

BY-LAWS
OF
COASTAL ATHLETIC ASSOCIATION

ARTICLE I
Offices

1.1. Name. The name of the Corporation shall be Coastal Athletic Association (the “Corporation”).

1.2. Purpose. Without limiting the generality of purpose set forth in the Articles of Agreement, the object for which this Corporation is established is:
To promote and encourage running and other sports on recreational and competitive levels, to educate the community on the benefits of athletic participation and to carry out such other purposes for which an organization may be exempt from federal taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”).

1.3. Principal Office. The principal office of the Corporation shall be located at Runner’s Alley, 104 Congress Street, Box 1421, Portsmouth, NH 03802-1421, but meetings of the directors and/or officers may be held at such places as may be designated by them.

ARTICLE II
Membership

Membership. The provisions for establishing membership and participation in the Corporation are: Membership in the Corporation shall be comprised of the initial Board of Directors established by the incorporators, and thereafter shall be comprised of individuals who wish to participate in the activities of the Corporation and who have submitted a completed application form with the requisite membership fee.

Club membership is a privilege, not a right. The Club membership of any individual may be suspended or terminated by the affirmative vote of no less than two-thirds, (2/3) of the members of the Board of Directors. The date that the board will be voting on the member’s possible suspension or termination will be transmitted to the member in writing. This notice is to be given 3 weeks prior to the vote. Grounds for suspension or termination of membership include but are not limited to: unsportsmanlike conduct, physical or verbal abuse of or harassment of a race, or club official, meet manager, coach, or any club member.

ARTICLE III
Board of Directors

3.1. Directors. The initial Board of Directors shall be five (5) and shall include those persons named in the Articles of Agreement. The affairs of the Corporation shall be managed by a Board of Directors, the number of members of such Board of Directors to be fixed from time to

time by the Bylaws, but at no time shall the Board have less than five (5) nor more than fifteen (15) voting members, who are not of the same immediate family or related by blood or marriage. No employee shall hold the position of chairperson or presiding officer of the board. Director nominees may serve on other non-profit boards. The Board has the right, by majority vote, to eliminate a candidate as a potential due to conflict of interest.

3.2. Term of Office. The normal term of office shall be three (3) years, or other term as set by the other directors at the time of election. If a director dies, resigns, is removed, becomes disqualified, or comes to the end of his term, a successor will be elected by a majority of the directors then in office.

3.3. Elections. The directors shall be elected by the current Board of Directors at its annual meeting and each shall serve for a term of three years, or until successors are elected and qualified; provided, however, that directors may be elected to terms of less than three years if, in the discretion of the Board, shorter terms are appropriate so that approximately one-third (1/3) of the total Board will be elected each year. The Board may, in lieu of election at the annual meeting, instead hold an election by mailed written ballot. The President shall each year appoint a committee to nominate directors.

3.4. Unexpired Terms. - A vacancy occurring on the Board of Directors more than 30 days prior to a regularly scheduled annual election shall be filled by a majority vote of the Board. Candidates for the vacancy shall be presented to the Board by the Nominating Committee President and one will be selected by majority vote by the Board to fill the remainder of that term.

3.5. Removal. Any director may be removed, with or without cause, by a two-thirds (2/3) vote by ballot, at a regular or special meeting of the Board, provided that notice of the intent to call for such a vote, naming the director to be voted on, shall be given at least twenty-four (24) hours prior to the meeting. The two-thirds vote shall mean two-thirds of the total number of members on the current Board of Directors excluding vacancies. (See Article N-Section 4.3.)

3.6. Resignation. Any director may resign at any time. Any such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the president or secretary of the Corporation. Acceptance of the resignation shall not be necessary to make it effective unless it so states.

3.7. General Powers. All Corporation powers shall be exercised by or under the authority of the Board of Directors and the business and affairs of the Corporation shall be managed under their direction.

ARTICLE IV **Meetings of Directors**

- 4.1. Annual Meetings. The Board of Directors shall hold an annual meeting in July of each year on such day as the president or, in his absence, the vice president. shall designate.
- 4.2. Regular Meetings. The Board of Directors shall hold no less than four
(4) Regular meetings, including the annual election meeting.
- 4.3. Special Meetings. Special meetings of the Board of Directors may be called by the president with at least twenty-four hours (24) advance notice, or by any three (3) Board members with at least five (5) days written notice. Such notice by the president or at least three board members shall include a statement of the purpose of the special meeting.
- 4.4. Quorum. A quorum shall be one-half of the number of members of the Board of Directors then fixed by these Bylaws, excluding vacancies.
- 4.5. Location. The regular location for all meetings shall be at Runner's Alley, 104 Congress Street, Portsmouth, New Hampshire. The date, time and location of any annual, regular or special meeting can be changed by the President with at least twenty four (24) hours advance notice to all Board members.
- 4.6. Proxy. A director may appear at a meeting of the Board by proxy.

