

# BYLAWS

## Austin Front Runners

Adopted February 28, 2020

### Article I: Purpose

#### Section 1. Name.

The name of this organization shall Austin Front Runner; (hereinafter, referred to as “AFR” or “the club”).

#### Section 2. Purpose and Mission Statement.

##### A. Purpose

The club is devoted to promoting and encouraging running and walking at all levels in the Austin area as well as promoting good relations with people inside and outside the lesbian, gay, bisexual, transgender, and queer community. To further that purpose, AFR may hold runs, races, workshops, social events, print and publish, and do such things as may be conducive to the encouragement of running and walking in cooperation with other groups or alone.

##### B. Mission Statement

AFR endeavors to be Austin’s premier LGBT running group and to promote a healthy, active, and social lifestyle for members of the Austin LGBT community, their families, and their friends.

#### Section 3. Non-discrimination.

Membership in the club is open to all persons without regard to any personal characteristic. This includes, without limitation, race, color, age, gender, religious belief or affiliation, national origin, handicap, sexual or affectional orientation, or gender identity or expression.

#### Section 4. Endorsement of Causes.

No substantial part of the activities of AFR shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and AFR shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

#### Section 5. Governing Concepts.

The following concepts shall guide club operations whenever such activities are not expressly outlined within these bylaws:

- A. The directors, officers and chairpersons are trusted servants; they shall not dominate. The will of the members shall govern.
- B. The more important the matter of business, the greater will be the effort to solicit the will of the members.
- C. The sharing of responsibility by all members is encouraged through the rotation of offices and duties.

### Article II: Membership

#### Section 1. Classes of members.

The standard member classification will be “active” membership, but other membership classes may be implemented by the Board of Directors. Any other membership class that AFR may from time to time implement will also be considered active membership for purposes of club participation except for honorary membership and memoriam membership.

#### Section 2. Honorary members.

Upon the signed recommendation of one member, and by a majority of the votes cast, honorary membership may be conferred upon any adult who shall have rendered notable service to the club and/or the community. An honorary member shall have none of the obligations of membership in the club, but shall be entitled to all the privileges except those of making motions, of voting, and of holding office.

### **Section 3. Qualification for membership.**

Individuals shall qualify and be admitted for membership upon reaching the age of 18 and filing an application for membership and payment of membership dues.

### **Section 4. Member rights.**

Each active member shall be entitled to one vote on each matter submitted to a vote of the members. All active members shall be entitled to participate in club business: serve on committees; hold office; participate as a Frontrunner in races and racing-related events; receive the organization's official publication membership directory and a copy, upon request, of these Bylaws. Membership is not transferable or assignable; there shall be no proxy voting by members, officers or directors.

### **Section 5. Member responsibilities.**

Responsibilities of club membership include:

- A. Carrying out the purpose and concepts of the club.
- B. Providing the Secretary of AFR with a current email address for the purposes of receiving meeting notices official publications, absentee ballots, etc. Failure to keep the club informed of a current email address waives a member's right to receive such materials
- C. Maintaining current dues payments.
- D. Acting in ways that welcome and assist other members and newcomers.
- E. Act in accordance with the Anti-Harassment, Unethical & Illegal Conduct, and Social Media Use Policies outlined below.

### **Section 6. Anti-Harassment Policy**

AFR affirms the right of all its members and anyone else associated with our organization to be treated with respect and to be free of harassment and discrimination while participating in any and all AFR activities wherever held and including digital and other media. Harassment or discriminatory behavior is any conduct that creates a hostile or threatening environment. Harassment, discriminatory behavior or "bullying" includes, but is not limited to hostile comments, name calling, unwanted physical or sexual contact, verbal harassment or unwanted innuendo, or other behavior that intentionally demeans a person based on, without limitation to, his/her/their age, athletic ability, ancestry, color, disability, ethnic background, familial status, gender identity or expression, genetic information, national origin, political belief, race, religious creed, sex, or sexual orientation.

### **Section 7. Unethical & Illegal Conduct Policy.**

- A. All AFR Directors and Officers are expected to ensure that the club complies with accurate financial accounting and reporting as well as consistently engage in lawful and ethical behavior. It is the expectation that all club members report any concerns about possible violations of this policy to the Board of Directors.
- B. AFR strives to maintain a safe and welcoming environment for all members. To this end, any use of illicit or illegal substances or willful participation on an illegal act during AFR events are to be reported to the Board of Directors for appropriate investigation as outlined in Article X: Process for Member Removal

### **Section 8. Social Media Use Policy**

AFR will use social media to promote business and social interests of the organization. All posts not related to official business, those inconsistent with the AFR mission statement, promoting a political opinion, profiting, or those violating our anti-harassment policy will be removed. The individual posting the message may be removed from the social media platform for repeated violations of this section. Board members and those designed as administrators of the various social media pages may remove posts as they see fit and inform the person who posted why it was removed. Individuals may seek board approval for exceptions, e.g. cross-club promoting, fundraising, etc.

