

# **PIKES PEAK ROAD RUNNERS, INC.**

## **CONSTITUTION**

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## **CONSTITUTION**

### **ARTICLE I - Name**

The name of the corporation shall be Pikes Peak Road Runners, Inc.

### **ARTICLE II - Purposes**

The corporation is organized for charitable purposes and as an amateur athletic organization, including making distributions to organizations that qualify as exempt under Section 501C (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

The purposes for which the corporation is organized are in particular the pursuit of social, athletic, pleasurable and recreational endeavors. And, in general, to engage in the transaction of all lawful business for which non-profit organizations may be incorporated pursuant to the Colorado Non-Profit Corporation Act, as amended. And in connection with the foregoing purposes, will have all powers that a non-profit organization formed under the Colorado Non-Profit Organization Act, as amended, including but not limited to:

1. Sponsor and/or support local, regional, and national competition to select participants in national championships or international competition in an amateur sport.
2. Provide administration, coaching, and training services for amateur athletes.
3. Disseminate information to amateur athletes.
4. Provide financial assistance to amateur athletes, but only if financial assistance does not affect the amateur athletic status of the athlete receiving the assistance.
5. Support and/or sponsor local and regional sports competitions.

### **ARTICLE III - Affiliation**

This organization will affiliate with the YMCA of the Pikes Peak Region and Road Runners Club of America and with as many national organizations as possible so that all members may participate in specialties of their own interests. Channels of cooperation shall be maintained with the Colorado

High School Activities Association, National Collegiate Athletic Association, USAT&F The Athletics Congress (United States Track & Field Association), the Road Runners Club of America, and other amateur athletic organizations to ensure that all possible situations are fully enforced and covered.

#### **ARTICLE IV - Membership**

Membership in this organization is open to any individual who agrees with the purposes of the organization as set forth in Article 2, and who pays the stated annual dues. The Board of Directors shall set the annual dues.

#### **ARTICLE V - Meetings**

The club shall hold one (1) general membership meeting during the calendar year and as many other general meetings as are deemed necessary by the President and/or the Board of Directors.

#### **ARTICLE VI - Governing Body**

Each member of the Board of Directors has the right to one (1) vote, regardless of the number of positions held. The Board of Directors consists of:

1. Executive Board of Directors

The Executive Board of Directors shall consist of the executives: president, vice president, secretary, and treasurer.

2. Board Members

There are 7 elected Board Member positions. Also included is a representative of the YMCA, appointed by the YMCA.

3. Appointed Positions (committees)

The following committee chairpersons are appointed by the president subject to approval by the existing Board of Directors

Race Coordinator(s), Volunteer Coordinator(s), Newsletter Editor(s), Membership Coordinator(s), Equipment Manager(s), Website Coordinator(s), Training Run Coordinator(s) and Bulk Mail Coordinator(s).

Board Member and Appointed Positions are terminated on December 31<sup>st</sup> of each year, each serving a term of one year.

#### **ARTICLE VII - Criteria for Selection to the Executive Board of Directors**

Nominees for the elected positions of the board shall be current members of the Pikes Peak Road Runners, with the exception of the YMCA representative.

1. President nominee must have previous experience as a member of the Board of Directors. This experience does not have to be during the preceding year's selection. The President shall serve a two-year term.
2. The Vice President nominee must have previous experience as a member of the Board of Directors. This experience does not have to be during the year preceding the selection. The Vice President shall serve a two-year term.
3. The Secretary nominee should have previous experience as a member of the Board of Directors. The Secretary shall serve a two-year term.
4. Treasurer nominee should have previous experience as a member of the Board of Directors. The Treasurer shall serve a two-year term.

#### **ARTICLE VIII - Elections**

All board members shall be elected at the general membership meeting. The following procedures shall be followed.

1. All elective board positions shall be elected by the club membership in attendance at the annual general membership meeting.
2. Candidates may run for only one position.
3. The chairman of the Ad Hoc election committee, or his/her designee, will be responsible for the conduct of the elections. All voting will be by a single secret ballot. The ballot that is designed and used must have room for write-in nominations from the floor.
4. The secretary shall retain the ballots and tabulated results for at least two months following the election.
5. In the event that no positions on the ballot are contested, approval may proceed by a show of hands and if there is a clear majority, ballots need not be collected or counted.

#### **ARTICLE IX - Terms of Office**

The term of office for all Executive Board members shall be two years, from January 1 to December 31 of the following year.

