

CONSTITUTION OF THE FREDERICKSBURG AREA RUNNING CLUB

ARTICLE I

TITLE:

This organization shall be known as Fredericksburg Area Running Club, hereinafter referred to as "The Club".

ARTICLE II

OBJECTIVE:

Members of the Club believe that running enhances both the health and happiness of its participants. The Club, in furtherance of this objective, will promote and encourage recreational running in the Fredericksburg community through education of the community on the benefits of physical fitness and sport. The club may hold group runs, fun runs, championships, races on the road or track, and time trials; may put on lectures, demonstrations, and social events; may print and publish books, magazines, and newsletters; make awards; conduct fundraising events; and do all such other things as may be conducive to the encouragement of running.

ARTICLE III

MEMBERSHIP:

Membership may be conferred upon any person who submits a signed waiver and application form and provides payment of dues as set forth in the By-Laws.

ARTICLE IV

OFFICERS, DIRECTORS, AND THEIR SELECTION:

Section 1. Officers

The officers of the Club shall be: (1) President, (2) Vice President, (3) Secretary, and (4) Treasurer.

Section 2. Duties, Terms, and Elections of Officers

A. President: Presides over meetings, represents the Club in the Road Runners' Club of America (RRCA), calls any special meetings, and appoints committees and chairpersons thereof. The president assumes any additional responsibilities assigned to the president's position in the Bylaws. The president serves a two-year term and is selected in even-year Club elections.

B. Vice President: Assumes the duties of the president in their absence. Assists the president in conducting their duties. The vice president serves a two-year term and is selected in even-year Club elections.

C. Secretary: Records minutes at board and membership meetings, keeps a file of all meeting minutes. At the discretion of the president, the secretary may be given assignments involving correspondence and the keeping of records. The secretary assumes any additional

responsibilities assigned to the secretary's position in the Bylaws. The Secretary serves a two-year term and is selected in odd-year Club elections.

D. Treasurer: Administers all financial duties and keeps all financial records. The treasurer shall have the authority to sign or distribute necessary appropriations and appropriations deemed to be within the scope of the Club's Objective set forth in Article II of this Constitution, provided, however, that all appropriations must be approved by the Board of Directors. At the discretion of the president, the treasurer may be given assignments to assist the secretary in administering Club records or correspondence involving the receipt or disbursement of monies or other financial matters of concern to the Club. The treasurer assumes any additional responsibilities assigned to the treasurer's position in the Bylaws. The treasurer serves a two-year term and is selected in odd-year club elections.

Section 3. Board of Directors

A. The Board of Directors shall manage the affairs of the Club and establish its policies and procedures.

B. The Board of Directors shall consist of the four elected officers and five elected members who serve as directors and hold no executive or administrative office. One of the five elected members who serve as directors shall be the Grand Prix Director. In the case of Grand Prix Co-Directors, one of the Co-Directors shall serve as director.

C. The four officers and two of the five directors shall serve two-year terms. The other three directors shall serve one-year terms.

D. Board Terms of Service and Election

1. Officers shall be elected to terms of office as set forth in Article IV, Sections 2 and 4 of this constitution.

2. Directors shall be elected in staggered elections and their positions on the Board shall have staggered terms of service. One director shall be chosen in even-year elections for a two-year term. One director shall be chosen in odd-year elections for a two-year term. Three directors shall be chosen in each annual election and shall serve a one-year term. Directors shall be elected as set forth in Article IV, Sections 3 and 4 of this constitution.

Section 4. Election Schedule and Board Inaugurations

A. Elections shall be held annually. In even-year elections, the Club membership shall select a president, vice president, three directors serving a one-year term, and one director serving a two-year term. In odd-year elections, the Club membership shall select a treasurer, secretary, three directors serving a one-year term, and one director serving a two-year term.

B. Each officer and director's term of service shall be approximate, beginning within a week after the regular or special meeting in which the Club's annual election is held.

Section 5. Election Procedures

At least three months prior to the expiration of any officer or director's term of service, the president shall call a regular or special meeting for the purpose of holding an election to fill the position(s) (hereinafter "election meeting") and shall appoint at least three members of the Club to serve on a nominating committee.

The president shall also call a regular or special meeting at least two months in advance of the

election for the purpose of announcing the nominating committee's slate of nominees (hereinafter "announcement meeting"). At the announcement meeting, the nominating committee shall present the names of one or more candidates for each open position on the Board.

Additional nominations for any office may be made from the floor at the announcement meeting or the election meeting.

