

LEGALITIES

INCORPORATION AS A NONPROFIT

The Nittany Valley Track Club, Inc. (NVTC) filed Articles of Incorporation on August 10, 1981 with the Commonwealth of Pennsylvania, Department of State Corporation Bureau. The incorporators were Peter J. Bortoletti, Daniel Madio, and David L. Colton. The incorporation papers stated:

The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

1. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
2. To establish a sound continuing program of youth and adult fitness, development and competition for all age groups; to conscientiously plan and prepare athletes for all track and field competition through the best available coaching, scheduling, logistics and administrative methods; to train and educate competent track and field officials; and put on track and field meets for amateur athletes.
3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article First hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of those articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."
4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These articles were received by the Department of State on August 12, 1981 and assigned number 81-56 186. The Department of State has assigned the NVTC an entity number 737928. The Club filed a Statement of Change of Registered Office with the Department on January 7, 2000. That document changed its address from a residential address in State College to the home address of the Treasurer, David Egger, because a PO Box can not be used. A Decennial Report of Association Continued Existence was then filed and registered with the Department of State on March 28, 2000. Another decennial report was filed in May, 2011, under the same entity number, name (NVTC, Inc.), and address.

As far as we can determine, the NVTC was never incorporated with the Federal Government.

NVRC/ RRCA/ FEDERAL TAX STATUS

In approximately 2002, the NVTC began doing business as (DBA) the Nittany Valley Running Club (NVRC) to reflect interests of members in road and trail running as well as track events. In the same time frame, it became a member of the Road Runners Club of America (RRCA) under the NVRC name. On February 4, 2009 the RRCA sent a letter to the IRS informing them that the NVRC was to be listed as a tax-exempt organization under the RRCA group exemption. Each year the NVRC files a 990-EZ tax return, a publically-available document, under the Nittany Valley Running Club name, its EIN (the original NVTC EIN), and the RRCA group exemption number.

The Club also continues its longtime club membership in the USATF.

BYLAWS

At the time of formation of the NVTC in 1981, a brief Constitution was written and adopted with eight Articles. Article I stated its name. Article II was the same as Article 2 of the Incorporation Filing. Article III stated its officers (president, first vice president, second vice president, secretary, and treasurer). Article IV stated the committees then in existence. Article V stated that a set of bylaws could be established “if they are found necessary.” Article VI stated that a $\frac{3}{4}$ vote of members was needed to amend the constitution. Article VII established three types of membership: athletes, boosters, and sponsors. Article VIII was similar to Article I, section 4 of the bylaws reproduced below. The document was, as far as we can determine, not filed with the Department of State, which only has the incorporation document reproduced above. There is no record that bylaws were established per Article V of that Constitution.

At the time of joining the RRCA, a set of bylaws was written by President Amy Paster, which are an expanded and revised version of the original Constitution. Those were adopted by the membership and are here reproduced. Inasmuch as these bylaws closely follow the original Constitution, we consider that the NVRC is governed by two documents: the incorporation papers and the bylaws. The Constitution was in fact not a constitution but a set of bylaws that have now been amended. The bylaws below are the ones adopted in 2002. They are reproduced here for historical completeness. The bylaws were amended again in 2011. The most current bylaws can be found on the Club web site at <http://www.nvrun.com/pdf/bylaws-2011.pdf>.

BYLAWS OF THE NITTANY VALLEY RUNNING CLUB (2002)

ARTICLE I. NAME AND OBJECTIVES

Section 1: The name of the association shall be the Nittany Valley Running Club, previously known as the Nittany Valley Track Club. It will be hereafter referred to as “the Club,” and may be abbreviated NVRC.

Section 2: The purpose of the Club is to establish a sound continuing program of youth and adult fitness, to promote development and competition for all age groups, and to conscientiously plan and prepare athletes for competition.

Section 3: The Club shall also promote and encourage long distance running and help educate the public about its benefits.

Section 4: To fulfill its purposes stated in “A” and “B” the Club may hold championships, races on the road or track, lectures, fun runs, other educational activities, demonstrations, clinics and social events; print and publish books, magazines and newsletters; make awards; engage in community activities; and do all such other things as may be conducive to the encouragement of running.

ARTICLE II. MEMBERSHIP

Individuals who wish to be members of this organization shall submit dues and an application for membership.

ARTICLE III. AFFILIATION

This Club shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization.

ARTICLE IV. EXECUTIVE BOARD

Section 1: There shall be an Executive Board that shall have the power and authority to manage the Club's property and govern its affairs. The Board shall determine policies within the limits of the Bylaws of the Club and shall take such actions as its considers necessary to carry out the objectives of the Club.

