



## **BYLAWS OF THE GROVE CITY ATHLETICS CLUB**

*(Approved by the Grove City Athletics Club Membership on March 21, 2018)*

### **CONTENTS:**

- I. Name**
- II. Mission**
- III. Purpose**
- IV. Sample GCAC Benefits and Activities**
- V. Affiliation**
- VI. Non-Profit**
- VII. Membership**
- VIII. Dues**
- IX. Meetings of the Membership**
- X. Board of Directors and Elections**
- XI. Board of Directors Positions and Duties**
- XII. Youth Programs Clearances**
- XIII. Committees and Task Forces**
- XIV. Finances**
- XV. Savings Clause**
- XVI. Tax Status Requirements and Dissolution**
- XVII. Indemnification**
- XVIII. Amendments to these Bylaws**

### **I. NAME**

- a. The name of the organization shall be the "Grove City Athletics Club", hereafter referred to as "GCAC".

### **II. MISSION**

- a. The mission of the Grove City Athletics Club (GCAC) is to motivate and facilitate life-long physical activity through inspiring a joy for running/walking, track and field, and other forms of physical activity in the Grove City, PA community and surrounding areas.

### **III. PURPOSE**

- a. The GCAC is organized to provide a structured group for the purpose of promoting running, walking, track & field, and healthy lifestyles within our community.
- b. *Note: outside of the U.S., the term "Athletics" is a collection of sporting events that involve competitive running, jumping, throwing, and walking.*
- c. Moreover, GCAC hosts group runs/walks, fun runs, training runs and programs in the community, hosts fitness education lectures about topics of interest, provides awards for club members, hosts

social events for members, and all such other things as may be conducive to the encouragement of running and physical fitness.

- d. The GCAC also engages in community activities, to publicize by appropriate means, the benefits of running and track & field as means of physical fitness to improve the health status of people in our community.

#### **IV. SAMPLE GCAC ACTIVITIES AND BENEFITS**

##### **a. Sample GCAC activities might include:**

- i. Weekday Evening “Speed/Track” Workouts
- ii. Saturday Morning Group Runs
- iii. Sunday Morning Group Runs
- iv. Elementary Cross Country Running Programs
- v. Community Track & Field Meets
- vi. Cross Country Relay Races
- vii. Elementary Track & Field Programs
- viii. Attending Local or Out-of-State Races/Meets (including youth races/meets)
- ix. Attending Athlete/Coach Clinics
- x. Supporting a Grove City Athletics Club Male & Female Scholarships
- xi. Supporting Local Running Program Scholarships
- xii. Social Gatherings (Pub Runs, Cookouts, etc.)

##### **b. Example of Benefits of Joining the GCAC might include:**

- i. FREE Group Training Runs (any age)
- ii. FREE Group Speed/Track Workouts (any age)
- iii. FREE Youth Running Programs (if GCAC member)
- iv. Support Youth & Adult Fitness in the Grove City Area
- v. Support Elementary Running in the Grove City Area
- vi. Support Local Youth Scholarships
- vii. Club-sponsored Relay Race Opportunities
- viii. Club Organized Running Race Trips (i.e., to out-of-state HM/Marathons, etc.)
- ix. FREE Informal Coaching/Consulting at Training Runs
- x. Club Updates
- xi. Periodic Running/Fitness/Nutrition/Health Seminars and “Learn by Doing” Clinics by Local Experienced Experts (e.g., Local Coaches, University Professors, Physicians, Exercise Physiologists, Boston Marathon Qualifiers, etc.)
- xii. Athletic Company or Local Club-Only Discounts (when available)
- xiii. Road Runners Club of America (RRCA) Membership and accompanying benefits (<http://www.rrca.org/membership/member-benefits>)

#### **V. AFFILIATION**

- a. The GCAC shall be a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body must be considered by this organization.
- b. The GCAC will submit a portion of the annual dues described in the “Dues” section to the RRCA as membership of RRCA requires.

#### **VI. NON-PROFIT**

- a. The GCAC is recognized as a non-profit through the RRCA non-profit group exemption or granted exemption directly by the U.S. Internal Revenue Service (IRS).

