

NORTH JERSEY MASTERS
TRACK AND FIELD CLUB, INC.
BYLAWS
ADOPTED APRIL 10, 2018

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North Jersey Masters Bylaws

(ADOPTED APRIL 10, 2018)

ARTICLE I: NAME OF ORGANIZATION

The name of this association shall be “North Jersey Masters Track and Field Club, Inc.”, hereafter known as “the Club”.

ARTICLE II: OBJECTIVES AND POWERS

Section 1 - Objectives

Promote the sport of running, health, and well-being for runners of all levels and to encourage each other in a friendly and nurturing environment.

To organize and/or sponsor road races, track and field meets, lectures, fun runs, clinics, social events, publish newsletters, give awards, and do all such things that will be conducive to the encouragement of sport and running.

To support the communities in which club members live and work by donating a portion of the Ridgewood Run proceeds to not-for-profit programs that are in line with all our goals.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such section.

To provide instruction and coaching to persons desirous of obtaining such assistance, in order to improve ones' running abilities and racing prowess.

Section 2 - Powers

The Club shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which this association is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Club may include, but not be limited to, the acceptance of contributions from the public or private sectors, whether financial or in-kind contributions, within the proscribed guidelines of Internal Revenue Code Section 501.

Section 3 - Non-Profit

The Club is a non-profit 501(c) organization. Dues, entry fees and other monies received by the Club will be spent entirely for carrying out the stated purpose of the Club.

No part of the net earnings of the Club shall inure to the benefit of its individuals.

Members using the Club fund for any purpose shall give a full record of expenditures to the treasurer.

The Club shall be empowered to participate in fund-raising activities and gift giving.

ARTICLE III: BOARD OF DIRECTORS

Section 1 - Management

The Management of the Club shall be vested in a Board of Directors ("Board"). The number of Board Members and Officer positions shall be determined by the Board from time to time, in its discretion, but shall not have fewer than 9 or more than 13 Board Members. The Initial Board upon the adoption of these Bylaws will consist of the following: four (4) Officers (President, Vice-President, Recording Secretary, and Treasurer), while the remaining members would be "at-large".

Only an “eligible member” may be elected to the Board. An “eligible member” is a person who (a) has been a member of the Club in good standing for a minimum of one (1) year prior to election as a Board Member and (b) commits to race only for the Club in races where the Club participates. This is not intended to prevent a Board Member from also participating in a race as a member of a charity or family or similar “team”.

Section 2 - Term of Office

The term of office for all Board members and Officers is three (3) years. Officers may be elected to succeed themselves. However, no President can be elected for more than two (2) successive full terms.

Section 3 – Duties of the Board Members

The duties of the Board Members are to perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation and by these bylaws. Board Members, collectively and individually are to oversee all club business, all club agents, and ensure the proper running of the Club President and Officers. This fiduciary responsibility given by the Club members is the paramount duty of each and every elected Board Member. Each Board Member is required to report their Club efforts and accomplishments to the President if so directed.

Section 4 - Execution of Instruments

The Board may, by resolution, authorize any Officer, Board Member or agent of the corporation 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, individual board member, agent, employee, or independent contractor shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 5 - Deposits

All funds of the Club shall be deposited to the credit of the Corporation in such banks, trust companies, or other third-party depositories as the Board may direct. The use of cash receipts to directly pay for Club payments is strictly prohibited without first being deposited as stated above.

Section 6 - Gifts and bequests

The Board of Directors may accept on behalf of the Club any contributions, gifts, or devises for the nonprofit purpose of the Club.

ARTICLE IV: OFFICERS

Section 1 - Officers

The officers shall be the President, Vice President, Secretary and Treasurer.

Section 2 - Election

Within one week after the election of the Board at the November General Membership meeting, the Board shall elect the President and the remaining Officers. Procedures for the nomination and election of officers shall be determined by a majority of the Board. The Board shall use its best efforts to fill all Officer positions from within the Board, but if this is not possible, then the Board may select another eligible club member to fill the vacant officer position, and may adjust the number of Board Members as needed. Vacancies in Officer positions that may occur during the course of the year may be filled by the Board.

Section 3 - Duties of the Officers

President - To preside over all General and Board meetings; to call any special meetings and, with the approval of the Board, establish new or terminate existing committees and appoint committee chairpersons. Subject to the direction of the Board of Directors, the President shall manage and supervise the affairs of the Club.

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control

the affairs of the corporation and the activities of the officers. He or she shall perform all duties required under the laws of New Jersey and the United States of America. The President shall preside at all meetings of the Board and other meetings of the Club, or may designate an alternate to preside in place of the President.

Vice President - In the absence of the President, the Vice President shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.

Secretary - To keep accurate minutes of the General membership and Executive Board meetings; preside as parliamentarian; and to send all notices of meetings, correspondence pertaining to Club business. The Secretary shall also keep the original, or a copy of these bylaws as amended or otherwise altered to date. The Secretary shall also keep a book of the minutes of all meetings of the directors, and if applicable, meetings of committees of directors and of members. The Secretary is responsible for keeping the executed Code of Ethics, Confidentiality and Conflict of Interest statements signed by each member of the Board of Directors and Officers. The Secretary is to assure all parliamentary procedures, as directed by the Board, are followed. The Secretary must be familiar with these bylaws (as amended) and be able to provide a copy of such bylaws (as amended) when needed.

Treasurer - Shall be responsible for and have charge and custody of, all funds and securities of the Club, and deposit all such funds in the name of the Club in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Shall be responsible for the receipt of all monies due and payable to the corporation from any source whatsoever, along with the full accounting of such receipts.

Shall be responsible for the disbursement, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements, along with the full accounting of such disbursement.

Shall be responsible for maintaining adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Shall exhibit, at all reasonable times, the books of account and financial records to any Board member of the corporation, or to his or her agent or attorney, on request therefor.

Shall render to the President and Board members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, all Federal and NJ State tax forms and annual filing required by the NJ Department of State.

The Treasurer shall also perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

The Treasurer shall ensure the Club and Board of Directors are adequately insured, including Directors & Officers and liability insurance at all times.

ARTICLE V: BOARD MEETINGS

Parliamentary procedure will be carried on at all meetings, and every effort will be made to discuss any measures coming before the group.

Greater than fifty (50) percent of the Board shall constitute a quorum for the transaction of business at a Board meeting.

A majority vote of the Board members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing an amendment to the Bylaws.

Vacancies occurring among the Board can be filled by a majority vote of the remaining Board members, or left open. Such newly appointed members shall serve for the balance of the unexpired term.

The Board shall meet on the second Tuesday of each month with the exception of July and August.

The Board shall declare a seat vacant if:

1. A Board member ceases to be a member of the Club by resignation, death or board removal.
2. A Board member is absent from three (3) meetings without being excused by the President.
3. A Board Member competes against the Club in violation of these Bylaws.

ARTICLE VI: BOARD ELECTIONS

Section 1 - Nominating Committee

The President shall select two Club members to form a Nominating Committee by September 15th prior to the November election. This committee is responsible for nominating a sufficient number of candidates to fill the number of open Board positions. The Nominating Committee is also responsible for ensuring that its nominees are eligible to serve and are willing to assume open Officer positions.

The Nominating Committee shall present its slate of nominees to the Secretary on or before November 1.

Section 2 - Additional Nominees

Should there be more interested candidates than open positions, any additional candidates beyond those selected by the Nominating Committee must submit their names to the Secretary in writing on or before November 1. Each such additional nominee must confirm in writing that he or she is both eligible and willing to serve as a Board Member or officer if elected and must present signatures of 10 members supporting his or her candidacy. No nominations shall be permitted from the floor at the November elections.

Section 3 - Elections

The General Membership meeting for the election of Board members shall take place in November. Fifteen members in good standing shall constitute a quorum for election of Board members at the November General Membership meeting.

Election for all Board members shall be conducted by secret ballot at the November meeting each year; such terms to commence immediately following the election. Only members present at the meeting are eligible to vote; no absentee ballots are permitted. If the number of candidates do not exceed the number of Board positions available, a voice vote of present members will be permitted at the discretion of the President. This will supersede the requirement for a secret ballot election. If there are more candidates than Board positions available, each one will have the option to speak individually for five minutes prior to the elections.

Before the first Board of Directors meeting, newly elected Board members should be made aware of the existing “Club bylaws” and must execute, by signature, the Code of Ethics, Confidentiality Statement and Conflict of Interest Statement.

Section 4 - Ballot vote procedure

Counting and recording of the ballots must be done by a “teller committee” of 2 or 3 people that will count the votes during the meeting. The teller committee should be members who have no interest in the election results and are appointed by the President. The teller committee shall be instructed on proper counting of ballots, and the final tally announced after the count.

If the number of candidates exceeds the number of Board positions available, then the candidates receiving the most votes will fill the open positions. In the event of a tie, the incumbent Board will vote to break the tie.

ARTICLE VII: CONFLICT OF INTEREST AND COMPENSATION

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, must excuse him/herself and vacate his/her seat and refrain from discussion and voting on said item.

