

# **BYLAWS OF BAYLANDS FRONTRUNNERS**

## **ARTICLE I. OFFICES**

### **Principal Location**

Section 1.01. The principal location of the Corporation for its transaction of business shall be located in the City of Palo Alto at an address to be established by the Board of Directors.

### **Change of Address**

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal location of the Corporation from one location to another within the County of Santa Clara or the County of San Mateo, California. Any such change shall be noted by the Executive Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

## **ARTICLE II. MEMBERS**

### **Purpose of the Corporation**

Section 2.01. The purpose of the corporation is to advance the pleasure and enjoyment of its members through running, walking, sponsorship or co-sponsorship of footraces, and through any other lawful activities, including social events, camping trips, baby showers, movie nights, movie excursions, and other activities decided upon by the membership. An objective of BayLands FrontRunners is to encourage gays, lesbians, and their family and friends in the practice and enjoyment of running and walking. BayLands FrontRunners shall not discriminate, in membership or in sponsorship of activities, against any person on the basis of sexual orientation, sex, ethnicity, race, religion, national origin, or physical disability.

### **Classification and Qualification of Members**

Section 2.02. Membership in the corporation is open to any person, gay, lesbian, or non-homosexual, of at least 18 years of age who subscribes to the purposes of the corporation as set forth above.

### **Eligibility for Membership**

Section 2.03. Any person who qualifies for membership is eligible to be a member of the Corporation.

### **Admission to Membership**

Section 2.04. Any person qualified for membership shall be admitted to membership only on the approval of the Board of Directors or Membership Committee duly authorized, by resolution, to admit members of an application submitted by such person in such form and in such manner as

shall be prescribed by the Board of Directors and on the payment of the first annual dues as specified in Section 2.05 of these Bylaws.

#### Dues

Section 2.05. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors, but in no event shall the annual dues exceed the amount of \$50.00. Dues shall be non-refundable and shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership.

Section 2.06. The Board of Directors may waive or lower the amount of dues for any member who does not have the ability to pay all or a portion of the membership dues. No person shall be denied membership solely for his or her inability to pay dues.

#### Assessments

Section 2.07. Memberships shall be nonassessable.

#### Number of Members

Section 2.08. There shall be no limit on the number of members that the Corporation may admit.

#### Inspection Rights of Members

##### Demand

Section 2.09. (a) Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.09(c) of these Bylaws, a member may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on ten (10) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Executive Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership directory shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

The membership directory shall not be sold or furnished to any outside interests or third parties.

Section 2.09. (b) The rights set forth in subdivision (a) may be exercised by any member, for a purpose reasonably related to such person's interest as a member. Where the corporation reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to subdivision (c), it may deny the member access to the list.

Section 2.09. (c) The corporation may, within ten business days after receiving a demand under subdivision (a), deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made under subdivision (a) shall be deemed a reasonable alternative, unless within a reasonable time after acceptance of the offer the corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the corporation does not meet the proper purpose of the demand made pursuant to subdivision (a).

#### Certificates of Membership

Section 2.10. The Corporation shall not issue membership certificates.

#### Nonliability of Members

Section 2.11. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

#### Transferability of Membership

Section 2.12. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

#### Termination of Membership

##### Causes

Section 2.13. (a) The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member;
- (2) Refusal to support and follow the purpose of the corporation as set forth herein;
- (3) The death of a member; and
- (4) The nonpayment of dues without a waiver from the Board of Directors.

## Effect of Termination

Section 2.13. (b) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

## Key Members

Section 2.14. (a) Regular members who run the day-to-day business affairs of the Corporation shall be known as Key Members. Key Members shall, through the actions they take in conducting the business of the Corporation, endeavor to reflect the wishes and best interests of the entire membership. The position of Key Member is a voluntary position without compensation.

