



DRAFT BYLAWS OF THE PRAIRIE STATE ROAD RUNNERS CLUB

I. NAME

The name of the organization shall be "Prairie State Road Runners" hereafter referred to as "PSRR".

II. PURPOSE

PSRR is a community-based running organization that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being, and competition. We strive to create a supportive community for people of all ages and abilities which fosters camaraderie, inclusivity, and personal growth.

III. AFFILIATION

PSRR shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization. This Club will pay annual dues to the RRCA, as membership in that body shall be required.

IV. MEMBERSHIP

Membership in PSRR will be on an annual basis starting on January 1 and ending December 31. The club promotes equitable opportunities for membership and participation in all associated activities and does not discriminate based on characteristics protected by local, state, or Federal law. Individual wanting to participate in the activities of the Club shall submit dues annually and sign a waiver of liability for participation in all Club activities.

V. DUES

The annual dues rate for membership will be set on an annual basis by the Board of Directors and shared annually with the membership as part of the regular join and renew process for PSRR. The board may set discounted and/or other special membership rates on an as needed basis.

VI. MEETING OF THE MEMBERSHIP

A. The members of the Club shall meet at least once a year at a date and time established by the Board of Directors. The meeting shall be in January or at such time as designated by the board. The annual meeting will include the election of officers, presentations by the President and Treasurer, and the presentation of annual awards. At the Board's discretion, the Annual Meeting of the Membership may be held in-person or via digital means including tele- or video conferencing.

Quorum at the annual meeting of the membership will be majority of the Board of Directors and no less than 10% of voting members.

B. Special Meetings

Other meetings of the membership may be conducted as deemed necessary by a majority of board members. The Board shall call a membership meeting upon the written request of not less than twenty-five percent (25%) of the total members eligible to vote. The Board will determine if the meeting will be held in-person or via tele-or video conferencing.

The Board will determine the method of voting for a special meeting.

C. Notice

Written notice, which includes at least two (2) email notifications, stating the day and time of the meeting along with location or meeting method (tele-or video conferencing) and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered no less than ten (10) nor more than fifty (50) days prior to the date of the meeting to each member entitled to vote at the meeting.

VII. BOARD OF DIRECTORS AND ELECTIONS

The general membership will elect the following Board of Directors at its annual meeting of the membership: President, Vice President, Treasurer, Secretary, and up to 5 Board Members-at-Large.

A. Board Responsibilities

The Board is the governing authority and has total oversight over the management of PSRR's affairs. It carries out the mission, purposes, and objectives for which PSRR is organized.

- Fiduciary, legal, and strategic oversight, and guiding the organization by adopting sound, ethical policies and monitoring the Club's programs and services.
- Reviewing all information provided by the Treasurer and other board members related to oversight of the organization.
- Participating in all scheduled board meetings, unless excused for an absence.
- Ensuring adequate resources and financial sustainability for the Club, which requires fundraising support and engagement by all directors and officers.
- Serving as ambassadors for the organization.

B. Board of Director Members and Duties:

1. President - to preside over meetings, represent the Club with the RRCA, and to appoint committees and chairpersons thereof with approval from the Board.
2. Vice-President - to assume the powers of the President in his/her absence, and to take on special assignments as requested by the President.
3. Secretary - to record minutes at all meetings in accordance with Roberts Rules of Order, to keep a file of such minutes, oversee the election process for all board members, and, when requested by the Board, to accept assignments involving correspondence and the keeping of records.
4. Treasurer - to 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 regular and 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.

5. Board Members-at-Large (up to 5) - the remaining directors on the Board. Board members are highly encouraged to take on additional leadership roles, such as in areas of membership retention and recruitment, communications, event management, and member recognition. If a board member is not available to take on any of these leadership roles, the President may assign one of the above roles to a non-board member after obtaining Board approval.

