

## **BY-LAWS OF THE AMERICAN ROAD RACE MEDICAL SOCIETY**

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### ARTICLE I -- Name

This corporation shall be known as the American Road Race Medical Society (ARRMS), and it initially shall maintain its headquarters in the offices of the American Running Association currently located in the Washington, DC Area. The organization shall be a tax-exempt organization organized under and governed by Internal Revenue Code Section 501(c)(3).

### ARTICLE II -- Purposes

The purposes of ARRMS **INCLUDE**:

A. **PROMOTING** health and physical fitness through and during road racing and other endurance activities;

B. **ESTABLISHING** committees and other working groups to foster these objectives; and to coordinate and lend assistance to other races and other race related organizations, including those in the medical and scientific community, that are engaged in the promotion and encouragement of safe road racing;

C. **PROVIDING** research, educational, and informational services and activities designed to assist and motivate members, affiliates, and the public and to enable other organizations to carry out these goals to which ARRMS is dedicated;

D. **FURTHERING** these objectives by making awards; by establishing standards and criteria for road racing medical and safety programs and protocols; by conducting these programs; by facilitating the availability of equipment, general information, and research data; by providing instruction; and by doing all such other things incidental to or conducive to the encouragement of safe road racing and other exercise;

E. **ACTING**, when appropriate, as a national and international advocate or focal point for those pursuing these objectives, and to act as a national clearinghouse for questions related to road racing, running safety, and fitness;

F. **ACTING CONSISTENTLY** with the purposes contained in these By-Laws.

### ARTICLE III -- Membership and Dues

A. Any individual who believes in achieving the objectives of ARRMS is eligible for membership regardless of race, sex, color, age, or occupation.

B. Other organizations may associate with ARRMS on such terms as may be adopted at the annual meeting of ARRMS and the terms and conditions for each organization shall be attached to these by-laws as Exhibits, when adopted.

C. Honorary memberships may be conferred by the President, upon approval by the Board, for a period of one year or longer

D. Membership dues initially will be the same as the American Medical Athletic Association (AMAA) and confer the advantages of membership in both organizations, the method of payment for same, the criteria for membership in good standing, and the allocations, if any, of chapters shall be determined by the ARRMS Board.

### ARTICLE IV -- Meetings

A. There will be **AT LEAST** one Board meeting held each year in the city of the current president during their race weekend. In the event additional Board meetings are held, they shall be at least three months apart. The dates and times of such meetings will be determined by the Board. Every member of the Board shall receive at least thirty (30) days' notice of the date, time, place, and general agenda of the annual meeting. Special meetings may be called, by the

President or by a majority of the Board and may be conducted via teleconference. Every member of the Board shall receive at least fifteen (15) days' notice of the date, time, place, and agenda for any special meeting. When notice is provided less than seven (7) days prior to a special meeting, the validity of such meeting must be certified at the next meeting of the Board.

B. The election of officers, the Board of Directors and its Executive Committee, shall take place once a year, with the exception that the Board may elect, at any meeting, individuals to fill any vacancy. If there is a Board Meeting in the fall, elections will be held at that time. If there is not a meeting in the fall, then elections will be held every other Board Meeting.

C. Executive Committee Meetings shall be held not less than quarterly in person or via telephone or electronic media. Special Executive Committee meetings may be called by the President or at the request of a majority of the Executive Committee. Meetings shall be subject to the same notice requirements as the Board meetings, except that certification of special meetings may be accomplished at the next Committee meeting.

D. Meetings of the Board and the Executive Committee may be held by telephone conference, provided that reasonable efforts have been made to ensure availability of the participants at the precise time of the telephone calls to commence the conference and to establish the necessary quorum.

F. Quorum – at least 50% of the directors comprising the Board, as defined in Article VII below, on the date of a meeting shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than this number is present, a majority of those present may adjourn the meeting from time to time without further notice. Except as set forth herein, the Board shall act by majority vote of those present, excluding the presiding officer, at a meeting at which a quorum is present. The presiding officer at any meeting of the Board shall vote only if there is a tie vote among those voting. The same rules shall apply to meetings of the Executive Committee. Members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of members to less than a quorum.

