

# **SRRL BY-LAWS** Amended 6/18/224

## **ELECTION OF BOARD MEMBERS**

The procedure for being elected to the Board of Directors

- Member must be in good standing for no less than 12 calendar months prior to being nominated for election
- Member may be nominated by any member in good standing, by contacting any member of the Nominating Committee, Board of Directors or Officer.
- Perspective candidate must complete and sign a Confidential Disclosure Questionnaire
- With submittal of required documents and Board approval, said members name will be placed on the ballot.

## **RESIGNATION FROM AN OFFICE OR THE BOARD OF DIRECTORS**

Each Board member shall have the right to resign at any time upon written notice thereof to the President, Secretary, or Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

## **REMOVAL FROM OFFICE OR THE BOARD OF DIRECTORS**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of 2/3rds of the Board of Directors.

## **VACANCIES OF OFFICE OR BOARD OF DIRECTORS**

- A vacancy on the Board of Directors may exist at the occurrence of the following conditions:
- The death, resignation, or removal of any director
- The declaration by resolution of the Board of a vacancy in the office of a director who has been declared unsound mind by a final order of court, convicted of a felony, found by final order or judgement of any court to have breached a duty pursuant to the Act of law dealing with standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 5 meetings of the Board during any one calendar year without prior notice to the President and/or Secretary.
- The Board of Directors, by the way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth.
- Except as provided in this paragraph, any director may resign effective upon given written notice to the President, Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take the office when the resignation becomes effective.

## **VOTING**

Each Board member shall only have one vote.

## **AUDIO-VISUAL MEETINGS (5/19/2020)**

Definition: An "Audio Visual" meeting, referred to as "Video Conferencing" allows participants at 2 or more locations to see and hear each other at the same time using computer and /or communications technology.

This format will only replace an in-person meeting when extenuating circumstances such as severe weather, any attack, quarantine, absence due to travel restrictions imposed by governmental order, or in the event of declared local emergencies prevent the Board members from physically attending the meeting.

The switch from a face to face to an audio-visual meeting will take a majority vote of Board members via email, and notice must provide a 48 hour notice to members of the Board of the switch.

Quorum requirements for audio-visual meeting are the same as for face to face meetings (see Article VI, Section 3 of the Constitution).

Voting results during an audio-visual meeting will be done by a tally of a roll call, conducted by the acting secretary. Each Board member will be called by last name, with a response of "Yay" (in favor of the motion), "Nay" (in dissent of the motion). Upon completion of the vote the acting secretary will announce the outcome of the vote (motion carried or motion defeated), the the vote totals for each.

During face to face meetings, audio-visual participation is not allowed.

## **MEMBERSHIP FEE WAIVER (5/19/2020)**

(Majority approved 1/20/2015)

Founding and 80 year old members will receive a lifetime membership. Member must complete and sign a registration form each year if they participate in any SRRL event and/or Circuit Race within that calendar year.

## **STANDING COMMITTEES**

### **ALL COMMITTEES**

The Chair of each committee will contact the members of the committee before the January to determine if members of the committee will continue to serve that committee for another calendar year.

The Chair will provide a report at the January board meeting of members who have volunteered to be continue on the committee, and those that will step down. The Board will act on replacements for those stepping down.

In the event the Chair of a committee were to step down, a replacement would be selected by the committee.

### **FINANCE COMMITTEE**

Purpose of committee is to provide guidance and make recommendations to the Board of Directors regarding financial matters of the club.

Committee will set recommended budgets for club owned races and clubs operating expenses.

Committee shall meet at least once in January/February, bringing a report and proposed budget to the March board meeting.

The club Treasurer will automatically be one of the members of the Finance Committee, but will not act as Committee Chair.

### **CIRCUIT COMMITTEE**

Purpose of committee is to evaluate races on the Circuit, provide guidance and make recommendations to the Board of Directors regarding the Circuit schedule for the upcoming running season.

Committee shall meet at least once prior to the December board meeting, bringing a proposed Circuit Race Schedule (with any proposed revisions), to the December board meeting, to be approved and voted on by the Board of Directors at the December Board meeting.

