

MDRA BYLAWS

Approved: *January 20, 2018*

ARTICLE I

Sec. 1.1 Name

This organization shall be known as the “Minnesota Distance Running Association, Inc.” (hereinafter “MDRA”)

ARTICLE II

Sec. 2.1 Mission Statement

The Minnesota Distance Running Association connects the Minnesota running community and supports runners of all ages and abilities through education, programs and advocacy. Whether you run socially, recreationally, or competitively, MDRA can help you achieve your running goals.

Sec 2.2 Activities

To further the stated objectives, the MDRA may

1. Promote and conduct races or running activities for the general public or private organizations;
2. Disseminate information on running through newsletters, booklets, clinics, meetings, lectures, handbooks, educational programs, and all other forms of communication;
3. Participate in or institute research projects;
4. Engage in community activities that promote or publicize, by any appropriate means, the benefits of running;
5. Work cooperatively with other entities or organizations to promote or publicize running as a competitive sport or recreational activity.

ARTICLE III

Sec. 3.1 Membership

Membership is open to any individual without regard to age, sex, race, creed, religion, or handicap.

Sec 3.2 Membership Procurement

Membership status is obtained by payment of specified annual dues. Membership includes the right to receive all official MDRA publications and to attend the annual meeting and special meetings, entry into all events open to MDRA members only, and voting privileges detailed in Section 3.3. MDRA shall issue certificates to members in good standing evidencing membership in the MDRA.

Sec 3.3 Classes of Membership

There are several classifications of membership, each of which extends for a twelve (12) month period.

Sec 3.3.1 Regular Individual Membership

The holder of a regular individual membership shall be entitled to cast one (1) vote at meetings of the membership and cast one (1) ballot in the elections of for Directors.

Sec 3.3.2 Regular Family Membership

The family membership certificate shall entitle the mother, father, (or legal guardians), and all other of their children under eighteen (18) years of age all of the privileges detailed in section 3.2. Each family member shall be entitled to cast one (1) vote at meetings of the membership and each regular family membership shall be allowed to cast two (2) ballots in the election for Directors.

Sec 3.3.3 Individual Sustaining Membership

The holder of an individual sustaining membership certificate shall be entitled to all the privileges of a regular membership and prepaid entry into all MDRA sponsored events.

Sec 3.2.4 Family Sustaining Membership

The family sustaining membership certificate shall entitle the family members described in section 3.3.2 to all the privileges of a regular family membership and prepaid entry into all MDRA sponsored events.

Sec 3.3.5 Student Membership

The holder of a youth membership shall be entitled to all the privileges of a regular individual membership at specified reduced annual dues. Only individuals under the age of twenty-five (25) years at the time of application are eligible for this classification.

Sec 3.3.6 Lifetime Membership

Past-Presidents shall be entitled to a lifetime membership in the MDRA after completion of a term of office.

ARTICLE IV

Sec 4.1 Board of Directors

The affairs of the MDRA shall be controlled and administered by a Board of Directors (hereinafter "Directors") which shall be composed of fifteen (15) members, fourteen (14) being elected by the general membership, and one (1) fulfilling the role of Past President or appointed by the President in such years for which there is no Past President.

Sec 4.2 Officers

The Officers shall be Directors and shall consist of the President, the Past President (when there is one) the Vice President, the Secretary, and the Treasurer.

Sec 4.3 Officers and Directors Terms of Office

The President shall be elected to serve a term of one (1) year and shall not be eligible to serve more than three (3) consecutive elected terms.

The Past President shall serve a term of one (1) year following the final elected term as President.

The Vice President shall be elected to serve a term of one (1) year and not more than four (4) consecutive elected terms.

The Secretary shall be elected to serve a term of two (2) years and not more than three (3) consecutive elected terms.

The Treasurer shall be elected to serve a term of two (2) years and not more than three (3) consecutive elected terms.

Ten Directors shall be elected to serve a term of two (2) years and not more than three (3) consecutive elected terms.

No member shall serve as a Director for more than nine (9) consecutive years with the exception of a member fulfilling the office of Past President who shall be permitted to serve as a Director for one additional year.

The Secretary and five (5) Directors shall be elected in odd-numbered years. The Treasurer and five (5) Directors shall be elected in even-numbered years.

During the years for which there is no Past President, the President shall appoint one (1) Director to serve a term of one (1) year.

Sec 4.4 Eligibility for Officers and Directors

To be eligible for nomination for President or Vice President, a member must have served as a Director for a minimum of one (1) year within the three (3) years prior to the year of the nomination. All other nominees for Directors shall be at least eighteen (18) years of age. No Director shall occupy the following paid positions: Editor of Official MDRA Publications, Office Manager, Equipment Manager, or other positions as designated by the Board of Directors.

