

The San Francisco FrontRunners BYLAWS

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By laws adopted May 8, 1983 [and subsequently amended], for the regulation of the business of the SAN FRANCISCO FRONTRUNNERS, A California Nonprofit Public Benefit Corporation.

ARTICLE I – NAME

The name of this Corporation shall be the San Francisco FrontRunners.

ARTICLE II – OFFICES

The principal office of the transaction of the business of the name of the FrontRunners is located in the City and County of San Francisco, California. The officer-directors may change the location of the principal office within the City and Country of San Francisco, subject to the approval of the membership. Any change of this location shall be noted by the Secretary on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III – PURPOSES

- A. The purpose of the FrontRunners is to provide encouragement and support to gay men, lesbians, and others who are interested in running or walking. [As amended 9/08]
- B. To further that purpose, the FrontRunners may hold runs, walks, 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. [As amended 9/08]
- C. Concepts:
 - 1) The primary concern of the FrontRunners is runners/walkers, whether beginning, recreational, or competitive.
 - 2) The primary interest is running and walking-related events and activities. Of secondary interest is public presence and social events. Secondary interests shall not interfere with the primary concern and interest. [As amended 6/14]
 - 3) The officers and chairpersons are trusted servants—they shall not dominate. The will of the members shall govern.
 - 4) The more important the matter, the greater the effort shall be made by the officers and chairpersons to solicit the will of the members.
 - 5) The sharing of responsibility by all members is encouraged through the rotation of duties and office.

6) To avoid allowing outside issues to divide the group or divert it from its purpose, the FrontRunners shall not endorse or oppose any outside cause—except as defined in Article VII, Section A. [As amended 9/08]

- D. Scheduled runs and walks: The FrontRunners shall schedule, publicize, and hold regularly scheduled runs and walks which shall be free and open to members and non-members. [As amended 9/08]
- E. To provide social, service, and recreational activities for all members.

ARTICLE IV – NONPARTISAN ACTIVITIES

- A. The FrontRunners has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the FrontRunners shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation and the corporation 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.
- B. The FrontRunners shall not, except in an insubstantial degree, engage in any activities or exercise any powers not in furtherance of the purposes described above.

ARTICLE V – MEMBERSHIP

- A. The only requirement for membership is the payment of dues. Membership is open to anyone who wishes to join, regardless of age, athletic ability/disability, ancestry, color, ethnic background, familial status, gender identity or expression, genetic information, national origin, race, religious creed, sex, or sexual orientation. Membership shall be by calendar year and shall expire on December 31. Membership is effective from the receipt of the membership fee and a completed membership application, including a unique e-mail address, emergency contact, home address, and all other requested information. [As amended 6/14]
- B. Benefits of membership: The fellowship of the group, participation in the business of the FrontRunners, voting, serving as an officer or committee chairperson, representing the FrontRunners at races, being listed in the membership directory, electronic communications, access to the membership directory, media, and membership card. [As amended 9/08]

- C. Responsibilities of membership: To carry out the Purposes and Concepts of the FrontRunners. It is especially important that each member welcome and assist newcomers.

ARTICLE VI – MEETINGS

- A. A membership meeting shall be held at least once each quarter. A membership meeting designated the “annual meeting” shall be held once each year during last forty-five (45) days of the year, and shall be for the purpose of receiving the annual reports of the officer-directors and committees, for the election of officer-directors for the following year, presentation of awards, and for any other business of the FrontRunners. [As amended 10/88, 9/08, and 6/14]
- B. Additional membership meetings may be called at any time by any of the following: the President, any two officers, or by petition of ten (10) percent of the paid members.
- C. Notice of any membership meetings shall be mailed or electronically delivered to all members at least fourteen (14) days in advance and shall include instructions for absentee voting or electronic voting, should it apply. All membership meetings shall be open to visitors. [As amended 9/08 and 6/14]
- D. All scheduled officer-director and committee meetings shall be open to any member who wishes to attend. Members shall be given reasonable notice of officer-director and committee meetings.
- E. The current edition of Robert's Rules of Order governs this Club in all parliamentary situations that are not provided for by state or federal law, or in the bylaws, rules or policies adopted by this Club. [As amended 6/14]

ARTICLE VII – VOTING

- A. Only members may vote. Members present may vote on all business conducted at membership meetings. Absent members shall be given the opportunity to vote for officers, recall, dissolution, changes to the bylaws, major issues, and endorsement of outside causes as determined by the officers or the membership.
- B. At membership meetings a majority of the legal votes cast is required to pass all issues except the following, for which two-thirds (2/3) is required:
 - 1) Endorsement of outside causes,
 - 2) Dissolution,
 - 3) Recall,

4) Changes to the Bylaws.