G. Proxy -- "Presence" at meetings shall be liberally construed, but in compliance with the District of Columbia Non-Profit Corporation Act.

#### ARTICLE V – Officers

A. The officers (President, First Vice President, Second Vice President, Secretary-Treasurer) of ARRMS shall be elected by the membership, by secret ballot (unless waived unanimously at such election) and by majority vote for a term of two years.

B. The President:

- 1) shall preside at all meetings of the Board and of the Executive Committee;
- 2) shall represent ARRMS on the Board of the American Running Association as a Member of the American Running Association Board;
- 4) shall appoint all standing committees and all special committees, subject to the approval of the Executive Committee;
- 5) shall report periodically to the Board and the membership regarding the progress and standing of ARRMS;
- 7) shall succeed to the office of Immediate Past President.

C. The First Vice President shall succeed to the office of the President and shall further perform such duties of the President or Vice-President as directed by the President or the Board of Directors.

D. The Second Vice President shall succeed to the office of the First Vice President and assist the President or First Vice President. In the absence of the President or First Vice President, or their inability to serve, the Second Vice President shall preside at all meetings and perform all duties otherwise performed.

E. The Secretary-Treasurer:

- 1) shall record minutes of the meetings of the Board of Directors and of the Executive Committee;
- 2) shall be responsible to certify and attest to the President or Vice President's Authority on behalf of ARRMS;
- 3) shall act as a liaison to ARA subject to subject to Article XI with respect to receipts and disbursements for ARRMS and shall accurately reflect transactions on its books and records;
- 4) shall work with ARA to prepare a summary financial report when requested by the President or Board of Directors;
- 5) shall promptly bring to the attention of the appropriate committee problems or difficulties, which may arise with respect to the accuracy of records or the financial integrity of the corporation;
- 6) may fill three (3) consecutive terms.

F. Immediate Past President shall serve as a member of the Executive Committee and assist the Officers of ARRMS

G. General - The Officers shall perform also such duties which are not enumerated but which are normally entrusted to the office or which are assigned by the President, with the approval of the Executive Committee. The term of all officers shall be one year.

ARTICLE VI -- The Executive Director

A. The Executive Director:

- 1) shall be the Executive Director of the American Running Association
- 2) shall be accountable to the President of the American Running Association for the Management of the national office and its employees;
- 3) shall carry on the official correspondence of ARRMS including the notice of meetings, except as the Board or the Executive Committee may otherwise direct;
- 4) shall be responsible for the publication of the minutes of meetings, the ARRMS newsletter and such other printed matters as may be issued;
- 5) shall receive and receipt for moneys, deposit receipts in a bank or banks approved by the Board of the American Running Association, withdraw money, prepare and sign checks for proper purposes, keep accurate record of receipts and disbursements,
- 6) shall act as custodian of all properties of ARRMS and shall perform such other duties as the President, the Board, or the Executive Committee may direct;
- 7) shall be an ex-officio member, without vote, of the Board and of the Executive Committee.

B. ARRMS Program Director -- shall assist the Executive Director in the performance of duties. In the absence of the Executive Director, the ARRMS Program Director shall perform all duties otherwise performed by the Executive Director.

ARTICLE VII -- The Board of Directors

A. Composition—The officers and three At-Large Directors elected by the membership. At-Large Directors shall serve staggered three-year terms so that one (1) At Large director positions will be subject to election at each annual meeting.

B. Duties—All sovereign powers of ARRMS shall be vested in the Board of Directors. The Board shall also possess all necessary legislative and policy-making authority including that related to changes in these By-Laws, dues structure, and agreements with other organizations. The Active Board shall have the authority to make binding interpretations of these By-Laws. Each member of the Board shall have one vote.

C. Removal -- The President, with Board approval, may remove a member for lack of involvement in Society Business.

D. Business with ARRMS -- A member of the Board of Directors or any organization or entity with whom such member is involved may only conduct business with ARRMS with the approval of the Conflict of Interest Committee designated in Article IX B.

