

BYLAWS OF THE MARATHON GLOBETROTTERS

ARTICLE I — NAME AND PURPOSE

Section 1-- Name: The name of the organization shall be the MARATHON GLOBETROTTERS. It is a nonprofit 501(c)(3) organization (club) and is incorporated under the laws of the state of Florida, USA.

Section 2 -- Purpose: The Marathon Globetrotters is organized exclusively for charitable, social, and civic purposes. The purposes of this club are:

- To recognize members who achieve exceptional accomplishment levels in endurance foot, or hand cycle or wheelchair (rules and guidelines as defined by International Paralympic Committee) races by completing races in many different countries.
- To facilitate members to meet and coordinate with other members for mutual benefit in selecting and accomplishing foot, hand cycle or wheelchair races.
- To provide forums where information is available about endurance races in countries where there is not a broad selection of possible races to complete.
- To provide cautions and caveats about endurance events to help members to avoid problems where possible.
- To enable members to obtain and wear in races, apparel that reflects their membership and accomplishment level in the club.
- To maintain accomplishment vetting processes and reports that allow the public to trust the accomplishments of members as reported by the club.
- To be respected for club integrity, carefully insulated against the incentives of financial gain from club affiliation for any club officer or member.

ARTICLE II — MEMBERSHIP

Section 1 -- Eligibility for membership: Application for provisional (non-voting) membership shall be open to any current or past foot racer, hand cyclist or wheelchair participant that supports the purpose statement in Article I, Section 2 and who has been verified to have completed qualifying races in at least five different countries. Any foot racer, hand cyclist or wheelchair participant who meets this requirement will automatically receive full (voting) membership when he/she is verified to have completed qualifying races in at least ten different countries.

Membership is revoked if it is determined that enough of the verified races in countries were falsified to bring the member's total below the standard for full or provisional membership.

Section 2 -- Annual dues: The club has no annual dues and does not collect monies from members, unless changed by a majority vote of the full members as discussed at an annual meeting of the club. Continued membership is automatic unless revoked as described in section 1, or terminated as described in section 4.

Section 3 -- Rights of members: Each full member shall be eligible to vote on all club issues, to raise issues for club consideration, and to nominate himself/herself or other club members for club board positions. Each provisional member shall enjoy the benefits of club membership including attending the annual meeting and wearing club apparel, but cannot vote on issues nor nominate individuals for club board provisions.

Section 4 -- Resignation and termination: Any member may resign by notifying the board Membership chair of his/her desire to leave the club in a manner that confirms the identity of the requestor, including e-mail from the member's recorded e-mail address. Deceased provisional members are automatically terminated upon the club learning of the death. Deceased full members continue to be reported in club reports, but with an identifier that shows they are deceased and not a voting member (The club will remove deceased full members from its reports at the request of survivors of the deceased member.).

ARTICLE III — MEETINGS OF MEMBERS

Section 1 -- Annual meetings: Regular meetings of the members shall be held annually, at a time and place selected by majority vote after discussion at the previous year's meeting.

Section 2 -- Location Guidelines: The location of meetings will be targeted to (1) rotate among the six populated continents before repeating a continent; (2) occur in a country of the continent which has a feasible, affordable, and achievable race and with preference given to the countries which have the biggest proportion of club members who have not run a race in that country; (3) occur on dates least likely to cause conflict with members' plans, and with at

least six months advance notice between selecting the location and the meeting date. The physical location of the meeting will be proximate to where an official race is being held so that members can both attend the meeting and participate in the race.

Section 3 -- Displaced meetings: If, for any reason, the selected location and date of the annual meeting becomes infeasible, the President can propose an alternative location and date and alter the meeting to that place. At a minimum, the President would obtain a majority of the board members votes for the new meeting's specifics, and if there is sufficient time, instead conduct an e-mail vote of the full members to confirm that a majority of votes received support the proposed new location/date.