- C. At membership meetings twenty-five (25) members shall constitute a quorum. Absent votes shall be counted on all ballots, including run-off and instant run-off votes. At officer-director meetings, more than half of the officer-directors shall constitute a quorum. [As amended 9/08 and 6/14]
- D. The Board of Directors may rescind, repeal, or amend any action of any officer. The membership may rescind, repeal, or amend any action of the Board of Directors. At officer-director meetings, a majority is required to pass all issues.
- E. There shall be no proxy voting by members or by the officer-directors.

ARTICLE VIII – ELECTIONS

- A. Elections for officers-directors shall be held at the annual meeting. [Added 6/14]
- B. Forty-five (45) days before the annual meeting, or by September 15, whichever is later, four (4) election officials other than a candidate for the Board of Directors shall be appointed by the Board of Directors. These officials shall preside over the entire election process and must remain impartial. The election officials must be members. Strong preference should be given to disparate members with broad recognition and respect within the club for this responsibility, if possible. An election official shall not be a current member of a committee which determines voter eligibility or executes any other part of the election process. These officials shall have equal administrative access to the election processes. Moreover, these officers shall equally oversee and verify a fair process. [Added 6/14]
- C. Nominations for officers-directors will be closed two (2) weeks prior to the annual meeting. Nominations must be given to an election officer orally or by digital or other writing prior to such time. Nominations shall remain open for vacant offices with no candidates running until the annual meeting. Once a candidate is put forward for a vacant office the nomination for that office shall close. No nominations will be allowed from the floor of the annual meeting. Nominations received by the election officers are not secret and may be announced at any time and must be disclosed upon request to any member. The election officers shall announce the nominees to the club as soon as practicable after nominations are closed. [Added 6/14]
- D. Members may nominate for any office either themselves and/or, after securing permission to do so from the member, any other club member. [Added 6/14]
- E. Valid membership as of the preceding October 31st is the only prerequisite for candidacy to run for a position on the Board of Directors. Candidates shall not take part in any other part of the election process other than as a candidate. If the

candidate is a member of any committee which determines voter eligibility or executes any other part of the election process, the candidate shall recuse themselves from taking part in any such election activity until after the election results have been announced at the annual meeting. [Added 6/14]

- F. Ballots and voting procedures will be emailed to the membership. If there are no contested races, an oral vote will be conducted at the annual meeting. [Added 6/14]
- G. To vote in the election, a member must be a member as of October 31 preceding the annual meeting. Members may vote by paper ballot or by electronic ballot before the day of the annual meeting. [Added 6/14]
- H. Equal exposure will be provided to any opponent or opponents of any candidate who has been prominently profiled in club media after July 1 of the election year if requested. [Added 6/14]
- I. Electronic ballots will go out no earlier than the day after nominations close and no later than fourteen (14) days before the annual meeting. [Added 6/14]
- J. Candidates may run for multiple offices. However, if a candidate wins multiple races they may only serve in one office of their choice. Their candidacy shall then not be considered in the remaining contests. [Added 6/14]
- K. Write-in candidates will be permitted. [Added 6/14]
- L. While exact tallies of election results need not be announced to the Club, they shall be divulged to any Member upon request. [Added 6/14]

ARTICLE IX – OFFICER-DIRECTORS

- A. The Board of Directors shall consist of the elected officers of the corporation. It shall be the duty and responsibility of each officer-director to carry out the decisions and intent of the membership. The officers shall be a President, a Vice President, a Secretary, a Treasurer, and an Officer-at-Large. The officers shall perform the duties prescribed by these bylaws, by the members, and by the parliamentary authority adopted by the FrontRunners. [As amended 9/11]
- B. The Board of Directors has the power and authority to enter into contracts, which shall be approved by the Board and signed by the President, and to act on behalf of the membership on all issues except voting, as defined in Article VII. [As amended 9/08]