1. The President and Secretary positions shall be considered for election for terms that begin in even-numbered years.

2. The Treasurer and Vice President positions shall be considered for election for terms that begin in odd-numbered years.
3. All other Board and Appointed Positions are for one year terms.
4. Executive Board Members may be elected for only one consecutive two-year term in the same position. If an Executive Board Member served as a replacement for a vacated position, he or she may still be elected for that position in the upcoming term.

## **ARTICLE X - Vacancies on the Board**

Any vacancy occurring on the Board shall be filled by presidential appointment for the remainder of the term of that office. The position of President, should that position become vacant, shall be filled by the Vice President. If the Vice President is unable to accept that position, then the President shall nominate a qualified alternate and the Board of Directors shall vote on that nominee.

## **Article XI - Duties of the Board of Directors**

### **1. EXECUTIVE**

#### **A. PRESIDENT**

The President is the Chief Administrator and Head Executive Officer of the club. The President presides over the Board of Directors' meetings and all membership meetings. The President appoints committee chairpersons (with the exception of the chairperson of the Elections Committee), fills board vacancies by appointments, calls special meetings, and maintains liaison with other organizations, as required. If the club is a member of the Board Runners Club of America, the President represents the Club at the annual Road Runners Club of America Convention (at club expense, subject to Board approval). The President has responsibility for any other club associated functions not assigned to other club members and prepares a monthly presidential letter for the newsletter.

The President is also responsible to be sure that all reporting documents (income tax returns, corporate report), required by governmental entities, are filed in a timely manner.

#### **B. VICE PRESIDENT**

The Vice President assists the President whenever necessary. The Vice President assumes the duties of the President whenever the President is absent.

**C. SECRETARY**

The Secretary is responsible for recording the minutes of all general board meetings, membership meetings and special meetings. The Secretary shall maintain a historical record of all the listed meetings. Copies of the previous Board of Directors' meeting will be presented to Board members at the next scheduled Board of Directors' meeting for the purpose of Board approval. The Secretary shall maintain an attendance record at all Board of Directors' meetings.

**D. TREASURER**

The Treasurer administers club financial matters, disbursing funds to cover club expenses as directed by the Board of Directors. The Treasurer shall prepare a monthly financial statement for presentation for approval review to the Board of Directors. The Treasurer shall also prepare a current financial statement for presentation at the Annual Membership Meeting and an annual financial statement, for presentation to the Board of Directors at the February Board of Director's Meeting. The financial statement must also be made available to the membership at that time.

**2. BOARD MEMBERS**

- A. Board Members shall have one vote. They shall attend as many Board meetings as possible. Unexcused absences from three consecutive Board meetings shall constitute a resignation from the Board of Directors and that position shall be considered vacant. Board Members shall attend as many general membership meetings and special meetings as possible. Board Members shall serve on Ad Hoc Committees as directed and appointed by the President, except as specified for the Elections Committee. They shall represent the Pikes Peak Road Runners whenever or wherever necessary. They shall attend and be active in as many club functions as possible. Board Members shall direct or assist in directing at least one club event per calendar year.

**ARTICLE XII - Committees**

**1. AD HOC COMMITTEES**

Ad Hoc Committees are formed for a one-time purpose. They are dissolved when their function is done.

A. Election Committee

Presidential appointment and Board of Directors action form this committee. The President appoints two members and the Board of Directors appoints three members. The committee selects its own chairperson. The chairperson must be a Board Member. The remaining four committee members need not be Board members, but must be club members. The committee shall be appointed at the Board meeting three months prior to the general election meeting. This committee is responsible for developing and naming nominations for upcoming vacancies. This committee is also charged with overseeing the election process at that meeting. The committee shall print the ballots, distribute the ballots, collect the ballots, and tabulate the election results, if necessary. Persons serving on this committee must resign from the committee if nominated for an executive position. Their position on the committee shall be filled by presidential appointment.

B. Other

The President shall appoint other Ad Hoc committees, as he/she deems necessary.

**ARTICLE XIII - Amendments**

This Constitution and its by-laws may be amended at any general or special meeting of the club membership. Any proposed amendment must be presented to or made available to all club members via publication in the club newsletter and/or the club website at least one (1) week prior to the meeting during which the vote will be held. A simple majority of club members present shall constitute amendment passage.

**ARTICLE XIV - Dissolution of Club**

Upon dissolution of the club, the net assets of the club shall be distributed according to Article IV of the Pikes Peak Road Runners, Inc. Articles of Incorporation.