

BYLAWS
OF
THE
CAPITAL STRIDERS RUNNING CLUB

(Amended January 16, 2023)

ARTICLE 1

Name and Location

Section 1.1 The name of the association shall be the "Capital Striders Running Club, Incorporated", hereafter referred to as the "Club".

Section 1.2 The principal address of the Club shall be P.O. Box 13098, Des Moines, IA 50310. This address may be changed and the Club may also have other addresses that are within the State of Iowa, as the Board of Directors may determine or as the affairs of the Club may require from time to time.

ARTICLE II

Affiliation

The Board of Directors of the Club shall consider and act to affiliate this organization with national organizations and other bodies when it is deemed to be in the best interest of the Club membership to further the purposes and objectives set forth in Article III.

ARTICLE III

Objectives

Section 3.1 The prime objective of the Club shall be to promote and encourage running through the education of the community on the benefits of physical fitness and sport.

Section 3.2 In furtherance of that purpose this Club may print and publish newsletters, booklets, or magazines; conduct clinics or demonstrations and other educational events; host lectures and social events; assist with or host races or fun runs; and do other such activities as may be conducive to the encouragement of running.

Section 3.3 Other objectives are to engage in community activities, to publicize by appropriate means the benefits of long-distance running and jogging, and to

coordinate with other agencies advocating running as a means of physical fitness.

Section 3.4 In addition, the Club recognizes its primary obligation to represent, promote and sponsor Capital Striders activities, programs and services.

ARTICLE IV

Membership

Section 4.1 The Club shall have the categories of single, family, and sustaining membership. The Club may establish dues or fees for membership.

Section 4.2 Each member shall be entitled to one vote on any matter required to be submitted to a vote of the members by law, the Articles of Incorporation, or these Bylaws. A member must be present at the Annual Meeting to vote.

Section 4.3 Membership in the Club shall automatically terminate upon default in payment of dues or fees.

Section 4.4 Membership is not transferable or assignable.

ARTICLE V

Meetings

Section 5.1 Annual Meeting

A. The Annual Meeting of the membership shall be held at a place determined by the Board of Directors and designated in the notice of such meeting.

B. The purpose of the Annual Meeting shall be to transact such business as shall be properly brought before the meeting. Election of officers Board of Directors shall be held at the Annual Meeting and/or through an electronic voting, process.

C. All members shall receive at least 30 days written notice of the Annual Meeting. Written notice of any change in meeting place or date shall be given each member at least ten days before the meeting is held, either in person or by facsimile transmission, email or by letter mailed to the member at the address last shown on the books of the Club.

Section 5.2 Each member entitled to vote at any meeting or through an electronic voting process shall be given, in person or by mail or by facsimile transmission or other electronic communication, written or printed notice of the purpose or purposes and the time and place of any meeting of members.

Section 5.3 Meetings of the members shall be presided over by the President. If the President is not present, the meetings shall be presided over in the following order: Vice-President or Past-President, Treasurer, Secretary, Treasurer; person chosen by the Board of Directors; or person chosen by a majority of the members of the Club entitled to vote at the meeting and are present in person. The Secretary of the Club, or if not present, a person chosen by the Board of Directors, shall act as Secretary at meetings of members.

Section 5.4 The meetings and proceedings of the Club shall be conducted in accordance with Roberts Rules of Order adopted by the Board of Directors, unless otherwise provided in these bylaws.

Section 5.5 Except as otherwise provided by law, all "ordinary" matters shall be determined by a vote of a majority of the members present in person or, if permitted, by those voting by written ballot or by proxy. All measures shall be deemed ordinary except those proposing an Articles of Incorporation amendment.

Section 5.6 Articles of Incorporation Amendments:

A. An Articles of Incorporation amendment may be accomplished by a two-thirds vote of the members present at the meeting or through an electronic voting process.

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

C. All members must be notified at least ten days prior to voting that Articles of Incorporation amendments will be discussed and voted on.

ARTICLE VI

Directors

Section 6.1 The governing body of the club shall be the Board of Directors. The Board of Directors, comprised of Officers and Members-at-Large, shall manage, supervise, control, and direct the affairs of the Club; shall actively pursue the objectives of the Club and shall supervise the receipt and the disbursement of funds. The Board of Directors may delegate areas of its authority as it deems appropriate. The minimum number of Directors shall be nine (9) and the maximum twelve (12) as set by the Board. The members of the Board of Directors, hereafter referred to as the "Directors" unless designated specifically as Officers or Members-at-Large. This general mandate includes, but is not limited to:

- A. Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies, and monitoring the Club's programs and services.
- B. Reviewing all information provided by the Treasurer and other board members related to oversight of the organization.
- C. Participating in all scheduled board meetings, unless excused for an absence.
- D. Ensuring adequate resources and financial sustainability for the Club, which may require fundraising support and engagement by all Directors.
- E. Serving as ambassadors for the organization.
- F. Hiring and/or setting compensation for any independent contractors, race directors, coaches, for staff.
- G. Being accountable for the Club's on-going commitment to diversity, equity, and inclusion (DEI).

Section 6.2 Half of the Directors shall be elected at the Annual Meeting and/or through an electronic voting process of the members in a manner prescribed by the Board of Directors at the time the election is announced. Each elected Director shall hold office for a period of two years beginning with or at the close of the first meeting held after the Annual Meeting within the calendar year, and in no case beginning later than April 30. A Director may be elected to no more than three consecutive two year terms. Additionally, Club members may be appointed on a yearly basis to an advisory group with the capacity to give guidance and direction to the Directors on specific issues. Members of the advisory group will be non-voting members of the Board of Directors.

Section 6.3 Not less than 60 days prior to the elections, the President shall convene a nominating committee consisting of not less than three Club members which shall include and be chaired by either the President, Vice-President, Treasurer, or Secretary. This committee shall present a full slate of names of those to be elected at the Annual Meeting. Nominees for Board of Directors must have been a Club member for at least 90 days and, at the time of nomination, be a member in good standing. Each nominee must give consent to being nominated. Nominations may be made by any member and should be provided to the nominating committee. Not less than 30 days prior to the annual meeting, the nominating committee shall provide nominations for the Board of Directors to the members. Additional nominations from the floor may be accepted at the Annual Meeting, provided the nominee agrees.

Section 6.4 If any vacancies occur in the Board of Directors, they shall be filled for the remainder of the un-expired term by a vote of the majority of the Directors in office.

Section 6.5 A majority of Directors in office shall constitute a quorum for the transaction of business. If, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time, until a quorum shall have been obtained.

Section 6.6 Each Director shall be entitled to one vote and the voting rights of a Director shall not be delegated to another person, exercised by proxy or exercised in absentia. Voting on club issues may be conducted through an electronic voting process between Board of Director meetings, if deemed necessary.

Section 6.7 Meetings of the Board:

A. Regular meetings of the Board of Directors shall be held on no less than bimonthly intervals and as scheduled by the Board of Directors. Notice to the membership shall be given of regular meetings of the Board of Directors at least ten days prior to the meeting date. Posting of the meeting schedule on the organization's web site and in its newsletter shall satisfy this requirement. Notice of specially scheduled meetings shall be posted on the web site and in the newsletter if time permits. Notice of the business to be transacted at such meetings is not required.

B. Special meetings of the Board of Directors may be called by the President or a majority of the Directors on seventy-two hour notice to each Director. The notice shall state the time, place and purpose of the meeting.

C. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting by means of a conference telephone call or by similar communications equipment by which all persons participating in the meeting can hear one another at the same time. Such participation shall constitute presence in person at the meeting.

Section 6.8 Removal or Resignation of a Member-at-Large:

A. Except as otherwise provided by law, any Member-at-Large may be removed from office, for cause, consisting of negligence toward Board responsibilities, moral turpitude, or interests deemed hostile to the organization, by a two-thirds vote of the Board. A board member who misses three (3) consecutive meetings and/or attend fewer than 50% of meetings in one calendar year, shall be presumptively removed from the Board and can only be reinstated by a two-thirds majority of the entire Board, taken in a secret vote.

B. A Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery to the Board of Directors. It is not necessary for a resignation to be accepted before it becomes effective.

Section 6.9 A Director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken, unless the Director contemporaneously requests that his or her dissent be entered in the minutes of the meeting.

Section 6.10 Any action required or permitted to be taken at any meeting of Board of Directors may be taken without a meeting if consent to such action is received either in writing, by facsimile transmission, or E-mail by two-thirds of the Directors and such consent is filed with the minutes. Such action is effective when two-thirds of the Directors have submitted the consent, unless the consent specifies a different effective date. Such consent has the same force and effect as a unanimous vote of the Directors.

Section 6.11 The Club may have an Executive Committee made up of a minimum of three Directors. The President may appoint such other committees as he/she deems advisable and with such rights, powers, and authority as he or she shall prescribe. The President, with the consent of the Board, shall have the power at any time to fill vacancies, change the membership and discharge any committee.

ARTICLE VII

Officers

Section 7.1 The Officers of the Club shall be elected by the members of the Board of Directors. The Officers to be elected shall be: President, Vice-President, Secretary, and Treasurer. All Officers of the club shall exercise the powers and perform the duties that shall from time to time be determined by the Board of Directors.

