The San Francisco FrontRunners
BYLAWS

Adopted May 1983
Amended January 1988
Amended October 1988
Amended December 1989
Amended December 1991
Amended January 1992
Amended September 2008
Amended September 2011
Amended June 2014
Amended December 2019

ARTICLE I – NAME

The name of this corporation shall be the San Francisco FrontRunners.

ARTICLE II – OFFICES

The principal office for the transaction of business and operations of the name of the FrontRunners is located in the City and County of San Francisco, California. [As amended 12/2019]

ARTICLE III – PURPOSES

A. The purpose of the FrontRunners is to provide encouragement and support to gay men, lesbians, and others who are interested in running or walking. [As amended 9/2008]
B. To further that purpose, the FrontRunners may hold runs, walks, races, workshops, social events, service events, print and publish, and do such things as may be conducive to the encouragement of running and walking—in cooperation with other groups, or alone. [As amended 9/2008 and 12/2019]
C. Concepts:
   a. The primary concern of the FrontRunners is runners/walkers, whether beginning, recreational, or competitive.
b. The primary interest is running and walking-related events and activities. Of secondary interest is public presence and social events. Secondary interests shall not interfere with the primary concern and interest. [As amended 6/2014]

c. The officers and chairpersons are trusted servants—they shall not dominate. The will of the members shall govern.

d. The more important the matter, the greater the effort shall be made by the officers and chairpersons to solicit the will of the members.

e. The sharing of responsibility by all members is encouraged through the rotation of duties and office.

f. To avoid allowing outside issues to divide the group or divert it from its purpose, the FrontRunners shall not endorse or oppose any outside cause—except as defined in Article VII, Section A. [As amended 9/2008]

D. Scheduled runs and walks: The FrontRunners shall schedule, publicize, and hold regular runs and walks, which shall be free and open to members and non-members. [As amended 9/2008 and 12/2019]

E. To provide social, service, and recreational activities for all members.

ARTICLE IV – NONPARTISAN ACTIVITIES

A. The FrontRunners has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the FrontRunners shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, or for or against any cause or measure being submitted to the people for a vote.

B. The FrontRunners shall not, except in an insubstantial degree, engage in any activities or exercise any powers not in furtherance of the purposes described above.
ARTICLE V – MEMBERSHIP

A. The only requirement for membership is the payment of dues. Membership is open to anyone who wishes to join, regardless of age, athletic ability/disability, ancestry, color, ethnic background, familial status, gender identity or expression, genetic information, national origin, race, religious creed, sex, or sexual orientation. Membership shall be by calendar year and shall expire on December 31. Membership is effective from the receipt of the membership fee and a completed membership application, including a unique e-mail address, emergency contact, home address, and all other requested information. [As amended 6/2014]

B. Benefits of membership: The fellowship of the group, participation in the business of the FrontRunners, voting, serving as an officer, board member, or committee chairperson, representing the FrontRunners at races, being listed in the membership directory, receiving electronic communications, access to the membership directory, media, access to club calendar and FrontRunner activities. [As amended 9/2008 and 12/2019]

C. Responsibilities of membership: To carry out the Purposes and Concepts of the FrontRunners. It is especially important that each member welcome and assist newcomers.

ARTICLE VI – MEETINGS

A. A membership meeting shall be held at least once each quarter. A membership meeting designated the “annual meeting” shall be held once each year during the last forty-five (45) days of the year, and shall be for the purpose of receiving the annual reports of the officer-directors and committees, for the election of officer-director for the following year, presentation of awards, and for any other business of the FrontRunners. [As amended 10/88, 9/2008, 6/2014, and 12/2019]
B. Additional membership meetings may be called at any time by any of the following: the President, any two officers, or by petition of ten (10) percent of the paid members.