Elections shall be held in the last month of the expiring term of the service of the current officers and directors. Club members will be provided one month notice in writing or via e-mail of election meeting date, time, and place. At the election meeting, all Club members shall be provided the opportunity to vote by voice for uncontested positions, or by written ballot for contested positions. The nominating committee shall first request a voice vote on each open, uncontested position. Candidates receiving a clear majority of "aye" votes shall be declared elected. Club members shall then vote for the open, contested positions by written ballot, and the candidate receiving the highest number of votes shall be declared elected.

Section 6. Interim Vacancies

Any vacancies which may occur in an office or director position shall be filled by appointment by the remaining members of the Board of Directors, as defined in the Bylaws.

Section 7. Succession

Officers and directors may succeed themselves. Current officers or directors may stand for nomination and election for another position on the board. Officers or directors elected to another board position before finishing their term of service must, upon election to the second position, resign from their current position. The deadline for resignation is December 31 of the election year. The vacancy shall be filled according to the provisions of Article IV, Section 6 of this constitution.

Section 8. Interim Removals

Officers or directors who fail to attend three regular monthly meetings in succession shall receive a written warning regarding attendance and removal. This warning shall request a response within 15 business days. Responses shall be reviewed by the remaining board of directors who may make a motion for removal if deemed necessary. If no response is received it shall be viewed as a resignation by the officer or director in question.

ARTICLE V FINANCES:

The Club is a non-profit organization and all dues, entry fees, and other monies received by the Club shall be used to carry out the stated purpose of the club. 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.

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II.

The Treasurer shall promptly deposit all monies received by the Club. All expenses paid by the treasurer shall be paid for by check signed by the treasurer or with a debit card issued to the treasurer and authorized by the Board of Directors.

ARTICLE VI MEETINGS:

Section 1. Meetings

The Club shall hold monthly meetings, the exact date to be determined by the president. The president shall further call special meetings and annual meetings as deemed necessary. Special meetings may also be called upon the request of two or more members of the Board of Directors. Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the group.

Section 2. Voting/Quorum

All Club business requiring a vote other than amendments to this Constitution shall be determined by a majority vote if a quorum is present. A quorum shall consist of a majority of the Board of Directors; typically, five when all nine positions are filled. No official votes shall be taken unless a quorum is present.

ARTICLE VII AMENDMENTS:

This Constitution may be amended at an annual meeting or any general meeting or special meeting of the Club, called for such purpose, by a two-thirds vote of the members present, provided written or e-mailed notice of the proposed amendments has been given to the members one month in advance. Amendments shall be proposed by the Board of Directors on its own motion, or on written request of any ten members of the Club.

ARTICLE VIII BY-LAWS:

By-Laws for the Club may be passed, amended, or repealed at any general meeting or a special meeting called for such purpose, of the Club by a majority vote of the members present, provided one month written or via e-mail notice of the proposed change has been given to the members. Changes shall be proposed by the Board of Directors on its own motion, or on the written request of any ten members of the Club.

ARTICLE IX DISSOLUTION:

In the event of dissolution of this Club, the funds in the treasury, after all creditors have been paid, and all other Club property, shall go to the Road Runners Club of America or any other 501(c)(3) organization as determined by the Board of Directors.

CONSTITUTION REVISIONS

The foregoing Constitution for the Fredericksburg Area Running Club, Fredericksburg, Virginia was adopted on April 7, 1994 by a two thirds majority vote of the members present, and was amended on December 7, 1997 by a two thirds majority vote of the members present.

On December 5, 1999, a two thirds majority of the members present approved amendments to the Fredericksburg Area Running Club Constitution: Article IV, Officers, Directors, and Their Selection; Section 5. Election Procedures.

On December 17, 2020, a two-thirds majority of the members present approved amendments to The Club Constitution: Article IV, Officers, Directors, and Their Selection, Article V, Finances, Article VI, Meetings; Section 2, along with formatting corrections.

On December 18, 2025, a two-thirds majority of the members present approved amendments to The Club Constitution: Article IV, Officers, Directors, and Their Selection, Article V, Finances.

BY-LAWS FREDERICKSBURG AREA RUNNING CLUB

ARTICLE I

MEMBERSHIP AND FINANCES:

Section 1. Fiscal Year

The fiscal year of the Club shall be from January 1 to December 31. Annual membership shall begin in the month annual dues are received and continue until the expiration of the number of years paid for.

Section 2. Annual Dues

The amount of annual dues shall be determined for each year by the members. In determining annual dues, the members may also establish a family membership plan, a dual membership plan, a student membership plan, or an installment membership plan. The family and student membership plans may provide that a student or members of a family or dual membership pay less than the annual dues. In establishing any of the three plans, race entry fees shall not be applied towards dues.

As used in this section:

- (1) "Family" means two or more people living at the same address.
- (2) "Student" means any person attending an educational institution on a full-time basis.