#### **VII. MEMBERSHIP**

- a. The GCAC membership will consist of individual and family/household (i.e., same mailing address) membership.
- b. Membership in the GCAC will be on an annual basis starting January 1.
- c. Anyone can join the GCAC without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age (minors may be excluded from membership/participation at the discretion of parents/legal guardians).
- d. Individuals/Families who wish to participate in the activities of the GCAC shall submit dues annually, complete an annual application for membership, which includes agreeing to follow the GCAC's code of conduct, and sign a waiver of liability for participation in all GCAC activities.
- e. In order to remain in good standing, members must comply will all GCAC and RRCA bylaws as well as all local, state, and federal laws.
- f. *Note: In line with the requirements of continued membership in the RRCA, the GCAC:*
  - i. *Adopts bylaws similar in purpose to the RRCA.*
  - ii. *Has a board of directors with a minimum of three board members.*
  - iii. *Conducts democratic elections at least every two years.*
  - iv. *Provides a financial report of club operations to the membership at least annually.*

## VIII. DUES

- a. Dues help support club activities and our RRCA membership, including liability insurance of club activities/events.
- b. Annual dues are \$25 for a single individual and \$40 for a family/household (i.e., unique mailing address).
- c. The annual dues rate for GCAC membership will be voted upon on an annual basis by the membership.
- d. Dues are paid as part of the regular join and renew process for the GCAC.
- e. Members whose annual dues are paid by March 1 are considered to be in good standing.
- f. Dues are not prorated if paid later in the year.
- g. Members who do not pay annual dues by March 1 are considered "not in good standing" and cannot vote at GCAC meetings.
- h. RRCA annual dues for the following calendar year will be calculated based upon the GCAC dues paying members as of September 30.
  - i. Per RRCA regulations, the GCAC membership is the number of households (i.e., unique mailing addresses) within the membership.

## IX. MEETINGS OF THE MEMBERSHIP

- a. **Annual Meeting.** An annual meeting of the GCAC membership shall be held on a date, time, and location determined by the GCAC Board and shall be announced no less than one (1) month prior to the meeting.
- b. **Special Meetings.** Other meetings may be conducted as deemed necessary by the GCAC President.
  - i. The President shall call a special membership meeting upon the written request of not less than twenty percent of the total membership or by at least 50% of the GCAC Board.
- c. **Voting.** All dues paying members 15 years of age and older are entitled to one vote.
  - i. Voting by proxy is permitted with a handwritten and signed note providing proxy to a member in good standing. A separate note is required for each proxy vote.
- d. **Quorum.** At least two (2) Board members and 10% of dues paying households (only including 15 years of age and older) shall constitute a quorum.
- e. **Annual Membership Meeting Order of Business.** The order of business at the annual meeting shall be as follows:
  - i. Call to Order
  - ii. Attendance (determining quorum)

- iii. Action on minutes of preceding meeting
- iv. Board of Directors Reports (at minimum, financial report)
- v. Committees Reports (if any)
- vi. Unfinished business (if any)
- vii. New business (including review of annual dues and bylaws)
- viii. Election of Board of Directors – when required
- ix. Announcements
- x. Action Items (responsibilities notated for specific club members/board members)
- xi. Adjournment

