

# SRRC Bylaws

## ARTICLE I – NAME

This organization shall be known as the SPRINGFIELD ROAD RUNNERS CLUB, hereinafter known as SRRC.

## ARTICLE II – PURPOSES

The SRRC is formed for the following purposes, without regard to race, gender, color, religion, national origin, ancestry, sexual orientation, age, or physical or mental disability:

- A. To promote and encourage long distance running through the education of the community on the benefits of physical fitness and sports;
- B. To promote and conduct races or other running activities, give awards, and to do all such things conducive to the encouragement of competitive running and better physical fitness for all individuals;
- C. To disseminate information on running through newsletters, email, social media, the SRRC website ([www.srrc.net](http://www.srrc.net)) and educational outreach programs (clinics, meetings, seminars, social events). The Board of Directors is responsible for recruiting volunteers and/or vendors to promote the club and disseminate information in the manner described above.

## ARTICLE III – MEMBERSHIP

- A. Application. Application for membership shall be made on forms or in the manner prescribed by the Board of Directors. Payment of annual membership dues shall accompany an application for membership.
- B. Qualifications. Any individual or organization that pays annual membership dues and that agrees to be bound by the SRRC's Articles of Incorporation, its Bylaws, and such rules and regulations as its Board of Directors may adopt, is eligible for membership.
- C. Term. Annual memberships are valid from the date of dues payment through December 31<sup>st</sup> of each calendar year. Payment of half of the applicable annual membership dues shall accompany applications submitted after September 1st.
- D. General.
  1. The rights and privileges of all members shall be equal. Each member shall have voting rights in accordance with Article IV(D).
  2. Membership is nontransferable. Membership shall terminate on the resignation or death of a member, or on a member's failure to pay the dues required in these Bylaws. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.
  3. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the SRRC, nor any such property or assets of SRRC be distributed to any member on its dissolution.
  4. No member shall be personally liable for any of SRRC's debts, liabilities, or obligations, nor shall any member be subject to any assessment.

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## E. Classes

1. Individual Membership. An individual who joins as a member becomes an individual member of the SRRC. An individual membership may be converted to a family membership by paying the difference in dues.
2. Family Membership. One or more individuals residing at the same address who join as members become a family member of the SRRC. An organization which joins as a member becomes a family member of the SRRC.
3. Student Membership. An individual between 18 and 22 years old who joins as a member become a student member of the SRRC.
4. Youth Membership. An individual under 18 years of age who joins as a member (requires parent or guardian consent) becomes a youth member of the SRRC.
5. Hall of Fame Membership. An individual who is elected into the SRRC Hall of Fame becomes a Hall of Fame member of the SRRC.

## F. Dues

1. Determination of Amount. The Board of Directors shall determine the amount of annual membership dues payable to the SRRC.
2. Payment. Annual membership dues shall be payable at the time of receipt of a membership application.
3. Hall of Fame members are exempt from payment of membership dues.

- G. Newsletter. Each member (or family) shall be mailed one copy of each SRRC newsletter, unless that member has opted not to receive the newsletter mailing.

## ARTICLE IV –MEETINGS OF MEMBERS

- A. Annual Meeting. An Annual Meeting of the SRRC members shall be held at such time and place designated by the Board of Directors. The date and location of the meeting shall be determined by a majority vote of the Board of Directors and shall be announced at least one (1) month in advance.
- B. Special Meetings. Other meetings may be conducted as deemed necessary by the President. The President shall call a special meeting of members upon the written request of not less than twenty-five percent of the total membership or by a majority of the Board of Directors.
- C. Notice. Written notice stating the location, day and time of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than one (1) month prior to the date of the meeting to each member entitled to vote at the meeting by regular or electronic mail, by posting notice of such meeting on the SRRC's website, or otherwise as the Board of Directors may designate.
- D. Voting Rights. Each member (except Youth Members) shall be entitled to one vote in each matter submitted to vote at a meeting of the members. If the member is a family member, the family or organization shall designate one person who shall have the right to

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exercise the family or organization's voting rights. Each member may vote either in person or by proxy as provided herein.