C. Notice of any membership meetings shall be publicized in member social media and mailed or electronically delivered to all members at least fourteen (14) days in advance and shall include instructions for absentee voting or electronic voting, should it apply. All membership meetings shall be open to visitors. [As amended 9/2008 and 6/2014]

D. All scheduled officer-director and committee meetings shall be open to any member who wishes to attend. Members shall be given reasonable notice of officer-director and committee meetings.

E. The current edition of Robert's Rules of Order governs this Club in all parliamentary situations that are not provided for by state or federal law, or in the bylaws, rules or policies adopted by this Club. [As amended 6/2014]

ARTICLE VII – VOTING

A. Only members may vote. Members present may vote on all business conducted at membership meetings. Absent members shall be given the opportunity to vote for officers, recall of an officer, dissolution of the club, changes to the bylaws, major issues, and endorsement of outside causes as determined by the officers or the membership. [As amended 12/2019]

B. At membership meetings a majority of the legal votes cast is required to pass all issues except the following, for which two-thirds (2/3) is required:
   a. Endorsement of outside causes,
   b. Dissolution of the club,
   c. Recall of an officer,
   d. Changes to the bylaws. [As amended 12/2019]

C. At membership meetings twenty-five (25) members shall constitute a quorum. Absent votes shall be counted on all ballots, including run-off, and instant run-off votes. At officer-director meetings, more than half of the officer-director shall constitute a quorum. [As amended 9/2008 and 6/2014]
D. The Board of Directors may rescind, repeal, or amend any action of any officer. The membership may rescind, repeal, or amend any action of the Board of Directors. At officer-director meetings, a majority is required to pass all issues.

E. There shall be no proxy voting by members or by the officer-director.

ARTICLE VIII – ELECTIONS

A. Elections for officers-directors shall be held at the annual meeting. [Added 6/2014]

B. Forty-five (45) days before the annual meeting four (4) election officials other than a candidate for the Board of Directors shall be appointed by the Board of Directors. These officials shall preside over the entire election process and must remain impartial. The election officials must be members. Strong preference should be given to disparate members with broad recognition and respect within the club for this responsibility, if possible. An election official shall not be a current member of a committee that determines voter eligibility or executes any other part of the election process. These officials shall have equal administrative access to the election processes. Moreover, the officers shall equally oversee and verify a fair process. [Added 6/2014 and amended 12/2019]

C. Nominations for officers-directors will be closed two (2) weeks prior to the annual meeting. Nominations must be given to an election committee member orally or by digital or other writing prior to such time. Nominations shall remain open for vacant offices with no candidates running until the annual meeting. Once a candidate is put forward for a vacant office the nomination for that office shall close. No nominations will be allowed from the floor of the annual meeting. Nominations received by the election officers are not secret and may be announced at any time and must be disclosed upon request to any member. The election officers shall announce the nominees to the club as soon as practicable after nominations are closed. [Added 6/2014 and amended 12/2019]

D. Members may nominate for any office either themselves and/or, after securing permission to do so from the member, any other club member. [Added 6/2014]

E. Valid membership by October 31st of the current year is the only prerequisite for candidacy to run for a position on the Board of Directors. Candidates shall not take part in any other part of the election process other than as a candidate. If
the candidate is a member of any committee that determines voter eligibility or executes any other part of the election process, the candidate shall recuse themselves from taking part in any such election activity until after the election results have been announced at the annual meeting. [Added 6/2014 and amended 12/2019]

F. Ballots and voting procedures will be emailed to the membership even in the event of no contested races. [Added 6/2014 and amended 12/2019]

G. To vote in the election, a member must be a member as of October 31 preceding the annual meeting. Members may vote by paper ballot or by electronic ballot before the day of the annual meeting. [Added 6/2014]

H. Equal exposure will be provided to any opponent or opponents of any candidate who has been prominently profiled in club media after July 1 of the election year if requested. [Added 6/2014]

I. Electronic ballots will go out no earlier than the day after nominations close and no later than fourteen (14) days before the annual meeting. [Added 6/2014]

J. Candidates may run for multiple offices. However, if a candidate wins multiple races, they may only serve in one office of their choice. Their candidacy shall then not be considered in the remaining contests. [Added 6/2014]

