

FRONTRUNNERS & FRONTWALKERS PHOENIX CONSTITUTION AND BY LAWS

- I. The name of this organization is: FRONTRUNNERS & FRONTWALKERS PHOENIX, known hereafter as FFP.**
- II. Purpose/Mission:**
- A. Frontrunners & Frontwalkers Phoenix (FFP) is a running and walking club for the LGBT+ community and allies having an interest in health and well-being through staying active and coming together with social events.
- III. Affiliation:**
- A. The club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. This club will submit a portion of the proceeds raised described in Section IV.E, to the RRCA as membership in that body shall require.
- IV. Membership:**
- A. Membership in the club will be on an annual basis starting January 1. Membership is open to all persons, without regard to race, color, creed, sex, religion, political ideology, national origin, ancestry, citizenship, veteran status, pregnancy or maternity, marital status, physical condition, gender, gender identity/reassignment, sexual orientation, disability or age.
- B. Official membership will occur when the member completes a liability waiver and provides their name and address and/or email address.
- C. Each member will be eligible to cast one vote during any general election or for any future action requiring a vote of the general membership.
- D. Member attendance to any and all events is strictly voluntary, and any attending member understands the possible liabilities (physical or otherwise) that may be associated with such events, and agrees not to hold FFP liable for any and all damages and/or injuries that may occur and sign a waiver of liability for participation in all club activities.
- E. Dues: Annual membership dues are voluntary. Members recognize that funding for the club primarily comes from its members and without funding, the club will be limited in its activities.
- F. Additional requirements for attending weekly meetups or social gatherings may be implemented by a majority vote of Executive Committee as needed for any safety or health considerations.
- V. Executive Committee and Officers of FFP**
- A. There shall be an Executive Committee election at a General Meeting by majority vote for a term of office of two years. Voting shall also be conducted via online proxy. Online ballots will be forwarded to all those who request it at least 7 calendar days before the election. Executive committee will give notice at least 30

days in advance for members to elect voting via online proxy. The officers of the FFP and its Executive Committee shall be:

- i. President
- ii. Vice President
- iii. Secretary
- iv. Treasurer

B. Duties shall include attendance at Executive Committee meetings with each member having an equal vote. And, for each office:

- i. President
 - a. Represent the FFP
 - b. Attend and preside over all meetings of the Organization and the Executive Committee
 - c. Shall call a General Meeting at least once a year before 3/1
 - d. Call General Meetings and Executive Committee Meetings as deemed necessary or are recommended
 - e. Appoint officers to vacancies until the next General Meeting's replacement election
 - f. Appoint or accept volunteers for Committee Chairpersons
 - g. Supervise all activities of the FFP
- ii. Vice President
 - a. Represent the Organization and perform all other duties of the President if that Officer be absent or fail to perform required duties, and assume the Presidency if vacated
 - b. Chair the Membership Committee, and keep a role of members
 - c. Supervise and assist all Chairpersons of all committees and report their activities to the Executive Committee and General Meetings in the absence of Chairpersons
- iii. Secretary
 - a. Shall maintain records and archives of the Organization, its meetings and activities, and report such to the General and Executive Committee Meetings
 - b. Cause to be published and distributed a Newsletter of the Organizations and other information to the Membership
 - c. Make copies of the Constitution and By Laws available to all members
 - d. Assist all Chairpersons with reports to the Executive Committee and General Meetings
 - e. Notify Members of all Meetings
- iv. Treasurer
 - a. Maintain financial records of the organization
 - b. Publish financial standings at least quarterly to all members
 - c. Ensure all bills are paid in a timely manner
 - d. Advise executive team of any financial issues as needed

- C. The Executive Committee shall meet at times and places designated by the President, convenient to the membership. A quorum shall consist of three (3) members, with a "majority vote" being a majority of those present. The Executive Committee shall be empowered to conduct all business of the FFP. In matters of important concern to the membership, a General Meeting shall be called, or a mail vote held to allow the Membership to vote upon such issues.

VI. Committees

- A. Ad Hoc Committees
- B. Ad Hoc Committees shall be appointed by the President, or composed of volunteers as deemed appropriate by the President, Executive Committee or General Membership.

VII. Empowerment of this Constitution/Amendments

- A. This constitution and By Laws becomes effective upon 5/1/19 favorable vote by the Membership at a General Meeting, or by 5/1/19 favorable vote by mail.
- B. Amendments may be made by no fewer than three (3) votes of the Executive Committee pending a 5/1/19 confirmation vote by the Membership, either at a General Meeting or by an online ballot.
- C. Amendments may be proposed by any member at a General Meeting or Executive Committee Meeting, or by submitting them in writing to the President.
- D. The presentation of a petition for Amendment to the Executive Committee shall require the calling of a General Meeting within three (3) weeks. The Secretary shall make a copy of the Amendments available to all Members.

VIII. Finances

- A. The fiscal year shall be January 1 – December 31. The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The board may authorize the president and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with approval of the Board majority. All 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 officers and in accordance with policies and procedures adopted by the Board. All monies for the Club 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. No Club funds may be deposited in the personal account of a member of the Board. The treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters.

IX. SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of

proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

- A. 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. No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- B. 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.
- C. Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organization with a similar purpose to the Club's.

X. Indemnification

The FFP agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Organization, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. Organization may maintain insurance, at its expense, to protect itself and any such person against such liability any, cost or expense.