- E. Proxies. Each member may appoint a proxy to vote or otherwise act for him or her by signing an appointment form and delivering it to the person so appointed, but no such proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.
- F. Quorum. The holders of 1/10 of the votes that may be cast at a meeting of members, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that, if less than 1/10 of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the General Not For Profit Corporation Act of 1986, 805 ILCS 105/101.01 *et seq.*, the SRRC's Articles of Incorporation, or the SRRC's Bylaws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

## ARTICLE V – OFFICERS AND DIRECTORS

- A. Board of Directors. The SRRC management shall be vested in a Board of Directors consisting of thirteen directors.
- B. Monthly Meetings. Board of Directors meetings will be held once each month and more frequently if called by the President, at such time and place designated by the President. The meetings shall be announced at least 2 weeks in advance. All Board of Directors meetings shall be open to all members; members may participate but may not vote.
- C. Special Meetings. Special meetings of the Board of Directors may be called by the President or at the written request of at least one-third of the Board of Directors.
- D. Notice. Written notice stating the location, day and time of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than two (2) weeks prior to the date of the meeting to each director entitled to vote at the meeting by regular or electronic mail, by posting notice of such meeting on the SRRC's web site, or otherwise as the Board of Directors may designate.
- E. Quorum. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. Each member of the Board of Directors shall be entitled to vote and the act of the majority of those present at the meeting at which there is a quorum shall be the act of the Board of Directors.
- F. Order at Meetings. Robert's Rules of Order shall govern the proceedings at all Board of Directors meetings when not inconsistent with these Bylaws. The order of business at all regular meetings of the Board of Directors shall be as follows:

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1. Roll-call
  2. Action on minutes of last meeting
  3. Treasurer's report
  4. Reports, if any, of any other officers
  5. Old business
  6. New business
  7. Adjournment
- G. Election and Term of Office. Officers and directors shall be elected annually by a majority vote of the members present at the Annual Meeting and shall serve for a term of one year. All directors and officers shall hold office for the term for which they were elected and until their successors are elected and qualified.
- H. Vacancy. Whenever a vacancy exists on the Board of Directors or in any office, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director or officer by a majority of the remaining directors at a regular or special meeting of the Board of Directors. Any person appointed or elected to fill the vacancy of a director or officer shall have the same qualifications as were required of the director or officer whose office was vacated. A director or officer may resign at any time upon written notice to the Board of Directors. Any director or officer may be removed, with or without cause, by a two-thirds vote of the Board of Directors at a special meeting called for that purpose. Any person appointed to fill a vacancy in the Board of Directors or in any office shall hold office for the unexpired term of his or her predecessor, subject to the power of removal described herein.
- I. Compensation. No officer or director shall receive any compensation from the SRRC.
- J. Liability. The officers and directors shall not be personally liable for the SRRC's debts, liabilities, or other obligations.
- K. Designation of Officers. The officers of the SRRC shall be a President, Past President, Vice President, Secretary, and Treasurer. Any two or more offices may be held by the same person, except the offices of President and Secretary may not be held by the same person.
- L. Duties of Officers.
1. The **President** shall:
    - a. Preside and maintain order at all SRRC meetings;
    - b. Appoint a Nominating Committee;
    - c. Serve as ex-officio member of all committees with exception of Nominating Committee;
    - d. Represent the SRRC;
    - e. Submit an annual report to the membership;
    - f. Sign checks in the absence of the Treasurer;
    - g. Act immediately to fill a vacant office; and
    - h. Assume other responsibilities as deemed appropriate to the office.

