

Bylaws of the
Flying Irish Running Club
Spokane, WA

Article 1 **Name**

The name of this organization is: Flying Irish Running Club.

Article 2 **Mission Statement**

The Flying Irish Running Club (Club) is dedicated to the furthering of an active lifestyle through running in a social setting and strives to positively promote the sport of running. The Club is committed to provide fellowship, training, camaraderie, encouragement, guidance and to help people enjoy running in a social setting.

Article 3 **Membership**

3.1 **Classes of Members**

The Club shall initially have one class of active membership and one class of inactive membership. Active membership is open to any individual (person) of the public interested in participating in, training for, competing in, coaching, or supporting running.

An active member is defined as a member who has signed the current year annual waiver and is not under suspension. An inactive member is defined as one who has not signed the waiver for the current year (same as the membership renewal dates). Inactive members are prohibited from voting on Club matters, participating in Club meetings and events and serving on committees until they sign the current year annual waiver.

3.2 **Qualifications for Membership**

To qualify for membership an individual must complete and sign the current year waiver. Renewing members must follow the same procedure.

Membership is renewed every year on the first Thursday of March. Membership continues until the Wednesday before the first Thursday in March of the following year.

Resignations at times other than renewal must be submitted in writing or email to the Membership Director. To be reinstated to the active membership roll, you must follow the process for a new member. The

Board of Directors (Board) reserves the right to review and refuse membership applications by a vote of the Board.

Other Club membership requirements are:

- a) Members must display good sportsmanship at all times.
- b) Members must treat Club members, and the general public with dignity and respect.
- c) Members must abide by all local and State laws and ordinances.
- d) Members must be respectful of establishments that host the Club and sponsors of the Club and understand that the current sponsors are the ones the Club endorses. Members are free to use other products and services but should not speak negatively about current sponsors and hosts that puts the Club in an unwanted situation.
- e) Members must fill out and sign the waiver and submit it to the Membership Director.

Failure to observe these rules may result in suspension from the Club by a vote by the Board.

3.3 Voting Rights

Each active member in good standing shall be entitled to one vote upon each issue on the ballot. Ballot issues may include the election of Board of Directors positions and any issues that significantly affect the operation and financing of the Club. For Board elections, each member is entitled to one vote per Board member position on the ballot. Cumulative voting will not be used. Voting may be by show of hands, ballot, voice or roll call. A majority of those casting votes will approve all motions and ballot issues unless a greater proportion is required by applicable Washington law, the Articles of Incorporation of the Club or otherwise stated in these Bylaws.

3.4 Dues

Annual dues, if any, are established by the Board prior to the beginning of the next membership renewal date. Dues are non-refundable should the member leave the Club for any reason. No other assessments are required of members.

3.5 General Membership Meetings

At the end of every calendar year, the Board shall re-evaluate the financial goals for the Club and how the mission of the Club was met in the now completed year and may make the evaluation available to the general membership prior to date established for membership renewal. The annual financial report will also be presented at this time. Money earned

through dues, sales of Club merchandise and sponsors will be used to support the mission of the Club.

In addition to the Annual Meeting, general membership meetings may be held from time to time. The meeting should follow the standard agenda for meetings according to Robert's Rules of Order.

Such meetings are a forum for active members to discuss topics, or bring up motions or issues to be discussed or voted on by the membership. Each active member has the right to present a motion for discussion and/or vote by the membership during the New Business portion of the meeting.

3.6 Annual Meeting

The annual members' meeting will be in held in the last calendar quarter of each year at a date, time and place after Thanksgiving as determined by the Board for the purpose of electing Directors and transacting any such other business as may be necessary.

3.7 Special Membership Meetings

Special meetings may be called for any lawful purpose by the President, the majority of the Board, or not less than 10% of the members entitled to vote at such a meeting.

3.8 Notice of Meetings

Members shall be notified of the date, place and time of any meetings not less than ten days and no more than fifty days prior to the date of the meeting. Members will be notified by email and notices may also be posted on the Club website.

3.9 Quorum

Majority of the Board and a comparable number of members shall constitute a quorum at general membership meetings.

Article 4 Board of Directors

4.1 General Powers

The Board shall have general supervision of the affairs of the Club, fix the date, time and place of meetings, make recommendations to the membership and perform other duties as outlined in these Bylaws.

4.2 Number

The Board shall consist of not less than five and no more than fifteen directors. The minimum five Board member positions will be set as per the Election of Directors section of these Bylaws.