## X. BOARD OF DIRECTORS AND ELECTIONS

- a. **Board Positions.** The general GCAC membership elects the following Board of Directors: president, vice president, treasurer, and secretary on an annual basis.
- b. **Board Responsibilities.** The board is the governing authority and has total oversight over the management of the GCAC’s affairs.
  - i. The GCAC Board of Directors carries out all the objectives and purposes for which the GCAC is organized.
  - ii. This general mandate includes, but is not limited to, setting GCAC policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the GCAC’s programs and services, elevating the GCAC’s public image, and hiring of any employees or independent contractors.
- c. **Eligibility.** All Board Members must be dues paying members of the GCAC and in good standing.
- d. **Terms of Office:** Term of all elected Board positions shall be two years (24 months), beginning with or at the close of the annual membership meeting.
  - i. A Board Member may be re-elected to the same office or to a different position. However, a person can serve as president for a maximum of only two consecutive terms.
  - ii. Any Board Member may serve up to a maximum of ten years on the Board and then must take a year off of the Board.
- e. **Board Elections.** All vacant Board positions shall be elected by a majority vote of those present at the annual membership meeting. See above “Voting” section regarding proxy voting.
- f. **Mid-term Board Vacancies.** No vacancy created by the resignation of a Board member may be filled until the resignation has been submitted in writing to the president.
  - i. The president will appoint any board seat vacated during a term, with approval by the Board within 30 days of resignation of the seat. However, the Board may, by majority vote, overrule any particular appointment. Appointed terms will end with the term of the vacated seat.
  - ii. If the office of the President becomes vacant, the Vice-President may choose to become President to fulfill the unexpired portion of the term. The Vice-President must decide within seven days after the vacancy occurs. If the Vice-President declines the position, the Vice-President convenes a special meeting of the board to elect a person to fulfill the unexpired portion of the former President’s term. The meeting must take place within 30 days after the vacancy has occurred.
  - iii. The President fills any vacancy in other board positions with an eligible person, although the board may, by majority vote, overrule any particular choice. That person fulfills the unexpired portion of the term.
- g. **Board Meetings.** Robert’s Rules of Order govern the proceedings of all board meetings, when not inconsistent with these bylaws.
  - i. **Frequency.** The Board will hold at least one regular Board meeting each year, as called by the President. Additional “special” meetings may be called by the president or at the written request of at least one-half of the board.

- ii. **Announcement of.** All Board members must be notified in writing the date, time, and location of Board meetings at least seven (7) calendar days prior to the meeting.
- iii. **Quorum.** At least three (3) Board members are a quorum for the transaction of business. No official meeting shall be held unless a quorum is present. A Board member participating in a meeting is considered “present” through telephone or similar equipment by means of which everyone participating in the meeting can hear each other.
  - 1. *Note: The Board may act without meeting in person if consent, in writing, setting forth the action so taken, is approved by the majority of Board members.*
- iv. **Voting.** A majority vote of the Board Members present at the meeting is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment.
- h. **Conflicts-of-Interest.** Each GCAC Board of Director and Officer is required to complete and sign a “Grove City Athletics Club Conflicts-of-Interest Disclosure Statement” upon being voted or appointed to the position. This must occur, at minimum, on a bi-annual basis. The GCAC Secretary will maintain records of these signed forms.
- i. **Removal from the Board.** As determined by a majority vote of the remaining Board members, a Board member may be removed from the position for:
  - i. Missing three consecutive board meetings without an excuse approved by a majority of the board.
  - ii. Illegal (i.e., unlawful) activity – including actions counter to these bylaws.
  - iii. Not carrying out or fulfilling the duties of the position.
    - 1. *Note: See above “Mid-term Board Vacancies” regarding how this position will be replaced.*

## XI. BOARD OF DIRECTORS POSITIONS AND DUTIES:

- a. **The President will:**
  - i. Preside over all meetings.
  - ii. Compose the agenda for all meetings.
  - iii. Provide leadership to the Board by proposing policies and practices.
  - iv. Represent the GCAC with the RRCA or other relevant organizations.
  - v. Appoint committees and committee chairpersons that are deemed necessary to carry out objectives of the GCAC.
  - vi. Supervise the functions of appointed committees.
  - vii. Monitor the GCAC gmail address ([GroveCityAC@gmail.com](mailto:GroveCityAC@gmail.com))
  - viii. Call any special meetings.
  - ix. Oversee the maintenance and compliance with the rules, regulations, and policies of these bylaws.
  - x. Resolve problems within the membership.
  - xi. Regularly discusses with the Treasurer the finances of the GCAC.
  - xii. Performs all other duties that pertain to the President specified in these bylaws.
- b. **The Vice-President will:**
  - i. Assume the powers of the president in his/her absence or disability.
  - ii. Take on special assignments as requested by the President.
  - iii. Assist the President in the advisement, support, and communication of any GCAC committees.
  - iv. Maintain GCAC equipment.
  - v. Coordinate the process and facilitate at minimum an annual GCAC apparel/equipment order (e.g., t-shirt, singlets, etc.) with the Treasurer or other Board appointees.
- c. **The Secretary will:**

