

## **BYLAWS, Revision 9**

North Park Trail Runners Inc. (NPTR)

Last updated: February 2, 2019

### **I. Name and Purpose**

- a. The name of the organization will be North Park Trail Runners Inc. (NPTR).
- b. The purpose of North Park Trail Runners Inc. (NPTR) is to:
  - i. Encourage trail running in the greater Pittsburgh area.
  - ii. Support the preservation of existing trails and the creation of new trails.
  - iii. Promote the healthful, competitive and social aspects of trail running for adults and children.
- c. North Park Trail Runners Inc. (NPTR) may conduct training runs, events, and races, support runs sponsored by other organizations, educate the public about trail running, participate in trail maintenance and improvement, sponsor social events, and promote a positive attitude toward trail running among its members and other runners.

### **II. Members**

- a. Qualifications:
  - i. Application for membership is open to any person who fully supports and commits themselves to the Purpose of the association as stated above.
  - ii. Acceptance of membership application is automatic. In cases where applicant is in question, 2/3 vote of board may be invoked to approve.
  - iii. NPTR does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. Members participating in NPTR organized events will follow all event and park rules as well as instructions. Members will conduct themselves in a responsible, safe, and well-behaved manner and will set a positive example for other users and participants. Members with respect the autonomy of other running groups and events.
- b. Member Voting:
  - i. Any person, who has attained the age of 18 years, has completed membership application and adheres to the qualifications of membership as set forth above may vote in organization meetings and elections.
  - ii. Remote voting is not permitted.
- c. Removal of Voting Rights and Membership.
  - i. Failure to adhere to membership qualifications as stated may result in the loss of voting rights and/or membership.
  - ii. Termination of voting rights or membership requires  $\frac{2}{3}$  vote by Board.

### **III. Management**

- a. The management of North Park Trail Runners Inc. (NPTR) will be vested in a Board. The Board will consist of seven positions.
  - i. The Board members will be elected and approved by the members of NPTR. Term of Board members will be two years.
  - ii. A person is eligible to serve on the Board if they are an active member of North Park Trail Runners Inc. (NPTR). Active member is defined as an individual who

- contributes to the group in a positive manner on a regular basis.
- iii. Board members may serve unlimited consecutive terms. Board members may be re-elected into their respective positions.
- b. The “years” for the terms of office for the president and other Board members are calendar years that begin on April 1 and end on March 31.
  - c. Removal of Board Members: Board members may not be removed within three months of his or her election. Any Board member, who fails to attend two meetings of the Board or engages in any activity inconsistent with the organization’s mission and/or vision, may be removed from the Board by a majority vote of all Board members. No Board member may be so removed unless he or she is informed in writing at least 30 days in advance of any such action, have the right to a full and fair hearing before the board on any allegations, and upon an express finding by the Board of Directors that said Director has engaged in an activity inconsistent with the Associations goals, purpose and aims or has failed to attend two meetings of the Board.

#### **IV. Duties of Executives and Board Members**

##### **a. President:**

- i. Represent North Park Trail Runners mission/vision in all public interactions.
- ii. Facilitate the development of long-term goals which support the organization’s purpose as stated in Section I.
- iii. Facilitate an annual planning session. Key Outputs: budget, event schedule and roles and responsibilities among the seven board members. See the Addendum section at the end of bylaws to reference a sampling of responsibilities that need to be assigned.
- iv. Revisit the long-term goals on an annual basis with collaboration from board members to ensure goals remain relevant.
- v. Ensure the board’s day-to-day efforts are in support of the agreed-upon long-term goals.
- vi. Ensure monthly board meetings take place with agendas and meeting recaps.
- vii. Publish an Annual Report that measures the year’s achievements in relation to the long-term goals. Financial health of organization to be included.

##### **a. Vice President:**

- i. Assume the responsibilities of the president in his/her absence.
- ii. Support the agreed upon long-term goals by attending monthly board meetings, completing assignments and assisting with Committee formations. Key focus areas include, but are not limited to: marketing, group runs, membership, volunteering, outreach and special events.
- iii. Provide input to the Annual Report.

##### **b. Treasurer:**

- viii. The Treasurer will keep record of the organization’s budget and prepare financial reports as needed. The Treasurer is responsible for the preparation and filing of tax forms, assuring proper maintenance of club insurance, and for reconciling all bank records. The Treasurer, and only the Treasurer, is responsible for collecting all organization funds and depositing funds into the organization bank account. Provide input to the annual report by way of financial status.

##### **b. At Large Directors (4):**

- i. Support the agreed upon long-term goals by attending monthly board

meetings, completing assignments and assisting with Committee formations. Key focus areas include, but are not limited to: marketing, group runs, membership, volunteering, outreach and special events.