ARTICLE V

Officers and Duties

- 5.1. Officers. The officers of the Corporation, who shall be elected by and from among the Board of Directors, shall be a President, Vice President, Secretary and Treasurer. Other offices may be designated and elected from time to time to carry out special duties or other affairs of the Corporation. The titles "President" and "Vice President" are generic terms used for simplicity and do not connote any designated gender.
- 5.2. Term. A term of office in one of the above designated officer designations shall be for two years beginning January 1st of each year, expiring on December 31st. There is no limit as to the number of terms, consecutive or otherwise, that may be held by any officer.
- 5.3. Vacancies. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors by a majority of vote as soon as is convenient after the vacancy occurs. The individual elected shall serve the remainder of the term of the officer he replaced. No person is to be nominated to office without his consent.

A temporary treasurer or secretary may be appointed by the elected treasurer or secretary if that elected officer knows he/she will be absent from the area for an extended period. Any temporary treasurer or secretary shall also be a director. Any appointment shall be approved by the Board at its next regularly scheduled meeting.

5.4. Duties and Powers. The officers shall perform the duties and exercise the powers prescribed by the Articles of Agreement, the Bylaws, the parliamentary authority adopted herein and those assigned by the Board or which normally pertain to the office. These duties and powers shall include, but not be limited to the following:

(a) President. The President shall: (i) be the principal officer and spokesperson for the Corporation; (ii) preside at all meetings of the Board of Directors and the Executive Committee; (iii) call all special meetings of the Board and Executive Committee; (iv) co-sign all checks, promissory notes and contracts over \$200.00; (v) appoint standing committee chairpersons and members, except for the nominating committee, and create special committees and appoint chairmen and members thereof as the need arises; (vi) be an ex-officio member of every committee except the nominating committee, but shall not be required to attend committee meetings unless so desired.

(b) Vice President. The Vice President shall accept this office with the understanding that he/she will accept the nomination, if so nominated, to succeed the President and shall perform such duties as shall be assigned by the President or the Board of Directors, and in the absence or disability of the President, perform the duties and exercise the power of the President.

(c) Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all the proceedings of said meetings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, be custodian of the corporate records, and perform such other duties as may be prescribed by the Board of Directors or as may be required by law. The Secretary shall, when requested or required, authenticate any records of the Corporation. The Board of Directors, however, may also give general authority to any other officer to affix the seal of this Corporation. The Secretary shall maintain records of all in-kind donations, exhibits and loaned articles including, but not limited to, descriptions of the article, its historical significance, the name and address of the donor and valuation.

(d) Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to this Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of this Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of this Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of this Corporation. If required by the Board of Directors, the Treasurer shall give this Corporation and maintain a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the Treasurer's office and for the restoration to this Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to this Corporation.

ARTICLE VI **Committees**

6.1. **Standing Committees.** There shall be standing advisory committees to deal with the following subjects: (a) Fund Raising/Solicitation of Donations, (b) Membership, (c) Publicity, (e) Events, (f) Nominating Committee. Additional committees may be created by amendment. The Chairpersons of these committees may, but need not be members of the Board of Directors.

6.2. **Special Committees.** Special advisory committees may be created by the President of the Board of Directors. The Chairpersons of these committees shall be members of the Board of Directors, but additional committee members need not be.

6.3. **Executive Committee.** There shall be an Executive Committee composed of four (4) officers and up to three (3) additional directors, elected by ballot vote of the Board of Directors at the first regular Board meeting after January 1st of the newly elected Board. The Executive Committee, in an emergency, shall have all the powers of the Board between meetings, except as otherwise provided by applicable law, providing for the authority of such committee except that it may not sell or pledge any asset of the Corporation valued over \$10,000 or commit any capital expenditure over \$10,000. Meetings may be called by the President or by any two (2) members of the committee and three (3) members shall constitute a quorum.