- i. Record minutes at all Board and Membership meetings in accordance with Roberts Rules of Order and maintain a file of all meeting minutes.
- ii. Disseminate meeting minutes to all GCAC members via email within seven (7) calendar days of each meeting.
- iii. Manage the membership application process and maintain a current membership list.
- iv. Oversee the election process for all Board member positions (including verifying the eligible voting list).
- v. Management of Social Media and other GCAC communications.
- vi. Maintain GCAC records, including maintaining a copy of these bylaws with the certification of acceptance or revision thereafter.
- vii. Maintain a list of members who have passed clearances to work with the youth – including expiration dates of each clearance – and maintain a copy of each clearance certificate.
- viii. Maintain a list of Board Members who have completed the “Grove City Athletics Club Conflicts-of-Interest Disclosure Statement”, in line with the “Conflicts-of-Interest” section above. The Secretary will also maintain digital records of these signed forms.
- ix. When requested by the President, accept assignments involving correspondence and the keeping of records.

**d. The Treasurer will:**

- i. Oversee the budget planning process and draft financial policies for Board approval.
- ii. Work with the Secretary to collect membership dues through the application process.
- iii. Assist with the financial aspects of any GCAC apparel or equipment orders.
- iv. Ensure adequate income is available to achieve the budgeted expenses.
- v. Maintain the GCAC checking account and balance bank statements monthly.
- vi. Process account payable payments as received.
- vii. Provide the status of GCAC funds at least quarterly to the Board – including all income/expense activities. The Board must receive regular and accurate financial statements that the Board members must understand the information presented.
- viii. Provides a financial report of club operations to the membership at least annually (in accordance with the RRCA).
- ix. File tax returns and any other requirements for maintaining the GCAC as a 501(c)3 tax exempt status (i.e., ensure federal, state, and local reporting takes place as required by law).
- x. Other duties as requested by the President.

## **XII. YOUTH PROGRAMS CLEARANCES**

- a. Anyone working directly in a coaching capacity within any GCAC youth program (e.g., elementary cross country, elementary track and field) are required to successfully pass the same background checks required to volunteer within the Grove City Area School District (Grove City, PA).
- b. The Secretary will maintain these certificates and update a list of GCAC members passing these clearances, including expiration dates of each certificate.
- c. Clearances are not required to volunteer at GCAC youth events (e.g., cross country races, track and field meets, road races, etc.) as private one-on-one interaction with youth at these events is unlikely.

## **XIII. COMMITTEES AND TASK FORCES**

- a. The President alone or a majority of Board of Directors has the authority to create committees and task forces, appointment members and chairpersons (including filling vacancies), release any committee/task force member(s) (with or without cause) from further duty, and dissolve committees and task forces as it deems appropriate to carry out the purposes of the GCAC.

- b. The President or majority Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force.
- c. All committee and task force members serve for one year or a term as defined by the President or majority Board of Directors.
- d. The President and other Board members must be kept informed of the activities and progress of all committees and task forces, and the President or majority Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.
  - i. *Note: Example Committees and Task Forces might include race committees, membership, sponsorship, newsletter, website/social media, social events committee, special programs – youth, beginner, etc.*

#### XIV. FINANCES

- a. **Fiscal Year.** As required by the RRCA, the fiscal year will be the calendar year (January 1 – December 31).
- b. **Budget.** The Treasurer drafts an annual operating budget for Board approval. The Board sets event entry fees to support the budget. The process of establishing the annual membership dues are discussed in the above “Dues” section.
- c. **Checks.** The Board may authorize any Board of Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the GCAC.
  - i. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the GCAC may be signed by any Board member after Board approval for that specific action.
- d. **Deposited General Funds.** All monies are deposited to the credit of the GCAC in a Board approved bank account whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.
  - i. No GCAC funds may be deposited in the personal account of any GCAC member, including members of the Board.
- e. **Financial Reviews and Investing.** The Treasurer performs and reports quarterly general fund reviews as outlined in the above “Treasurer” duties section. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.
- f. **Entry Fees Paid by the GCAC and GCAC Singlets.** If the GCAC pays a partial or full entry fee for any GCAC member or GCAC team to compete in an event or activity, that individual or team must represent GCAC by wearing a GCAC singlet/t-shirt/gear during the competition unless approval has been given not to wear a GCAC singlet/t-shirt/gear by the majority of the Board prior to the event. It is also expected that every individual or team member competing in an event where the entry fee has been paid for by the GCAC be a GCAC member prior to the event.

#### XV. SAVINGS CLAUSE

- a. Failure of literal or complete compliance with provisions of the bylaws 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.

