

Proposed changes to the Bylaws of the Empire Runners Club

In response to a proposal to amend the club bylaws presented in 2009 by Gil Moreno, last year a Club Bylaws Committee, consisting of last year's officers (Nate Koch, Dale Peterson, Paul Berg, and John Harmon), plus Jerry Lyman, began meeting with Linda Rosen, a professional consultant in regulatory compliance issues for 501(c)(3) non-profit organizations. In discussions with Ms. Rosen, it immediately became clear that the club's current bylaws and the way the club ran its meetings and made decisions may not meet the standards required by the IRS and the California Franchise Tax Board of organizations with non-profit status. At issue are the responsibility and liability resting with the Board of Directors for any actions taken by the club. Also at issue are regulations guarding against potential conflicts of interest.

The result of the Committee's effort is a proposed new set of bylaws which the Committee has submitted to the current club officers (Alex Wolf-Root, John Staroba, Tanya Narath, and Paul Berg). The club officers have approved the proposed bylaws and now submit the proposal to the membership with the recommendation that members also vote to approve it.

The club officers have designated the July 28 club meeting a special membership meeting for voting on the proposed bylaws. A 2/3 majority vote of those members voting is required in order for the measure to pass. For those not able to attend the July 28 meeting, a ballot will be published in the July newsletter along with instructions for mailing the ballot to the club secretary in time for the July meeting.

The proposed bylaws call for significant changes in the structure of the governing body of the club and the way the club does business. Here are some major elements:

- The authority, responsibility, and liability of actions taken by the club rest with the Board of Directors. Except for electing Board members and amending the bylaws, the general club membership will not vote on club issues.
- The Board expands from 4 to 7 members. Board members are elected for 2-year terms, staggered so that each year the Board will have either 3 or 4 newly elected members. Each year the presiding Board will elect 4 club officers from among Board members for one-year terms of office.
- The Board may call Board meetings and conduct club business at any time. The Board may continue to hold monthly meetings much like our current meetings at which members are welcome to attend and submit comment. However, at these meetings only the vote of Board members will be binding.

The proposed new bylaws contain many other changes. Please read the proposal and be ready to submit an informed vote. To meet the requirements of our current bylaws, this proposal is submitted to the membership 30 days before the July 28 meeting. Other proposals to be voted at the July meeting that will allow the club to transition to the new governing system will be forthcoming.

The Board of Directors