

CONSTITUTION OF THE STARVED ROCK RUNNERS, LTD.

P.O. Box 1092, LaSalle, IL 61301-3092

ARTICLE I - NAME

SECTION 1. The name of this organization shall be the Starved Rock Runners, Ltd. (SRRL), hereafter referred to as "the club".

ARTICLE II - PURPOSES

SECTION 1. The purposes of the club are to promote physical fitness, health and fellowship through long distance running and to educate the public as to its benefits.

- A. To disseminate information on running through newsletters, booklets, clinics, handbooks, press releases and through education programs.
- B. To engage in activities conducive to the encouragement of long distance running, including race management, fund-raising activities, race circuits, charitable community activities and making awards.

ARTICLE III - QUALIFICATIONS FOR OFFICERS, BOARD MEMBERS, AND MEMBERS

SECTION 1. Anyone can become a member without regard to race, color, religion, age, sex, sexual orientation or national origins if they are in sympathy with the purposes of the club and pay their dues.

SECTION 2. A membership term will be from January 1st of the year of payment of dues to December 31st of that year.

SECTION 3. Any member is eligible to become a Board member or officer if they are in good standing with the club and are 18 years of age or older.

SECTION 4. Any officer or Board member may be removed from their position by a 2/3^{rds} vote of the Board of Directors for any of the following reasons:
\$ for failure to attend meetings on a regular basis.
\$ for failure to represent the club appropriately
\$ for failure to carry out their duties
\$ for any other actions that are detrimental to the club.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of sixteen (16) members.

SECTION 2. Each Board member shall serve a two-year term.

ARTICLE V - ELECTION OF THE BOARD OF DIRECTORS

SECTION 1. Candidates for the Board of Directors shall be nominated by the membership at the November meeting of the year.

- a. Eight (8) Board members will be elected each year.

SECTION 2. Voting shall be conducted through the mail in the following manner:

- a. A ballot shall be sent out in the December newsletter or special newsletter to all members with instructions on the voting procedure.

- b. Ballots will be considered void if received later than the second Tuesday of January the following year.

SECTION 3. The ballots shall be received by the Treasurer.

SECTION 4. The election committee shall consist of mid-term Board Members and convene by the third Tuesday to count the votes. A flip of a coin will resolve any ties.

ARTICLE VI - DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. The management of this club shall be vested in the Board of Directors whose duties shall be to:

- a. Function as the executive branch of the club.
- b. Authorize all expenditures of cash.
- c. Initiate fund-raising activities.
- d. Establish the amount of annual membership dues.
- e. Be assigned specific functions, program duties, committee responsibilities by the President subject to approval by the Board of Directors.
- f. Approve the waiver of annual membership dues for any individual that the Board of Directors wishes to recognize.
- g. Approve, by simple majority, properly submitted motions from the membership.

SECTION 2. A quorum must be present for the Board of Directors to conduct business. A quorum shall consist of at least nine (9) Board members, two (2) of whom must be officers, one (1) of whom must be an executive officer.

ARTICLE VII - OFFICERS

SECTION 1. The Executive Officers of the club shall be President, Vice-President, Secretary, and Treasurer. The Operating Officers of the club shall be Pacesetter Editor, Equipment Manager, and Circuit Director.

SECTION 2. Executive Officers shall serve a term of one year, beginning and ending after the first meeting in January.

ARTICLE VIII - ELECTION OF OFFICERS

SECTION 1. The newly elected Board of Directors shall nominate and elect the Executive Officers from the Board of Directors for the year at the first regular meeting of the new year.

SECTION 2. The Board of Directors shall nominate and elect by ballot the Executive Officers by a simple majority. In the event of a tie, a flip of a coin will to determine the winner.

ARTICLE IX - DUTIES OF THE OFFICERS

SECTION 1. The duties of the President shall be to:

- a. Act as Chairperson and conduct all BOARD of Director meetings and general membership meetings using correct parliamentary procedure.
- b. Vote only on matters in which the Board of Directors are equally divided.
- c. Appoint special committees as required.
- d. Appoint standing committees as required.
- e. He shall be an ex officio member of all committees.
- f. Shall assign the at-large members of the Board of Directors to specific functions or program responsibilities. Said assignments shall be approved by the Board of Directors.
- g. Appoint members to vacancies of the Board of Directors and/or officers. Said appointments

- shall be approved by the Board of Directors.
- h. Appoint Operating Officers with the advice and consent of the Board of Directors.