#### XVI. TAX STATUS REQUIREMENTS AND DISSOLUTION

- a. No part of the net earnings of the GCAC inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the GCAC may pay reasonable compensation

for services rendered and may make payments and distributions in furtherance of the purposes set forth in the GCAC's "Mission" or "Purpose" noted above.

- b. **Non-Political Affiliation.** No substantial part of the GCAC's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The GCAC may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- c. 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.
- d. Upon dissolution of the GCAC, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to the Club's.
  - i. *Note: These last two statements are requirements for membership in the Road Runners Club of America. (I.R.S. rules)*

## XVII. INDEMNIFICATION

- a. Any former or current GCAC Board of Director or officer, or other such persons so designated at the discretion of the Board, or the legal representative of such person, is indemnified by the GCAC 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 his/her legal representative may be made a party by reason of his being or having been such a Board member, or serving or having served the GCAC, except in relation to matters as to which he is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

## XVIII. AMENDMENTS TO THESE BYLAWS

- a. **Procedure.** These bylaws may be amended by two-thirds (2/3) of those voting at an annual meeting, as follows:
  - i. (a) a proposed amendment must be submitted in writing to the GCAC board at least 60 days preceding the annual meeting;
  - ii. (b) the Board may consult with the originator regarding possible editing, interpretations and modifications;
  - iii. (c) the Board by majority vote determines its position for, against, or for with a recommended change; and
  - iv. (d) the Board returns the proposal along with its position to the Secretary, so that both the proposal and Board position can be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the Board, the Board (by majority entire Board vote) may waive the 60-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and Board position to the membership at least 30 days prior to the meeting.

- b. **Resubmission.** A proposed amendment, which has not been recommended by the Board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.
- c. **Effective Date.** An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.
- d. **Codification.** The Board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the GCAC, to eliminate errors, to correct spelling



and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.



## Grove City Athletics Club Conflicts-of-Interest Policy

The Board of Directors, Officers, Members, and Employees of the Grove City Athletics Club (GCAC) owe a duty of loyalty to the GCAC, which requires that in serving GCAC they act, not in their personal interests or in the interests of others, but rather solely in the interests of the GCAC. Directors, Officers, Members and Employees must have undivided allegiance to the GCAC's purpose and mission and may not use their position(s), information they have about GCAC, or GCAC's property, in a manner that allows them to secure a financial benefit for themselves, their relatives, or close personal friends. This aligns with GCAC being a non-profit organization.

The conduct of personal business between any Director, Officer, Member, or Employee and the GCAC is prohibited according to the GCAC Bylaws. Business transactions of the GCAC in which a Director, Officer, Member, or Employee has an interest is prohibited in accordance with the GCAC Bylaws. Proposed transactions will be reviewed carefully to determine that they are in the best interests of GCAC, and that they will not lead to a conflict of interest.

For the purposes of this policy, a Director, Officer, Member, or Employee has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, principal officer, or employee in any such organization or business. Prior to the start of any negotiations, or consideration of a grant request by the GCAC, Directors, Officers, Members, and Employees are expected to make full disclosure, to the best of their knowledge, of any dual interest in a proposed transaction by submitting a report to the President to handle such matters, supplying any reasons why the transaction might not be in the best interest of GCAC. Alternatively, this report may also be submitted to a different Board Members (besides the President) if the President or majority Board Members so designate. In matters requiring prior approval of the Board of Directors, the President or other Board Member shall forward copies of this disclosure report to the entire Board before its approval.

A Director, Officer, Member, or Employee with a dual interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

A Director, Officer, Member, or Employee shall not use inside information of the GCAC for his/her personal benefit, or use such inside information or his/her position as a Director, Officer, Member, or Employee to the detriment of the GCAC. Inside information is information obtained through the Director's, Officer's, Member's, or Employee's position that has not become public information.

Each Director, Officer, Member, and Employee has a duty to place the interests of the GCAC foremost in any dealings involving the GCAC and has a continuing responsibility to comply with the requirements of this Policy. Each GCAC Board of Director and Officer is required to complete and sign a "**Grove City Athletics Club Conflicts-of-Interest Disclosure Statement**", which is found below. This must occur, at minimum, on a bi-annual basis. The GCAC Secretary will maintain records of these signed forms.

