

**BYLAWS
CALUMETS REGION STRIDERS**

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ARTICLE I - NAME

The name of this Association shall be CALUMET REGION STRIDERS, hereinafter referred to as "CRS."

ARTICLE II - PURPOSES

The purposes for which CRS exists are set forth in Article II of the CRS Constitution as revised on January 12, 2015.

ARTICLE III - MEMBERSHIP

The membership requirements of CRS are set forth in Article III of the CRS constitution as revised on January 12, 2015.

ARTICLE IV - MANAGEMENT OF THE BOARD OF DIRECTORS

A. Composition. The Board of Directors shall consist of the four (4) elected officers and the chairs of seven (7) elected standing committees for a total of eleven (11) persons, each of whom shall serve without compensation. Past presidents in good standing of CRS shall be ex-officio members of the Board of Directors and shall be empowered of all rights as a director but shall not vote on any matter. Board members shall be elected on the basis of leadership quality, knowledge of and demonstrated interest in CRS and shall broadly reflect the membership of CRS.

B. Election. The Board of Directors are comprised of good standing members of the Calumet Region Striders and are nominated and elected by the membership of the Club age 18 years and older.

Elected Positions held on even years

- Treasurer
- Secretary
- Gold Cup & Sponsored Races
- Membership & Volunteers
- Social Events
- Bylaws & Disabled Runner Fund

Elected Positions held on odd years

- President
- Vice-President
- Public Relations
- Adult Running Programs
- Youth Running Programs & Youth Scholarships

C. Election Process. A Nomination Committee will be appointed by a majority vote of the Board of Directors. This Nomination Committee will be comprised of at least 2 or 3 persons one of whom having served as President or Vice-President of CRS. The purpose of this Nomination Committee is to consider all persons whose names are suggested for election or re-election to serve on the Board of Directors.

This Nomination Committee shall contact all persons suggested for election or re-election and prepare a list of nominees to the Board of Directors for the November meeting. Once the Board of Directors have been notified of all suggested nominees and a final slate has been chosen, the Nomination Committee shall publish an election ballot and collect and count all official votes.

All members that make up the Board of Directors will be elected by the membership pursuant to the rules specified below herein:

- (1) The election of Board of Directors will be taken by written ballot in 2015. Thereafter the voting process may be by written ballot, secured online voting, or a combination of both.
- (2) All members age 18 or older in good standing as of the first date of the elections shall be eligible to vote.
- (3) Each nominee will be given a reasonable time to respond and accept or deny the nominated position. Contact shall be made by email or by telephone.
- (4) The voting process will commence after all nominated candidates have been contacted by the Nomination Committee and all of the nominees have responded to their nomination.
- (5) An election ballot will be sent to each CRS member in good standing age 18 and over.
- (6) The final date for voting shall end on the evening of the Annual CRS Gold Cup Banquet.

All reasonable costs associated with the nomination and election process, such as the procurement of paper, postage, online service, etc., shall be borne by the Club. Any amounts expended by the Nomination Committee to effectuate this process will be reimbursed subject to the prior approval of the Board of Directors. Any expense in the excess of One Hundred Dollars (\$100.00) must require approval by the Board of Directors. If any expense in excess of One Hundred Dollars (\$100.00) is submitted for reimbursement without the approval of the Board of Directors, this expense will not be reimbursed.

D. Vacancies. Should a mid-term vacancy occur on the Board of Directors, the Board of Directors will appoint a Nominating Committee that will assess the needs of CRS and recruit one or more potential candidates for consideration. The elected nominee(s) shall

complete the remainder of the unexpired term, which will constitute the full term of the service, unless the Board of Directors approves a one year term by majority vote.

Vacancies in Elected Offices: Vacancies in the elected offices of CRS for any reason shall be filled by a majority vote of the Board of Directors at its next meeting. The nominating committee shall make a recommendation to the Board of Directors for such replacement; provided, however, that until such subsequent meeting, the Board (by a majority vote) may appoint a pro tem to serve in such vacancy. If the office of the President becomes vacant, the Vice-President may choose to become President to fulfill the unexpired portion of the term. The Vice-President must decide within seven (7) days after the vacancy occurs. If the Vice-President declines the position, the Vice-President convenes a special meeting of the Board to elect a person to fulfill the unexpired portion of the term. The meeting must take place within 30 days after the vacancy has occurred.

Vacancies in Appointed Positions: Vacancies in the appointed position of CRS for any reason shall be filled by a majority vote of the Board of Directors at its next meeting. If necessary, the nominating committee shall make a recommendation to the Board of Directors for such replacement; provided, however, that until such subsequent meeting, the Board (by a majority vote) may appoint a pro tem to serve in such vacancy.

E. Powers. The overall policy control, direction and management of the affairs and finances of CRS shall be vested in the Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Directors may exercise all powers of CRS granted under the constitution of CRS. These powers include actions and decisions at and during meetings. Further, these powers include actions and decisions between meetings as long as there is a written or electronic record of such actions. Any such actions between meetings shall be noted at the following meeting with a formal record made of such actions and verification at the meeting.