### **CONSTITUTION & BY-LAWS COMMITTEE**

Purpose of committee is to provide guidance and make recommendations to the Board of Directors regarding amendments or changes to the Constitution and/or By-Laws of the Starved Rock Runners LTD.

Committee shall meet at least once in January/February to bring proposed changes to the March Board meeting

### **NOMINATIONS COMMITTEE**

Purpose of committee is to seek out members in good standing (and meet the necessary criteria set forth), who would be interested in running for election for the Board of Directors.

The committee will seek nomination starting July, presenting a list of nominated members to the Board of Directors at the September Board meeting.

The Board will verify the nominated members are in good standing, have read the "Conflict of Interest" agreement, and have filled out and signed the "Confidential Disclosure Questionnaire".

Once all criteria are met, the prospective members name will be placed on the ballot.

It is the responsibility of the candidate to properly and completely fill out and have all necessary paperwork given to an Officer on or before November 1<sup>st</sup>. Incomplete forms will result in a candidate name being omitted from the ballot.

### **ELECTION COMMITTEE**

The Election Committee shall be a group of at least three mid term board members, to count election results. This committee will be once a year, on the second Tuesday of January. A flip of a coin will resolve any ties.

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

## **PACESETTER COMMITTEE**

Purpose of committee is to set calendar for upcoming year, outlining articles and flyers that should appear in issues throughout the year to highlight club owned races, Clinics, and events.

Committee shall meet at least once in January and July to strategize articles and advertisement for the upcoming issues.

## **ANNUAL BANQUETE COMMITTEE**

Purpose of committee is to make plans and organize the Annual Banquet to be held the first Saturday of March each year unless met with unforeseen circumstances that make a banquet unsafe or impractical.

Committee will seek bids for venues and menus for the banquet starting in April, and present recommendations to the Board of Directors at the June Board meeting.

Venue for Banquet will be voted on and approved by the Board.

Committee's duties will include:

- Seeking bids for banquet location and meal
- Upon Board approval, securing location and meal
- Solicit and organize volunteers for banquet
- Secure decorations and center pieces/giveaways for banquet
- Secure entertainment/speakers (if needed).

## **BEREAVEMENT COMMITTEE**

Purpose of committee is to send appropriate sympathy/ condolences cards or donations to members, or family members that suffer a loss of a family member.

In the event of the death of a member, members spouse and/or child, the Starved Rock Runners may make a donation of either flowers or a check to a charity in the name of the deceased, in an amount not to exceed \$150.00.

For extended family members (parents, siblings, etc), or current members, or past members, a memorial card may be sent.

## **BALLOT MAILING**

All mailings involving an election (election of Board Members, changes to constitution, etc.) will be mailed to every member in good standing over 18 years of age via First Class US Mail.

## **REQUIREMENTS TO BECOME A CIRCUIT RACE page 1**

- Race must be in existence for at least TWO years.
- Race must show stability in participation with potential for growth.
- Race Director must be established with at least two years of race directing experiencing.
- Course must be certified within one year of becoming a Circuit Race and maintain its certification through all years on the Starved Rock Runner Circuit. Exceptions to certification status will be considered on a case-by-case basis
  
- Must meet the minimum SRRL Award Age Group requirements. (Overall male and Female awards, Top 3 places, Male & Female, 5 year age groups starting with 9 and under, 10-14..... up to 70 and over. It is the races discretion to add awards.
- Circuit Fees for races must pay the Circuit Fee on or before race day. Failure to pay the Circuit Fee within the terms outlined may result in removal from the Starved Rock Runner Circuit.
- Race must provide proof of insurance with SRRL listed as an "also insured".