## **Section 9. Reporting Procedures**

The members of AFR shall adhere to the policies outlined above. If a member in good standing perceives that one or more members is in violation of these policies within the scope of an AFR-sponsored event, he/she/they may contact a member of the Board or an Officer of AFR to report the perceived violation. The Board member or Officer in receipt of the report should relay the content of the report to the entire Board while ensuring all attempts are made to keep the identity of the reporter(s) anonymous. The Board will then follow the procedures outlined in Article X: Process for Member Removal

# **Article III: Meetings of Members**

## **Section 1. Annual meeting.**

An annual meeting of AFR shall be held in the first two weeks of April of each year for the purposes of electing the officers and for the transaction of other business.

## **Section 2. Nominating meeting.**

An annual nominating meeting of the AFR members shall be held each year for the purpose of nominating a slate of candidates for the election of officers at the annual meeting. At the discretion of the Board of Directors and the nominating committee (as discussed below), the nominating meeting may take place during the annual meeting in advance of the election of the officers. In the event the nominating meeting occurs separately from the annual meeting, the nominating meeting will occur prior to the annual meeting and will be announced in the club official publication.

## **Section 3. Special meetings.**

Special meetings of the members may be called either by the president, the Board of Directors, or not less than one-third of the active members. Expenses for notification of such special meetings shall be borne by the club.

## **Section 4. Notice of meetings.**

With the exception of officer meetings, written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five or more than forty days before the date of such meeting.

## **Section 5. Quorum.**

Thirty per cent of the active members including three directors shall constitute a quorum. Notwithstanding, there must be at least ten members present to constitute a quorum.

# **Article IV: Elections**

## **Section 1. Nominating committee.**

The president shall appoint two active members, not a director or officer, to serve as the nominating committee no less than thirty days prior to the annual meeting. These appointments will require the approval of the Board of Directors. It will be the responsibility of the Nominating Committee to prepare a slate of candidates for office. The Nominating Committee will assure that each member has an opportunity to vote, prepare the ballots, and will count the votes and record the tally. The Nominating Committee will ensure this is an open process. The Nominating Committee will dissolve after the election.

## **Section 2. Nominations.**

Nominations for the Board of Directors will take place at the nomination meeting to be held as set forth in Article III, Section 2 herein. AFR members may nominate themselves or cause themselves to be nominated by other members of AFR at this meeting. Members who cannot attend the nominating meeting may nominate themselves in writing provided that the written nomination is received at the AFR office not less than ten days prior to the annual meeting. At the annual meeting, nominations from the floor will only be permitted for offices that have no candidates at the time of the vote.

### **Section 3. Absentee ballot.**

Any active member of AFR may request in writing to the nominating committee that he/she/they receive an absentee ballot for the election if he/she/they cannot attend the annual meeting. The absentee ballot will be electronically mailed to the member's address of record provided by the Secretary of AFR no more than ten days prior to the annual meeting. The absentee ballot must be returned to the nominating committee by the day of the annual meeting. Absentee ballots will be counted at the annual meeting.

## **Article V: Board of Directors**

### **Section 1. General powers.**

The affairs of AFR shall be managed by its Board of Directors who must be active members of AFR. The Board of Directors shall have the power conferred upon it by all applicable state statutes and in accordance with all provisions of the articles and bylaws of AFR. The club membership can rescind, repeal, or amend action of the Board of Directors.

### **Section 2. Membership.**

The Board of Directors of AFR shall consist of the officers of AFR. The President and Secretary of AFR shall also serve as Chairperson and Secretary, respectively, of the Board of Directors.

### **Section 3. Tenure.**

The term of office of the Board of Directors shall be that of the officers of AFR.

### **Section 4. Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as the annual meeting of members. The Board of Directors shall hold regular monthly meetings, which may occur in conjunction with regular monthly officer meetings.

### **Section 5. Special meetings.**

Special meetings of the Board of Directors may be called by or at the request of the President or any Director.

### **Section 6. Quorum.**

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### **Section 7. Vacancies.**

Any vacancy occurring on the Board of Directors by reason of resignation or removal shall be filled by vote of the members at a meeting of AFR. Notice of vacancy for any reason will be printed in the official publication and the office will be filled by a majority vote of the membership present at a meeting of the club. Notice of the newly elected Director will be printed in official publication.

### **Section 8. Declaration of vacancy.**

Any office of Director may be declared vacant by a majority of the remaining voting Directors when any Director misses more than three of the monthly meetings of the Board of Directors. Attendance at the Board of Directors meetings will be published in the official publication.