- C. The officer-directors shall be elected by ballot to serve terms of one year, beginning January 1, following the Annual Meeting at which they were elected, and ending December 31. [As amended 10/88]
- D. No member shall hold more than one office at a time. No officer shall hold the same office for more than two (2) consecutive terms. For purposes of term limits a full term shall be considered holding an office for greater than six months. Holding office for less than six months shall not count against holding an office for two (2) consecutive terms. [As amended 6/14]
- E. The duties of the officers shall include, but are not restricted to:
 - 1. President:
 - a) Act as the chief administrative officer and legal head of the FrontRunners.
 - b) Exercise supervision over the FrontRunners and all its activities and employees.
 - c) Represent and speak for the FrontRunners to other organizations and to the public.
 - d) Call meetings.
 - e) Preside at membership and officer-director meetings.
 - f) Appoint committee chairpersons.
 - g) Sign letters or documents necessary to carry out the decisions and intent of the members.
 - h) Serve as President of the Board of Directors.
 - 2. Vice President:
 - a) Assume duties of the President in the case of absence or incapacity of the President and become President upon the death, resignation, or permanent incapacity of the President.
 - b) Direct the activities of committees as assigned by the President.
 - c) Until the establishment of a formal Pride Run committee, assume the responsibility of contacting potential major Pride Run sponsors.
 - d) Serve as Vice President of the Board of Directors. [As amended 12/91 and 9/08]
 - 3. Secretary:
 - a) Take notes of the proceedings of membership meetings as a basis for preparing minutes.
 - b) Prepare and certify the correctness of the minutes and enter them in the official record and archive. [As amended 6/14]
 - c) Read all papers, documents, or communications as directed by the President at meetings.

- d) Bring to each membership meeting the official record of minutes, a copy of the bylaws, rules, policies, a list of members, a list of standing and special committees, and a copy of the parliamentary authority adopted by the FrontRunners.
- e) Preserve all records, reports, and official documents of the FrontRunners except those specifically assigned by the President to the custody of others.
- f) Maintain the official record of paid members.
- g) Prepare and send required notices of meetings and proposals.
- h) Carry on the official correspondence of the FrontRunners, except that correspondence assigned to other officers or committee chairpersons.
- i) Direct the activities of committees as assigned by the President.
- j) Serve as Secretary of the Board of Directors. [As amended 9/08 and 6/14]

4. Treasurer:

- a) Be responsible for the collection, safekeeping and expenditure of all funds of the FrontRunners in accordance with generally accepted accounting principles.
- b) Develop a fiscally sound budget with the input of the officer-directors and committee chairs.
- c) Present a brief financial status report at each membership and board meeting, and publish a brief financial report quarterly.
- d) Submit a full report to the membership annually.
- e) Direct the activities of committees as assigned by the President.
- f) Serve as Treasurer of the Board of Directors. [As amended 9/08 and 6/14]

5. Officer-at-Large:

- a) Assist all other officers in their duties as needed.
- b) Temporarily assume duties of the other officers—with the exception of the President if the Vice President is available—in the case of absence or incapacity.
- c) Serve as Officer-at-Large of the Board of Directors. [As amended 9/11]

ARTICLE X – DELEGATION OF AUTHORITY

- A. Officers-directors and chairpersons may delegate to authorized individuals ministerial powers and duties that require carrying out specifically described duties that do not require the use of discretions but involve only faithful performance of a mechanical or clerical function. [As amended 6/14]
- B. Legislative and/or discretionary powers, duties, and responsibilities may not be delegated.

- C. An officer-director retains full responsibility for the performance of the powers, duties, and responsibilities delegated.

ARTICLE XI – VACANCIES

- A. A vacancy in an office is considered to exist when the incumbent:
 - 1) Dies,
 - 2) Resigns,
 - 3) Departs from the locality,
 - 4) Is removed from office,
 - 5) When there has been an abandonment of the office, an implied resignation, or prolonged neglect or inability to act, or
 - 6) When no candidate runs for office. [As amended 6/14]
- B. A vacancy in an office shall be filled by appointment of the Board of Directors and shall be approved by the members present at the next membership meeting. However, if the office of President becomes vacant the Vice President shall become President. That appointee shall serve only until the next election at which time the vacancy shall be filled by vote of the membership. [As amended 6/14]

ARTICLE XII – COMMITTEES

Committees may be established by the Board of Directors as necessary to carry out the purposes of the FrontRunners. Committee chairpersons and race directors shall be appointed by the President and assigned by the President to serve at the direction of one of the officers. Committee decisions are subject to the approval of: 1) that officer, 2) the President. Committee chairpersons and race directors may, with prior approval of the officer to whom they are assigned, negotiate but may not make commitments or enter into contracts, only the Board of Directors may do so. [As amended 6/14]

ARTICLE XIII – RECALL AND REFERENDUM

- A. A committee chairperson may be removed by majority vote of the officers. Valid causes for removal include, but are not limited to:
 - 1) Refusal to carry out the direction of the officer to whom they are assigned,
 - 2) Gross or willful neglect of duties,
 - 3) Unauthorized expenditures, unauthorized signing of checks, or misuse of funds.

