

New York Harriers

Bylaws

1. Article I: Title

1.1. The New York Harriers (“NYH”) is a private running club for the benefit of all Members.

2. Article II: Objectives

2.1. The objectives of NYH are:

2.1.1. To foster a team atmosphere that is friendly, open-minded, supportive, and enthusiastic.

2.1.2. To encourage and support members to achieve their running goals.

2.1.3. To participate in and enhance the running and racing community in the New York City metropolitan area.

3. Article III: Affiliation

3.1. NYH is an affiliate member of USA Track and Field (“USATF”).

3.2. NYH shall consider measures adopted by USATF, although NYH shall maintain its own bylaws.

4. Article IV: Membership

4.1. A person who provides NYH an Application for Membership, pays NYH dues, agrees to adhere to these bylaws and is approved by the Board at its sole discretion is a “Member”.

4.2. To remain in good standing, Members must pay annual dues and conduct themselves in accordance with these bylaws.

4.3. The membership status of any Member may be terminated by a majority vote of the Board for behavior unbecoming an NYH member or behavior that brings disrepute to NYH.

5. Article V: Governance

5.1. NYH shall be managed by a Board of Directors (“Board”), which shall be composed of seven (7) Officers.

5.2. Each Officer shall serve as a director and an officer for approximately a two year term.

5.3. The Board shall consist of a President, a Vice President, a Treasurer, and four Officers At Large. The President will assign responsibilities to each Officer At Large.

5.4. Dues will be determined by a majority vote of the Board.

5.5. An Officer may be dismissed from the Board by a majority vote of the Board for behavior unbecoming a Member or behavior that brings disrepute to NYH.

5.6. The Board will appoint, at its discretion and by majority vote, a number of Coaching Directors to lead training of the team as non-officer directors of NYH. Coaching Directors do not

assume the voting and meeting privileges or obligations of Officers of the Board. Coaching Directors shall:

5.6.1. Lead team coaching and training; and

5.6.2. Serve a term of two (2) years from the time of appointment by the Board.

6. Article VI: Meetings of all Members

6.1. An annual meeting of Members will be held each calendar year.

6.2. Special meetings of all Members may be called by a majority vote of the Board.

6.3. Minutes of all general membership meetings will be published on the Harrier website.

7. Article VII: Meetings of the Board

7.1. The Board will meet at least four times annually.

7.2. A quorum of Officers is required at all meetings in order to conduct official business. A quorum is defined as at least 50% of the Officers of the Board.

7.3. Official business will be conducted by majority vote of Officers present.

7.4. If an Officer misses two consecutive meetings of the Board, that Officer can be dismissed from the Board within 30 days of the second missed meeting by majority vote of the Board.

8. Article VIII: Committees

8.1. The President may appoint Committees of Members, who may or may not be Officers. Committee purpose, name, tenure, and membership will be determined by the President.

9. Article IX: Voting

9.1. Each Officer shall have one vote for official Board business and the same voting privileges as any other Member in calls to the entire membership of NYH to vote, including general elections.

9.2. Membership voting: each Member in good standing will be allowed to cast a single ballot for the positions or issues presented at the time a vote takes place. Only Members in good standing are eligible to vote.

9.3. Voting procedures may include but are not limited to electronic voting, in-person voting or other means deemed fair and appropriate by the Board.

10. Article X: Board Elections

10.1. Members will elect a President, a Vice President, a Treasurer, and four Officers-At-Large.

10.2. Each Officer shall be elected by a plurality vote of the Members.

10.2.1. Each position of President, Vice President and Treasurer will be elected by a plurality of votes.

10.2.2. The positions of Officers At Large will be elected by a group plurality. Members may cast up to as many votes for Officer At Large as Officer At Large positions available. At the conclusion of voting, the Officer At Large positions will go to the number of leading candidates equal to the number of positions available.

10.3. For each election, the Board shall publish voting procedures prior to the opening of nominations for positions.

10.4. In the case of a tied vote in an election where the outcome cannot be determined without a tiebreaker, a special run-off election for the tied position will be held as follows:

10.4.1. Members of the team may vote for one of the tying members.

10.4.2. Voting will be open for a minimum of three (3) days.

10.4.3. In the event of a continued tie after a run-off election, the winner will be chosen by a coin flip executed by an Officer who is not running for any position. The coin flip must be witnessed by at least two of the candidates for the tied position.

10.5. All candidates for the Board shall be Members in good standing.

10.6. No Officer shall hold more than one elected position.

10.7. No candidate for the Board may run for more than one position.

10.8. The “Conflict of Interest Policy” shall be observed in part as follows:

10.8.1. No candidate for a position on the Board shall serve as an officer, board member or other leader of any organization competing with NYH.

10.8.2. All candidates for a position on the Board must maintain a team affiliation as a New York Harrier with the New York Road Runners (“NYRR”).

10.9. Any Officer may be re-elected to the same office. There is no limit on number of consecutive terms on the Board.

11. Article XI: Finances

11.1. The NYH is a 501(c)(3) nonprofit organization. Dues, entry fees, and other monies received by NYH will be spent entirely for carrying out the stated purpose of NYH.

11.2. The fiscal year of NYH shall commence on January 1 and terminate on December 31.

11.3. The Treasurer will distribute financial reports to all Officers at each regular meeting of the Board.

11.4. The Treasurer will produce financial reports at any time upon the request of the President.

12. Article XII: Tax Status Requirements and Dissolution

12.1. No funds of NYH shall inure to the benefit of Members, Officers, or other private persons, except that NYH shall be authorized by the Board to disburse funds in furtherance of the purposes set forth in the Bylaws.

12.2. No substantial part of the activities of NYH shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NYH shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Bylaws, NYH may not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal

Revenue Code, or corresponding section of any future federal tax code.

12.3. In the event of the dissolution of NYH, the funds in the treasury, after all creditors have been paid, shall go to a 501(c)(3) organization chosen by a majority vote of the Board.

13. Article XIII: Whistle-Blower Policy

13.1. Reporting Responsibility

13.1.1. It is the responsibility of all directors, officers, members, and volunteers to comply with NYH policies and to report violations or suspected violations of the law in accordance with this policy.

13.2. No Retaliation

13.2.1. No director, officer, member, or volunteer, who in good faith reports a violation of the law, shall suffer harassment, retaliation, or adverse membership consequence even if the report is mistaken, or against any member or individual who assists in the investigation of a reported violation. Any member, officer or director who retaliates against someone who has reported a violation of the law in good faith is subject to disciplinary action up to and including termination of membership or removal from the NYH. This Whistleblower Policy is intended to encourage and enable members and others to raise concerns about illegal activity within the NYH.

13.3. Reporting Alleged Violations:

13.3.1. Officers, directors, and members are expected to report suspected violations of NYH policies or illegal activities to the NYH President. If the NYH President is alleged to be in violation of the law, then the report should be submitted to the Board. A submitted report will be investigated by the Board with assistance from the President. If legal counsel is needed, it will be

engaged at that time by the Board. The Board is authorized to retain legal counsel to address a complaint if it involves the President or the Board. A report of findings will be submitted to the Board with recommendations for action.

13.3.2. Suspected illegal activity or suspected violations of NYH policies may be submitted on a confidential basis by the complainant. Reports will be kept confidential to the extent possible except to the extent necessary 1) to conduct a complete and fair investigation, or 2) for review of NYH operations by the NYH Board, the NYH's independent public auditor and the NYH's legal counsel (if applicable).

13.3.3. For a proper investigation to be conducted as much information as possible should be reported and it should clearly outline the perceived illegal act or violation of NYH policies. The report should outline a specific incident with dates and names of individual(s) involved. This report should be supplied in order to conduct a sufficient investigation.

