing member of the Adirondack Association of USATF. Non-competing means that this organization does not compete as a team and is not represented by athletes in open competition.

B. This association may be affiliated with other national or international road runners clubs as the membership deems necessary on a year to year basis.

C. The jurisdiction of this organization shall coincide with that of the Adirondack Association of USATF.

IV. MEMBERSHIP

The only requirement for membership shall be the payment of dues.

V. MANAGEMENT OR GOVERNMENT

A. The management of this association shall be vested in a Board of Directors consisting of a President, Executive Vice-President, Vice-President for Finance, Secretary, and Treasurer.

B. Duties of the officers:

1. **President**: to preside over meetings; to represent or to appoint a representative of this association in USATF; and any other organizations whose jurisdiction involves affairs of this association; to appoint committees and chairpersons thereof.
2. **Executive Vice-President**: to assume the powers of the President in his/her absence, and to take on special assignments as requested by the President.
3. **Vice-President for Finance**: to oversee all financial concerns of this organization. These concerns shall include but not be limited to: preparation of an annual budget; preparation of an annual tax return; coordination of all bank accounts and Certificates of Deposit; preparation of audits. The Vice-President for Finance shall not have authority to sign checks or disburse appropriations for association accounts.
4. **Secretary**: to record minutes at meetings, to keep a file of such minutes and, when requested by the President, to accept assignments involving correspondence and the keeping of records, and to accept other special assignments.
5. **Treasurer**: to administer all financial dues and to have authority to sign or disburse necessary appropriations, as directed.

C. Eligibility

1. Officers may be elected to succeed themselves.

D. Terms of Office

1. The President, Executive Vice-President, and Secretary shall serve one year terms, beginning on October 1st and ending on September 30th of the following year.
2. The Vice-President for Finance and the Treasurer shall serve two year terms, beginning on October1st and ending on September 30th of the second year following.
3. Offices vacated during the term of office shall be filled by presidential appointment and shall also expire on September 30th.

E. Elections

1. An Elections Committee consisting of at least three (3) club members, at least two of whom have served on the prior year's committee, who are not currently officers shall be approved by members at a club meeting no later than March 31th. In the event two prior serving members are not available to serve, the President will appoint replacements as necessary.
2. Procedures for each year's elections shall be recommended by the Elections Committee and approved by the members present at the club meeting no later than June 30st.
3. The Elections Committee will present nominees for the club offices at a club meeting no later than July 31st.
4. Candidates may also by nominated by petition consisting of the signatures of a least one percent of the total membership of the club as reported at a club meeting no later than June 30th or at least ten (10) members, whichever is greater. Signatures must be of members in good standing as of June 30th of that year. Nominating petitions will be accepted and verified by the Elections Committee at a club meeting no later than July 31st.
5. Club members will vote by mail during the month of September. The candidate for each office receiving the largest number of votes is elected.

F. Procedural Requirements

1. Parliamentary procedures will be carried out at meetings, and every effort will be made to discuss any measures coming before the group.
2. A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional amendment or the expenditure of funds exceeding $1000 if not provided for in the annual budget. Where such a measure is proposed, the measure shall be voted upon at the next meeting.
3. A quorum shall consist of twice the number of elected officers plus one. No official meeting shall be held unless a quorum is present.

4. Constitutional Amendment

A) A Constitutional amendment may be accomplished by three fourths vote of the members present at the meeting.

B) Only those who have been members of this organization for 30 days prior to the proposal of such amendment may vote upon such.

C) All members must be notified at least 7 days prior to voting, that constitutional amendments will be discussed and voted on.

VI. FINANCES

A. Dues shall be as determined by a majority of the members present at a business meeting and shall not be changed more often than once per year.

B. This is a non-profit organization. Dues, entry fees and other monies received by the organization will be spent entirely for carrying out the stated purposes of the organization.

C. Members using association funds for any other purpose shall give a full record of expenditures to the treasurer.

D. This organization shall be empowered to participate in fund-raising activities.

VII DISSOLUTION

In the event of dissolution of this association, all the remaining assets, after all creditors have been paid, will be distributed to one or more organizations exempt pursuant to Section 501 (C) (3) of the Internal Revenue Code.

VIII OTHER

Notwithstanding any other provision of these articles, the association is organized exclusively for educational purposes as specified in Section 501 (C) (3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under Section 501 (C) (3) of the Internal Revenue Code of 1954.

Historical Notes

2009 - Section V (E), sub. (1), (2), (3), (4) amd
2006 – Section V (F), sub. (2) amd March 8, 2006
1996 - Section III (a), (c) - technical change; TAC to USATF
1988 - Section V(a), (b) amd, change in number of directors
1987 - Section V amd adding Vice-President for Finance
1985 - Section V amd extensively
1978 - Constitution and By-Laws adopted
1977 - June 8, corporation formed under section 402 of the Not-for-profit Corporation Law

* For full description, see the Certificate of Incorporation of the Hudson Mohawk Road Runners Club, June 8, 1977.