Sec 4.5 Powers of Directors

The Directors shall be authorized to exercise all powers conferred upon the MDRA consistent with Section 501(c)(4) of the Internal Revenue Code of 1986 as amended, unless specifically forbidden herein. These powers include but are not limited to the following:

1. To renew or revive the corporate existence of the MDRA;
2. To the extent necessary, to effect the purposes stated in Section 2.1 for which the MDRA was organized, to amend the corporate charter on file with the Secretary of State for the State of Minnesota;
3. To hire or appoint such executive, administrative, or clerical personnel and such other employees, agents, or servants as the MDRA may require from time to time, to define their duties, and to fix their compensation;
4. To file suit in any court of law or seek redress before any administrative tribunal;
5. To make contracts and incur liabilities on behalf of the MDRA consistent with the purposes stated in Section 2.1 for which the MDRA was founded;
6. To purchase, take, receive by gift, will, or otherwise, lease or otherwise acquire, own, hold, improve, use, or otherwise deal in real or personal property, or any interest therein, wherever situated;
7. To make donations for the public welfare consistent with the purposes stated in Section 2.1 for which the MDRA was founded;
8. To take any and all steps necessary to retain the tax exempt status of the MDRA under Section 501(c)(4) of the Internal Revenue Code;
9. To reimburse and indemnify the litigation expenses of the MDRA Directors, Officers, agents, and employees as permitted by law and to purchase and maintain liability insurance for their benefit; and
10. To have and exercise such powers as are necessary or convenient to effect the purposes stated in Section 2.1 for which the MDRA was organized.

Sec 4.6 Vacancies

Except as provided in Section 4.7.3, should a vacancy occur in any of the Directorships due to elected or appointed person being unable or unwilling to serve out the entire term of office, the vacancy shall be filled by a person appointed by the President and subject to approval by a majority of the remaining Directors. The person so appointed shall serve out the remaining portion of the retiring Director's term. If the President fails to appoint a new Director by the time the second consecutive regularly scheduled meeting of the directors following the date of vacancy, any Director shall be free to nominate a person to fill the vacancy and the nominee shall be appointed Director subject to approval by a majority of the remaining Directors. In the event that the Vice President is unable or unwilling to succeed the President as provided in Section 4.7.3, a vacancy in the position of President shall be filled by nomination by a Director of any Director and election by a majority of the Directors.

Sec 4.7 Duties of Directors

The Directors shall engage in their duties to further the stated mission of the MDRA. These duties include but are not limited to those described herein.

Sec 4.7.1 President

The President shall be the Chief Executive Office of the MDRA, preside at all meetings of the membership and Directors, call special meetings of the Directors, appoint such persons to the Board of Directors as provided herein, appoint persons to fill such vacancies as occur in the Board of Directors, create and appoint MDRA members to such ad hoc committees as the President deems necessary from time to time, sign any deeds, mortgages, bonds, contracts or other instruments subject to prior approval of a majority of the Directors, assume the duties of Treasurer in the event of resignation or incapacitation of the Treasurer, and perform such other duties as are incident to this office or are delegated to the President by the Directors.

Sec 4.7.2 Past President

The Past President shall provide assistance as the newly elected President assumes the duties of the President, transfer all MDRA documents to the President, and perform such other duties as are delegated to the Past President by the Directors.

Sec 4.7.3 Vice President

The Vice President shall preside at all meetings of members or Directors in the temporary absence or incapacity of the President, succeed to the office of President should the President resign from office or become incapacitated, assist the President in their efforts to carry out the function as Chief Executive Officer of the MDRA, and perform other duties as are delegated to the Vice President by the President or Directors.

Sec 4.7.4 Secretary

The Secretary shall be the custodian of the minute books of the MDRA, and shall accurately keep minutes of the meetings of the Directors and general membership, and shall perform other duties as are delegated to the Secretary by the President, Vice President, or Directors.

Sec 4.7.5 Treasurer

The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the MDRA, shall maintain accurate and current records reflecting moneys received and distributed by the MDRA, shall maintain accurate and current records on all accounts maintained by the MDRA with any bank, savings and loan association, or other depository, shall prepare monthly financial statements which accurately reflect the MDRA's financial condition and present the same to the Directors at regularly scheduled meetings of the Directors, shall prepare such forms as are required by the Internal Revenue Service, shall set budgets for the forthcoming fiscal year, and shall perform such other duties as are incident to the office of Treasurer or are designated to the Treasurer by the President, Vice President, or Directors.

Sec 4.7.6 Directors

The Directors shall represent the interest of the general membership pursuant to the powers described in Section 4.5, shall be encouraged to serve on at least one of the committees defined in Article VI, shall serve as liaisons between the directors and Committees, shall make a concerted effort to communicate with persons of the general membership and present suggestions and comments of said persons regarding the concern of the MDRA at meetings of the Directors, and shall perform such other duties as are delegated to the Directors by the President or by the Board of Directors.