SECTION 2. The duties of the Vice-President shall be to:

- a. Perform presidential duties in the absence of the President.
- b. Organize and chair all membership drives.
- c. To distribute membership cards.
- d. To issue approved awards and certificates to members.
- e. In the event of incapacity of President (temporary or permanent), appoint replacement to the Board of Directors. With agreement of majority of Board of Directors, hold election for replacement President and then any other Executive Officer position affected.

SECTION 3. The duties of the Secretary shall be to:

- a. Record the minutes of all official meetings.
- b. Keep records of all proceedings of the club.
- c. Keep the officers updated on all correspondence.
- d. Maintain and file all records for the club.
- e. Judge at all election proceedings.

SECTION 4. The duties of the Treasurer shall be to:

- a. Maintain the records of all receipts and expenditures of the club.
- b. Make a financial report at each official meeting.
- c. Write the annual financial report for the club, to include all capital items owned by the club.
- d. Collect money from the circuit races.

SECTION 5. The duties of the Pacesetter Editor shall be to:

- a. Be in charge of assembling and distributing the newsletter to all members in a timely manner, at least six times a year.
- b. Distribute ballots to all members in the December Newsletter.
- c. To issue news releases to the media.

SECTION 6. The duties of Equipment Manager shall be to:

- a. Maintain and house club equipment.
- b. Schedule club equipment rental.
- c. Schedule volunteer equipment operators.
- d. Provide the Board with an annual equipment inventory.

SECTION 7. The duties of the Race Circuit Director shall be to:

- a. Coordinating the membership roster with the Vice-President.
- b. Maintain circuit results, posting results at circuit races, and making results available to the Pacesetter editor.
- c. Order and present awards at the annual banquet.

ARTICLE X - COMMITTEES

SECTION 1. Standing Committees shall be appointed by the President.

SECTION 2. Special committees shall be appointed as necessary by the President.

SECTION 3 Standing and Special committees shall file a brief report to the Board of Directors at the discretion of the President.

ARTICLE XI - MEETINGS

SECTION 1. All Board meetings shall be held monthly on the 3rd Tuesday. Nominal frequency shall be once a month. The Board of Directors may suspend or add meetings, but one must

be held at least quarterly.

SECTION 2. All general membership meetings shall follow the regularly scheduled Board Meetings or run concurrently as deemed by the Board of Directors.

SECTION 3. The club shall hold one annual meeting (or banquet) during the calendar year.

SECTION 4. In the event that any regular meeting falls on a holiday, the meeting will be on the following day, subject to change by the President.

SECTION 5. The President may call special meetings anytime it is deemed necessary, with two days notice given to the Board of Directors.

SECTION 6. At any meeting, any member of the club can submit a motion to the Board of Directors. The motion can be seconded by any other member.

ARTICLE XII - *ADOPTION AND AMENDMENT(S)*

SECTION 1. The Constitution shall be ratified by a 2/3^{rds} majority vote of the Board of Directors and a simple majority of the membership voting after posting of voting date in the Newsletter.

SECTION 2. Amendment(s) to the Constitution may be proposed by any member of the club and must be ratified by a 2/3^{rds} majority vote of the Board of Directors and a simple majority of the membership voting after posting of voting date in the Newsletter.

SECTION 3. Proposed amendment(s) must be read to the members at a regular membership meeting. Then approved by a 2/3^{rds} vote of the Board of Directors and published in the following Newsletter, with ballots enclosed for voting by the membership. Ballots to be counted at the second following monthly regular membership meeting following distribution of the ballots.

ARTICLE XIII - *AFFILIATION*

SECTION 1. The club may be a chapter of the Road Runners Club of America (RRCA), or the American Association of Runners Club (AARC), or a member club of United States Amateur Track and Field (USATF).

SECTION 2. The Board of Directors shall decide annually in each case whether to submit a portion of the dues to these organizations (RRCA, AARC and USATF) as they require.

