

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. For consecutive year's membership, dues must be paid in full by January 31st.

SECTION 3. As members of the club, each member will represent the club in a respectful manner. Any member found in violation can have their membership revoked by a vote of the majority of the Board.

SECTION 4. Any member is eligible to become a Board member or officer if they are in good standing for a minimum of 12 consecutive months prior to being nominated, with no more than a 31 day lapse of non-payment (dues must be renewed no later than January 31st), and are 18 years of age or older.

SECTION 5. Any officer or Board member may be removed from their position by a 2/3 rd's 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

SECTION 6. Write in candidates are not permitted. Any ballot with a write in candidate will be considered a spoiled ballot and no votes from the ballot will be counted.

ARTICLE IV - BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of twelve (12) members.

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

SECTION 3. Board members are expected to attend at least 75% of the meetings in a calendar year. Should a Board member miss 3 consecutive meeting, or 5 total meetings within a year, with Board approval, and taking into consideration extenuating circumstances, the President may inform the inactive Board member that they are being replaced and the President shall appoint a replacement for the remainder of the inactive member's 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. Six (6) 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. Board Member Code of Conduct. The Officers and Board of Directors of the club, owe a duty of loyalty to the club, which requires that in serving the club they act, not in their personal interests or in the interests of others, but rather solely in the interests of the club.
Directors must have undivided allegiance to the club's mission and may not use their positions, information they have about the club, or the club's property, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.
Members will not utilize their office for personal prestige and/or benefit. With the authority inherent in an office of importance comes access to special privileges not available to other Starved Rock Runner members.
Officers and Board members may not represent any outside interest using their title as an officer or Board Member of the club.

SECTION 2. 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.

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, or in personnel decisions.
- c. Appoint special committees as required.
- d. Appoint standing committees as required.
- e. 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, subject to the approval of the Board of Directors.
- h. Appoint Operating Officers with the advice and consent of the Board of Directors.
- g. Shall include acting as the registered agent for this organization.

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

- a. Perform presidential duties in the absence of the President.
- b. 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 all money for the club.

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 a December mailing. (move to By Laws)
- c. To issue news releases to the media. (move to By Laws)

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. Maintain circuit results, and make available to webmaster for posting on SRRL web site
- c. Order and present awards at the annual banquet.

SECTION 8. The duties of the Web Master shall be to:

- a. Maintain SRRL web site
- b. Post race results and updated Circuit results on web site
- c. Monitor, respond to, and distribute all emails received at club email address.

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. 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 who must be officers,

SECTION 3. All general membership meetings shall follow the regularly scheduled Board Meetings or run concurrently as deemed by the Board of Directors. (Move to By-Laws)

SECTION 4. The club shall hold one annual meeting (or banquet) during the calendar year.

SECTION 5. In the event that any regular meeting falls on a holiday, the meeting subject to change by the President.

SECTION 6. The President may call special meetings anytime it is deemed necessary, with two days' notice given to the Board of Directors.

SECTION 7. At any meeting, any member of the club in good standing can submit a motion to the Board of Directors. The motion can be seconded by any other member in good standing.

ARTICLE XII - ADOPTION AND AMENDMENT(S)

SECTION 1. The Constitution shall be ratified by a 2/3rd's 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 2/3rds 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 2/3rds 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 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, 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 FDIC insured 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 club., 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.

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.

SECTION 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.