Section 2.14. (b) Key Members shall include a Recording Secretary, a Treasurer, a Registrar, and a Newsletter Editor. Other Key Member positions shall be created and filled as needed to run the affairs of the Corporation. Regular members may volunteer for either new or established positions at any Business meeting. If confirmed by a consensus at a Business meeting, the Registrar shall seek confirmation of the new Key Member at the next Circle-Up. Changes in Key Member positions shall be recorded in the minutes of the Business Meeting, in the membership directory, in the Corporation's newsletter, and in the Corporation's online information. Key Members' terms of office shall be for one year. Key Members may seek and be approved for additional terms of office as defined in Section 4.10.

Section 2.14 (c) Key Members at a business meeting may declare the position of a Key Member vacant on the occurrence of any of the following:

- (1) The Key Member has been declared of unsound mind by a final order of court;
- (2) The Key Member has been convicted of a felony;
- (3) The Key Member is no longer a member of the Corporation;
- (4) The Key Member has failed to perform the function of the position in keeping with the purpose of the Corporation; or
- (5) The Key Member resigns.

## **ARTICLE III. MEETINGS OF MEMBERS**

### Place

Section 3.01. Regular Meetings of members shall be held at the principal location of the Corporation or at such location within the Counties of Santa Clara or San Mateo as may be designated from time to time by resolution of the Board of Directors. Circle-Up meetings of members shall

be held at the site chosen for the weekly fun run. Business meetings of Key Members and other interested members shall be held at the location announced and, at least twice a year, at a place coincident either with Circle-Up or coincident with the social event following the weekly fun run/walk.

#### Regular Meetings

Section 3.02. There shall be one annual Regular meeting of all members.

#### Circle-Up Meetings

Section 3.02. (a) There shall be a weekly Circle-Up meeting to be held just prior to the beginning of the weekly fun run/walk.

#### Business Meetings

Section 3.02. (b) There shall be a monthly Business meeting of Key Members, which is open to all regular members. An agenda for the meeting shall be published in advance. Twice a year Business meetings shall be held just following the coffee social event that follows a weekly fun run/walk and Circle-Up.

#### Special Meetings

Section 3.03. Special meetings of members shall be called by the Board of Directors or by the President of the Corporation or by five voting members of the Corporation and held at such place as is fixed in Section 3.01 of these Bylaws for regular meetings of members.

#### Notice of Meetings

Section 3.04. Notice of every meeting of members shall be in writing and announced at every corporate event held from the date of the notice and in no situation less than 15 days before the date of the meeting.

#### Contents of Notice

Section 3.05. The notice shall state the place, date, and time of the meeting.

#### Quorum

Section 3.06. A quorum at any regular or special meeting of members shall consist of 15% of the members, represented in person or by written proxy. A quorum at a business meeting shall consist of at least five members of the corporation, of which at least three must be Key Members of the corporation.

## Loss of Quorum

Section 3.07. The members present at a regular, special, or business meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

## Voting of Membership

Section 3.08. Each member is entitled to one vote on each matter submitted to a vote of the members. Each member present at a business meeting, whether Key Member or not, is entitled to one vote on each matter submitted to a vote at the business meeting.

## Conduct of Meetings

### Chair

Section 3.09. (a) The President of the Corporation or, in his or her absence, the Executive Secretary of the Corporation or, in his or her absence, the Chief Financial Officer or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy shall be Chair of and shall preside over Regular and Special meetings of the members.

### Secretary of Meetings

Section 3.09. (b) The Executive Secretary of the Corporation shall act as the secretary of all Regular and Special meetings of members; provided that in his or her absence, the Chair of the Regular and Special meetings of members shall appoint another person to act as secretary of the meetings.

### Rules of Order

Section 3.09. (c) Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws or the Articles of Incorporation of this Corporation.

## **ARTICLE IV. DIRECTORS**

### Number

Section 4.01. The Corporation shall have five (5) Directors. Collectively, the Directors shall be known as the Board of Directors.

### Qualifications

Section 4.02. The Directors of the Corporation shall be members of the Corporation.