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2. The **Past President** shall:
    - a. Assist the President with transition into the office; and
    - b. Lead the Hall of Fame award process; and
    - c. Provide support to the President when necessary.
  3. The **Vice-President** shall:
    - a. Be primarily responsible for all non-race related SRRC activities not otherwise assigned to an officer or director;
    - b. Chair the Nominating Committee;
    - c. Provide policy advice and guidance for club committees;
    - d. Lead the scholarship review process;
    - e. Review club policies and bylaws with the Secretary annually and recommend updates.
    - f. Sign checks in the absence of both the Treasurer and the President; and
    - g. Accept such duties and responsibilities as may be delegated by the President.
  4. The **Secretary** shall:
    - a. Take attendance at Board of Directors meetings;
    - b. Determine the quorum at all SRRC meetings;
    - c. Review SRRC policies, rules, regulations, and Bylaws with the Vice President annually and recommend updates;
    - d. Record all votes;
    - e. Keep a record of all SRRC proceedings;
    - f. Report all motions and votes in the SRRC's newsletter; and
    - g. Assume other responsibilities as deemed appropriate to the office.
  5. The **Treasurer** shall:
    - a. Receive, bank and disburse all funds as the Board of Directors may direct;
    - b. Prepare financial statements;
    - c. Keep bookkeeping records of all SRRC funds;
    - d. Chair the Finance Committee to ensure development and submission of budgets by all officers and committees before any distribution of funds are permitted;
    - e. Gather financial information needed for tax returns prepared by an outside accountant hired by the SRRC;
    - f. Consider revision to the membership fee; and
    - g. Assume other responsibilities as deemed appropriate to the office.
- M. Designation of Director Responsibilities. The Board of Directors may appoint directors to handle the following responsibilities: Equipment Coordinator, Technical Programs Director, Special Programs Director, Membership Director, Volunteer Liaison, Media Director, and such other responsibilities as it shall deem desirable, and such directors shall have the authority and shall perform the duties prescribed by the Board of Directors:

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1. The **Equipment Coordinator** shall:
    - a. Hold an annual race director informational meeting (either in-person or via email correspondence);
    - b. Assist all race directors with their responsibilities, when necessary;
    - c. Manage SRRC equipment and maintain accurate inventory control. This includes the purchasing of equipment and/or coordinating the repair of equipment, as needed;
    - d. Coordinate the loan and return of all SRRC equipment throughout the season;
    - e. Verify the accuracy of the upcoming year's SRRC-sponsored / Participation race dates & race directors.
  2. The **Technical Programs Director** shall:
    - a. Maintain and update the SRRC website.
  3. The **Special Programs Director** shall:
    - a. Oversee all special events sponsored by the SRRC; including the annual dinner and social events.
  4. The **Membership Director** shall:
    - a. Maintain a database of all SRRC members;
    - b. Provide mailing list for any mass mailings to the members;
    - c. Tabulate points for SRRC members for receipt of year-end awards.
  5. The **Volunteer Liaison** shall:
    - a. Serve as the lead contact for members wishing to volunteer for SRRC events and races;
    - b. Coordinate with race directors of SRRC-sponsored races in recruiting volunteers;
    - c. Maintain a volunteer database;
    - d. Recommend Volunteer of the Year Award recipient.
  6. The **Media Director** shall:
    - a. Prepare and publish the SRRC newsletter;
    - b. Maintain and update all SRRC social media;
    - c. Ensure that the newsletter is sent to members in a timely fashion.
  7. Two directors shall be "at-large" members of the Board with responsibilities to be determined by the Board of Directors.
- N. Eligibility. All directors must be SRRC members. Directors are required to have been members of the SRRC for a period of at least the prior 12 months.
- O. Succession. Officers and directors may be elected to succeed themselves.

## ARTICLE VI – COMMITTEES

- A. Establishment of Committee. The Board of Directors may establish one or more committees, each of which shall consist of one or more directors. Except as may be

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provided by the Board of Directors, members of committees shall be SRRC members, and shall be appointed by the Board of Directors. The Board of Directors may dissolve any committee established hereunder.