D. Term of Office

The term of office shall be one year (12 months) beginning with or at the close of the annual membership meeting. Any Board of Director Member may serve up to a maximum of eight years on the Board and then must take a year not serving on the Board. The Board President may serve in that position for a maximum of six years. The President will appoint any Board seat vacated during a term, with approval by the Board, within 60-days of resignation of the seat. Appointed terms will end with the term of the seat, which is at the close of the annual membership meeting.

E. Nominations for Board of Director Elections

The President will establish a nominating committee for the purposes of recruiting and recommending candidates for nomination that represent a well-rounded, competent board of directors. The committee will review succession planning needs and make recommendations to help ensure continuity of operations, leadership changes, and Diversity, Equity, and Inclusion (DEI) for the Board. The committee will alert all members to open positions on the Board and encourage nominations based on procedures and deadlines established by the Board no less than 30 days in advance of the elections.

F. Elections

Board members shall be elected by a majority vote at the annual membership meeting.

G. Voting Eligibility

All members aged 13 and older are eligible to vote at the Annual Meeting of the Membership. The Board shall authorize and make notice to members, no less than 30 days in advance of the meeting, for the allowance of digital (online) voting, mail-in voting, in-person voting, or a mix of any of these options. Written notice, including email, shall be sent to members in advance of the Membership or Special Meeting outlining voting instructions as approved by the board. Digital voting requires a unique email address on file for a member to vote.

H. Procedural Requirements

Parliamentary procedure will be carried out at meetings, and every effort will be made to discuss any measures coming before the board. A majority vote of the Board of Directors present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment. A quorum shall consist of members or no less than 50% of total Board members, whichever is greater. No official meeting shall be held, and no business will be conducted unless a quorum is present.

I. Removal from Office

As determined by a majority vote of the other Board members, an officer or director may be removed from the Board for missing three consecutive regular Board meetings without an excuse

approved by the Board; engaging in illegal (unlawful) activity; convicted of crime while on the Board; egregious violations of stated Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such a case, the Board member may be removed by a majority vote of the Board.

VIII. Standing Committees and Other Official Functions

The Board of Directors has the authority to create committees and task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and task forces, and the Board has oversight duties regarding the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force. All committees shall have a job description, approved by the Board, and updated annually.

IX. FINANCES

The Board establishes an annual operating budget and sets membership dues and event entry fees to support the budget. The Board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of PSRR with approval of the Board majority.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of PSRR are signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board. All monies for PSRR are deposited to the credit of PSRR in banks that are members of, or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

No Club funds may be deposited in the personal account of a member of the Board. The Treasurer reviews the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.

X. VOLUNTEER BOARD SERVICE

The members of the Board of Directors shall serve without salary, and no part of the net income of PSRR shall inure to the benefit of its directors, officers, or other private persons; provided, however, that PSRR may make payments and distributions to third parties including payments to defray the reasonable operating expenses of PSRR. The Board may authorize for reimbursement, in accordance with PSRR's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties. The President shall maintain a "Conflict of Interest" policy and require each Board member to annually complete a disclosure statement, which statement shall be reviewed annually by the Board.

No loans shall be made by PSRR to the members of the Board or its employees.

XI. SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

XII. TAX STATUS AND DISSOLUTION

No part of the net earnings of PSRR inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that PSRR may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of PSRR activities can be the carrying on of propaganda or otherwise attempting to influence legislation. PSRR may not participate in nor intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, PSRR may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of PSRR, 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) nonprofit organization with a similar purpose to PSRR.

XIII. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by a majority of those voting at an annual meeting, as follows: (a) a proposed amendment must be submitted in writing to the President at least 120-days preceding the annual meeting; (b) the Board by majority vote determines its position for, against, or for with a recommended change; and (c) the Board returns the proposal along with its position to be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the Board, the Board may waive the 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the Board must communicate the proposed amendment and Board position to the membership at least 30 days prior to the annual meeting.

A proposed amendment, which has not been recommended by the Board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

An amendment becomes effective upon adoption unless another date is specified as part of the amendment.

The Board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures, and regulations of PSRR, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.