**CENTRAL MAINE STRIDERS, INC.**

**BY-LAWS**

Article 1

NAME

1.1 The name of the Corporation shall be: Central Maine Striders, Inc.

Article 2

PURPOSE

2.1 The purpose of the Corporation is to promote health and fitness through running and racing and to facilitate communication of such through a newsletter.

Article 3

MEMBERSHIP

3.1 Membership shall be open to all persons, organizations, and other entities interested in furthering the purposes of the Corporation, who shall pay the annual Membership fee established by the Board of Directors.

Article 4

BOARD OF DIRECTORS

4.1 The business, affairs, and property of the Corporation shall be managed by a Board of Directors consisting of no less than three (3), nor more than six (6) persons. The initial number of Directors shall be three (3) unless increased by a resolution of the Board of Directors. Directors need not be residents of the State of Maine.

4.2 Each Director shall hold office until the expiration of the term for which he is elected, and until his successor shall have been elected and qualified, or until his earlier resignation, removal from office, death, or incapacity. Directors shall be elected at the Annual Meeting of the Members.

4.3 Meetings of the Board of Directors, regular or special, may be held at any place within or without this state. Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings have been fixed by the By-Laws or by resolution of the Board. Special meetings of the Board of Directors may be held upon notice sent by any usual means of communication not less than three (3) business days before the meeting, by the President and Vice President, the Clerk, or any Director of the Corporation. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of said meeting.

4.4 A majority of the Directors in office shall constitute a quorum for the transaction of business.

4.5 Any action which may be taken at a meeting of the Directors of the Corporation or of a committee of the Directors, may be taken without a meeting, if all of the Directors or all of the Members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of the Directors meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

4.6 Any vacancy on the Board of Directors occurring between the annual meetings of the Members of the Corporation shall be filled for the unexpired term by election by the remaining Directors.

Article 5

OFFICERS

5.1 The officers of the Corporation shall consist of a President, a Vice President, a Treasurer, a Secretary, a Clerk, and such other officers as may be deemed necessary by the Board of Directors. Any two or more shall be elected by the Members at the Annual Meeting thereof, and shall hold their offices until their successors are chosen and have qualified or until their earlier resignation, death, incapacity, or removal from office. It shall not be necessary to elect the Clerk annually. The Clerk shall be elected by the Board of Directors and shall serve until either his or her resignation, death, incapacity, or removal from office by the Board of Directors.

5.2 The President shall be the chief executive officer of the Corporation and shall have such other duties and responsibilities as the Board of Directors may delegate or designate. He shall, when present, preside at all meetings of the Members and Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

5.3 The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President, and while so doing, shall have all of the powers and duties herein given to or imposed upon the President.

5.4 The Treasurer shall be the financial officer of the Corporation, and shall, subject to the control of the Board of Directors, have immediate charge of the books of account and of the corporate funds and securities. He shall disperse the funds of the Corporation as directed by the Board of Directors, deposit such funds in the name of the Corporation in such depositories as are designated by the Board of Directors, and shall keep records of account showing accurately at all times the financial condition of the Corporation, which records of account shall at all times be open to the inspection of the Directors. He shall also furnish to the President and to the Board of Directors, whenever requested, a statement of the financial condition of the Corporation and shall perform all other duties incident to his office and such other duties as may be prescribed by these By-Laws, the Directors, or the Members. The Treasurer shall, if required by the Directors, give bond, to be held by the President for the faithful discharge of his duties, in such sum and with such sureties as the Directors may require or approve.

5.5 The Secretary shall keep a record of the correspondence of the Corporation, and of the business transacted at all meetings of the Board of Directors and at the Annual or special meeting of the Members of the Corporation; and shall maintain the role of the Members of the Corporation and their addresses. The Secretary shall also perform such other duties as the Board of Directors may from time to time direct.

5.6 The Clerk shall be a resident of the State of Maine and shall perform all duties required by the Maine Non-Profit Corporation Act, and such other duties as the Board of Directors may from time to time direct.

5.7 Any other officers of the Corporation shall perform such duties as the Board of Directors may from time to time direct.

5.8 All club officers have term limits of 2 years with an option to run for an additional 2 years in the same role. After 4 consecutive years, club officers must vacate their current office. This officer may hold another position within the club following their 4 year term. Officers may run for a previous position in which they had reached term limits, so long as a minimum of 1 term (2 years) has passed, or they are appointed due to an unexpected vacancy.

5.9 Any vacancy of the Board of Directors occurring between the Annual Meetings of the Members of the Corporation shall be filled for the unexpired term by election by the remaining Directors.

Article 6

VOTING

6.1 All Members in good standing shall possess the right to one vote in all matters put before the membership.

Article 7

ANNUAL MEETING

7.1 The Annual Meeting of the Corporation shall be held each calendar year. The time and place of the Annual Meeting shall be set by the Board of Directors. Notice of the Annual Meeting shall be sent to every member not less than thirty (30) days prior to the date of said meeting. Notice shall be deemed given on the date said notice is sent.

Article 8

GENERAL PROVISIONS

8.1 Any matter not specifically covered by these By-Laws shall be governed by the provisions of the Maine Non-Profit Corporation Act. (13-B M. R. S. A.% 101 et seq).