- B. Term of Committee Members. Each member of a committee shall continue as such until the next annual meeting of members and until his or her successor is appointed, unless such committee shall be sooner dissolved or such member resigns, is removed, or ceases to qualify as a member of the committee. Any member of a committee may be removed by the Board of Directors, whenever in the judgment of the Board of Directors the interests of the SRRC would be best served by such removal.
- C. Vacancy. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so appointed shall be appointed for the unexpired term of his or her predecessor.
- D. Quorum. Unless otherwise provided by the Board of Directors, a majority of a committee shall constitute a quorum of such committee, and the act of a majority of committee members present at a committee meeting at which a quorum is present shall be an act of the committee.
- E. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with the SRRC's Bylaws, rules and regulations, and provided further that regular minutes of all proceedings shall be kept.

## ARTICLE VII – RACE DIRECTORS AND TRAINING GROUP LEADERS

- A. Appointment. The Board of Directors may appoint one or more race directors for SRRC-sponsored races and may appoint one or more training group leaders for SRRC-sponsored training groups. Except as may be provided by the Board of Directors, race directors and training group leaders shall be SRRC members.
- B. Term. Each race director and training group leader shall continue as such until the next annual meeting of members and until his or her successor is appointed, unless such race or training group shall be sooner dissolved, or such race director or training group leader resigns, is removed, or ceases to qualify as a race director or training group leader. Any race director or training group leader may be removed by the Board of Directors, whenever in the judgment of the Board of Directors the interests of the SRRC would be best served by such removal.
- C. Vacancy. Vacancies for any race director and training group leader position shall be filled by appointments made in the same manner as provided in the case of original appointments, and any person so appointed shall be appointed for the unexpired term of his or her predecessor.
- D. Rules. Each race director and training group leader may adopt such rules and regulations for its races or training groups and the conduct of his or her activities as he or she may

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deem appropriate; provided, however, that such rules and regulations shall be consistent with the SRRC's Bylaws, rules and regulations.

- E. Requirements. Each race director and training group leader shall maintain records of all income and expenses incurred, present and obtain Board approval of a budget prior to incurring expenses, and request checks for payment of expenses at least 2 weeks in advance of payment due date(s).

## ARTICLE VIII - AMENDMENT

- A. The SRRC's Bylaws may be amended, repealed, or added to, or new bylaws may be adopted by the vote or written assent of sixty six and two-thirds percent (66 2/3%) of the members entitled to vote or by the vote of a majority of a quorum at a meeting duly called for the purpose according to the SRRC's Articles of Incorporation or the SRRC's Bylaws.
- B. Only those members who have been members of the SRRC for sixty (60) days prior to the proposal of such amendments may vote upon such.
- C. All members must be notified of the proposed amendments at least one (1) month prior to any meeting for the purpose of amending the SRRC's Bylaws,

## ARTICLE IX – FINANCES

- A. Changes to annual membership dues shall be determined by the Board of Directors and shall not be changed more often than once per year.
- B. The SRRC is a not-for-profit corporation. Dues, entry fees and other funds received by the corporation will be spent entirely for carrying out the stated purpose of the corporation.
- C. The SRRC is authorized to participate in fund raising activities.
- D. The SRRC will submit a portion of the annual dues to the Road Runners Club of America as membership in that body shall require. The Board of Directors may also choose to pay membership dues to the USATF.
- E. Any payments disbursed by the SRRC shall be authorized by an officer. Payments in an amount exceeding \$1,000.00 must be signed or otherwise approved by two officers. Payments previously authorized by the Board of Directors as part of an approved event budget are exempt from this requirement.

## ARTICLE X - INDEMNIFICATION

To the fullest extent permitted by law, the SRRC shall indemnify and advance and pay indemnification expenses to its directors and officers, and to any person who is or was serving at the request of the SRRC as a director or officer of another corporation, partnership, joint venture, trust or other enterprise.

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Adopted February 1977  
Amended February 1979  
Amended February 1983  
Amended February 1993  
Amended February 1995  
Amended April 1996  
Amended October 2000  
Amended January 2002  
Amended February 2003  
Amended October 2014  
Amended December 2017