

BYLAWS OF THE (Iron Range Half Marathon)

(2/7/2024)

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I. NAME

The name of the organization shall be "Iron Range Half Marathon" hereafter referred to as "the Organization."

II. PURPOSE

The Organization's purpose is to provide a community-based running event that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being and competition. In furtherance of our purpose, the Organization promotes, manages, and implements a running event(s). The Organization also engages the community in the running event(s) and supports local charities as designated by the Board of Directors. The Organization engages in community activities to publicize, by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community. The Iron Range Half Marathon's core mission is to promote health and wellbeing on the Iron Range as well as provide local support for healthy sustainable causes within our community and region.

III. AFFILIATION

A fiscal sponsorship grant agreement has been entered into by and between the Iron Range Partnership for Sustainability and The Organization. A copy of this agreement is available upon request.

IV. MEMBERS

The Board of Directors shall be considered the only members of the organization.

V. EVENT PARTICIPANTS

Participant registration for all events hosted by the Organization will be conducted on an annual basis. The Organization promotes equitable opportunities to event participation and does not discriminate based on characteristics protected by local, state, or federal law. For safety reasons, minors (under 18 years of age)

may be excluded from participation at the discretion of the Board. Individuals who wish to participate in the event shall submit registration fees and sign a waiver of liability for participation in all events hosted by the Organization. Registration in an event does not convey membership in the Organization.

VI. BOARD OF DIRECTORS AND ELECTIONS

The Board of Directors at its Annual Meeting elects: President, Vice President, Treasurer, and Secretary

A. Board responsibilities. The Board is the governing authority and has total oversight over the management of the Organization's affairs. It carries out the mission, purpose, and objectives for the Organization. This general mandate includes, but is not limited to:

- Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies and monitoring the Organization's activities.
- Reviewing all information provided by the Treasurer and other board members related to oversight for the organization
- Participating in all scheduled board meetings, unless excused for an absence.
- Ensuring adequate resources and financial sustainability for the Organization, which requires fundraising support and engagement by all directors and officers.
- Serving as ambassadors for the organization.
- Hiring and setting compensation for any independent contractors, race directors, or staff

B. Board of Director Members and Duties:

1. President – Gabriel T. Zika - to preside over meetings, represent the Organization with the IRPS, and to appoint committees and chairpersons thereof with approval from the Board.

2. Vice-President – Sarah J. Wipf - to assume the powers of the President in his/her absence, and to take on special assignments as requested by the President.

3. Secretary – Kris K. Hilde - to record minutes at all meetings in accordance with Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all board members, and, when requested by the Board, to accept assignments involving correspondence and the keeping of records.

4. Treasurer – Angela Schwenk - Oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for board approval, anticipate and report financial problems, ensure the board receives regular and accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the president.

C. Term of Office: Term of office shall be one year (12 months), beginning with or at the close of the annual membership meeting. Any Board of Director Member may serve up to a maximum of eight years on the board and then must take a year off of the Board. The President will appoint any board seat vacated during a term, with approval by the Board, within 60-days of resignation of the seat. Appointed terms will end with the term of the seat, which is at the close of the annual membership meeting.

D. Nominations for Board of Director Elections: A nominating committee will be formed to assist the Board and be accountable to membership for recruiting and recommending candidates for nomination that will represent a well-rounded, competent Board of Directors. The committee will review succession planning needs and term limits for board members and make recommendations to help ensure continuity of operations, leadership changes, and DEI for the Board. The committee will alert members to open positions on the Board

and encourage nominations based on procedures and deadlines established by the Board no less than 30-days in advance of the elections.

E. Elections: All Board members shall be elected by a majority vote of those present at the annual membership meeting.

F. Voting: The Board shall authorize and make notice, no less than 30-days in advance of the meeting, for the allowance of digital (online) voting, mail-in voting, in-person voting, or a mix of any of these options.

G. Procedural requirements: Parliamentary procedure will be carried on at meetings, and every effort will be made to discuss any measures coming before the Board. A majority vote of the Board of Directors present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. A quorum shall consist of two (2) members. No official meeting shall be held and no business conducts unless a quorum is present.

H. Removal from Office: As determined by a majority vote of the other board members, an officer or director may be removed from the Board for missing three consecutive regular board meetings without an excuse approved by the Board; engaging in illegal (unlawful) activity; convicted of crime while on the Board; egregious violations of stated Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such case, the Board member may be removed by a majority vote of the Board.

VII. COMMITTEES & TASK FORCES

The Board of Directors has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Organization. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.

VIII. ANNUAL MEETING

The Board of Directors, the only members in the organization, shall meet no less than once a year at a date and time established by the Board of Directors, and that is no more than four weeks before the start of the Organization's fiscal year. If the Meeting of the Membership must be postponed and cannot be held at a later time on the same date and location, or if it is cancelled due to imminent danger to members (exigent circumstances), the Board may reschedule the date of the meeting and provide no less than a fourteen (14) day written notice, including email notification, announcing a new date, time, location or meeting method (in-person, tele-or video conferencing) to the members.

Quorum at the annual meeting of the membership will be majority of the Board of Directors.

A. Other Meetings. Other meetings by the Board of Directors may be conducted as deemed necessary by a majority of the Board.

IX. FINANCES

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization with approval of the Board majority.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board. All monies for the Organization are deposited to the credit of the Organization in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

No Organization funds may be deposited in the personal account of a member of the Board. The Treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

X. VOLUNTEER BOARD SERVICE

The members of the Board of Directors shall serve without salary, and no part of the net income of the Organization shall inure to the benefit of its directors, officers, or other private persons; provided, however, that the Organization may make payments and distributions to third parties including payments to defray the reasonable operating expenses of the Organization. The Board may authorize for reimbursement, in accordance with the Organization's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties. The Board shall maintain a Conflict of Interest policy and require each board member to annually complete a disclosure statement, which statement shall be reviewed annually by the Board.

No loans shall be made by the Organization to the members of the Board or its employees.

XI. SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

No part of the net earnings of the Organization inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Organization may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the Organization's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Organization may not participate in nor intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, the Organization may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Organization, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Organization of America or other 501(c)(3) nonprofit organization with a similar purpose to the Organization's.

XIII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by a majority of those voting at an annual meeting, as follows: (a) a proposed amendment must be submitted in writing to the President at least 120-days preceding the annual meeting; (b)

the board by majority vote determines its position for, against, or for with a recommended change; and (c) the board returns the proposal along with its position to be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the board, the board waive the 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30-days prior to the annual meeting.

A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the Organization, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision