

# The Bylaws of the Prairie State Road Runners

## Section 1: General

- A. The name of the corporation is **PRAIRIE STATE ROAD RUNNERS**
- B. The name and address of the registered agent and registered office shall be maintained on file by the Treasurer.
- C. The Board of Directors shall be 9 in number and consist of the following: President, Vice President of Operations, Vice President of Business, Vice President of Membership, Treasurer, Secretary, and three directors. The names and addresses of the Board of Directors shall be maintained on file by the Treasurer.
- D. The purposes for which the corporation is organized are:  
“To promote amateur athletic competition and fitness education”
  - Is this corporation a Condominium Association as established under the Condominium Property Act? “No”
  - Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? “No”
  - Is this a Homeowner’s Association which administers a common-interest community as defined in subsection C of Section 9-102 of the code of Civil Procedure? “No”
- E. This association will follow Internal Revenue Code Section 501c3 requirements for charitable organizations.
- F. The corporation will act as a charitable not for profit organization following these principles here  
“No part of the net earnings of the corporation shall inure to the benefit of members or officers, or be distributable to them, except as may be authorized to pay reasonable reimbursement and compensation for special services rendered. No substantial part of the activities of the corporation shall be the carrying on of propaganda, influencing legislation, or participating in political campaigns.
- G. Upon dissolution, the board of directors shall, after making provision for all liabilities of the corporation, dispose of all assets to such charitable purposes as shall qualify under Internal Revenue Code Section 501c3.”

- H. The corporation shall organize group runs and races, promote members' participation in local races and group runs, organize social events for members, and maintain an annual circuit of races with awards for participation as well as age graded, age group, and overall placement.

## **Section 2: Membership**

- A. Annual dues shall be set by a vote of the Board of Directors. A majority vote is needed to change the dues structure.
- B. Discounted annual dues may be allowed by majority vote of the Board of Directors. Examples of discounts include, but are not limited to: Students, Families, and Early Renewal.
- C. Membership will consist of those who agree to support the bylaws, submit an application and sign the standard waiver, and pay dues. Dues may be waived by the Board of Directors and honorary membership granted in recognition of outstanding services to the club or for its purpose.
- D. Annual dues are paid by calendar year, and expire on December 31 of said year. Dues paid between October 1 and the end of the current year include the following year. For example dues paid 10/2/2015 cover membership until 12/31/16. Dues are non-refundable.
- E. For purposes of the Annual Circuit of races, dues must be current at the time of the race for credit to be given for the race. Races which occur before the Annual Banquet/Meeting are excepted from this provision provided dues are paid at or before the Annual Banquet/Meeting.
- F. The preferred means of communication with membership is email. Other means include the PSRR Newsletter, club website, and social media. The Prairie State Road Runners will make every effort to communicate with membership, but is not responsible for issues beyond our control related to these communication methods.

## **Section 3: Annual Banquet/Meeting**

- A. The club shall hold an Annual Banquet/Meeting in the winter (typically in the month of January). Other general membership meetings may be held if deemed necessary by the Board of Directors. Two weeks' notice to membership via email is required for a general membership meeting.
- B. The Annual Banquet/Meeting shall serve as our annual general membership meeting in compliance with applicable non-profit corporation laws.

- C. The Annual Banquet/Meeting also serves to award membership for various activities, such as Circuit (participation/age group/overall) awards, Hall of Fame, and other awards as decided by the Board of Directors.
- D. The Annual Banquet/Meeting shall also feature the election of officers, bylaws amendments, and voting on the annual circuit.
- E. Only members in good standing for the current year are permitted to vote at the annual meeting. The Board will take reasonable measures to ensure that only members in good standing are voting at the annual meeting.
- F. The President shall update membership on the state of the corporation at the Annual Banquet/Meeting. The Treasurer shall update membership on the financial status of the club at the Annual Banquet/Meeting.

#### **Section 4: Board of Directors: Organization, Roles, and Responsibilities**

- A. The normal management of this corporation shall be vested in an annually elected Board of Directors. The Board of Directors will consist of up to nine (9) officers: President, Vice President(s), Secretary, Treasurer, and three (3) Directors.
- B. The president will lead, inspire, preside over meetings, represent the corporation, make minor decisions, write columns, and appoint people for responsibilities such as directors of races and events, newsletters, website, statistics, etc.
- C. The Vice President(s) may be up to three (3) officers: V.P. Operations will assist the President on programs and serve as his stand-in; V.P. Business will assist the President on business matters; V.P. Membership will assist the President in member recruiting and retention.
- D. The Secretary will keep meeting minutes and corporate records and make them accessible to members.
- E. The Treasurer will collect and maintain funds, pay approved bills, assist on financial matters, and maintain a roster of dues-paying members.
- F. The Directors are the remaining officers of the Board elected to represent the members at board meetings.
- G. Members serving on the Board of Directors are expected to avoid conflicts of interest with club and personal business, and will be asked to sign the conflict of interest form in Appendix A.

## Section 5: Election of Officers

- A. The Board of Directors will be elected by a simple majority of the eligible membership at the Annual Banquet/Meeting.
- B. The outgoing Board will make every effort to nominate a full slate of candidates for the next year's election. The process will involve notifying membership via email and club newsletter of any openings in the upcoming year. This notification of membership should be made at the same time the banquet is announced, and be referenced when banquet reminders go out. Members may also be individually recruited into roles. Once qualified candidates are identified, the Board will attempt to place candidates into roles best suited for them based upon their skills, experience, and commitment level. (For example, an accountant might make a good Treasurer)
- C. The outgoing Board's slate of candidates is intended to prevent a situation where positions go unfilled at the Annual Banquet/Meeting, and ensure that positions are filled with qualified people. The Board is free to use their judgment in making these nominations; however, in cases where multiple candidates are vying for the same position, the Board is expected to conduct further research, up to and including email, phone, or personal interviews. In instances where both candidates are found to be qualified, the Board shall nominate multiple candidates for said position. Both candidates shall be allowed to speak for not more than 3 minutes before the election of their position.
- D. Even though the outgoing Board will make nominations, members are free to make nominations at the Annual Meeting/Banquet. Because these last minute nominations are essentially "write-in" candidates, they will be given the opportunity to speak for not more than three minutes before the election for a particular position. The candidate nominated by the Board shall then be given the opportunity to speak as well. They shall not be required to speak, and if they decline to speak, the President or another member of the board shall be given the opportunity to speak and explain why the Board nominated said candidate. In no case shall the rebuttal to the last minute nominee be allowed to exceed three minutes.
- E. Officers will be elected to serve one year terms.
- F. Outgoing Officers (excluding Directors) shall be given the option of serving as a "Past" Officer (For example, Past President, Past Secretary). A Past Officer shall have no voting rights, and no specific responsibilities other than to be a mentor and assist in the transition of the respective incoming Officer. If they accept the role of "Past" Officer, they also have the option to attend board meetings and serve as a resource to the Board.
- G. In the event an Officer is unable to carry out their term, the President has the authority to appoint an Interim Officer to serve in their place. This can include shuffling current Officers (for example, moving a Director to VP Membership) from within and filling the newly created vacancies with an appointee. Any movement and appointees made by the President must be approved by greater than 50% of the remaining Board.

- H. In the event the President is unable to carry out their term, the Vice Presidents will be offered the role in the following order: V.P. Operations, V.P. Business, V.P. Membership. The Vice Presidents will have seven days to make a decision if they are willing to serve as President. Any vacancies created by this situation are to be filled in accordance with Section 5, article G. During this process, the three Vice Presidents will work together to make sure the duties of the role of President are fulfilled.
- I. In the event an Officer is not performing their duties to the satisfaction of the Board of Directors, they may be relieved from duty by a vote of 75% of the remaining officers. Any vacancies created by such a scenario shall be filled in accordance with Section 5, articles G and H.
- J. Background checks shall be required of any new President, Vice President, or Treasurer starting in 2017. It is the responsibility of the outgoing President or his/her designee to ensure that pre-nominated candidates can pass a background check. Criminal activity including felony, violent crime, theft, fraud, embezzlement, and other crimes as determined by the outgoing board shall exclude a candidate from service. Existing Officers at the time these bylaws are passed, in any role on the Board of Directors shall be exempted from this requirement.