K. Write-in candidates will be permitted. [Added 6/2014]

L. While exact tallies of election results need not be announced to the club, they shall be divulged to any member upon request. [Added 6/2014]

ARTICLE IX – OFFICER-DIRECTORS

A. The Board of Directors shall consist of the elected officers of the corporation. It shall be the duty and responsibility of each officer-director to carry out the decisions and intent of the membership. The officers shall be a President, a Vice President, a Secretary, a Treasurer, and an Officer-at-Large. The officers shall perform the duties prescribed by these bylaws, by the members, and by the parliamentary authority adopted by the FrontRunners. [As amended 9/2011]

B. The Board of Directors has the power and authority to enter into contracts, which shall be approved by the Board and signed by the President, and to act on behalf of the membership on all issues except voting, as defined in Article VII. [As amended 9/2008]
C. The officer-directors shall be elected by ballot to serve terms of one year, beginning January 1, following the Annual Meeting at which they were elected, and ending December 31. [As amended 10/1988]

D. No member shall hold more than one office at a time. No officer shall hold the same office for more than two (2) consecutive terms. For purposes of term limits a full term shall be considered holding an office for greater than six months. Holding office for less than six months shall not count against holding an office for two (2) consecutive terms. [As amended 6/2014]

E. The duties of the officers shall include, but are not restricted to:
   a. President:
      i. Act as the chief administrative officer and legal head of the FrontRunners.
      ii. Exercise supervision over the FrontRunners and all its activities and members. [As amended 12/2019]
      iii. Represent and speak on behalf of the FrontRunners to other organizations and to the public. [As amended 12/2019]
      iv. Call meetings.
      v. Preside at membership and officer-director meetings.
      vi. Appoint committee chairpersons.
      vii. Sign letters or documents necessary to carry out the decisions and intent of the members.
      viii. Serve as President of the Board of Directors.
   b. Vice President:
      i. Assume duties of the President in the case of absence or incapacity of the President and becomes President upon the death, resignation, or permanent incapacity of the President.
      iii. Until the establishment of a formal Pride Run committee, assume the responsibility of contacting potential major Pride Run sponsors, keep records, and publish notes. [As amended 12/2019]
      iv. Serve as Vice President of the Board of Directors. [As amended 12/91 and 9/2008]
   c. Secretary:
      i. Take notes of the proceedings of membership meetings as a basis for preparing minutes.
      ii. Prepare and certify the correctness of the minutes and enter them in the official record and archive. [As amended 6/2014]
iii. Read all papers, documents, or communications as directed by the President at meetings.

iv. Bring to each membership meeting the official record of minutes, a copy of the bylaws, rules, policies, a list of members, a list of standing and special committees, and a copy of the parliamentary authority adopted by the FrontRunners.

v. Preserve and upload all records, reports, and official documents of the FrontRunners on the website in a digital format except those specifically assigned by the President to the custody of others.

vi. Maintain the official record of paid members.

vii. Prepare and send required notices of meetings and proposals.

viii. Carry on the official correspondence of the FrontRunners, except that correspondence assigned to other officers or committee chairpersons.

ix. Direct the activities of committees as assigned by the President.

x. Serve as Secretary of the Board of Directors. [As amended 9/2008 and 6/2014]

d. Treasurer:

i. Be responsible for the collection, safekeeping and expenditure of all funds of the FrontRunners in accordance with generally accepted accounting principles.

ii. Develop a fiscally sound budget with the input of the officer-directors and committee chairs.

iii. Present a brief financial status report at each membership and board meeting, and publish a brief financial report quarterly.

iv. Submit a full report to the membership annually.

v. Direct the activities of committees as assigned by the President.


e. Team Captain

i. Direct and facilitate the Team Race Circuit, which includes organizing SFFR teams, keeping roster, and collecting team results at designated running events. [Added 12/2019]

ii. Recruit and retain queer runners of all abilities from the broader San Francisco running community (as defined by FGG official sports including road running, track and field, triathlon, trail running,
and other running events FGG may include) by promoting visibility and team spirit. [Added 12/2019]

iii. Create the Team Race Circuit schedule which takes into consideration race/event submissions by SFFR members during the application period. [Added 12/2019]

iv. Maintain the SFFR Record Book’s integrity by verifying designated race results. [Added 12/2019]

v. Provide a competitive outlet for members. [Added 12/2019]

vi. Serves as Team Captain of the Board of Directors. [Added 12/2019]

f. Officer at Large:
   i. Assist all other officers in their duties as needed.
   ii. Temporarily assume duties of the other officers—with the exception of the President if the Vice President is available—in the case of absence or incapacity.
   iii. Serve as Officer of the Board of Directors. [As amended 9/2011]

ARTICLE X – DELEGATION OF AUTHORITY

A. Officer-directors and chairpersons may delegate to authorized individuals ministerial powers and duties that require carrying out specifically described duties that do not require the use of discretions but involve only faithful performance of a mechanical or clerical function. [As amended 6/2014]

B. Legislative and/or discretionary powers, duties, and responsibilities may not be delegated.

C. An officer-director retains full responsibility for the performance of the powers, duties, and responsibilities delegated.

ARTICLE XI – VACANCIES
A. A vacancy in an office is considered to exist when the incumbent:
   a. Dies,
   b. Resigns,
   c. Departs from the locality,
   d. Is removed from office,
   e. When there has been an abandonment of the office, an implied
      resignation, or prolonged neglect or inability to act, or
   f. When no candidate runs for office. [As amended 6/2014]
   g. A vacancy in an office shall be filled by appointment of the Board of
      Directors and shall be approved by the members present at the next
      membership meeting. However, if the office of President becomes vacant,
      the Vice President shall become President. If the offices of President and
      Vice President are vacant, then the Treasurer shall become President.
      That appointee shall serve only until the next election at which time the
      vacancy shall be filled by vote of the membership. [As amended 6/2014
      and 12/2019]

ARTICLE XII – COMMITTEES

Committees may be established by the Board of Directors as necessary to carry out the
purposes of the FrontRunners. Committee chairpersons and race directors shall be
appointed by the President and assigned by the President to serve at the direction of
one of the officers. Committee decisions are subject to the approval of: 1) that officer, 2)
the President. Committee chairpersons and race directors may, with prior approval of
the officer to whom they are assigned, negotiate but may not make commitments or
enter into contracts; only the Board of Directors may do so. [As amended 6/2014]

ARTICLE XIII – RECALL AND REFERENDUM
A. A committee chairperson may be removed by majority vote of the officers. Valid causes for removal include, but are not limited to:
   a. Refusal to carry out the direction of the officer to whom they are assigned,
   b. Gross or willful neglect of duties,
   c. Unauthorized expenditures, unauthorized signing of checks, or misuse of funds.

B. Recall of an officer is initiated upon presentation of a recall petition with signatures of 20% of the members, the President shall, within fourteen (14) days, notify all members of a special general meeting, with instructions for absentee or electronic ballot voting. If the President is being recalled, the Vice President shall perform this duty. The notice shall include the statement of petition and may include counter statements by any officer-director affected, if he/she so desires. The general meeting shall be scheduled no sooner than seven (7) days, but no later than twenty-one (21) days, from the date of notification. An officer may be removed from office by two-thirds (2/3) vote of the membership. Valid causes for removal include, but are not limited to [Amended 6/2014 and 12/2019]:
   a. Refusal to carry out the decisions and intent of the membership,
   b. Gross or willful neglect of duties,
   c. Unauthorized expenditures, unauthorized signing of checks, or misuse of funds.