ARTICLE XIV - *FINANCIAL*

SECTION 1. The club is a not-for-profit organization. Monies received by the club will be spent entirely for carrying out the stated purposes of the club. This can include the investing of part of the treasury in Bank Certificate of Deposits.

SECTION 2. The fiscal year for the club will be from January 1st to December 31st of each calendar year.

SECTION 3. The Board of Directors shall determine the amount of the membership dues only once during the fiscal year.

SECTION 4. Upon the dissolution of the Starved Rock Runners Ltd., the net assets of the club shall not inure to the benefit of any private shareholder, individual or corporation but shall be distributed to one or more organizations under Section 501 (c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

ARTICLE XV - CHARITIES

SECTION 1. The club (a not-for-profit organization) policy shall be to always attempt to assist all charities, individuals, groups or agencies who seek assistance from the club. Funds from the club treasury shall be used only for contracted goods or services and not for direct cash donations to individuals, charities, groups or agencies.

SECTION 2. The club can assist charities, individuals, groups, or agencies by the trade of services. The Executive Committee, consisting of the club's officers, shall set policy as to the use of the club's services for return of services. This includes, but is not limited to: volunteer workers, equipment use, membership list use and newsletter use.

ARTICLE XVI - DOCUMENTATION

Original Constitution Approved on January 11, 1983
First Amendments Approved on March 13, 1983
Second Amendments Approved on February 1, 1994

Third Amendments Approved on
First Draft 20Mar03 Second Draft 2Jul03
Third Draft 15Jul03 Board Approval 15Jul03
Submitted to Membership August 2003 Newsletter
Membership Approval 16Sep03

ARTICLE XVII - AMENDMENTS & CHANGES

(13Mar84) ARTICLE XI, Amendments to the Constitution. add:
Number 1. 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 purpose of the organization.

(13Mar84) ARTICLE XI, Amendments to the Constitution. add:
Number 2. No part of the net earnings of the club shall inure to the benefit of its individuals.

(13Mar84)ARTICLE XI, Amendments to the Constitution. add:
Number 3. In the event of the dissolution of this organization, the funds in the treasury, after all creditors have been paid, shall go the Road Runners Club of America or to any other 501(c)(3) organization, as the Board of Directors shall determine.

(13Mar84)ARTICLE XI, Amendments to the Constitution. add:
Number 4. The duties of President shall include acting as the registered agent for this organization.

Admenders for 13Mar84 - Unknown.

(1Feb94) ARTICLE I, SECTION 1, add:
(SRRL), hereafter referred to as Athe club@.

(1Feb94) ARTICLE II, SECTION 1, add:
through long distance ... and to educate the public as to it=s benefits.
A. To disseminate information on running through newsletters, booklets, clinics, meetings, handbooks, press releases and through educational programs.
B. To engage in activities conducive to the encouragement of long distance running, including race management, fund raising activities, race circuits, charitable community activities and making awards.

(1Feb94) ARTICLE III, change:

Organization and Membership - deleted

Section 1 - Becomes part of new ARTICLE IV, SECTION(S) 1 and 2.

Section 2 - Becomes part of new ARTICLE V.

Section 2, a - Becomes new ARTICLE V, SECTION 1.

Section 2, b - Becomes new ARTICLE V, SECTION 1, a.

Section 2, c - Becomes part of new ARTICLE VI, SECTION 2.

Section 2, d - Becomes part of new ARTICLE VIII, SECTION 1.

Section 3, sentence 1 - Becomes new ARTICLE IVX, SECTION 3.

Section 3, sentence 2 - Becomes part of new ARTICLE III, SECTION 2.

(1Feb94) ARTICLE IV, eliminate:

Qualifications for officers and members

(1 Feb 94) ARTICLE IV, Section 1, change:

ARTICLE III SECTION 1 A become@ replaced by A considered@, A if he or she has paid the@ replaced by A without regard to race, color, religion, age, sex or national origin if they are in sympathy with the purposes of the club and pay their@

(1 Feb 94) ARTICLE IV, Section 2, move:

ARTICLE III SECTION 3.

(1 Feb 94) ARTICLE IV, Section 3, move:

ARTICLE III SECTION 4.