#### **Section 6: Board Meetings and Usual Business**

- A. The Board will meet a minimum of four times per year, spread out over every 2-3 months.
- B. The President has the responsibility to call a Board Meeting, prepare the agenda, and lead and keep an organized meeting. The President is required to give three weeks' notice before a meeting and is obligated to take reasonable measures to ensure as many Officers as possible can attend. Attendance of greater than 50% of Officers in good standing is required for a quorum, and to have an official meeting.
- C. In the event the President is unable or unwilling to call a Board Meeting for a time greater than six months, the Secretary shall have authority to call a meeting and, for the purposes of carrying out this meeting only, fulfill the President's role for the purposes of the meeting. The Secretary is free to delegate this role as deemed necessary. For a meeting held under this scenario, attendance of greater than 66% of Officers in good standing is required for a quorum.
- D. Ordinary corporate business decisions will be determined by a simple majority of Officers present at a Board Meeting or members at an official general meeting.
- E. The Board of Directors shall have the sole authority to create a new club sponsored race by a majority vote of members present at a board meeting. Smaller events such as group runs can be created by the Operations Committee in last minute cases where full Board approval is not feasible.

- F. Voting via email is allowed when there isn't time to give notice for and to carry out a Board Meeting, in accordance with the following procedure: The President will describe the issue and make a proposal via group email with all board members included. There will be a 3 day debate period, conducted via group email with all board members included. After 3 days, the President will take the comments and concerns of the Board into account and make any necessary revisions, and present a simple "yes/no" proposal. Greater than 50% of Officers in good standing are required for the vote to pass. Any Officers not participating in this process is to be considered a "no" vote. Finally, the President has the right to table the issue until the next Board Meeting.
- G. Notification to the club membership at large of Board Meetings is optional; however, any club member in good standing who requests to attend the next board meeting shall be allowed to attend and speak in the open discussion portion of the Board Meeting. Members may also request from the Secretary the agenda and minutes of the previous two (2) board meetings.
- H. There shall be two standing committees, Operations and Finance. Operations shall assist the President in making minor decisions regarding programs and events, and consist of President, VP Operations, and VP Membership. Finance shall assist the President in making minor decisions regarding business and finance, and consist of President, Treasurer, and VP Business. Both committees will also work together on larger projects within their scope and report these to the Board for approval.

## **Section 7: Corporate Finances**

- A. All club receipts shall be kept in a bank account in the name of the club.
- B. The treasurer shall give an annual report on the club finances for the previous fiscal year at the Annual Meeting and Banquet. The fiscal year shall be from January 1 to December 31.
- C. Non-Event Expenditure Approval:
  - 1. Expenditures exceeding \$200 must be approved by a majority of the officers.
  - 2. Expenditures under \$200 must be approved by the Finance Committee.
- D. Directors for races and other club events shall be given a budget prior to the event. Individual expenditures for an event do not require Board approval. The budget will be based upon a number of factors including past years' events, projected attendance, inflation, and any changes that may take place in the upcoming event. Event directors have a duty to be good caretakers of club funds, but it is understood that in some cases (for example, a last minute influx of participants for a race; inclement weather) budgeting can be difficult. If a budget exceedance is needed for safety reasons, or can be justified by increased attendance, a race/event Director can use their discretion in exceeding their budget, especially in last minute cases where Board approval may not be feasible.

- E. An inventory of club property shall be kept and maintained by the VP of Business. The inventory shall include the location and condition of the club property.

### **Section 8: Privacy Policy**

- A. The club will not use personal information from members for any other purpose other than club business, including (but not limited to) RRCA membership. The club shall not sell or provide personal information from membership to any third party other than those required for normal club business (such as RRCA membership). The club shall not accept payment for use of its mailing list. Officers and club members who have access to personal information agree to treat this info with the utmost care and respect for security and privacy. In some cases the club may provide personal information for purposes of club business, such as to a volunteer to contact a members who may have awards or other club merchandise coming to them. Finally, the club will receive offers from various races and events from time to time. Members with access to the mailing list agree to use discretion in sending out mass emails, especially concerning non-club events.

### **Section 9: Affiliation with RRCA**

- A. The club shall maintain an affiliation with the Road Runners Club of America. The Club Treasurer is responsible for maintaining this affiliation.

### **Section 10: Annual Circuit of Races**

- A. The annual circuit of races will be voted on at the Annual Banquet/Meeting. Membership shall be encouraged to offer suggestions to the President in advance of the meeting. Last minute nominations at the Annual Banquet/Meeting will not be considered. Criteria for inclusion in the circuit shall include, but not be limited to, the following:
  - 1. Quality of the event. We want races that membership will want to participate in.
  - 2. Past participation for races that have been circuit races.
  - 3. The date of the race on the calendar. Every effort will be made to keep races from being bunched together on the schedule, particularly when adding new races. One of the goals when creating the circuit shall be to avoid long gaps in the calendar.
- B. The annual circuit shall consist of 18-22 races. The exact total is to be voted on by membership.
- C. While we want to include new and up-and-coming races in the circuit, every effort shall be made to keep continuity year to year as far as which races are part of the circuit. It is strongly suggested that there be no more than three races added/dropped.
- D. Every effort shall be made to make to voting process as streamlined as possible. Typically this entails voting in the following order:
  - 1. Voting on the number of races for the circuit

2. Voting on which races to add for the year.
  3. Voting on which races to drop from last year's circuit.
- E. It is understood that race dates/times may not be finalized for some races at the time of the Annual Meeting/Banquet. If there are changes to date, time, or any other important detail of a race after the vote, the Board of Directors reserves the right to make appropriate changes to the circuit. This can include dropping a race and adding a substitute.