### **Section 9. General Duties.**

The Board of Directors shall be responsible for coordinating run leaders for each scheduled club run. Each run leader shall be responsible for greeting members, welcoming visitors and new runners, and making club announcements.

## **Section 10. Addressing Potential Violation of Policies**

If a Board member or Officer receives a report of a potential violation of the policies outlined in Article II of these bylaws, he/she/they should relay the content of the report to the remainder of the Board while making all best attempts to keep the identity of the reporter anonymous. The Board will then follow the process outlined in Article X.

# **Article VI: Officers**

## **Section 1. Tenure, number and qualification.**

There will be six officers of AFR who shall be known as the President, Past-President, two Vice-Presidents, Secretary and Treasurer. Each officer shall be entitled to cast one vote as a Director, except the Past-President who will vote only in the case of a tie vote on the Board of Directors. Term of office shall be one year, beginning May 1 and ending April 30, and all officers will be active members of AFR. Offices filled by appointment and terms of committee members shall terminate on the same date as those of officers of the club.

## **Section 2. President.**

The President shall act as the chief administrative officer for the club; appoint standing committee chairpersons; exercise general supervision over the club and its activities; preside at all executive and general business meetings; be authorized to sign all correspondence and documents necessary to carry out the ordinary business of the club; serve as chairperson of the Board of Directors. The President, after one term of office shall, at the discretion of the President, automatically accede to the office of the Past-President and will not serve two consecutive terms as President. The President may, however, be elected to any other office in accordance with standard election procedures as discussed herein. The President shall also serve as the contact with the governing body of the International Front Runners.

## **Section 3. Past-President.**

For the year following his/her/their term of office, the President may, at the sole discretion of the President, assume the role of Past President and become a member of the Board of Directors and Chairperson of the bylaws committee. In the event the President chooses not to become Past President, the duties of Past President shall be assumed by the President.

## **Section 4. Vice-Presidents.**

The Vice-Presidents shall be two persons; they shall assume jointly the duties of the President in his/her/their absence; direct the activities of specially appointed committees and serve on the Board of Directors.

- A. The Vice-President of Administration position is responsible for directing all of the administrative functions managing the calendar, social media and brand for the club.
- B. The Vice-President of Membership position is responsible for directing all of the membership functions managing recruitment events, outreach to other organizations and volunteerism.

## **Section 5. Secretary.**

The Secretary shall record and prepare all meeting minutes and certify their correctness; bring to each meeting a printed or electronic record of the minutes of prior board meetings, a copy of the bylaws, rules, policies, a list of members, and a list of standing and special committees; preserve all records, reports and official documents of the club excepting those specifically assigned to the custody of others; prepare meeting notices and proposals; and undertake the official correspondence of the club, except as may be assigned to other individuals.

## **Section 6. Treasurer.**

The Treasurer shall collect, safe keep, and expend for the benefit of the club all club funds; compile and present monthly financial status reports to the membership and Board of Directors; and submit to the membership a complete financial report on an annual basis. The Treasurer will serve on the board for a two year term.

### **Section 7. Cause for removal.**

Any officer, director, or committee member may be removed for good cause. An elected officer or director may be removed by a simple majority vote of voting members. An appointed officer or director may be removed for cause by the simple majority vote of the authority which appointed them. Good cause for removal includes but is not limited to the following: 1) continuous, gross and/or willful neglect of one's duties as an elected or appointed officer, director or committee member; 2) unauthorized expenditures of funds, unauthorized signing of club checks, or misuse of the club's funds; refusal to carry out the decisions and intent of the membership.

### **Section 8. Removal from Office.**

Upon presentation to the Secretary of AFR a petition with signatures of twenty per cent of the voting membership of the club, the Secretary shall, within fourteen days, electronically mail to all members of the club notice of a special meeting with a concise statement that the meeting is to determine whether good cause exists for the removal of an individual from office and shall contain instructions for absentee voting. The general meeting shall be held not sooner than ten days nor later than seventeen days after the electronic mailing of said notice. The officer whose removal is sought shall be provided with a reasonable period of time in which to address those in attendance at said meeting. The period of removal will be determined at the special meeting. The period will be no less than one year and up to a lifetime ban.

## **Article VII: Finances**

### **Section 1. Financial Year.**

The fiscal year of AFR shall coincide with the calendar year.

### **Section 2. Dues.**

Membership dues shall be determined by a majority vote of those members present at a general meeting and shall not be changed more than annually, and subject to being prorated.

### **Section 3. Funds.**

AFR shall maintain such bank accounts as the Board of Directors shall determine. Two signatures shall be required on any check or cash withdrawal slip greater than \$500. The President and Treasurer shall be authorized signatories on all organization accounts. The Treasurer or President shall sign on each check or cash withdrawal slip.