4.3 Board Composition

4.3.1 Positions Elected by Club Membership

- a) President – Grand Poobah
- b) Secretary
- c) Treasurer
- d) Membership Director
- e) Sponsor Liaison
- f) Volunteer Coordinator

4.3.2 Positions Appointed Annually by the Board

- a) Long-term Member Representative
- b) New Member Representative
- c) Local Endurance Club Representative

4.3.3 Future Positions

Other positions may be created as deemed necessary by the Board, but these will be appointed by the Board and will not be subject to election by the Club membership until the next Annual Meeting after the position was created. The creation of a new Board of Directors position shall not be held to the Amendments section (Article 7) of these Bylaws.

4.4 Qualifications

Unless identified elsewhere in the Bylaws, all Board members shall be Flying Irish Running Club members 18 years of age or older who are in good membership standing in addition to the specific qualifications listed subsequently.

4.4.1 President

To qualify for the position of President, a member must have previously served on the Board and have run at least 50 official runs with the Club.

4.4.2 Long-term Member Representative

To qualify for the position of Long-term Member Representative, a member must have been a member of the Club for at least three years and have at least 100 official runs with the Club.

4.4.3 New Member Representative

To qualify for the position of New Member Representative, a member must have joined the Club since the last Annual Meeting.

4.4.4 Local Endurance Club Representative

To qualify for the position of Local Endurance Club Representative, the person must have a leadership standing with a local group or club (not the Flying Irish Running Club) that promotes endurance activities such as running or triathlon. It is not required that the person is a member of the Club.

4.5 Elections of Directors

Board members shall stand for election by the membership at large with the exception of the Board positions that are appointed by the Board as described in these Bylaws. Candidates may be nominated or may self-nominate. All nominations for Board positions that are elected by the membership at large shall be received by writing or email to the Board between October 1st and November 1st of the year in which a position is up for re-election. The names of candidates that meet the qualifications of each Board position that is up for re-election shall be made available to the Club membership via an email notification or a notice on the Club's website by November 15th.

4.5.1 Positions Elected in Even Numbered Years

- a) President
- b) Treasurer
- c) Sponsor Liaison

4.5.2 Positions Elected in Odd Numbered Years

- a) Secretary
- b) Membership Director
- c) Volunteer Coordinator

4.5.3 Positions Appointed Annually by the Board

- a) Long-term Member Representative
- b) New Member Representative
- c) Local Endurance Club Representative

4.6 Term of Office

Unless a Director resigns or is removed he or she shall hold office until the next Annual Meeting based upon the schedule as described in the election of the Board (Article 4.5). Vacancies of Board positions shall be filled by Board appointment for the remainder of the term. Term limits shall not apply unless otherwise identified below.

4.6.1 Long-Term Member Representative

Holds office from Board appointment to the next Annual Meeting.

4.6.2 New Member Representative

Holds office from Board appointment to the next Annual Meeting.
May not serve more than one term.

4.6.3 Local Endurance Club Representative

Holds office from Board appointment to the next Annual Meeting.

4.7 General Information for Board Members, Elections, and Voting

- a) Board members shall have general supervision of the affairs of the Club, fix the hour and place of meetings, make recommendations to the Club, and shall perform other duties as specified in these Bylaws.
- b) Board members are expected to attend all Board and General Membership meetings.
- c) The Board shall meet at a minimum two times a year.
- d) The majority of Board positions that are currently held are a quorum for the transaction of business. The act of the majority of those Board members present and eligible to vote is binding unless otherwise noted in the Bylaws.
- e) Board members may attend a meeting by telephone or similar equipment by means of which everyone participating in the meeting can hear each other. A Board member participating in a meeting by this means is deemed to be present in-person at the meeting.
- f) The Board may act without meeting in-person. A period of 14 days shall be given to all Board members to respond to a request of action unless a majority vote of all of the Board positions that are currently held are in agreement as such the remaining Director(s) vote does not alter the outcome of the decision. Once the period of 14 days has concluded the majority of the responses, if a quorum of Board responses is reached, is binding. Responses received after the 14 day period will not be eligible for consideration.
- g) The Board may form committees that enable the Club to further its mission. The committees may be composed of Board members, officers that are selected by the Board, and Club members.
- h) No Board member will receive direct financial compensation. However, a Board member may be reimbursed for expenses incurred on behalf of the Club, provided a majority of the Board approves the request for reimbursement.
- i) All Board members must complete the Club's Conflict of Interest Disclosure Form once per year.
- j) Vacancies will be appointed by the Board to serve the remainder of the term.

