

Gateway Milers NFP
A member club of the American Volkssport Association
BYLAWS

ARTICLE I – NAME

This club shall be known as the “Gateway Milers NFP”, and the short name shall be “Gateway Milers”. It shall be a private organization. These Bylaws shall also be the Club ‘Constitution’.

ARTICLE II – PURPOSE

Section 1. This club is a recreational organization dedicated to promoting physical fitness through participation in volkssporting events. The club shall:

- A. Encourage and support member participation in these events and similar activities.
- B. Promote the exchange of ideas, goodwill, friendship and good sportsmanship among clubs, local communities, civic organizations, and individuals dedicated to these purposes.
- C. Be a member of the American Volkssport Association, Inc (AVA), a Texas nonprofit corporation, with its principal office at 1001 Pat Booker Road, Phoenix Square, Suite 203, Universal City, Texas 78148, and any state or regional associations as directed by the AVA.

ARTICLE III – MEMBERSHIP

Section 1. Membership shall be open to any person of good repute who will respect fellow members and subscribe to these Bylaws.

Section 2. Membership shall not be denied to any person based on an individual’s race, sex, color, religion, national origin, marital status or age.

Section 3. Active membership is defined as a current dues-paying individual or family member, age 18 or over. A family member is defined as a traditional family or two persons residing in the same household.

Section 4. The Board of Directors may, by unanimous vote, bestow honorary memberships for the benefits of the club.

Section 5. The Board of Directors may withdraw or suspend club membership, or deny membership renewal to a member, when the member’s behavior is in violation of these Bylaws.

- A. The Board of Directors shall notify the member prior to taking action.
- B. The member shall have the right to address the Board of Directors prior to the Board’s decision.
- C. The member may appeal the Board’s decision within 60 days by requesting a hearing at a scheduled General Membership meeting. The appeal vote shall be final and will be decided by a simple majority vote of the active members present.

ARTICLE IV - DUES

Section 1. The Board of Directors will establish initial and renewal membership dues, subject to the approval of the active membership.

Section 2. Payment of club dues shall be made to the Treasurer. Renewal membership dues shall cover a period of twelve (12) months. Initial membership dues for new members joining the club on or after July 1 shall be one-half (1/2) of the annual dues.

Section 3. The Board of Directors shall periodically review the club dues.

ARTICLE V – OFFICERS and DIRECTORS AT LARGE

Section 1. The Board of Directors shall be the club executive agency and shall consist of four elected club officers: President, Vice President, Secretary, and Treasurer and three elected Directors at large.

See Amendment 1.

Section 2. The term of office for the Officers shall be twelve (12) months. ~~Officers can serve up to two terms in that office and then must have a minimum one year break before serving in that office again.~~ The Directors At Large shall be elected for a term of three years with a staggered term, such that one new Director is elected each year. The first election shall have one Director elected for one year, one Director elected for two years and one for three years. Directors at Large shall not serve again as a Director At Large for two years after their term expires.

Section 3. Qualifications for elected office shall consist of:

- A. The individual must have been a member of the club for a minimum of six (6) months.
The initial election of Club Board of Directors at the formation of the Club shall not have this requirement.
- B. The individual must be at least eighteen (18) years of age.

Section 4. A Nominating Committee shall be the Directors At Large. They shall:

- A. Solicit and receive nominations for elected office.
- B. Verify eligibility and prepare a slate of candidates.
- C. Provide absentee ballots to the active membership on request.

Section 5. Elections shall be held at the November General Membership meeting. Those elected will assume office on January 1.

Section 6. In the event of a vacancy of:

- A. President – the Vice President will succeed to that office.
- B. Any other elected officer – the Board of Directors shall appoint a replacement to complete the term.

Section 7. Any act, not otherwise specified in these Bylaws, made by any elected or appointed club official or member of the Board of Directors may be reviewed or challenged at a General Membership meeting.

Section 8. An elected officer may be recalled by requesting a Special Membership meeting.

Section 9. The duties and responsibilities of club officers shall be as enumerated below.

A. The President shall:

- 1. Be the senior officer responsible for the conduct of all club business.
- 2. Preside over the General Membership, the Special Membership, and the Board of Directors meetings.

3. Represent the club as the senior elected official at all appropriate gatherings and occasions; or delegate an individual to fulfill this obligation.
4. Authorize with consultation with the treasurer, all proposed expenditures of club funds (which can include general authorization to the treasurer for routine expenditures). Approval of the Officers is necessary for any expenditure which exceeds \$300.00.
5. Establish and dissolve ad hoc committees.

B. The Vice President shall:

1. Perform the duties of the President in his/her absence and succeed to the office of the president in the event it is vacated.
2. Serve as a member of appropriate ad hoc committees.
3. Assist the President in managing club business at the direction of the President.
4. Sanction walks with the AVA.