## **V. Board Meeting Procedures**

- a. Notice:
  - i. The president will give all Board members at least seven days' notice of Board meetings. The president may give shorter notice if all Board members agree, or if a majority of the Board agrees that an emergency exists which requires the Board to meet on shorter notice. Two Board members are required to call for a meeting that the president has not called.
- b. Board Quorum:
  - i. A quorum consists of a Board majority that includes the President.
  - ii. Except where provided otherwise in these bylaws, a majority of Board members present will pass measures or take any other Board action. The President, at his or her sole discretion, may contact absent members to obtain their vote or view on an issue. This includes edits to the bylaws.
- c. Manner:
  - i. The President will establish the time and manner of Board meetings. The president may use any reasonable means to facilitate discussion of issues and voting. A motion to overrule the President on time, manner, and frequency issues must be supported by at least two Board members to be considered and passed by a majority vote of the Board to succeed.
- d. Member Participation:
  - i. The President will ensure that any member may, upon that member's request, participate meaningfully in a Board meeting. This means that the member can know the issues that will be discussed and can submit his or her views on those issues. This does not mean that meetings need to be held to accommodate the physical participation of members.
- e. Agenda:
  - i. The President will set the agenda of the meeting. While the President should consult Board members on desired agenda items, it is the President's responsibility to set the agenda. If the President does not list an item on the agenda, it may only be discussed if at least two Board members express a desire to discuss it.
- f. Records of Meetings:
  - i. Meeting recaps are required after every board meeting and should include decisions, key action items and a summary of the information needed to explain those decisions. Additionally, the Board will record the persons participating and the votes of Board members on any issues.
  - ii. Any member of North Park Trail Runners Inc. (NPTR) may, upon request, view the record of the Board's meetings.
  - iii. The President will take measures to see that members are kept informed of the decisions of the Board.

## **VI. Other Club Officials**

- a. The Board may appoint club members, including members of the Board, to perform

club-related duties. The Board may set the conditions and terms of service of such officials.

**I. Annual Meeting and Elections**

- a. The members shall have one meeting biennially to elect the Leadership Board what will be elected by a vote of the membership and serve at the pleasure of the members. At the annual meeting, the members shall also receive reports on the activities of the association and determine the direction of the association for the coming year.
- b. Elections:
  - i. Elections will be held annually during the month of March. The annual Meeting date and time must be announced no less than 3 weeks prior to the meeting. Members must attend the meeting in person. Remote voting is not allowed. A simple majority vote of a valid quorum is required for all actions.
  - ii. Each North Park Trail Runners Inc. (NPTR) member may cast one vote for each position of the Board. If two or more persons are tied for a position, a runoff election will be held among the persons tied. A runoff election may be held with no less than five days' notice.
  - iii. Bylaws may be voted upon (in person) at the Annual Meeting or throughout the year at a board meetings. If amending bylaws at the Annual Meeting, members must be given seven days advance viewing of proposed amendments.
- c. Election Procedures:
  - i. North Park Trail Runners Inc. (NPTR) members are entitled to vote in a Board election at the Annual Meeting.
  - ii. The President, with the approval of the Board, will give the membership notice of the time and manner of an election. There must be at least 15 days for members to declare their candidacy as described below and then there must be at least 15 more days before the election or the start of the election period.
  - iii. Email or publication on the North Park Trail Runners Inc. (NPTR) web site and/or Facebook will be considered adequate notice to the membership of all matters relating to elections.
  - iv. The Board may designate a cutoff date prior to the date of the election, upon which someone must be a member to be eligible to vote in that election. The cutoff date will be no earlier than the date of the beginning of the period during which candidates may declare their candidacy and no later than the one month prior to the election.
- d. Vacancies:
  - i. When a vacancy occurs on the Board, the President or any other member of the Board may nominate a person to serve the unexpired term. The Board will then approve or reject the nomination. If a vacancy occurs in the Presidency, the Board will first select a person from its midst to serve the unexpired term of the President and then the Board will nominate a new Board member, if necessary, to bring the Board to seven members.
- e. Quorum:
  - i. A quorum consists of a Board majority that includes the President as well as attending North Park Trail Runners Inc. (NPTR) members. The presence of Voting Members entitled to cast at least five percent (5%) of the votes that all Voting Members are entitled to cast shall constitute a quorum for the Annual Meeting of the members of North Park Trail Runners Inc. (NPTR). Failure to achieve a

quorum shall not invalidate, however, any action taken at said meeting if within thirty days of said meeting, before or after, sufficient remaining numbers to achieve a quorum of members file written consent to the action. Said written consent may be by widely used communication media or technology, such as email and text messaging

## **II. Finances**

- a. North Park Trail Runners Inc. (NPTR) is a non-profit organization. Funds received by NPTR will be spent entirely for carrying out the stated purposes of the organization.
- b. North Park Trail Runners Inc. (NPTR) will be empowered to participate in fund-raising activities.
- c. North Park Trail Runners Inc. (NPTR) will maintain a bank account in the name of North Park Trail Runners Inc. The Treasurer and President will have rights to sign on behalf of NPTR.
  - i. The Treasurer will have the primary responsibility for disbursing funds of North Park Trail Runners Inc. (NPTR) for the purposes of paying expenses of the organization.
  - ii. The Treasurer will have primary responsibility for collecting funds of North Park Trail Runners Inc. (NPTR).
- d. No member of North Park Trail Runners Inc. (NPTR) may receive any monetary compensation for his or her work with North Park Trail Runners Inc.
  - i. Notwithstanding the prohibition on compensation above, any member of North Park Trail Runners Inc. (NPTR) who incurs out-of-pocket expenses that are necessary and approved for an organization purpose may, on proper proof of those expenses, be reimbursed. Additionally, NPTR may purchase goods or services from an organization member where the payment does not include a portion for the labor of the organization member or where the good or service is legally required and no qualified NPTR member will provide the good or service without cost to the NPTR.
- e. The Treasurer of North Park Trail Runners Inc. (NPTR) will report to the organization members, at least yearly, as to the financial status of North Park Trail Runners Inc. (NPTR). The Treasurer will also make available the financial status of North Park Trail Runners Inc. (NPTR) to members upon request.
- f. The Treasurer will recommend to the Board how North Park Trail Runners Inc. (NPTR) should administer its finances including the target amount of any cash reserve. The Board will approve these recommendations subject to any modifications it deems appropriate.
- g. The Board will ensure that receipts and disbursements of organization money are properly made and accounted for. In furtherance of this responsibility, the Board shall, at least twice a year, review, or cause to be reviewed, the organization's books and records.

## **III. Liability**

- a. Personal Liability: A Board member shall not be personally liable for any monetary damages or for any action taken.
- b. Preservation of Rights: Any repeal or modification of this Article shall not adversely affect any right or protection existing at the time of such repeal or modification. The rights conferred in this article shall continue as to any person who has ceased to be a Director of the Association and shall inure to the benefit of the heirs and personal

- representatives of such person.
- c. **Mandatory Indemnification:** The Association shall indemnify each director or officer of the Association who was or is made a party to or as witness in or is threatened to be made a party to any pending or completed action, whether civil or criminal, by reason of the fact that such person is an authorized representative of the Association, against all expenses, judgments, fines and amounts paid in settlement in any such action.
  - d. **Funding:** The Directors shall have the power to borrow money on behalf of the Association, including the power to pledge the assets of the Association in order to discharge the Association's obligations of indemnification.
  - e. **Definition of Representative:** For the purposes of this Article, the term "authorized representative" shall mean a Leadership Board member, employee, or express agent of the Association, as well as any person or entity duly authorized by the Leadership Board.

#### **IV. General Provision**

- a. **Name:** The Association's name is North Park Trail Runners Inc. (NPTR)
- b. **Prohibited Activity:** The Association, its Directors, Officers, and Members shall not engage in any activity that will jeopardize its qualification as a Section 501 (c)(3) entity of the Internal Revenue Code of 1954 as more fully described by the Articles of Incorporation Association adopted and filed with the Commonwealth of Pennsylvania.
- c. **Fiscal Year:** The Association's fiscal year shall end on December 31st of each year.
- d. **Waiver of Notice:** Whenever notice is required under these Bylaws, notice may be made by widely used communication media or technology, such as, email, or text messaging. Waiver in writing or by such means submitted to the Director of Marketing & Documentation will vitiate said requirement.
- e. **Authorization:** All checks, notes, mortgages, evidence of indebtedness, vouchers, drafts, acceptances, contracts, assignments, or any other document binding the Association, shall be signed by the President and Treasurer, however the Treasurer may sign solely on any check for less than two hundred U.S. dollars (\$200.00), providing that the Treasurer receives written permission from the President prior to the execution of the check.
- f. **Financial Statements:** The Association shall furnish annual financial statements, prepared by the Treasurer, to the members, after being presented and approved at the first yearly meeting of the Board of Directors. These statements need not be audited by a CPA.
- g. **Amendment:** These bylaws shall be amended at any meeting of the voting members of record upon a majority vote of any valid quorum.
- h. **Distribution of Assets:** Upon the dissolution of this Association, its assets remaining after payment, or provision of payment, of all debts and liabilities of this Association shall be distributed for one or more exempt purposes within the meaning of Section 501(C) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be in accordance with all applicable provisions of the laws of the Commonwealth of Pennsylvania

<p>2/2/19</p> <p>Rev 9</p>	<p>Rev 9:</p> <p>1. All <b>board roles were refined, Section 4:</b></p> <ul style="list-style-type: none"> <li>• President role edited</li> <li>• VP role added</li> <li>• 4 “at large” directors added (specific roles removed)</li> <li>• <b>Task list document</b> created (by using what was originally in the by-laws for specific board roles)</li> <li>• “Without Excuse” removed</li> </ul> <p>2. Edited for clarity: <b>Section 7:</b></p> <ul style="list-style-type: none"> <li>• Every <b>2 years</b> clarification added</li> <li>• By-laws can be changed throughout the year</li> <li>• Quorum required at 5%</li> </ul> <p>3. Edited for clarity, <b>Section 5:</b></p> <ul style="list-style-type: none"> <li>• Remove the part about “board may meet without president...”</li> </ul>
<p>2/6/19</p> <p>Rev 9.1</p>	<p>Change control section added (Amy Nelson)</p>