- B. Upon presentation of recall petition with signatures of 20% of the members, the President shall, within fourteen (14) days, notify all members of a special general meeting, with instructions for absentee or electronic ballot voting. If the President is being recalled, the Vice President shall perform this duty. The notice shall include the statement of petition and may include counter statements by any officer-director affected, if he/she so desires. The general meeting shall be scheduled no sooner than seven (7) days, no later than twenty-one (21) days, from the date of notification. An officer may be removed from office by two-thirds (2/3) vote of the membership. Valid causes for removal include, but are not limited to [Amended 6/14]:
- 1) Refusal to carry out the decisions and intent of the membership,
 - 2) Gross or willful neglect of duties,
 - 3) Unauthorized expenditures, unauthorized signing of checks, or misuse of funds.
- C. Upon presentation of referendum petition with signatures of 5% of the members, the Secretary shall, within fourteen (14) days, notify all members of a special general meeting, with instructions for absentee or electronic ballot voting. The notice shall include the statement of petition and may include counter statements by the Board of Directors, if they so desire. The general meeting shall be scheduled no sooner than seven (7) days, no later than twenty-one (21) days, from the date of notification. A referendum passes by a majority vote of the membership. [Added 6/14]

ARTICLE XIV – FINANCES

- A. The FrontRunners' fiscal year shall coincide with the calendar year.
- B. Dues shall be as determined by the members present at a membership meeting and shall not be changed more than once in any twelve (12) month period. Said dues shall be pro-rated for new members based upon the number of full months remaining during the calendar year upon membership application. "New member" shall refer to a member who has not been a member of FrontRunners during the previous twelve (12) month period. Dues for membership renewal application shall not be pro-rated irrespective of the date submitted during the calendar year. [As amended 1/88]
- C. All funds shall be maintained in federally insured accounts. Two signatures shall be required on each check or withdrawal certificate. The President, Secretary, and Treasurer shall be the authorized signatories.
- D. The FrontRunners shall be empowered to participate in fund-raising activities.

ARTICLE XV – DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties, or assets of the FrontRunners, on dissolution or otherwise, shall inure to the benefit of any individual or private person or any member or officer of this organization. No Officer or member of the Board of Directors shall borrow any funds of the Club for any purpose whatsoever. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the same or similar purposes, provided that the organization continues to be recognized as an exempt organization as specified in Internal Revenue Code, Section 501(a). [As amended 6/14]

ARTICLE XVI – AFFILIATION

The FrontRunners may affiliate with The International Front Runners, the Amateur Athletic Union, the Road Runners Club of America, USA Track & Field, Team San Francisco and/or any other similar running-oriented organization. [As amended 9/08 and 6/14]

ARTICLE XVII – BYLAW AMENDMENTS

- A. Any member may propose amendments to the existing bylaws by submitting in writing the proposed amendment(s) in such language that, if adopted, may be incorporated directly into the bylaws. Any such amendments proposed by any member shall be made at least sixty (60) days in advance of the General Meeting at which the voting is to take place. [Added 6/14]
- B. The Board of Directors may also propose amendments to the existing bylaws by submitting them to the membership in accordance with paragraphs below. [Added 6/14]
- C. Invitation to Comment shall be open for at least seven (7) days for the author of the amendment to consider revisions and address concerns. The author is not under obligation to make changes. [Added 6/14]
- D. Amendments to the bylaws may be made only by ballots or electronic ballot votes, sent to all members. [Added 6/14]
- E. The ballot or electronic ballot vote must include the complete wording of the proposed change(s), both additions and deletions, and instructions for voting. [Added 6/14]

- F. Absentee or electronic ballot votes must be sent out at least twenty (20) days, and not more than thirty (30) days, prior to the monthly General Meeting at which the voting is to take place. [Added 6/14]