- k) All members of the Board are eligible to vote on issues before the Board so long as a Director does not have any related conflicts of interest.

4.8 Board Member Duties

4.8.1 President – Grand Poobah

- a) Presides over Board meetings and the general membership meeting.
- b) Appoints needed committees and/or chairpersons of committees with consultation by the Board.
- c) Guides the members of the Board in devising and implementing goals, policies, and practices aimed at effective, coordinated pursuit of Club objectives for the best interest of the members.
- d) Speaks or designates a speaker on behalf of the Club in public speeches and presentations.
- e) Issues or designates an issuer in call for special meetings when necessary.
- f) Signs all legal documents of the Club with Board approval.
- g) Maintains the order of the meeting in a fair and impartial manner.
- h) Responsible to protect the rights of all active members.

4.8.2 Secretary

- a) Collects and maintains all committee reports, official documents and records of the Club including the membership roll.
- b) Keeps minutes of all meetings and makes them available to the membership as requested once they are approved by the Board.
- c) Prepares the meeting agenda and can call the meeting to order in the absence of the President.
- d) Maintains current copy of the Club Bylaws.
- e) Prepares ballots for Board member elections.
- f) Shall preside over meetings and Club business in the absence of the President.
- g) Supports the President in duties and responsibilities.
- h) Shall maintain all charter renewals, trademarks, copyrights, permits and licenses required of the Club.

4.8.3 Treasurer

- a) Shall maintain an accurate account of all monies and shall provide a monthly summary report to the Board.
- b) Responsible for the timely submission of the annual corporation report to the Washington State Secretary of State as well as required documents to the IRS.

- c) Receive dues and other monies and deposit in the Club's account(s).
- d) Pays all accounts payable associated with the Club and authorized by the Board.
- e) Shall provide receipts on request for all monies paid to the Club within 30 days.
- f) Provide letters of acknowledgment for charitable contributions.
- g) Supports the President in duties and responsibilities.

4.8.4 Membership Director

- a) Responsible for processing membership applications and waivers, keeping track of membership expirations and updating weekly run attendance totals.
- b) Provide weekly updated membership attendance by the Wednesday of every week during the year that determines active membership.
- c) Personally greet or provides a designate that gives general Club information to new members at each weekly run, and answer questions.
- d) Organizes and implements social activities for Club members.
- e) Supports the President in duties and responsibilities.

4.8.5 Sponsor Liaison

- a) Responsible for coordinating all sponsorships (which must be approved by the Board).
- b) Creates marketing "package" (i.e. brochure, etc.) to present to potential sponsors.
- c) Makes presentations/contacts to potential sponsors.
- d) Research options for Club apparel and present to Board and general membership.
- e) Supports the President in duties and responsibilities.

4.8.6 Volunteer Coordinator

- a) Organizes and leads, if not available to lead appoints a replacement approved of by the Board, activities and events that are approved of by the Board.
- b) Responsible for coordinating volunteers to provide assistance at activities and events that are approved of by the Board.
- c) Responsible for coordinating with other event and group organizers the Club's involvement.
- d) Supports the President in duties and responsibilities.

4.8.7 Long-Term Member Representative

- a) Serves as a liaison between the Board and members of the Club who have renewed their membership for multiple years.

- b) Provides the Board with ideas that the Club can use to cater to veteran members.
- c) Works with the Membership Director to organize and implement social activities for Club members.
- d) Provides the Board with recommendations on the enhancement of Club activities that further the Club's mission.
- e) Supports the President in duties and responsibilities.

4.8.8 New Member Representative

- a) Serves as a liaison between the Board and new members of the Club.
- b) Provide the Board with ideas that the Club can use to cater to new members.
- c) Works with the Membership Director to organize and implement social activities for Club members.
- d) Provides the Board with recommendations on the enhancement of Club activities that further the Club's mission.
- e) Supports the President in duties and responsibilities.

4.8.9 Local Endurance Club Representative

- a) Serves as a liaison between the Club and the local endurance club that the person is a member of.
- b) Serves as a liaison between the Club and other local endurance clubs.
- c) Provides the Board with recommendations on the enhancement of Club activities that further the Club's mission.
- d) Supports the President in duties and responsibilities.

4.9 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.10 Removal

One or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote and present on the election of the Board at a meeting of members called expressly for that purpose.

Director positions that are appointed by the Board may be removed from office, with or without cause, by a majority vote of all of the Board positions that are currently held.