C. Upon presentation of a referendum petition with signatures of 5% of the members, the Secretary shall, within fourteen (14) days, notify all members of a special general meeting, with instructions for absentee or electronic ballot voting. The notice shall include the statement of petition and may include counter statements by the Board of Directors, if they so desire. The general meeting shall be scheduled no sooner than seven (7) days, but no later than twenty-one (21) days, from the date of notification. A referendum passes by a majority vote of the membership. [Added 6/2014 and amended 12/2019]

ARTICLE XIV – FINANCES

A. The FrontRunners’ fiscal year shall coincide with the calendar year.
B. Dues shall be as determined by the members present at a membership meeting and shall not be changed more than once in any twelve (12) month period. Said
dues shall be pro-rated for new members based upon the number of full months remaining during the calendar year upon membership registration. “New member” shall refer to a member who has not been a member of FrontRunners during the previous twelve (12) month period. Dues for membership renewal application by continuing members (no lapse in membership) shall not be pro-rated irrespective of the date submitted during the calendar year. [As amended 1/1988 and 12/2019]

C. All funds shall be maintained in federally insured accounts. Two signatures shall be required on each check or withdrawal certificate. The President, Secretary, and Treasurer shall be the authorized signatories.

D. The President, Vice President, or Treasurer can authorize debit card, app payments, and check transactions up to $500. [Added 12/2019]

E. Transactions exceeding $500 must have a second officer to authorize the payment and explicit board knowledge in writing. One of the two officers must be the President, Vice President, or Treasurer. [Added 12/2019]

F. Contractual obligations over $500, at the point of signature, require board approval. [Added 12/2019]

G. The FrontRunners shall be empowered to participate in fundraising activities.

H. Any expenses over $100 shall require board approval. [Added 12/2019]

I. By March each year the Pride Run Committee will be responsible for submitting a budget to the board for approval. If any budgetary line-item expense exceeds 20 percent of the original estimate, the Race Director must notify the board immediately for approval of the additional expense. [Added 12/2019]

J. Ownership, licensing, or branding of San Francisco FrontRunners or SFFR Pride Run in part or whole to another entity shall require a two-thirds vote by the membership. [Added 12/2019]

ARTICLE XV – DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties, or assets of the FrontRunners, on dissolution or otherwise, shall inure to the benefit of any individual or private person or any member or officer of this organization. No officer or member of the Board of Directors shall borrow any funds of the Club for any purpose whatsoever. On
liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to the same or similar purposes, provided that the organization continues to be recognized as an exempt organization as specified in Internal Revenue Code, Section 501(C)(7) and 501(C)(3). [As amended 6/2014 and 12/2019]

ARTICLE XVI – AFFILIATION

The FrontRunners may affiliate with the International Front Runners, the Amateur Athletic Union, the Road Runners Club of America, USA Track & Field, Team San Francisco, San Francisco Track & Field and/or any other similar running-oriented organization. [As amended 9/2008, 6/2014, and 12/2019]

ARTICLE XVII – BYLAW AMENDMENTS

A. Any member may propose amendments to the existing bylaws by submitting in writing the proposed amendment(s) in such language that, if adopted, may be incorporated directly into the bylaws. Any such amendments proposed by any member shall be made at least thirty (30) days in advance of the general meeting at which the voting is to take place by submitting the proposal to the board. [Added 6/2014 and amended 12/2019]

B. The Board of Directors may also propose amendments to the existing bylaws by submitting them to the membership in accordance with the paragraphs below. [Added 6/2014 and amended 12/2019]

C. Invitation to Comment shall be open for at least seven (7) days for the author of the amendment to consider revisions and address concerns. The author is not under obligation to make changes. [Added 6/2014]

D. Amendments to the bylaws may be made only by ballots or electronic ballot votes, sent to all members. [Added 6/2014]
E. The ballot or electronic ballot vote must include the complete wording of the proposed change(s), both additions and deletions, and instructions for voting. [Added 6/2014]

F. Absentee or electronic ballot votes must be sent out at least fourteen (14) days prior to the monthly General Meeting at which the voting is to take place. [Added 6/2014 and amended 12/2019]