## **REASONS FOR REMOVAL FROM SRRL CIRCUIT**

- A race can be removed from the Circuit for failure to meet any of the following criteria:
- Failure to pay Circuit Fee within Terms outline under "Circuit Fees".
- Race does not adhere to the awards structure set forth by SRRL
- Traffic control is considered inadequate or unsafe putting runners at risk
- Course is poorly mark or not staffed with adequate volunteers
- Overall quality of race does not meet the standards set forth by the Starved Rock Runners
- Race has a history of not submitting paperwork in a timely manner.
- Race does not provide results in the format needed or in a timely manner

## **EXCLUSIONS FOR CONSIDERATION TO BECOME A CIRCUIT RACE**

Races organized by groups or organization where the Race Director may be a revolving position, where inexperienced individuals could be appointed as race director, may be excluded from Wild Card or Circuit Race consideration.

## **EXPENDITURES**

Executive Board members and Committee Chairs are allowed to make expenditures on general operating items such as postage, office supply products, etc.

The amount is not to exceed \$50.00 without prior approval from the Board of Directors.

Members making purchases are required to provide receipts of all purchases to the Treasurer. Purchases will be included in the monthly report at the next monthly Board meeting

## **ELECTION BALLOTS**

A drawing for ballot and Bio position will be held at the November Board meeting, to determine the order of how names appear on the ballot, and the order of the candidate bio's.

## **ELECTION OF BOARD MEMBERS**

The results (ballots) shall be opened by the Election Committee at the election committee meeting to determine the results.

## **ELECTION RESULTS**

The results (ballots) shall be opened by the Election Committee at the election committee meeting and the results given to the current president by the end of the day of the election committee meeting either by phone or email. Counted ballots will be given to the current president.

## **PACESETTER EDITOR DUTIES**

- Distribute ballots to all members in the December Newsletter
- To issue news releases to the media

## CONFLICT OF INTEREST

*DEFINITION/EXAMPLE: A conflict of interest exists when two or more contradictory interests relate to an activity by an individual or an institution. The conflict lies in the situation, not in any behavior or lack of behavior of the individual. That means that a conflict of interest is not intrinsically a bad thing.*

*Examples include a conflict between financial gain and meticulous completion and reporting of a research study or between responsibilities as an investigator and as a treating physician for the same trial participant.*

*Conflicts of interest are "situations in which financial or other personal considerations may compromise, or have the appearance of compromising, an investigator's judgement in conducting or reporting research." AAMC, 1990*

*"A conflict of interest in research exists when the individual has interests in the outcome of the research that may lead to a personal advantage and that might therefore, in actuality or appearance compromise the integrity of the research." NAS, Integrity in Scientific Research*

### I. DEFINITIONS

**Conflict of interest:** A conflict will be defined as; when an officer or Board Members uses information obtained through, or provided to Starved Rock Runners LTD. before it is "released to the general public", for competitive advantage or financial gain. In addition to the descriptions provided in the "Code of Conduct", an officer or Board Member cannot conduct business that will be in competition with services or products offered by Starved Rock Runners LTD., which will adversely affect the Starved Rock Runners LTD. monetarily or publicly.

A conflict of interest may exist when the interests of a director or officer may be seen as competing with the interests of Starved Rock Runners LTD. A director or officer may be considered to have a conflict of interest whenever they or their relative has an existing or potential financial or other material interest that impairs or might appear to impair their independence or objectivity in the discharge of their responsibilities to Starved Rock Runners LTD. Additionally, personal and business relationships may cause "dual loyalties" that are unrelated to personal financial gain, but nonetheless may raise conflict of interest concerns. A financial or other interest is not necessarily a conflict of interest. A financial or other conflict of interest exists only when the Starved Rock Runners LTD board of directors (Board) decides a person with an interest has a conflict of interest.

**Relatives:** For purposes of this policy, "relatives" include the spouse, parent, child and any other relative by blood or marriage with whom Starved Rock Runners LTD officer or director has similarly close personal ties as well as any other member of their household.

**Financial interest:** A Starved Rock Runners LTD director or officer has a "financial interest" if through business, investment or a relative they have an ownership or investment interest in, or a compensation arrangement with, any entity or individual with which Starved Rock Runners LTD has or is contemplating a transaction or arrangement.

**Business associate:** A "business associate" is any person or entity with which a Starved Rock Runners LTD officer or director or any of their relatives, engages in the exchange of goods or services for remuneration.

### II. FULL DISCLOSURE

Any officer or Board member doing business with Starved Rock Runners LTD will submit a "Full Disclosure" statement (to be provided by SRRL), to the President or Board of the Directors. When presented, the "Full Discloser" statement will be discussed and voted on by the Board of Directors (in closed session), to determine if the proposed business dealings will present a conflict of interest that will:

- Is in competition with products or services offered by Starved Rock Runners LTD
- Conflict adversely affects Starved Rock Runners financially
- Conflict adversely affects Starved Rock Runners LTD socially
- Conflict hinders Starved Rock Runners in any way.

Based on the discussion, the Board will vote to determine if the business in question; should be conducted (no negative conflict or impact found), or business should not be conducted (negative impact or conflicts found).

The officer or Board Member in question of the conflict of interest will be excused from the vote, and any subsequent discussion. The existence and nature of the potential conflict of interest shall be recorded in the minutes of the meeting.

### III. PROCEDURES FOR REVIEW OF POTENTIAL CONFLICTS

Whenever there is reason to believe that a potential conflict of interest exists between Starved Rock Runners LTD and any board member or officer, the Board will promptly convene a meeting to determine whether a conflict exists and the appropriate response. Any response by the Board will include, but may not necessarily be limited to, invoking the procedures described below with respect to a specific proposed matter.

If there is reason to believe that a potential conflict affects Starved Rock Runners LTD. interests, the Board will vote to determine if business should or should not be conducted.

#### **IV. PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST**

When a potential conflict exists between the interests of Starved Rock Runners LTD and a director or officer, the Board will consider the matter during a meeting of the board.

Other than taking steps necessary to protect the interests of Starved Rock Runners LTD until a meeting of the Board may be convened and a decision made, Starved Rock Runners LTD will refrain from acting on the matter that invoked the potential conflict of interest. The following procedures will apply:

- **Board Review.** A director, officer or employee who has a potential conflict of interest with respect to a proposed Starved Rock Runners LTD decision, policy or transaction or arrangement (an “interested party”) will not participate in any way in, or be present during, the deliberations and decision-making vote of Starved Rock Runners LTD with respect to such matter. However, that person will have an opportunity to provide factual information about the proposed conflict and/or matter that provoked the potential conflict. Also, the Board may request that an interested party be available to answer questions. Board options include, but are not limited to:
  - Allowing the proposed matter to go forward upon finding that it is in the best interests of Starved Rock Runners LTD;
  - Prohibiting the proposed matter;
  - Approving mitigating actions (including but not limited to recusal, limitation of duties, transfer or reassignment, additional supervisory review or other action considered appropriate by the Board); or
  - Recommending an alternative arrangement.
- **Vote.** A decision by the disinterested members of the Board will be made by vote of a majority of members in attendance at a meeting at which a quorum is present. An interested director will not be counted for purposes of determining whether a quorum is present, or for purposes of determining what constitutes a majority vote of directors in attendance.
- **Minutes.** The minutes of the Board meeting will reflect that the conflict disclosure was made to the Board, the vote taken and, when applicable, the abstention from voting and participation by any interested party. Whenever possible, the minutes should frame the decision in such a way that it provides guidance for consideration of future conflict of interest situations.

#### **V. VIOLATIONS OF CONFLICT OF INTEREST POLICY**

If a director or officer of Starved Rock Runners LTD, has reason to believe that any other director or officer has failed to disclose an actual or potential conflict of interest, such person has a responsibility to inform the Board of Directors or the President of the basis for their belief. In such event, the President will refer the matter to the Board. The Board will inform the person of the allegation and will allow the person an opportunity to explain the alleged failure to disclose.

If after affording a Starved Rock Runners LTD officer or Board member with a potential or actual conflict an opportunity to disclose all material facts, the Board decides that such an individual has in fact failed to disclose a possible conflict of interest, the Board will determine the corrective steps to be taken and/or disciplinary action.