Article 5 Finances

- a) Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club are signed by authorized directors and in accordance with policies and procedures adopted by the Board. The President and the Treasurer shall be allowed to sign checks, drafts or other orders on behalf of the Club.
- b) The Board may authorize the President or any other Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club.
- c) All monies are deposited to the credit of the Club in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.
- d) All expenditures over \$50 must be approved in advance by the Board.
- e) Votes on Club financial transactions may be conducted in person, by conference call or by email by Board Members. If the decision on the financial transaction is conducted outside of a Board meeting (e.g. through email) a period of 14 days shall be given to all Board members to respond to such a request of action unless a majority vote of all of the Board positions that are currently held are in agreement as such the remaining Director(s) vote does not alter the outcome of the decision. Once the period of 14 days has concluded the majority of the responses, if a quorum of Board responses is reached, is binding. Responses received after the 14 day period will not be eligible for consideration.

Article 6 Club Traditions

6.1 Slogan

The Club slogan shall be: “We Run Spokane”.

6.2 Club Events

- a) The Club shall organize a weekly run that is available to all members. The weekly run should attempt to occur on the same day of the week and at the same time of day from week to week. The run should be approximately 3-5 miles.
- b) The Board shall develop a calendar for the year starting on March 1st for Club activities including but not limited to determining routes for

the official Club runs, theme events for Club runs, general membership meetings, and Board Meetings.

- c) Club runs that are eligible to be counted as official Club runs for attendance purposes and members' overall Club run totals shall begin on the first Thursday in March of every year and end on Thanksgiving Day. Attendance shall be taken at Club runs that count towards membership run totals with the Club.
- d) Additions to the calendar shall be decided by the Board at least 14 days prior to the new event for it to be recognized as an eligible run to count towards member Club run totals.

6.3 Club Run Milestones

- a) The Club shall recognize members for cumulative official Club run milestones of: 6, 50, 100, 200 and any other run milestone that the Board agrees to.
- b) Respective shirts may be made available for purchase, with the price determined by the Board, to eligible members who reach the respective milestones and go through the Shirting Ceremony.
- c) 33-run singlets may also be made available to eligible members to purchase, with the price determined by the Board, but with no required shirting ceremony.

6.4 Weekly Run Tradition

6.4.1 Pre-Run Announcements

- a) The President, or his/her designee, shall begin the weekly pre-run announcements to the Club with a shout to the membership present welcoming them to the Club. This will be followed by asking for members to raise their hands if there any "virgins" (new members who joined that night), "6-run runners", "50-run runners", "100-run runners", "200-run runners" and any other run milestone that the Board decides to recognize.
- b) Any announcements that are pertinent to the Club shall be announced prior to the run.

6.4.2 Shirting Ceremony

- a) After each weekly run the list of names of members who have reached each recognized run milestone shall be gathered and announced to the Club as a part of the shirting ceremony.
- b) In order for "6-run runners" to have the right to purchase the Club 6-run shirt they shall tell an Irish themed joke to the Club membership present.
- c) In order for "50-run runners" to have the right to purchase the Club 50-run shirt they shall have the choice of telling an Irish

themed joke, reciting a limerick or singing an Irish-inspired song to the Club membership present.

- d) In order for “100-run runners” or any other recognized run milestone above 100 runs to have the right to purchase the respective Club run milestone shirt they shall have the choice of telling an Irish themed joke, reciting a limerick, singing an Irish-inspired song or making a toast to the Club membership present.

6.5 Social Media Applications

The Club may maintain any relevant social media applications including a website for the Club that allows for the promotion of the Club and its mission to the public as well as to the members of the Club.

Article 7 Amendments

7.1 Procedure

- a) Amendments to these Bylaws may be proposed by any active member 18 years of age or older in writing or by email to the Board at least 60 days prior to the Annual meeting.
- b) The Board may consult with the originator regarding possible editing, interpretations and modifications
- c) The Board by majority vote determines its position for, against, or for with a recommended change; and the Board returns the proposal along with its position so that both the proposal and the Board position can be included in the notice of the annual meeting.
- d) The proposed amendment will be incorporated in the Bylaws if approved by a two-thirds majority of active members 18 years of age or older who cast votes at the Annual Meeting.

7.2 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.

7.3 Effective Date

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

7.4 Codification

The Board may renumber, revise, codify and correct any provision in these Bylaws, and in the rules, policies, procedures and regulations of the Club, 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.

Article 8 **General Powers**

In order to promote its' purpose, the Club may acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the Club shall require for the benefit of the Club and not for any individual financial gain, with the approval of the Board through a motion and vote with the motion passing by simple majority.