**Section 11: Miscellaneous**

- A. The club is not responsible for unclaimed circuit awards after six months. The club will use email and phone calls to ensure that awards are distributed to membership, but in cases where a member is unreachable, we cannot be held responsible for storing them. Unclaimed items can be donated, used as prizes at club events, or sold with the proceeds going into the club's general fund.
- B. The club will strive to purchase clothing for awards in gender specific sizes/styles whenever possible.
- C. The club will strive to maintain friendly relationships with area running clubs. The Prairie State Road Runners will not seek out rivalries with other area running clubs, rather, we will seek to partner with them whenever practical and support running clubs in general, in keeping with our mission of promoting amateur athletic competition and fitness education.

These bylaws were enacted by a vote of 61 yes and 0 no on January 23, 2016

Witnesses

Witness signatures on file: Stephen T Koven, Mark Bowman, Cricket Baltz, Robyn Bumgarner, Mark E Walters, John Warren, Raymond O Wertelka, David Cyplick

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## **Appendix "A"**

### **Prairie State Road Runners Conflicts-of-Interest Policy**

The Officers and Directors of the Prairie State Road Runners Club (PSRR) owe a duty of loyalty to the PSRR, which requires that in serving PSRR they act, not in their personal interests or in the interests of others, but rather solely in the interests of the PSRR. Officers and Directors must have undivided allegiance to PSRR's mission and may not use their positions, information they have about PSRR, or PSRR property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.

The conduct of personal business between any Officer or Director and PSRR is prohibited. Business transactions of the PSRR in which an Officer or Director has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of PSRR and that they will not lead to conflict of interest. For the purposes of this policy, an Officer or Director has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has a substantial financial interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, principal officer, or employee in any such organization. Prior to the start of any negotiations, or consideration of a grant request by the PSRR, Officers and Directors are expected to make full disclosure to the best of their knowledge of any dual interest in a proposed transaction by submitting a report to the President or other officer designated by the Board to handle such matters, supplying any reasons why the transaction might not be in the best interest of PSRR. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board before its approval.

An Officer or Director with a dual interest in a proposed transaction shall not vote on the matter and, depending upon the circumstances, may be excluded from any discussion of the matter.

An Officer or Director shall not use inside information of the PSRR for his/her personal benefit, or use such inside information or his/her position as Officer or Director to the detriment of PSRR. Inside information is information obtained through the Officer's or Director's position that has not become public information.

Each Officer and Director has a duty to place the interests of PSRR foremost in any dealings involving the PSRR and has a continuing responsibility to comply with the requirements of this Policy. On an annual basis, each Officer and Director is required to complete a Conflict-of-Interest Disclosure Statement.

# Prairie State Road Runners

## Conflicts-of-Interest Policy

Please initial and date in the space at the end of Item A or complete Item B, whichever is appropriate, complete Item C, and sign and date the statement and return it to the President.

- A. I am not aware of any relationship or interest or situation involving my family or myself which might result in, or give the appearance of being, a conflict of interest between such family member or me on one hand and the Prairie State Road Runners Club on the other. \_\_\_\_\_
- B. The following are relationships, interests, or situations involving me or a member of my family which I consider might result in or appear to be an actual, apparent or potential conflict of interest between such family members or myself on one hand and the Prairie State Road Runners Club on the other.

For-profit corporate directorships, positions, and employment with:

Nonprofit trusteeships of positions:

Memberships in the following organizations:

Contracts, business activities, and investments with or in the following organizations:

Other relationships and activities:

- C. My primary business or occupation at this time is: \_\_\_\_\_

I have read and understand the Prairie State Road Runners Club's conflict-of-interest policy and agree to be bound by it. I will promptly inform the President of the Prairie State Road Runners of any material change that develops in the information contained in the foregoing statement.

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Type/print name

Signature

Date