13.4. Accounting and Auditing Matters

13.4.1. The Board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board shall immediately report to the NYH President if any illegal accounting practices are reported by the independent auditors and will work with the Board until the matter is resolved

13.5. Acting in Good Faith

13.5.1. Anyone filing a complaint concerning suspected illegal activity or a violation of NYH policies must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the law or NYH policies. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as malfeasance and addressed accordingly.

13.6. Handling of Reported Violations

13.6.1. The appropriate person as outlined in this policy to receive an official complaint will notify the complainant and acknowledge receipt of the reported within 5 business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Outside legal counsel may be consulted as needed or warranted by the complaint.

14. Article XIV: Document Retention and Destruction

14.1. NYH takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The Sarbanes-Oxley Act of 2002 makes it a crime to alter, cover up, falsify, or destroy any document to prevent its use in an official proceeding. Failure on the part of members to follow this policy can result in possible civil and criminal sanctions against the NYH and its members, directors and officers and possible disciplinary action against responsible individuals up to and including termination of membership.

14.2. NYH will retain documents in accordance with applicable laws.

14.3. From time to time, the President or Treasurer may issue a “legal hold,” suspending the destruction of any records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings. No records specified in any legal hold may be destroyed, even if the scheduled destruction date has passed, until the legal hold is withdrawn in writing by the person placing the hold.

15. Article XV: Code of Ethics

15.1. NYH Board, Members and Volunteers must:

15.1.1. Be honest and ethical in their conduct, including ethical handling of actual or apparent conflicts of interest between personal and professional relationships that may benefit an individual at the expense of the NYH – The NYH has a Board-approved Conflict of Interest Policy that all Board Members and staff are required to comply with. Any new conflicts should be reported.

15.1.2. Comply with applicable laws, rules and regulations governing the NYH

15.1.3. Deal fairly with NYH members, sponsors, and volunteers – expectations should be clearly outlined and communicated.

15.1.4. Address conflicts that arise proactively and professionally and adhere to the Board-approved Whistleblower Policy.

15.1.5. Provide Information that is accurate, objective, relevant, timely, and understandable.

15.1.6. Proactively promote ethical behavior as a responsible partner among peers in the

work environment.

15.1.7. Protect and ensure the proper use of company assets.

15.1.8. Prohibit improper or fraudulent influence over external auditors, if applicable

15.1.9. Matters discussed in an executive session of the Board shall not be disclosed to others, unless authorized by the President.

15.1.10. Matters discussed in open session that are determined by the Board to be confidential, proprietary, sensitive, or valuable may only be disclosed to others when authorized by the NYH President. Documents marked confidential and/or "for internal use only" shall not be given to unauthorized persons.

15.1.11. A Board or office staff member may not agree with the outcome of every decision made by the Board as a whole. In such cases, the member may express his or her personal views on the issue. This should be balanced with acknowledgment that the outcome is the decision of the Board and is accepted by the member.

16. Article XVI: Conflicts of Interest

16.1. Duties of Officers and Coaching Directors

16.1.1. The Officers and Coaching Directors of NYH owe a duty of loyalty to NYH, which requires that they act not in their personal interests or in the interests of others, but rather solely in the interests of NYH. Officers and Coaching Directors must have undivided allegiance to NYH's mission and may not use their positions, information they have about NYH, or NYH's property, in a manner that allows them to secure a pecuniary benefit for themselves, their friends or their relatives.

16.1.2. An Officer or Director with a dual interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

16.1.3. An Officer or Coaching Director shall not use inside information of NYH for his/her personal benefit or use such inside information or his/her position as Officer or Coaching Director to the detriment of NYH. Inside information is information obtained through the Officer's or Coaching Director's position that has not become public information.