Sec 4.8 Election of Directors

Election of Directors shall be by written or electronic official ballot. Ballots shall be distributed to all members and the names of the elected Directors shall be announced to members not less than thirty (30) days prior to the date of the annual meeting. Members wishing to cast votes for Directors and positions of Officers shall be entitled to not less than five (5) days to return the ballot via the acceptable means of ballot collection posted. The ballots shall be counted under the direction of the board at the Annual Meeting and published in the Official MDRA publication.

Sec 4.9 Removal of Director

Any Director elected in accordance with Section 4.8 may be removed for just cause by an affirmative vote of not less than two-thirds (2/3) of the Directors at any regular or special meetings of the Directors. Any Director who is absent from three (3) consecutive regular meetings of the Directors shall be automatically removed from the Board of Directors, unless such absences are deemed excusable by a majority of the Directors. Any Director terminating membership with the MDRA shall be automatically removed from the Board of Directors.

Sec 4.10 Compensation for Directors

Directors shall not receive compensation for their services as Directors. The Directors may authorize reimbursement for any expenses incurred by a Director in the performance of duties of Directors.

Sec 4.11 Conflicts of Interest

When a Director is personally interested in a contract or transaction to which the MDRA is a party, or is indirectly interested because of employment or investment with a person or organization with which the corporation is dealing, the Directors must disclose the existence of the interest, and describe the nature of the interest to the other Directors prior to the time the Board takes any action with respect to the person or organization.

ARTICLE V

Sec 5.1 Annual Meeting of Members

An annual meeting of the members shall be held each calendar year for the purpose of transacting such business as required by the Bylaws. The annual meeting may also include such activities as reports on events sponsored by the MDRA, presentation of special awards, recognition of volunteer services, features speakers, slide shows, or any other activities deemed acceptable by the Directors.

Sec 5.2 Special Meetings of the Members

Special meetings of members may be called by the President, or a majority of the Directors, or by written petition signed by not less than two hundred (200) of the members in good standing.

Sec 5.3 Meetings of the Directors

The Directors shall conduct regular business meetings at least once per month. Meetings shall be open to the public and all attendees may participate in the discussions. Only Directors shall be permitted to vote on motions or proposals.

Sec 5.4 Special Meetings of Directors

Special meetings of Directors may be called by the President or by a majority of Directors.

Sec 5.5 Time and Place of Meetings

The Directors may designate any reasonable time and place for the annual meeting of the members or special meetings of members. The President and a majority of Directors may designate any reasonable time and place for regular or special meetings of Directors.

Sec 5.6 Notice of Meetings

Notice of the annual meeting or special meeting of members shall be published in an Official MDRA publication not less than thirty (30) days prior to the date of the meeting. All Directors shall be notified by email, not less than seven (7) days prior to regular meetings of Directors and not less than twelve (12) days prior to special meetings of Directors.

Sec 5.7 Quorums at Meetings

A quorum shall be deemed to be present at any annual meetings. Not less than fifty (50) members shall constitute a quorum at any special meeting of members.

A quorum shall exist in any meeting of the Directors if a majority of the Directors then in office are in attendance at said meeting.

Sec 5.8 Procedures at Meetings

Roberts Rules of Order shall govern the conduct at all meetings of the members and meetings of the Directors.

Sec 5.8.1 Minutes of Meetings

Except upon a vote of two-thirds (2/3) of the Directors attending the meeting at which the discussion occurs, the minutes of all meetings of the Directors may be published in an Official MDRA publication.

Sec 5.9 Voting by Proxy

At all meetings of members and at all meetings of Directors, members and Directors shall be entitled to vote only in person. No member shall be entailed to vote by proxy at any meeting.

ARTICLE VI

Sec 6.1 Committees

The Directors may by resolution create committees designated to handle administrative matters. The resolutions creating such committees shall specify the objectives, duties, responsibilities, and authority thereof and the resolutions may be amended or repealed by the Directors at any time. Committees shall report periodically to the Directors, advise the Directors as to committee activities and proposed activities, and make recommendations to the Directors as required and warranted. Committees are authorized to act on behalf of the MDRA as set forth by the resolutions creating them. Committees shall not be authorized to make an expenditure of MDRA funds in excess of five hundred dollars (\$500) unless prior authorization is obtained from the Directors.

Sec 6.2 Race Committee

The Race Committee shall be responsible for all racing events sponsored in part or fully by the MDRA. Duties shall include designation of race directors, approval of race budgets, volunteer coordination, race equipment inventory and maintenance, and recommendations of special awards. Committee actions shall be subject to approval by the Directors.

Sec 6.2.1 Equipment Manager

The Equipment Manager shall warehouse and maintain equipment; arrange for the rental of equipment; bill for use and collect rental fees; keep a current list of equipment; and report rentals and income to the Race Committee at its monthly meetings.

Sec 6.3 Publications Committee

The Publications Committee shall be responsible for all material printed or published by the MDRA including RunMinnesota, Running Minnesota, race results, eNews, runmdra.org and advertisements. Committee actions shall be subject to approval by the Directors.

Sec 6.4 Promotions Committee

The Promotion Committee shall be responsible for the procurement and retention of membership in the MDRA, and publicity and promotion for the organization. Committee actions shall be subject to approval by the Directors.

Sec 6.5 Administrative Committee

The Administrative Committee shall give counsel to the Directors on legal matters, draft contracts for personnel hired by the MDRA, recommend or draft Directors agreements, recommend MDRA policies and procedures, and recommend additions or changes to the Bylaws. Committee actions shall be subject to approval by the Directors.

Sec 6.5.1 Operations Manager

The Operations Manager shall provide administrative and clerical support as delegated by the President or Vice President. The Office Manager shall maintain and disburse current race information, maintain a current membership list, and assist with preparation for Board meetings.

The Operations Manager also shall act as the Volunteer Coordinator. The Volunteer Coordinator shall send request forms to Race Directors of sponsored events; maintain a database of all volunteers; secure volunteers for MDRA sponsored races; communicate with Race Directors as to status of volunteers; coordinate volunteers on race day, if requested by Race Directors; and provide Race Directors with a complete list of volunteers.

Sec 6.6 Advocacy Committee

The Advocacy committee responds to runner concerns with local government authorities and policy makers when issues that pertain to safety, trail use and services for runners are involved. Committee actions shall be subject to approval by the Directors.

Sec 6.7 Program Committee

The Program Committee shall be responsible for training programs, informational clinics, and any other programs that the MDRA deems appropriate.

Sec 6.8 Committee Membership

When a committee member is personally interested in a contract or transaction to which the MDRA is a party, or is indirectly interested because of employment or investment with a person or organization with which the corporation is dealing, the committee member must disclose the existence of the interest, and describe the nature of the interest to the other committee members prior to the time the committee takes any action with respect to the person or organization. The interested committee member must abstain on any vote taken in which they have a personal interest.

ARTICLE VII

Sec 7.1 Publications

Publications shall be published by or for the MDRA to publicize upcoming events and report business matters and financial status of the MDRA. The publications may also include information pertaining to race results, members views and opinions, sports medicine, training techniques, personal fitness, nutrition, safety, humor, and other material deemed by the editor to be of interest to members.

Sec 7.2 Name of Publications

The official publications of the MDRA shall be called RunMinnesota, MDRA eNews, runmdra.org and an annual called Running Minnesota.

Sec 7.3 Sale of Publications

Official MDRA publications shall be distributed to all members in good standing free of charge. The Directors may fix the price of the publications for sale to persons or organizations other than MDRA members.

Sec 7.4 Editor(s)

The Directors shall appoint an editor(s) for the publications and designate the compensation and responsibilities of the editor(s).

ARTICLE VIII

Sec 8.1 Books and Records

The fiscal year of the MDRA shall begin on the first day of January and end on the last day of December of each year.

ARTICLE IX

Sec 9.1 Indemnification

Each Director, Officer, and employee of the MDRA shall be indemnified by the MDRA against liabilities incurred as a result of, and expenses (including attorneys' fees) reasonably incurred in the defense, compromise, or settlement of, any civil, criminal or other action, suit, or proceeding, to which they are a party or in which they may be otherwise involved by reason of their being or having been a Director, Officer, or employee of the MDRA provided that:

1. In the event of final adjudication of such action, suit or proceeding, such person shall not be adjudged liable for negligence or misconduct in the performance of duty or, if so adjudged, the court shall find, upon submission of the question to it, that such negligence or misconduct did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein provided; or
2. In the event that such action, suit or proceedings is compromised or settled before final adjudication thereof, independent counsel appointed by the Board of Directors shall find either that such person acted without negligence and that their action did not constitute misconduct in the performance of duty or that any negligence or misconduct which may have been involved did not relate to matters of sufficient consequence to warrant the withholding of the indemnity herein.

The forgoing rights of indemnification shall, in the case of the death of a Director, Officer or employee, inure to the benefit of their estate and heirs.

ARTICLE X

Sec 10.1 Ratification of the Bylaws

A simple majority of the members at any meeting of the members at which a quorum is present shall be necessary to ratify these bylaws.

ARTICLE XI

Sec 11.1 Amendments to the Bylaws

These bylaws may be revised at any meeting of the Directors. Any such revision shall be deemed to be in effect following approval by the Directors and shall be subject to approval by a vote of the members at any meeting of the members. A copy of all revisions approved by the directors shall be published in the Official MDRA publication prior to the next meeting of members.

Approved: *January 20, 2018*