Section 4 -- At the annual meeting, the full members shall elect directors (chairs) and officers, receive reports on the activities of the association, consider revisions to these bylaws or other club policies, propose the site and date for the next annual meeting, and determine the direction of the club for the coming year.

Section 5-- Special meetings: The club will not have special meetings other than the annual meeting. Decisions that cannot be postponed until the annual meeting will be decided by majority vote by e-mail, or if too urgent, by majority vote of the board.

Section 6 -- Notice of meetings: All annual meetings will be posted to the club's Facebook pages, web site, and e-mailed to all current members as soon as the place and date have been finalized.

Section 7 -- Quorum: Physical attendance at the annual meeting enables participation and late nominations of officers, but the votes taken at annual meetings are only tentatively binding. Because the worldwide membership will usually prevent a majority of the members from attending the annual meeting, a summary of each issue voted upon, and a slate of all candidates for an elected position, will be e-mailed to all voting members not present at the annual meeting. The e-mail will include the pending results that came from voting at the meeting. Recipients of these e-mails will have two weeks from the date the mass e-mails were sent to respond with their votes, and the finalization of decisions on issues and election of officers will be based on the combined votes of voting members, adding in the e-mailed votes to the votes recorded at the annual meeting.

Section 8 -- Voting: All issues to be voted on shall be decided by a simple majority of those voting, either at the meeting or by e-mail. If a tie occurs in the election of an officer and more than two candidates received votes, a new vote will be taken just between the top two candidates receiving votes. If a tie occurs in the voting on an issue, a majority vote by the board will decide the issue. If a tie occurs in the vote of the board, the President will select the decision outcome.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 -- Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the President and Directors (Chairs) as described below. The President and Directors constitute the board. The board receives no compensation, and like all members of the club, are individually prohibited from financially profiting from club activities directly or indirectly. As a general rule, a board member (or other club member) can only either voluntarily pay expenses as a donation to the club's function, or can lend funds to the club. In the latter case, repayment of the loan can occur but no interest or profit from the loan is acceptable.

Section 2 -- Terms: All board members are elected to approximately one-year terms that begin on the tentative election results of the annual meeting and end on the tentative election results of the following annual meeting. In the event of a tentative election result being overturned to select a different candidate in the final voting result, the tentative electee will serve only the term between the tentative and final results of that year's meeting, with the final electee becoming empowered as soon as the final results are known. There is no prohibition against a board member being reelected, for any number of consecutive terms.

Section 3 -- Meetings and notice: There is no requirement for the board to meet physically. Normally, discussion among board members will be by telephone, e-mail or other tele-methodology between annual club meetings. These discussions may involve the entire board, or only the portion of the board relevant to the issue being addressed.

Section 4 -- Election procedures: The President will disseminate to the club the identity of current board members and Directors (Chairs) and solicit nominations from all voting members at least two months prior to the annual meeting, including reporting if any incumbent refuses to run for re-election. All board members should seek to field a full slate of nominees that includes at least one candidate for every position, but any nominations from club members will also be included in the slate for possible election.

ARTICLE V — OFFICERS AND DUTIES

Section 1 -- Officers and Duties: There shall be six officers of the board, consisting of the President and Directors (Chairs) for Membership, Awards, Publicity, Finance, and Electronic Media (Internet and Social Communications). As a general rule, each officer has authority to make decisions within his/her responsible function as long as no provision of these bylaws is violated by the decision. Each officer may elect to get input from other directors or the general membership in advance of making the decisions, but the input is not binding on the decision. However, the club membership can, by majority vote, overrule or reverse a director's decision through the normal voting process of the annual meeting. The officers' duties are as follows:

Section 2 -- The President has a primary duty to ensure the club complies with the club purposes and ethics (Article I, Section 2). His/her secondary primary duty is to integrate the efforts of the remaining club officers/directors as required to aid efficiency, avoid confrontational or contradictory overlaps between directors, and (as far as possible) minimize and balance the burdens borne by each of the directors. He/she also has these specific responsibilities: (1) to recruit and coordinate the temporary filling of a board vacancy that arises between elections; (2) to ensure through support and monitoring the timely fulfillment of all club functional areas; (3) to assist in monitoring public forums and other dialogue to protect the reputation and accomplishment of the club's purposes; (4) to facilitate the appointment of the special officers, and in the case of a special officer or director vacancy, assure that the necessary tasks are performed until a new officer or director can assume those tasks; and (5) solicit board or full club voting as described in these bylaws, and in the event of a tie vote between the last two alternatives, cast the tie-breaking vote. The President does **NOT** have authority over any director/board member or club member, and serves primarily to integrate the voluntary actions of these individuals.

Section 3 -- The Membership Director oversees the creation, maintenance, application, and dissemination of the determinants of who is a member of the club. These duties require specifically (1) maintaining a list of "official countries" recognized by the club as valid for the counting of where marathons have been run by a member; (2) maintaining the rules for determining whether a given event qualifies as a "marathon race completed"; (3) maintaining a list of rules that define in which country (if any) can it be claimed was the place that a marathon race was completed; (4) maintaining a process by which all claimed countries by all applicants and members are vetted for compliance with the lists and rules of duties (1)-(3); (5) coordination with the Director for Awards the information to recognize the appropriate achievement status of new members, and existing members as they attain higher status levels; (6) coordination with the Director for Electronic Media such that the internet site accurately reflects both the rules of duties (1)-(3) and the current number of countries accomplished by each full and provisional member; (7) coordination with the Publicity Director for milestone accomplishments and membership counts for dissemination; and (8) coordination with the Merchandise Manager to restrict sales of club membership and status apparel to members who have fulfilled the requirements matching the apparel.

Section 4 -- The Awards Director shall be responsible for documentation of processes certifying membership and status levels. The specific duties include (1) transmitting an electronic membership certificate to each full voting member when the member has completed vetting for at least full membership level; (2) transmitting an electronic award certificate to each member who has been vetted to have advanced to a higher flag (status) level; (3) coordinating with the Publicity Director to recognize members' achievements in raising their flag status. In addition, when the vetting of submissions exceeds the capacity of the Membership Director, coordinate with the Membership Director to find solutions to the backlog.

Section 5 -- The Publicity Director shall publicize both the activities of the club and accomplishments of its members. This publicizing includes but is not limited to (1) Facebook group postings; (2) Publication of a quarterly club newsletter; (3) news items released to other clubs or news media for publication; (4) support of expo booth information dissemination, at least at the annual meeting race and possibly other races as well; (5) support of articles in running magazines and the like by providing information or a referral to other directors when contacts are received from those publications or article authors.

Section 6 -- The Finance Director administers the association's finances and has the authority to sign or disburse necessary appropriations as directed the Board of Directors. The Finance Director shall oversee the budget planning process, ensure adequate income available to achieve the budgeted expenses, safeguard the organizations assets, draft financial policies for board approval, anticipate and report financial problems, ensure the board receives quarterly accurate financial statements and that the board members understand the information presented, ensure federal, state, and local reporting takes place, and other duties as requested by the president. The Finance Director shall also have custody of the funds and securities. The Finance Director shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements. The Finance Director has authority to sign or disburse necessary appropriations as directed the Board of Directors; to make withdrawals and deposits at the organization's financial

institution on its behalf, to issue purchase orders and collect payments. The Finance Director shall perform such duties and have such other authority and powers as the Board of Directors may prescribe, or as the President may delegate.