16.1.4. Each Officer or Coaching Director has a duty to place the interests of NYH foremost in any dealings involving the NYH and has a continuing responsibility to comply with the requirements of this Policy Section

16.2. Definition of "Conflict of Interest": An Officer or Coaching Director may have a "conflict of interest" with respect to a particular transaction or arrangement whenever she or he, or any related party, has, or in the near future will have, directly or indirectly:

16.2.1. A compensation arrangement or other interest in a transaction with NYH or with an entity or individual with which NYH has entered into a transaction or arrangement;

16.2.2. Subject to de minimus exceptions, any ownership or investment interest in, or compensation arrangement or other affiliation with, any entity or individual:

16.2.2.1. That sells goods or services to or purchases goods or services from NYH;

16.2.2.2. That has any other transaction, arrangement or relationship with NYH;

16.2.2.3. That competes with NYH; or

16.2.2.4. With which NYH is negotiating, or contemplating negotiating, a transaction or arrangement;

16.2.3. Accepted any gift, entertainment, or other favor where such acceptance might create the appearance of influence on the Officer or Coaching Director (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);

16.2.4. Been indebted to NYH, other than for amounts due for ordinary travel and expense advances; or

16.2.5. Any other interest that may make it difficult for the Officer or Coaching Director to exercise objective judgment or otherwise perform effectively.

16.3. Disclosure of Actual or Potential Conflicts of Interest

16.3.1. When an Officer or Coaching Director is initially elected, and annually thereafter, each Officer and Coaching Director must complete, sign and submit to the Board a written statement identifying (a) any entity of which the Officer or Coaching Director is an officer, director, trustee, member, owner, or employee, and (b) any transaction in which NYH is a participant and in which the Officer or Coaching Director might have a conflicting interest. 16.3.2. Additionally, if any actual, potential or perceived conflict of interest arises, the interested Officer or Coaching Director shall promptly disclose to the Board all material facts relating to such conflict of interest.

16.4. An Officer or Coaching Director with a conflict of interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter. Additionally, the interested Officer or Coaching Director may not attempt to influence improperly the deliberation or voting on the matter giving rise to such conflict. However, the Board may request that such Officer or Coaching Director present information as background or answer questions about the matter prior to the discussions or voting thereto and the interested Officer or Coaching Director may be counted in determining the establishment of the quorum at such a meeting.

16.5. NYH may only enter into a transaction with a Board member where a conflict of interest exists if, after a vote, the Board determines that the transaction is fair, reasonable and in NYH's best interests. Further, if the conflicted Officer or Member has a substantial financial interest in the proposed transaction, the Board must consider alternatives to the extent available before entering into the transaction and contemporaneously document in writing the basis for approval pursuant to Section 16.6.

16.6. The minutes of the Board during which a potential or actual conflict of interest is discussed shall reflect the name of the interested Officer or Coaching Director, the nature of the conflict and the deliberations of the disinterested directors.

17. Article XIII: Amendments

17.1. The Board, by majority vote, may amend these bylaws at any meeting, provided that notice of the proposed amendment has been included in the notice of meeting and provided to each member of NYH not less than 14 days prior to the date of such meeting. Members may render such Board-adopted amendment null by majority vote as provided below.

17.2. The Bylaws may be amended by a majority vote of the members in good standing, provided that the amendment has been presented in writing at least 14 days prior to the vote. Calls to vote on amendments will be announced on the Harrier website.

18. Article XIII: Indemnification Clause

18.1. All elected and appointed leaders of NYH, including all Officers of the Board, and Coaching Directors and Committee Chairs, who have acted for NYH in good faith within what they reasonably believed to be the scope of their authority and for purposes which they reasonably believed to be in the best interests of NYH and its members, shall be defended, held harmless, and indemnified if any litigation that is commenced against any or all of them during their term of office, or at any time in the future after they leave office, concerning their actions as agents of NYH. NYH shall defend them, hold them harmless and indemnify them for any and all costs, judgments and all other expenses, including attorney fees reasonably incurred, if named in a lawsuit by any person or organization seeking damages against them. NYH shall maintain insurance to cover this liability.

19. Article XIX: Effective Date

19.1. These bylaws shall be in effect on December 13, 2018.