#### ARTICLE VIII -- The Executive Committee

A. The Executive Committee shall be the President, First Vice President, Second Vice President, Secretary-Treasurer, and Immediate Past President. The President shall serve as chairperson. It shall have the power to act on all matters on which the Board is empowered to act, subject to the approval of the Board at its next meeting. Members shall serve for a term of one (1) year.

#### ARTICLE IX -- Committees

A. Any committee may be formed by the President, the Executive Committee, or the Board, charged with such duties as may be directed.

B. There shall be five permanent, standing committees to be known as Best Practices, By-laws, Education, Membership, and Research/Outcomes Committees. Each committee will have 3-5 members and one will be appointed to chair the committee. [term limits]

C. The Conflict of Interest Committee of the American Running Association will be utilized when needed. The Committee shall be responsible for determining whether ARRMS may enter into a business transaction with a member of the Board of Directors or any organization or entity with which such member is involved. The Committee shall take into account the opinion of ARRMS staff when making its determination.

D. Any ARRMS member may be a member of any committee.

E. All committees shall meet at the direction of either its chairperson or the President.

#### ARTICLE X – Elections, Voting and Terms in Office

A. Voting -- Each member of the Board of Directors and every Committee shall have an equal vote at the meetings of such bodies.

B. Elections – Nominations for elections will be taken by the President prior to the Annual Meeting or from the floor at the meeting for at least one nominee for each position to be elected. Elections shall be conducted by secret ballot (unless unanimously waived). Election shall be by majority vote. If no candidate receives a majority, then a new ballot shall be prepared which shall contain the names of the two candidates receiving the greatest number of votes and a runoff shall be held.

C. Terms in office – Officers of ARRMS shall serve a 2-year term. At-Large Board members shall serve 3 year terms and not more than two consecutive terms. Board members who leave the board after two consecutive terms shall be eligible to return to the board after one year of not serving on the active board. Board members who are elected to office during their term on the board will be replaced by election for the remainder of the term.

#### ARTICLE XI – Relationship to the American Running Association (ARA)

ARRMS shall be a division of ARA. The ARA executive Director shall have the same duties and powers with respect to ARRMS as held with ARA. Notwithstanding anything to the contrary contained herein, the ARA Board shall approve all expenditures in excess of \$2500. Additionally, the ARA Board's approval shall be required for any action or actions, the cumulative effect of which could obligate ARRMS to expend an amount in excess of \$2500.

#### ARTICLE XII -- General

A. No ARRMS funds shall be used to support the candidacy of any member for elective office. No political publication shall be sponsored or supported by ARRMS shall it endorse or support any candidate for elective office within this organization or any subordinate body.

B. Vacancies in any office shall be filled by the Executive Committee to complete the term of the officer.

#### ARTICLE XIII -- Books, Records, and Publications

The corporation shall keep at its registered office all books and records of account and shall also keep minutes of the proceedings of the Board of Directors and the Executive Committee. All books and records of the corporation may be inspected by any Director or his or her agent or attorney at any reasonable time. Report of the corporation's activities may be published and distributed as the Board of Directors may direct.

#### ARTICLE XIV -- Amendments

Amendments to these by-laws must first be presented to the Executive Committee, which shall review such proposal and offer its recommendations to any meeting of the Board at least three (3) weeks prior to their meeting. Approval of amendments shall be two-thirds vote of those voting members at the meeting. Amendments so approved shall become effective upon final adjournment of the meeting at which the amendment is adopted, unless the amendment provides for a later effective date.

#### ARTICLE XV -- Dissolution

Upon dissolution of ARRMS, its net assets shall not inure to the benefit of any private shareholder, individual, or corporation, but shall be distributed to such other organization or organizations as designated by the Board to be used exclusively for educational or charitable purposes consistent with the objectives of ARRMS, provided, however, that such organizations are exempt under the provision of Section 501 (c) (3) or other related provisions of the Internal Revenue Code as it may be amended.

#### ARTICLE XVI -- Effective Date

The effective date of these by-laws shall be April 14, 2004.