Section 7 -- The Electronic Media (Internet and Social Media) Director is responsible for all electronic displays of information created by the club, with the exceptions of the Newsletter, and attachments to e-mails sent to members for certificates of members and awards. The specific duties include (1) creating and maintaining the club website at www.marathonglobetrotters.org to include (a) currency of domain ownership and registration; (2) hosting on a server, (3) display of the board, the members, and the accomplishments of members, and announcement of annual meetings; (4) display of the rules that determine eligibility for membership and the rules applicable to races and countries (but this does not preclude additional displays of more information on the club website, and additional features can be offered to make the website more informative or easier for users to interface); (5) maintaining a Facebook Club page for issues under discussion by the club; (6) maintaining a Facebook race information group where any member can post information about useful races to add countries to members' count, along with any difficulties or hints about the arrangements needed for those races; (7) Social Media accounts like Twitter and Strava (optional); and (8) monitoring of all postings to remove any postings defamatory to this or another club or organization, or that are inconsistent with the purpose of the club (such as self-promotion, and advertising by a member or non-member to promote sales).

Section 8 -- Special Function Officers: The club may create additional officers as appropriate or helpful, but they are not board members and do not vote in board decisions. Such officers may be nominated by any member of the board and approved by majority vote of the board. Examples of such special function officers and their duties include (1) International Ambassadors, who typically are well-known and carry news of the club into forums such as presentations at dinners or authoring magazine articles for new markets; (2) Annual Meeting Coordinator, who will typically be a member from the country of the next annual race meeting, and who will coordinate with the race administration and race city to attempt to obtain discounts for registration, lodging, transportation, and free booth space at the expo and free meeting space for the annual club meeting; (3) Board/Director Support Assistants, who may be recruited to help a Director/chair accomplish his/her functions when the duties are exceeding the available time to accomplish them; and (4) Temporary Ad Hoc officers that may be needed as unexpected requirements or issues arise that are temporary in nature. (Permanent needs are better met by a revision of the bylaws to either create a new Director or to expand the duties of an existing director.)

Section 9 -- Vacancies: When a vacancy on the board exists mid-term, the President must arrange coverage of the functions, either by performing them himself/herself or by appointing an interim director. In the latter case, a majority of the board must vote for the interim appointee to confirm the position. If more than six months remain before the next annual meeting and its election, a general membership vote will be sought either to confirm the appointee or to elect a new director for that position. If the vacancy is the President, the Membership Director will assume the duties of the President as though appointed on an interim basis with the same rule on seeking a general membership election if more than six months will elapse before the next annual meeting. If both the President and Membership Director are vacant (or the latter is an interim appointee), the Director for Awards will assume the President function in the same manner as previously described for the Membership Director. The remaining order of precedence applies if all preceding offices are vacant or filled with interim appointees: Electronic Media Director, then Publicity Director, then Finance Director.

Section 10 -- Resignation, termination, and absences: A board member or director may resign through e-mail sent to all other board members with an effective date. Involuntary termination of a board member's incumbency can occur only with a majority vote of the club where a majority is of all votes cast within the two-week window of the e-mail notification of the club members of the issue. Any board member who becomes deceased or permanently incapacitated is deemed to be terminated without a vote required. A board member can be suspended pending a club wide removal vote by two-thirds vote (4 of the remaining 5 board members), but this action would typically only be considered for gross violation of club ethics (Article 1, Section 2).

ARTICLE VI – FINANCES

Section 1 -- Merchandise revenue, shipping fees, entry fees, donations, sponsorship and other monies received by the organization will be spent entirely for carrying out the stated purpose of the organization.

Section 2 -- No part of the net earnings of the association shall benefit any individual.

Section 3 -- This organization shall be empowered to participate in fund-raising activities.

Section 4 -- A board or club member is allowed to provide monies on behalf of the club to a business or organization. This can be done as a donation, with no expectation of repayment, or as a loan, provided that no interest (profit) will be charged upon repayment of the loan.

ARTICLE VII – ADDITIONAL MEMBERSHIP CATEGORIES AND ACHIEVEMENTS

Section 1 -- As initiated, the club only vets candidates, provisional, and full members for number of countries in which marathon races have been completed, and only awards status (one flag per 10 full countries completed) based on the count of vetted countries.