Section 2: The Board shall consist of a president, a secretary/archivist, a treasurer, a membership manager, and a newsletter editor, all elected by the membership.

Section 3: The Board may also form committees and appoint Committee Chairpersons as deemed necessary for carrying out the objectives of the Club.

Section 4: Board Meetings

- a. The Board shall hold at least one meeting annually and may hold additional meetings upon call of the president or upon written request of any Board members.
- b. Three members of the Board shall constitute a quorum.
- c. Board meetings shall be open to all members of the Club, unless determined otherwise by affirmative vote of three members of the Board.

Section 5: Duties of officers

- a. President: To be the chief executive officer of the Club; to preside over meetings and to recommend to the Board such measures considered desirable to further the objectives and broaden the effectiveness of the Club; to sign all contracts and other legal documents; to represent the Club in the RRCA. The president shall also serve as a member ex-officio of all committees.
- b. Secretary/archivist: To keep a record of all meetings of the Club and of the Executive Board; to sign contracts and other legal documents along with the president; and to perform such other duties as the President may assign. The Secretary, as the Club's archivist, shall also be responsible for maintaining a viable and accurate record of the Club's history by collecting, selecting, sorting, arranging, and filing the archival material of the Club.
- c. Treasurer: To have custody of the Club funds; sign all checks drawn upon Chapter funds unless determined otherwise by the Executive Board; and to furnish financial statements as required by the Executive Board.
- d. Membership Manager: To compile information provided by members on membership applications, keep current membership lists, and to print labels for the newsletter mailing. The membership manager will monitor the current status of members and is responsible for indicating where renewal is required.

e. Newsletter Editor: to produce a Newsletter about every other month, sending out at least 5 in a calendar year, and to help coordinate the calendar of Club activities and the other running-related events taking place in the region.

Section 6: All officers must be members of the NVRC, and all members of the NVRC are eligible to serve on the Board. Officers may be elected to succeed themselves.

Section 7: Elections

a. Nominations for each office will be accepted from August 1 until a date set by the newsletter editor (about 2 weeks before the year-ending newsletter will be published).

b. Names of nominees will be published on a ballot in the year-end newsletter. Only those nominees who have accepted their nomination will be allowed on the ballot. Nominees may accept their nominations by phone, email or in writing.

c. The president will appoint a person, who shall not be a member of the current Board, to tally the votes and report results to the membership. The elected officers will be determined by a majority vote of the voting members.

d. The new officers will assume duties effective January 1 of the upcoming calendar year.

Section 8: Term of Office

a. Term of office shall be one year from January 1 to December 31.

b. Offices filled upon resignation shall also expire December 31 of the current calendar year.

c. Upon termination of office, the nominating officer shall deposit with his/her successor all records, correspondence, and properties of the Club or shall make other disposition of them as the Executive Board shall direct.

d. A vacancy in the Executive Board, except in the office of president, shall be filled by majority vote of the remaining members of the Board. Should a vacancy occur in the presidency, the secretary/archivist shall become president immediately, and the Executive Board shall choose an acting secretary/archivist to serve until the next election.

ARTICLE V: MEMBER MEETINGS

Section 1: There will be at least five member meetings held during the calendar year.

Section 2: A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional amendment.

Section 3: All members attending a duly announced meeting of the Club shall constitute a quorum, provided that the number in attendance shall be in excess of the Executive Board. No official meeting shall be held unless a quorum is present.

Section 4: An agenda for the member meetings shall be published in the newsletter prior to the upcoming meeting. Members will contact the president to add an item to the agenda.

ARTICLE VI: BYLAWS AMENDMENT

Section 1: Any proposed bylaw amendment must be published in the Club newsletter with a ballot to be mailed to the Board.

Section 2: A bylaw amendment may be passed by an affirmative vote of 2/3 of the voting members.

ARTICLE VII: FINANCES

Section 1: Dues shall be determined by a majority of the members present at a member meeting and shall not be changed more often than once per year.

Section 2: This is a non-profit organization. Dues, entry fees, and other monies received by the organization will be spent entirely for carrying out the stated purposes of the organization.

Section 3: Any agreement or contract entered into by the Club shall have advance approval of the Executive Board. All affiliate and contractual relationships shall be directed toward the best interests of the Club and shall protect its property and identity.

Section 4: This organization will submit a portion of the annual dues (described in A supra) to the RRCA as membership in that body shall require.

Section 5: Purchase of property by the Club shall have the written approval of the Executive Board. If the cost is over \$750, it shall have the advance approval of the Club members, determined by a majority vote at a Club meeting.

ARTICLE VIII: DISSOLUTION

In the event of dissolution of this association, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) non-profit organization as decided by a majority vote of the membership.