(1Feb94) ARTICLE V, Section 1, move and add:

ARTICLE VII, SECTION 1. A, and Equipment Manager@

(1Feb94) ARTICLE V, Section 2, move and add:

ARTICLE VIII, SECTION 2. A By ballot@,

(1Feb94) ARTICLE V, Section 3, move and change:

ARTICLE VIII, SECTION 1. A The newly elected Board of Directors shall nominate and elect officers from the Board of Directors for the year at the first regular meeting of the new year.@

(1Feb94) ARTICLE VI, Section 1, move and change:

ARTICLE IX, SECTION 1. a. Act as Chairperson and conduct all Board of Director meetings and general membership meetings using correct parliamentary procedures
b. Former c.
c. Appoint special committees as required
d. Appoint standing committees as required.
e. He shall be an ex officio of all committees.
f. The President shall assign the at-large members of the Board of Directors to specific functions or program responsibilities. Said assignments shall be approved by the Board of Directors.
g. Vacancies of the Board of Directors or officers shall be appointed by the President and approved by the Board of Directors.

(1Feb94) ARTICLE VI, Section 2, move and change:

ARTICLE IX, SECTION 2. a. As is.
b. Organize and chair all membership drives including a membership race.

- c. add Adistribute membership cards@, drop Ainsuring that all membership cards are distributed to members@.
- d. To issue approved awards and certificated to members.

(1Feb94) ARTICLE VI, Section 3, move and change:

- ARTICLE IX, SECTION 3.
- a. b. c.. As is.
 - d. Maintain and file all records for the club.
 - e. Judge at all elections proceedings.

(1Feb94) ARTICLE VI, Section 4, move and change:

- ARTICLE IX, SECTION 4.
- a. b. As is.
 - c. Write the annual financial report for the club, it include all capital items owned by the club.

(1Feb94) ARTICLE VI, Section 5, move and change:

- ARTICLE IX, SECTION 5.
- a. b. As is.
 - c. To issue news releases to the media.

(1Feb94) ARTICLE VI, Section 6, move and change:

- ARTICLE VI, SECTION 1.
- a. b. As is.
 - c. Initiate fund raising activities
 - d. Establish the amount of annual membership dues
 - e. Be assigned specific functions, program duties, committee responsibilities by the President subject to by approval the Board of Directors.

(1Feb94) ARTICLE VII, Section 1, move:

ARTICLE X, SECTION 1.

(1Feb94) ARTICLE VIII, Section 1, move and change:

ARTICLE XI, SECTION 1. All Board Meetings shall be held monthly on the 3rd Tuesday of every month. The Board of Directors may suspend or add meetings, but must be held at least quarterly

(1Feb94) ARTICLE VII, Section 2, move and change:

ARTICLE XI, SECTION 2. All general membership meetings shall follow the regularly scheduled Board meetings or run concurrently as deemed by the Board of Directors.

(1Feb94) ARTICLE XI, SECTION 1, add:

AThe Club shall hold one annual meeting (or banquet) during the calendar year.@

(1Feb94) ARTICLE VII, Section(s) 3 & 4, move:

ARTICLE XI, SECTION 4 and ARTICLE XI, SECTION 5..

(1Feb94) ARTICLE IX, Section 1, move and add:

ARTICLE XII, SECTION 1. Aand a simple majority of the membership vote@.

(1Feb94) ARTICLE IX, Section 2, move and add:

ARTICLE XII, SECTION 2. Aand a simple majority of the membership vote@.

(1Feb94) ARTICLE IX, Section 3, move and add:

ARTICLE XII, SECTION 3. sentence 1 Aregularly scheduled@. New sentence 2, AVoting to approve or disapprove the amendment(s) shall be at the next regularly scheduled membership meeting.

(1Feb94) ARTICLE X, Section 1, move and change:

- ARTICLE V, SECTION (1). a. AA Ballot shall be sent out in the December newsletter or special newsletter to all members with instructions on the voting procedure.@
b. ABallots will be considered void if received later than the first Tuesday of January the following year.@

(1Feb94) ARTICLE X, Section 2, move and change:

ARTICLE V, SECTION 2. AThe ballots shall be received by the Treasurer.@

(1Feb94) ARTICLE X, Section 3, move and change:

ARTICLE V, SECTION 3. AThe election committee shall consist of mid-term Board Members and convene on the 2nd Tuesday of January to count the votes. Lots will be drawn to resolve a tie.