No Board Member or Officer shall receive any compensation from the Club for their services as a Board Member or Officer. However, Board Members and Officers may receive compensation for other services rendered to the Club provided that an independent majority of the Board determines that the amount involved is insubstantial with respect to the overall activities of the Club, and that the compensation is reasonable in relation to the services rendered.

ARTICLE VIII: INDEMNIFICATION

The Club shall indemnify its officers, trustees and every other agent as permitted under New Jersey law. The right of indemnification provided in this article shall not be deemed exclusive of any right to which said persons may be entitled apart from this article. The club shall maintain appropriate liability insurance at all times, including Directors and Officers insurance. Board members should receive documentation from insurance carrier regarding coverage.

ARTICLE IX: FINANCE

Section 1 - Funds

All monies paid to the Club shall be placed in accounts as deemed necessary by the Board of Directors. Renewal of Liability and Directors & Officers (D&O) Insurance from the USATF & Road Runners Club is essential.

- Dues shall not be changed more than once annually.
- The Club shall not be obligated to return or refund dues at any time to any member.
- Disbursement of funds over \$200.00 (exclusive of all race related expenses) must be approved by both the President and Treasurer, or as part of race budget previously approved by the Board.
- Only the President and Treasurer shall have the authority to write checks.
- All income must be deposited into the Club's bank account

The Treasurer shall submit a financial accounting to the Board within 30 days of each month. This financial accounting will include all Club bank account reconciliations and the monthly change in the Club Accounts. This accounting should be available upon request by any Board member.

Section 2 - Disbursements

The Treasurer is authorized to make disbursements on accounts and expenses provided in the budget without additional approval of the Board of Directors. Disbursements shall be by check; the Board shall authorize select Club members to have check writing privileges. Any special funds raised and approved by the Board of Directors shall be disbursed in accordance with the same procedures controlling the Club's operations funds. No part of the net earnings of the Club shall inure to the benefit of its individuals.

Section 3 - Fiscal Year

The fiscal year of the Club shall be October 1 through September 30.

Section 4 – Budget

The Club shall use its funds only to accomplish the objectives and purposes specified in these bylaws. The Board of Directors must approve all budgets.

ARTICLE X: COMMITTEES

The Club makes extensive use of both “standing and ad-hoc” committees for day to day tasks. Lists of standing committees and their members can be found on the Club website.

For ad hoc committees, the president shall appoint all Committees. He/she may approve such ad hoc committees and their Chairpersons as she/he deems necessary to carry out the programs of the Club. Committee appointments shall be at the will and pleasure of the President and in no event exceed the term of the existing appointing President. Those members of a Committee present at the meeting of the Committee shall constitute a quorum.

All Committee proposals must be presented to the Board for their approval before implementation.

ARTICLE XI: MEMBERSHIP

Section 1 - Classes

There shall be three classes of membership:

- General Individual membership: any applicant who is 10 years of age or older.
- Family membership: any couple and their children (under the age of 24) who meet the requirements for general membership.
- Honorary membership: any person or persons, so designated by appropriate resolution of the majority of the Board of Directors.

Section 2 - Dues

- The amount of yearly dues shall be approved by a majority of the Board of Directors.
- Dues are payable via the RunSignUp website or member may make alternate arrangements.
- For new members, dues are payable on the date a member initially signs up. For existing members, dues are payable no later than their renewal date. If dues are not paid by the specified timeframes, their membership may be terminated for non-payment.

ARTICLE: XII MEMBER MEETINGS

General membership meetings shall be held throughout the year as determined by a majority of the Board of Directors.

ARTICLE XIII: INDEPENDENT CONTRACTORS

The Club may engage and utilize independent contractors rather than corporate employees when necessary to further the Club's mission and gain the necessary expertise and manpower when required. Such independent contractors would include, but not be limited to, a Webmaster, a Race Director, a Volunteer Coordinator and Running Coaches. Each and all

independent contractors must enter into a contract with the Club and must have adequate insurance as determined by the Board.

ARTICLE XIV: DISSOLUTION

In the event of the dissolution of the Club (North Jersey Masters), the funds in the treasury, after creditors have been paid, shall go to 501(c) (3) non-profit organization(s) as determined by the Board.

ARTICLE XV: AMENDMENTS

These Bylaws may be amended at a Board of Directors meeting or at any special or regular meeting where a quorum is present and a summary of the proposed amendment has been included in the applicable notice of the meeting. All Bylaw amendments require a greater than two thirds (2/3) vote of the entire board in favor of the amendment.