



New York Flyers Bylaws

ARTICLE I: NAME AND LOGO

The New York Flyers Incorporated (the “Club”) is incorporated under the Not-for-Profit Corporation Law of New York (the “Statute”). It is a non-profit organization.

The Club name and logo(s) are restricted to uses designated by the Executive Board. No other uses are allowed. Any proposal to change the logo must be approved by a majority of the Executive Board before being voted on by Club members. Club members must be notified, at least 30 days before the date set for the member meeting at which the resolution will be put to the vote, of any resolution to change the logo. A resolution to change the logo will be passed only if at least two-thirds of the votes cast by Club members are in favor of the resolution.

ARTICLE II: OBJECT

To provide an organization to promote the enjoyment of running and multi-sport activities, to provide a supportive and nurturing environment which encourages and assists members in attaining their athletic goals, and to promote friendship, camaraderie and volunteerism through organized activities.

ARTICLE III: MEMBERSHIP

Any person may apply for membership by completing an application and paying the annual dues. Applications by persons under the age of 18 must include a parent/guardian signature. The Club may not decline a membership application (or renewal of membership) on the basis of age, race, ethnic background, sex, sexual orientation, religion or athletic ability. Membership is effected and evidenced by entry on the Club’s list of members maintained by, or under the direction of, the Executive Board.

The Executive Board may establish more than one class of members, and establish the designations and characteristics of each class, and the qualifications and rights of, and limitations on, the members of each class.

ARTICLE IV: MEMBER OBLIGATIONS

Dues will be set by the Executive Board and payable by all members. Notices of dues will be given to members in the month prior to expiration, and are payable within

60 days of expiration. Members who do not pay their dues within 60 days of expiration cease to be members.

Members are expected to practice good sportsmanship and to uphold the highest ethical standards at all times.

ARTICLE V: CLUB MEETINGS

The Club will hold an annual meeting of members on a date and at a place specified by the Executive Board. At the annual meeting, the members will elect the Club’s officers, and the Executive Board will present a report setting out the financial and membership information required by the Statute.

Special meetings may be called by the Executive Board or any other persons permitted to do so under the Statute.

The Executive Board will set:

- (a) a record date to determine the members entitled to notice of an annual or special meeting and
- (b) a record date to determine the members entitled to vote at the meeting.

Each record date must be from 10-50 days before the scheduled meeting date. The Executive Board may specify the same date for both record dates. Members will be notified of the meeting at least 30 days in advance and otherwise in accordance with the Statute.

The President (or his or her nominee) will chair annual and special meetings.

Unless otherwise provided by the Statute, the quorum for the transaction of business at annual and special meetings is the number of members entitled to cast the lesser of:

- (a) 100 votes and
- (b) 10% of the total number of votes entitled to be cast.

ARTICLE VI: OFFICERS

The members will elect the following officers (who must be and remain members while they hold office):

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer
- (e) Member-at-Large.

The officers constitute the Executive Board, the governing body responsible for managing the Club.

Executive Board meetings will be scheduled in advance.

The quorum is two-thirds of the officers then in office. Resolutions are passed by a vote of a majority of the officers present (except as otherwise provided in the Statute). There is no casting vote. Any officer may participate in a meeting of the Executive Board (or of any committee of the Executive Board) by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Members may attend Executive Board meetings.

Any action required or permitted to be taken by the Executive Board (or any committee of the Executive Board) may be taken without a meeting if all officers (or committee members) consent in writing to the adoption of a resolution authorizing the action.

Officers serve a one-year term and are eligible for re-election with no term limit. If an officer leaves office before the end of a term, an interim officer may be appointed by a vote of a majority of officers then in office, and will fill the vacancy until the next election.

ARTICLE VII: ADVISORY BOARD

The Club may have an Advisory Board. The Advisory Board's functions are to provide institutional knowledge of the Club's activities and to offer strategic and other advice to the Executive Board. The Advisory Board does not have any authority to set Club policy, make decisions about the Club or act on the Club's behalf.

ARTICLE VIII: COMMITTEES AND OTHER APPOINTMENTS

The President, with the Executive Board's approval:

- (a) may establish committees and other positions to perform specified functions
- (b) may appoint members (including officers) to those committees and positions and
- (c) must appoint a person who is not a Club officer to conduct an annual audit of the Club's financial statements and prepare a report to be presented to members.

The President, with the Executive Board's approval, may abolish any of these committees and other positions (except that of the auditor) and remove any person from these committees and positions.

ARTICLE IX: TEAMS

The Executive Board may establish teams to compete in sanctioned races and events and appoint team captains to organize and coordinate team events.

ARTICLE X: ELECTION PROCEDURES

The Executive Board will appoint an Election Committee (consisting of an Election Chair and at least two other committee members) to ascertain members who wish to stand for election as club officers. Each committee member must be a Club member and not running for office. The Election Committee will select a deadline for nominations, nominate candidates, solicit nominations from Club members, determine nominees' interest, verify nominees' membership status and help in communicating election procedures.

The candidate receiving the most votes for each position is elected. If there is a tie between the candidates receiving the most votes for any position, the successful candidate will be determined:

- (a) by lot, if the tie was between all candidates standing for election for the position or
- (b) in a run-off election, if the tie was between some but not all of the candidates standing for election for the position. If, in the run-off election, there is a tie between the candidates receiving the most votes, the successful candidate will be determined by lot from among those tied candidates. All members entitled to vote in the original election will be given notice of, and may vote in, the run-off election.

ARTICLE XI: DISSOLUTION

If the Club is dissolved, the funds in its treasury, after all creditors have been paid, shall go to a 501(c)(3) non-profit organization.

ARTICLE XII: AMENDING THE BYLAWS

Any member may propose to the Executive Board that the Club adopt a new bylaws provision(s) or change or repeal any existing bylaws provision(s).

The proposal must be approved by a majority of the Executive Board before being voted on by Club members.

Club members must be notified, at least 30 days before the date set for the member meeting at which the resolution will be put to the vote, of any resolution to adopt, change or repeal any bylaws provision(s).

A resolution to adopt, change or repeal any bylaws provision(s) will be passed only if at least two-thirds of the votes cast by Club members are in favor of the resolution.