(1Feb94) add: ARTICLE XIII AFFILIATION

SECTION 1. The club may be a chapter of the Road Runners Club or America and member club of TAC/USA.

SECTION 2. The Board of Directors shall decide annually in each case whether to submit a portion of the dues to these organizations (RRCA and TAC/USA) as they require.

(1Feb94) add: ARTICLE XIV FINANCIAL

SECTION 1. The club is a not for profit organization. Monies received by the club will be spent entirely for carrying out the stated purposes of the club.

SECTION 2. The fiscal year for the club will be from January 1st to December 31st of each calendar year.

SECTION 3. The Board of Directors shall determine the amount of the membership dues only once during the fiscal year.

SECTION 4. Upon dissolution of the Starved Rock Runners Ltd., the net assets of the club shall not inure to the benefit of any private shareholder, individual or corporation but shall be distributed to one or more organizations under Section 501 (c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

(1Feb94) add: AMENDMENT I CHARITIES

SECTION 1. The club (a not-for-profit organization) policy shall be to always attempt to assist all charities, individuals, groups or agencies who seek assistance from the club. Funds from the club treasury shall be used only for contracted goods or services and not for direct cash donations to individuals, charities, groups or agencies.

SECTION 2. The club can assist charities, individuals, groups, or agencies by the trade of services. The Executive Committee, consisting of the club's officers, shall set policy as to the use of the club's services for return of services. This includes, but is not limited to: volunteer workers, equipment use, membership list use and newsletter use.

(1Feb94) add: AMENDMENT II

ARTICLE IX, SECTION 2, change:

The duties of the Vice President shall be to : c. To distribute membership cards.

ARTICLE IX, SECTION 7, add:

The duties of the Race Director shall be to:

- a. co-ordinating the membership roster with the Vice-President.
- b. maintaining circuit results, posting results at circuit races, and making results

- available to the APacesetter@ editor.
- c. To collect money from the circuit races.
- d. To order and present awards at the annual banquet.

Amenders for 1Feb94 were Rhonda Kellogg, Carol Gast, Gerald Brouwer and Stephen Lake

(1Apr03) ARTICLE III, SECTION 1. add:
A, sexual orientation@

(1Apr03) ARTICLE III, SECTION 2. change:
from, AMay 15th of the following year@ to ADecember 31st of that year@.

(1Apr03) ARTICLE III, SECTION 3. change:
from Acan@ to Ais eligible to@

(1Apr03) ARTICLE III, SECTION 4. change:
from A for failure to attend meetings, failure to represent the club appropriately, failure to carry out their duties, or other actions that are detrimental to the club as determined by a 2/3rds vote of the Board of Directors.@ to Aby a 2/3^{rds} vote of the Board of Directors for any of the following reasons:

- \$ for failure to attend meetings on a regular basis.
- \$ for failure to represent the club appropriately
- \$ for failure to carry out their duties
- \$ for any other actions that are detrimental to the club.@

(1Apr03) ARTICLE V, SECTION 1. change:
from Alast@ to ANovember@.

(1Apr03) ARTICLE V, SECTION 2b. change:
from Afirst@ to Asecond@.

(1Apr03) ARTICLE V, SECTION 4. change:
from Abetween the1st and 2nd Wednesdays of January@ to Aby the third Tuesday@.

(1Apr03) ARTICLE V, SECTION 4. add, delete:
add AA flip of a coin@ delete ALots@ and Abe drawn to@.

(1Apr03) ARTICLE VI, SECTION 1. add:
subsection f. AApprove waver of annual membership dues for any individual that the Board of Directors wishes to recognize@.

(9Jul03) ARTICLE VI, SECTION 1. add:
subsection g. AApprove, by simple majority, properly submitted motions from the membership.@

(1Apr03) ARTICLE VI, SECTION 2. add:
Aone (1) of whom must be an executive officer.@.