## Terms of Office

Section 4.03. Each Director shall hold office for a term of one year from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws.

## Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

## Election

Section 4.05. The Directors shall be elected at the annual Regular meeting of the members each calendar year. The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection for four consecutive terms, provided they continue to meet the qualifications required by Section 4.02 of these Bylaws. After having served for four consecutive terms, a Director shall not be eligible again for a minimum of one year.

## Compensation

Section 4.06. The Directors shall serve without compensation.

## Board Meetings

### Place of Board Meetings

Section 4.07. (a) All meetings of the Board shall be held at the principal location of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in Section 1.02 of these Bylaws.

### Time of Regular Board Meetings

Section 4.07. (b) A Regular annual meeting of the Board shall be held at the same place as the annual meeting of members immediately following the conclusion of the annual meeting of members, and no notice shall be necessary for such meeting.

### Special Board Meetings

Section 4.07. (c) Special meetings of the Board may be called by the President or the Executive Secretary or the Chief Financial Officer or any two (2) Directors. A Special Board Meeting shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally, by telephone, or by email.

## Quorum

Section 4.07. (d) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

## Transactions of Board

Section 4.07. (e) Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

## Conduct of Board Meetings

Section 4.07. (f) The President, or, in his or her absence, any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The Executive Secretary of the Corporation or, in the Executive Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or other real-time communications equipment, so long as all members participating in such meeting can communicate with one another and be reasonably certain of the identities of the members. Such participation shall constitute personal presence at the meeting.

## Adjournment

Section 4.07. (g) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

## Action Without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Such written consents shall be filed with the minutes of the proceedings of the Board.

## Status Review of Key Members

Section 4.09. The Board shall poll all Key Member positions prior to the annual meeting of members and determine whether each Key Member opts to renew for another term or retire. Open Key Member Positions will be announced at the annual meeting of members.



## Appeals

Section 4.10. The Board of Directors shall review and resolve any issues, including appointment or removal of Key Members, not decided by consensus at a business meeting, on appeal by any member.

### Removal of Directors

#### Removal for Cause

Section 4.11. (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court;
- (2) The Director has been convicted of a felony;
- (3) The Director is no longer a member of the Corporation;
- (4) The Director has failed to attend three consecutive meetings of the Board; or
- (5) The Director resigns.

#### Removal Without Cause

Section 4.12. (b) Any or all of the Directors may be removed without cause if such removal shall be approved by a majority of all members.

### Resignation of Director

Section 4.13. Any Director may resign effective on giving written notice to the President, the Executive Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation.

### Vacancies in the Board

Section 4.14. Vacancies created by removal or resignation of Directors shall be filled by appointment by the Board from the members. The appointed Director shall serve out the remaining period of the past director's term of office.

## **ARTICLE V. OFFICERS**

### Number and Titles

Section 5.01. The officers of the Corporation shall be a President, an Executive Secretary, a Chief Financial Officer, a Women's Advocate, a Men's Advocate, and such other officers with such titles

and duties as shall be determined by the Board. The President is the general manager and chief executive officer of the Corporation. No two offices may be held by the same person with the exception of the Executive Secretary or Chief Financial Officer.

#### Appointment and Resignation

Section 5.02. The officers shall be selected from the Board of Directors by the Board of Directors. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

### **ARTICLE VI. CORPORATE RECORDS**

#### Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and Key Members. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

### **ARTICLE VII. AMENDMENT OF BYLAWS**

#### Amendment of Bylaws

Section 7.01. The Bylaws of the Corporation may be amended by a majority vote of all sitting Directors of the Corporation plus a two-thirds vote of at least a quorum of members of the Corporation as defined in Section 3.06.

**CERTIFICATE OF SECRETARY  
OF  
BAYLANDS FRONTRUNNERS  
a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on \_\_\_\_\_, 2001.

Dated:

\_\_\_\_\_  
Executive Secretary