Section 7.2 Officers shall be elected at the first board meeting following the Annual Meeting within the calendar year, and in no case later than April 30. The President, Vice-President, Treasurer, and Secretary shall hold office for a period one year.

Section 7.3 Removal or Resignation of an Officer: Any Officer may be removed, with or without cause, at any time by the affirmative vote of a two-thirds vote of the Board of Directors. If any vacancy occurs in any office for any reason, the Board of Directors shall appoint a successor for the remainder of the term. An Officer may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery to the Board of Directors. It is not necessary for a resignation to be accepted before it becomes effective.

Section 7.4 The President shall be the chief executive officer of the Club and, subject to the direction of the Board of Directors, shall have general responsibility for the affairs and property of the Club and general supervision over its other Officers and agents. In general, the President shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are implemented. The President will assume the office of Past President for one year.

Section 7.5 The Vice-President, Treasurer, or Secretary shall, in the absence of the President or in the event of the President's disability, removal or resignation, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 7.6 The Secretary shall attend all meetings of the Board of Directors and meetings of the membership such as the Annual Meeting and record all votes and the proceedings of the meetings. The Secretary shall give, or cause to be given, notice of all meetings of members and special meetings of the Board of Directors; and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors or the President.

Section 7.7 The Treasurer shall have the custody of the Club funds and other valuable effects, including securities and shall keep full and accurate accounts of receipts and disbursements and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall approve disbursement of the funds of the Club in accord with the direction of the Board of Directors and shall provide an account of all transactions and the financial condition of the Club. The Treasurer shall not be a voting member of any audit committee established by the president or the board. In the absence of an independent audit committee, the Treasurer shall arrange for an annual independent review by a Certified Public Accountant of the Club's finances. The Treasurer shall arrange for the preparation of annual tax filings.

ARTICLE VIII

Financial Matters

Section 8.1 The Club fiscal year shall be the calendar year.

Section 8.2 The Board of Directors shall establish a budget at the beginning of each fiscal year.

Section 8.3 The accounts of the Club shall be reviewed and annual financial reports shall be prepared. An annual independent review conducted by a

Certified Public Accountant shall be conducted and knowledgeably reviewed by the Board, or by the Board's Audit Committee, if one has been established.

Section 8.4 Dues shall be determined by the Board of Directors and shall not be changed more than once per year.

Section 8.5 Members using Club funds for any purpose shall give a full record of expenditures to the Treasurer.

Section 8.6 The Club shall be empowered to participate in fund-raising activities.

ARTICLE IX

Execution of Instruments, Deposits and Funds

Section 9.1 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Club to 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. Unless so authorized, no officer or agent shall have any power or authority to bind the Club by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 9.2 Except as determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Club shall be determined by policies established by the Board of Directors.

ARTICLE X

Liability, Indemnification, and Insurance

Section 10.1 The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Club.

Section 10.2 The Directors of the Club shall be indemnified by the Club to the fullest extent permissible under the laws of this state.

Section 10.3 Except as may be otherwise provided under provisions of law, the Board of Directors shall purchase and maintain Directors liability insurance against liabilities asserted against or incurred by such persons in such capacity or arising out of the person's status as such, whether or not the Club would have the power to indemnify the agent against such liability.

ARTICLE XI

Tax-Exempt Requirements

Section 11.1 No part of the net income of the Club shall inure to the benefit of or be distributable to its Directors and Club members, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objectives set forth in Article III.

Section 11.2 No substantial part of the activities of the Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Section 11.3 Notwithstanding any other provision of these Articles, the Club shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170 (c) (2) of such Code.

ARTICLE XII

Dissolution

In the event of dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to another non-profit organization of similar purpose that is exempt from federal tax under Section 501(c) (3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170 (c) (2) of such Code.

ARTICLE XIII

Amendment of Bylaws

These bylaws may be amended by a two-thirds vote of the Board of Directors present at any regular or special meeting of the Board of Directors duly called and regularly held. Notice of consideration of any such amendment shall be sent in writing to the Board of Directors at least ten (10) days before any meeting in which the bylaws are to be voted on. The notice shall include a draft of the proposed bylaw change and a notification that all amendments that are germane to the bylaw change may be considered at the time of voting on the proposed revision. The proposed change to the bylaws shall also be posted to the Club's main web site page and/or communicated in the Club newsletter at least ten (10) days prior to any vote thereon. Notice of proposed bylaw changes to the Club membership shall state when and where the Board intends to meet to consider the changes. All Bylaw changes must be presented, discussed, and voted on at

physical meetings of the Board. Only Directors who are present may vote on proposed changes. Prior to any final vote on bylaw changes, any club members who are present, shall be given a reasonable opportunity to express their views on the proposed changes.