(1Apr03) ARTICLE VII, SECTION 1. add and delete:
add: AExecutive@ and Aand@ delete: APacesetter Editor, and Equipment Manager@

(1Apr03) ARTICLE VII, SECTION 1. add:
AThe Operating Officers of the club shall be Pacesetter Editor, Equipment Manager, and Circuit Director.@

(1Apr03) ARTICLE VII, SECTION 2. change and add:
from AAll@ to AExecutive@ add: A, beginning and ending after the first meeting in January@

(1Apr03) ARTICLE VIII, SECTION 1. add:

AExecutive@

(1Apr03) ARTICLE VII, SECTION 2. add and change:

first sentence, add: AExecutive@

second sentence, from: Alots@ and Abe drawn to@ to A, a flip of a coin@

(1Apr03) ARTICLE IX, SECTION 1e. add:

Amember@

(1Apr03) ARTICLE IX, SECTION 1. add:

Section h. AAppoint Operating Officers with the advice and consent of the Board of Directors.@

(1Apr03) ARTICLE IX, SECTION 2. delete:

AIncluding a membership race@

(1Jul03) ARTICLE IX, SECTION 2. add:

Section e. AIn event of incapacity of President (temporary or permanent), appoint replacement to the Board of Directors. With agreement of majority of Board of Directors, hold election for replacement President and then any other Executive Officer position affected.@

(1Apr03) ARTICLE IX, SECTION 4. add:

Section d. ACollect money from the circuit races@

(1Apr03) ARTICLE IX, SECTION 5a. add:

A, at least six times a year@

(1Apr03) ARTICLE IX. add:

SECTION 7. The duties of the Race Circuit Director shall be to:

a. Coordinating the membership roster with the Vice-President.

b. Maintain circuit results, posting results at circuit races, and making results available to the Pacesetter editor.

c. Order and present awards at the annual banquet.@

(1Apr03) ARTICLE X, SECTION 1. change:

from Amay@ to AStanding@ and Ashall@.

(1Apr03) ARTICLE X, SECTION 2. change and delete:

from AStanding@ to ASpecial@ delete: Aa. Standing committees shall file a brief annual report to the Board of Directors; filed to the Secretary.@

(1Apr03) ARTICLE X. add:

SECTION 3. AStanding and Special committees shall file a brief report to the Board of Directors at the discretion of the President.@

(1Apr03) ARTICLE XI, SECTION 1. add:

third sentence: Aone@.

(1Apr03) ARTICLE XI, SECTION 4. add:

A, subject to change by the President.@

(9Jul03) ARTICLE XI, add

SECTION 6: AAt any meeting, any member of the club can submit a motion to the Board of Directors. The motion can be seconded by any other member.@

(1Apr03) ARTICLE XII, SECTION 1. add:

April 20, 2016

A2/3^{rds} @

(1Jul03) ARTICLE XII, SECTION 1. change:

Avote@ to Avoting after posting of voting date in the Newsletter@

(1Apr03) ARTICLE XII, SECTION 2. add:

A2/3^{rds} @

(1Jul03) ARTICLE XII, SECTION 2. change:

Avote@ to Avoting after posting of voting date in the Newsletter@

(1Apr03) ARTICLE XII, SECTION 3. change:

from A Voting to approve or disapprove the amendment(s) shall be at the next regularly scheduled general membership meeting following the publishing in the Newsletter, provided it is at least three weeks after mailing of said Newsletter.@ to AThen approved by a 2/3^{rds} vote of the Board of Directors@ and published in the following Newsletter@, with ballots enclosed for voting by the membership. Ballots to be counted at the second following monthly regular membership meeting following distribution of the ballots.@

(1Apr03) ARTICLE XIII, SECTION 1. change:

from Aand member club of TAC/USA@ to A(RRCA), or the American Association of Runners Club (AARC), or a member club of United States Amateur Track and Field (USATF)@

(1Apr03) ARTICLE XIII, SECTION 2. add & change:

add: A, AARC@ & change from ATAC/USA@ to AUSATF@

(1Apr03) ARTICLE XIV, SECTION 1. add:

AThis can include the investing of part of the treasury in Bank Certificate of Deposits.@

Amenders for 1Apr03

were Russell Wood, Chris Christian, Bob Steele, Randy Comba

Amender for 1Jul03

was Russell Wood

Amender for 9Jul03

was Russell Wood