C. The Secretary shall:

1. Record and maintain minutes of all meetings of the membership and Board of Directors.
2. Maintain club files.
3. Maintain historical files of activities, accomplishments and events in which the club is involved.
4. Prepare correspondence as required.

D. The Treasurer shall:

1. Receive and distribute club funds as required.
2. Present a financial report at each General Membership meeting.
3. Advise the president of the adequacy of club funds to meet club obligations.
4. Monitor club funds and assets operated by committees.
5. Record and maintain central records of all club assets and liabilities in accordance with good accounting practices.
6. Enroll and renew members in the club, collect dues, and maintain club membership records.

E. The Officers shall:

1. Monitor all club activities.
2. Appoint and dismiss standing committee chairpersons.
3. Establish and enforce club policies.
4. Approve all proposals to expend club funds which exceed \$300.00.
5. Approve all agreements or contracts before execution by authorized club representatives.

F. The Directors at Large

1. Shall audit the financial records of the Treasurer at the end of the fiscal year and submit the findings to the club.
2. Shall serve as the nominating committee

ARTICLE VII - MEETINGS

Section 1. An annual schedule for General Membership meetings shall be determined by the Board of Directors, with a minimum of four (4) meetings per year including the annual meeting in November for the purpose of election of officers.

Section 2. Special Membership meetings may be held as called.

Section 3. The President shall call Board of Directors meetings as necessary.

Section 4. A quorum shall consist of:

- A. For General Membership meetings – at least three (3) members of the Board of Directors, including two Officers, and at least three (3) more active members.
- B. For Special Membership meetings – at least three (3) members of the Board of Directors, including the President or Vice President, and ten (10) percent of the active members.
- C. For Board of Directors meetings – at least three (3) members of the Board, including the President or Vice President.

Section 5. A simple majority vote of the active members present shall decide motions during all meetings unless otherwise specified in these Bylaws. The President shall cast the deciding vote in case of a tie.

Section 6. A Special Membership meeting shall be held at the request of at least three (3) members of the Board of Directors, or when a petition is signed by at least twenty-five (25) percent of the active members.

Section 7. The dates for General Membership and Special Membership meetings shall be announced at least two (2) weeks in advance.

Section 8. General Membership meetings shall be announced in the club newsletter. Special Membership meetings shall be announced in the club newsletter, time permitting, or by mail to all active members at least two (2) weeks prior to the meeting date. Notification of a Special Membership meeting shall include the reason for the meeting.

ARTICLE VIII – AMENDMENTS

Section 1. These Bylaws may be amended by a simple majority vote of the active members present at a General Membership or Special Membership meeting.

Section 2. Proposed changes must be published and provided for review by the active membership at least one month prior to the scheduled vote.

ARTICLE IX – AUDITS

Section 1. The Treasurer shall provide a financial statement annually and upon request of a majority of active membership.

Section 2. The Treasurer shall provide all materials required for audit.

ARTICLE X – GENERAL PROVISIONS

Section 1. The active membership is responsible for custodianship of the club operating fund.

Section 2. This club is a not-for-profit organization, and no part of its assets shall inure to the benefit of any member.

Section 3. Unless otherwise specified, the term “mail” is interpreted as any item delivered by US Postal Service, other nationally recognized delivery service such as but not limited to Fedex or UPS, and electronic media such as email and FAX.

Section 4. Where the provisions of these Bylaws conflict with provisions of the AVA Bylaws, the provisions of AVA Bylaws will take precedence.

ARTICLE XI - DISSOLUTION

Upon dissolution of this club, all funds and properties in excess of liabilities and expenses at dissolution will be distributed as specified in the Articles of Incorporation.

ARTICLE XII – ADOPTION; DISTRIBUTION; EFFECTIVE DATE

Section 1. These Bylaws shall become effective upon adoption by an affirmative vote of a simple majority of the active members present.

Section 2. Copies of these Bylaws shall be made available to all active members of the club and to governing agencies having a need to know.

Section 3. These Bylaws are the original Bylaws and signed on October 24, 2015
Date

Original signed copy to AVA

APPROVED
William G Badger
President

Debra A Kruep
Director At Large

Rosalie Maul
Vice President

Linda Badger
Member

Lois LaFleur
Secretary

Thomas Stucky
Member

Cindy L Stucky
Treasurer

Mark Kruep
Member

Amendment 1. to Bylaws

At a general club meeting on July 11th, 2017 a motion was made and passed unanimously to amend Article V, section 2 to eliminate the second sentence restricting terms of office for the officers.

This proposed change was published in the company website more than 30 days prior to a vote; and a quorum was present at the meeting.

William G Badger—President

Rosalie Maul----Vice President

Lois Lafleur-----Secretary

Cindy Stucky----Treasurer

Amendment submitted to AVA_July 31st 2017