## **Article VIII: Amendments**

### **Section 1. Procedure.**

Proposed bylaws changes will be submitted in writing to the bylaws committee of which the Past-President is Chairperson. This committee will then prepare amendments to the bylaws for a vote of the membership at a general meeting of AFR. A majority vote of those members present at the general meeting is necessary to amend these bylaws.

### **Section 2. Notice of bylaws change.**

A notice of proposed bylaws changes will be electronically mailed to club members no less than thirty days prior to the date of the meeting at which the proposed change(s) will be voted upon. This notice will contain the exact wording of the proposed bylaws amendment(s) and a provision for absentee balloting.

## **Article IX: Confidentiality**

### **Section 1. Records.**

Club records shall be open to the membership of AFR but shall not be open to the public except upon written consent of the member. The membership roster is for the use of AFR members only and is confidential information.

### **Section 2. Penalty.**

Austin Front Runners Bylaws (revised 2020-01)

AFR members who violate the confidentiality of club records will be reviewed by the Board. The Board will follow the process outlined in Article X of these Bylaws.

## **Article X: Process for Member Removal**

### **Section 1. Review of Violation by the Board of Directors.**

Upon receipt of a report of a potential violation of any of the policies outlined in these Bylaws, the Board of Directors shall discuss all the available details of the report. Such discussion may take place formally at a regular meeting, or in advance of a regular meeting if circumstances so dictate. After a reasonable discussion among the Board and a reasonable and proportionate investigation into the concerns that are expressed in the report, including communication with the members(s) alleged to be in violation of policy/policies, the majority of Officers may vote to remove forward with the Process for Member Removal or may opt to address the concern with a verbal warning with the accused member(s) that will be archived.

\*If an officer has been accused of violating a policy, he /she /they must recuse themselves from any voting.

### **Section 2. Special Review Committee**

Following a majority vote of the Board, the President will elect two members in good standing, one of which has previously served on the Board, to begin the Special Review Committee process. Three additional members will be solicited to join the Special Review Committee at the request of the first two members. The Special Review Committee will review all the details of the potential policy violation and may further the investigation as they see fit. Within 30 calendar days, the Special Review Committee will formally present a report of any additional findings they have collected along with a recommendation for possible disciplinary action against the accused members to include:

1. Verbal warning that will be archived for 2 years.
2. Written counseling that will be archived for 5 years.
3. Written counseling with temporary removal from club (e.g., 1 year, 2 years) that will be archived for 5 years.
4. Written counseling with lifetime ban from club

### **Section 3. Vote by Board and Removal from Club.**

Following receipt of recommendation from Special Review Committee, a special closed meeting of the Board will be scheduled within 7 days to review the recommendation. The Board may reduce the level of disciplinary action however they may not increase it (i.e., the Board may decide to reduce the severity from Level 3, a written counseling with temporary removal from the club to Level 2, an archived written counseling however, they may not increase a Level 2 to a Level 3). A unanimous vote is required from all voting Officers to move forward.

### **Section 4. Notification of Member(s) Accused of Policy Violation.**

Within seven days of unanimous vote, the President must notify the accused members of the policy/policies that were violated and the disciplinary action that has been decided.

### **Section 5. Member(s) Contestation of the Decision.**

Within 14 days of receipt of the notice of disciplinary action, the accused member(s) may submit a written contestation of the decision to the Past President. The Past President would then select two new members in good standing, one of which has previously served on the Board, to serve as a new Special Review Committee. Section 2 of Article X would then repeat with a completely new Special Review Committee and would take into consideration the contestation by the accused member in their deliberations and recommendation for possible change in the disciplinary action decision. The decision for disciplinary action by this new Special Review Committee would be final and would then move through Section 3 and 4 as previously outlined.

## Article XI: Rules

### Section 1. Parliamentary Power.

The current edition of *Robert's Rules of Order* will govern the club in all parliamentary situations that are not provided for by state or federal law, or in the bylaws, rules or policies adopted by AFR.

### Section 2. Suspension of Rules.

The rules may be suspended by a two-thirds vote of the members present at a meeting of the club.

## Article XII: Affiliation

### Section 1. International Front Runners membership.

AFR will be a member in good standing of the International Front Runners (IFR).

### Section 2. Other affiliation.

AFR may affiliate with the United States for track and field (USATF), Road Runners Club of America, the Austin Running Club, or any other similar running or sports-oriented organization.

The undersigned certify ratification of these bylaws by AFR membership on \_\_\_\_\_

President: \_\_\_\_\_

Vice President of Administration: \_\_\_\_\_

Vice President of Membership: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Secretary: \_\_\_\_\_