6.4. **Nominating Committee.** The Nominating Committee shall consist of two (2) board members and up to three (3) former board members. It shall continually screen and consider the qualifications of potential candidates for members of the Board and officers of the Corporation. They shall, from time to time, throughout the year, submit to the members of the Board, for their comment, the names of persons recommended for membership. To assure proper screening and consideration of the candidates for the Board, members of the Board should make recommendations to the Nominating Committee at least thirty (30) days prior to the election.

ARTICLE VII **Contributions and Depositories**

7.1. **Contributions.** Any financial contributions, bequests or gifts made to the Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors. Any contributions bequests or gifts of personal property shall be held by the Corporation in a manner decided by the chair of the relevant committee, or by the decision of the Board of Directors if the items have a value over \$1,000. The Board of Directors has the discretion to accept or reject any contribution, bequest or gift to the Corporation.

7.2. Depositories. The Board of Directors shall determine what depositories shall be used by the Corporation as long as such depositories are located within the State and are authorized to transact business by the State of New Hampshire and are federally insured. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such Banks selected by the directors.

ARTICLE VIII **Contracts**

All contracts and evidences of debt over \$200.00 may be executed only as directed by the Board of Directors. The President and the Treasurer shall execute, in the name of the Corporation, all contracts or other instruments so authorized by the Board.

ARTICLE IX **Fiscal Year**

The Corporation shall operate on a calendar year ending December 31 of each year.

ARTICLE X **Parliamentary Authority**

Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Agreement, these Bylaws or by special rules of procedure adopted by the Board of Directors.

ARTICLE XI **Expenditures**

11.1. Expenditures. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payment or reward in furtherance of its purposes. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to be subject to tax under Section 4942 of the Internal Revenue Code of 1986 and the Corporation shall not engage in any act of self-dealing (as defined in Section 4943(c) of such Code, or make any taxable expenditures (as defined in Section 4945(d) of such Code.)

11.2. The Corporation shall not be operated for the primary purpose of conducting its business for profit. The Corporation at all times and under all conditions whatsoever shall be operated so as to qualify under 501(c) of the Internal Revenue Code of 1986, as it now exists, or

may hereafter exist as amended, supplemented or superseded, so that contributions to the Corporation are deductible for Federal Income Tax purposes.

11.3. The members of the Board of Directors shall not be individually or collectively liable for any debt or encumbrance of the Corporation and shall be immune from personal liability to the fullest extent provided by law.

ARTICLE XII

Dissolution

12.1. The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors then in office, taken at a meeting of the Board called for that purpose, or upon the written consent of all members of the Board entitled to vote thereon.

12.2. Provisions for disposition of the corporate assets of the Corporation in the event of dissolution of the Corporation:

(a) Upon the dissolution of the Corporation, its net assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(b) If a specific organization is named to receive the assets of the organization in the event of dissolution, the receiving organization must be a like or similar one operating with the same or similar purpose. If the specific organization is tax-exempt under IRS Code Section 501(c) (3), it must be registered with the State of New Hampshire Department of Justice.

ARTICLE XIII

Funding

In order to carry out its purposes, the Corporation shall be funded primarily by private donations of money, goods or services from members of the public, including individuals, Corporations, clubs, associations and other organizations. When appropriate, the Corporation may also receive funding in the form of money, goods, grants or services from federal, state and local governments as long as the receipt of such funds does not violate any law or cause the Corporation to lose its tax exempt status under the United States Internal Revenue Code then in effect.

ARTICLE XIV

Indemnification

The Corporation shall indemnify and reimburse any person who was or is a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such party (or the person whose legal representative or successor such party is) was or is

serving as a director, officer, or employee of this Corporation, or, at this Corporation's request, of another entity in which the Corporation has an interest. Such indemnification and reimbursement shall include all expenses (including attorney's fees), judgments, money decrees, fines, penalties, or amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or reasonable settlement of any such action, suit, or proceeding, or any appeal there from, to the extent and under the circumstances permitted by the New Hampshire Business Corporation Act.

The Corporation is authorized to purchase and maintain directors and officers insurance on behalf of any person who is, or was, an Officer, or a Director on the Board.

ARTICLE XV **Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular meeting or special meeting provided that the amendment has been submitted to the Board at its prior meeting or has been sent out in the notice of the meeting at which it is to be considered.

ARTICLE XVI **Conflict of Interest**

Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE XVII **Affiliation**

The Corporation shall be a chapter of the Road Runners Club of America "RRCA". All measures adopted by RRCA shall be considered by the Corporation.