Section 2 -- Unless these bylaws are amended by members, there is not a half-marathon category of membership.

Section 3 -- Unless these bylaws are amended by members, the club does not track or vet “counts” of total numbers of marathons run by members.

Section 4 --The club will acknowledge “continent completions” of total numbers of continents up to 7 (not times around the 7 continents) run by members as a normal part of our country verification process. No awards or certificates are intended.

Section 5 -- Unless these bylaws are amended by members, the club does not track or vet “subcountry counts” of total numbers of portions of countries (like US states, UK counties, or Canadian provinces, or times around all of them) run by members.

Section 6 -- Unless these bylaws are amended by members, the club does not track or vet “ocean completions” of total numbers of oceans in which marathons have been run on islands within the ocean (or times around 5 oceans) run by members.

ARTICLE VIII — AMENDMENTS

Section 1 -- Amendments: These bylaws may be amended when necessary only by a majority vote of the club.

Section 2 -- A temporary amendment can be made with a two-thirds vote of the board members, but is superseded by the eventual vote of the club-wide membership under the normal two weeks rule. Proposed amendments can be made by any member at the annual club meeting, or for distribution and voting between meetings if approved by a majority of the board.

ARTICLE IX – COUNTRY LIST

Section 1 -- Effective December 1, 2015, the Country List will be the list of “officially assigned code elements” in the ISO 3166-1 standard, Codes for the representation of names of countries and their subdivisions– Part 1: Country codes.

Section 2 -- Grandfathering: Any country that was already on the Country List prior to December 1, 2015 shall remain on the Country List, whether or not it is listed in the ISO 3166-1 standard.

Section 3 -- A race counts in the country in which it occurred at the time the race occurred.

Section 4 -- Renaming a country is not the creation of a new country, even if a new ISO 3166 code is created.

Section 5 -- If the land and national waters around the land change hands neither the gainer nor the loser is deemed a new country.

Section 6 -- Addition by Exception: If a member wants a country to be considered for addition to the country list all proposals will be bundled and voted on in conjunction with an annual meeting only.

ARTICLE X – DISSOLUTION

In the event of the dissolution of this club to the extent allowed under applicable law, all of the assets of the club shall be distributed to Special Olympics Florida, Inc. a 501(c)(3) charitable organization, provided that the corporation is then in existence and is such a tax-exempt organization. If the Special Olympics Florida, Inc should not be in existence at the time of said dissolution, then the assets of the club shall be sold and the proceeds distributed to another organization organized and operating exclusively for sports or fitness purposes which shall be selected by the Board of Directors of this club.

In the event that for any reason upon the dissolution of this club the Board of Directors shall fail to act in the manner herein provided, the assets shall be distributed in accordance with the law governing the distribution of assets of nonprofit organizations in the jurisdiction in which the club is located.

ARTICLE XI – Merchandise Manager, Special Function Officer

The Merchandise Manager coordinates the manufacture, inventory, sales, and distribution of club apparel, which will include club-membership singlets, shirts and patches with an additional feature to permit displaying current status (and updating that status as a member advances to a higher status). The critical features of this coordination include (1) that the club nor any club member profit from the sale of this apparel; (2) that no country's laws on import or sales or taxes are broken by any direction of the club, nor attributable to the club; and (3) that a reasonable method exists by which a member resident in any country can obtain the club singlet and status insignia. To the extent possible, the cost of apparel to members will be kept within an affordable range, and the design and cut of singlets be aesthetic and comfortable as viewed by members.

CERTIFICATION

These bylaws were discussed at Annual Meeting November 17, 2018 after review and approval by the board of directors on November 10, 2018.

CERTIFICATION

These bylaws were offered to Full members for vote on December 1, 2018 and approved December 15, 2018.