(3) "Dual" means two people living at the same address.

Section 3. Dues shall be payable as of the end of the last year paid for. Member who do not pay their dues shall be considered delinquent after 90 days. A delinquent member loses all Club privileges and forfeits membership.

ARTICLE II COMMITTEES:

The President may appoint committees and designate their duties to carry out club functions. Committees may be dissolved or continued by the President. These committees may consist of:

(1) Program: This committee shall plan, organize, and conduct Club lectures, banquets and gatherings. It shall provide post-race refreshments as appropriate.

(2) Publicity: This committee shall ensure pre and post-race information reaches the news media. It shall actively promote Club functions through the news media. It shall inform members of special interest events, both local and national. It shall publish the Club newsletter.

(3) Membership/Organization: This committee shall administratively oversee membership procedures. It shall coordinate closely with the Publicity chairperson to ensure prospective members are contacted and aware of Club advantages. It shall ensure that each Club member obtains a copy of the Constitution and By-Laws.

(4) Race Administration: This committee shall propose, measure, and certify race courses. It shall ensure officials, timers, scorers, etc. are present and administratively proficient. It shall keep records from each run.

(5) Awards: This committee shall obtain awards for Club races, relays, special events, and as otherwise necessary.

ARTICLE III OPERATING BUDGET:

Section 1. Reimbursement

Club expenses shall only be paid or reimbursed from the Treasury upon submission of a bill or other statement setting forth the reason for the expense as authorized by the Board. Reimbursement requests received more than 90 days from the expense date will not be honored.

Section 2. Disbursement

In addition to such expenses, the Board may authorize the disbursement of payments to individuals for direct services to the Club such as maintenance and delivery of equipment.

Section 3.

The Board of Directors will approve the annual club operating budget within 15 days after a newly elected board takes office. Expenses that are required to be paid between the time a new board take office and the approval meeting may be approved by the previous board.

ARTICLE IV RACE SCHEDULE:

The Board and Race Administration committee shall assist in determining the race schedule for the year and designating those races known as “club races”.

ARTICLE V NOTICE OF MEETINGS:

At least ten days written or e-mail notice shall be given for each general meeting of the Club, and at least five days written given for each special meeting of the Club. In the case of special meeting, the written or e-mail notice shall state the purpose of such meeting.

ARTICLE VI ANNUAL AWARDS:

Annual awards shall be determined by the Board. Methods of selection for each award shall be determined by the Board according to a point system based on participation in designated club races and volunteer service to the Club.

ARTICLE VII RECALL:

The members of the Club may recall members of the Board upon the vote of two thirds of the members present at any general or special meeting called for such purpose. Written or e-mail notice of the Special Recall Meeting shall be given in accordance with Article V of the By-Laws.

ARTICLE VIII ROAD RUNNERS CLUB OF AMERICA:

The Club shall be an affiliate of the Road Runners Club of America and shall generally abide by the rules of the national organization. The Club shall renew its affiliation on or before January 1 of each year. A copy of the Club Constitution, By-Laws, and amendments thereto shall be filed with the national organization.

ARTICLE IX LIABILITY INSURANCE:

The Club shall assume no liability for any physical disability or injury occurring to members or race participants while training for or participating in Club races or activities. Liability insurance shall be obtained annually in accordance with the guidelines set forth by the Road Runners Clubs of America.

ARTICLE X ANNUAL AUDIT:

The president of the club will appoint at least a two-member committee, whose members do not include an officer or director of the club, to conduct an annual audit of the club's financial

reports. This will consist of a review and/or comparison of monthly reports with monthly bank statements, a review of individual FARC directed race budgets against payouts and receipts, and a report back to the club's officers and directors on the results of the audit.

BY-LAW REVISIONS

The foregoing By-Laws for the Fredericksburg Area Running Club, Fredericksburg, Virginia, was adopted on April 7, 1994 by a majority vote of the members present.

On January 11, 2003, a two-thirds majority of the members present at the annual meeting approved the addition of ARTICLE X, ANNUAL AUDIT, to the Fredericksburg Area Running Club By-Laws.

On December 19, 2019, a two-thirds majority of the members present at the annual meeting approved the adoption of the amendment to allow notification of FARC members meetings and elections to be communicated via e-mail as well as in writing, as found in ARTICLE IV, Section 5, ARTICLE VII Amendments, and ARTICLE VIII By-Laws.

On December 18, 2025, a two-thirds majority of the members present at the annual meeting approved amendments to The Club By-Laws: Article I, Section 2, and the addition of Article I, Section 2(3), and Article III, Section 1, and the addition of Article III, Section 3.