F. Duties. The Board of Directors has among others the following duties: (1) to manage, govern and direct the affairs of CRS subject to the constitution and these Bylaws; (2) to make such rules and regulations as shall be necessary for the protection of the property of CRS and for the preservation of good order in the conduct of its affairs; (3) to keep a record of its proceedings which shall be open to inspection, on appropriate notice, by members; and (4) to make or approve such appointments as are provided in the constitution and these Bylaws.

G. Removal. As determined by a majority vote of the Board of the Directors, a Board Member may be removed from office for any one or more of the following reasons:

- (a) missing three (3) consecutive regular board meetings without a valid excuse;
- (b) illegal or unlawful activity;
- (c) engages in conduct that constitutes a breach of ethical behavior that denigrates CRS's reputation;

- (d) mistreatment towards their fellow board members;
- (e) not carrying out or fulfilling the duties of the position; or
- (f) disruption at board meetings by creating a hostile environment.

If a situation occurs wherein a Board Member may need to be removed, a written notice of the proposed removal of such Board Member shall be given to such Board Member by any elected Board Member at least ten (10) days prior to the meeting at which any action to effect such removal is to be taken. Such removal shall take place only upon and after the affirmative majority vote of the Board of Directors present at such meeting.

Any Board Member who fails to attend three (3) consecutive meetings of the board and who, in the opinion of the Board of Directors, does not show good cause, therefore shall automatically cease to be a director and shall be deemed to have resigned. The Board Member shall receive written notice of the failure to attend with notice that a vote will be taken at the next meeting. Such resignation shall be voted on by the Board of Directors at the next meeting and the Board Member shall receive written notice of this action.

H. Meetings. The Board of Directors shall hold monthly meetings which are to take place on the second Thursday of each month. Regular meetings of the Board may be held at the call of the President. Meetings may be held at such place as may be designated from time to time by resolution of the Board of Directors or by written consent of the Directors. A quorum must be met and the Secretary must be present to take the minutes of all meetings held by the Board of Directors. In the event the Secretary is unavailable to take the minutes, the President or Vice-President shall take the minutes for that meeting.

I. Special Meetings. If necessary, the President may call a special meeting to address any immediate issues or concerns; provided, however, that such a notice of a special meeting has been given to all Board Members. A quorum must be met and the Secretary must be present to take the minutes of the special meeting. A telephonic meeting consisting of a majority of the elected directors present shall be acceptable.

J. Notice. Unless notice is waived in writing, meetings of the Board of Directors shall be held upon not less than ten (10) days notice to be given in person, by mail, or by telephone. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

K. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the meeting with respect to which such notice would otherwise be required, and filed with the President or the Secretary, shall be deemed equivalent to giving of such notice.

L. Quorum. A quorum of all meetings of the Board of Directors shall consist of a majority of the elected directors present at a meeting and shall be the act of the Board of Directors.

ARTICLE V – ELECTED BOARD OF DIRECTORS POSITIONS

A. Offices. The elected officers of CRS are members of the Board of Directors and shall consist of four (4) officers which include a President, a Vice-President, a Secretary, and a Treasurer and nine (9) elected standing committee chairs. No two Board positions may be held by the same person.

B. Terms of Office. The term of each board member shall be two (2) years. When a term expires, that Board position becomes open and a qualified candidate shall be elected by the vote of the membership during the annual election held in January. Each elected Board member shall be limited to three (3) successive two year terms in the same position, unless the Board of Directors approves an extension of the term (prior to the election) by a majority vote.

If you find that term limits have been exceeded but the election by the voting membership was finalized by Nomination Committee then the members have approved the election and the election stands as not contested as of the remainder of that term.

C. President. The President shall be the chief officer of CRS, shall preside at all meetings of the Board of Directors or general membership at which she/he is present, and in general shall perform all duties incident as may from time to time be assigned to him. The President shall be an ex officio non-voting member of all committees. Other responsibilities to include: bulk mailing of Instep Newsletter, help with needs, supplies of other Committees, sponsorship of new merchandise/products, and to inspire daily the Calumet Region Striders running club.

D. Vice-President. In the absence of the President or in the event of her/his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall be in charge of the CRS Sponsorship Program. This includes seeking sponsorships from local businesses and organizations. The Vice-President shall perform such other duties as from time to time may be assigned to her/him, and shall be an ex officio non-voting member of all committees.

E. Secretary. The Secretary shall keep the minutes of the Board of Directors in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; be custodian of CRS records; prepare and distribute meeting agenda(s), be responsible for a current record of CRS membership; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned.

F. Treasurer. If required by the Board of Directors, the Treasurer shall be bonded for the faithful discharge of her/his duties in such sum and with such surety or sureties as the Board of Directors shall determine. She/He shall have charge and custody of and be responsible for all funds and securities of CRS; receive monies due and payable to CRS from any source whatsoever, and deposit all such monies in the name of CRS in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned. Responsible for timely filing of tax returns.

G. Adult Running Programs. The purpose of this standing committee shall be to implement and supervise Adult Running and Training Programs including, but not limited to, beginning runner, distance training, or speed training programs. Monitor coaching certifications for adult coaches and assistants, also CPR and First Aid Training for adult programs.

H. Bylaws and Disabled Runner Fund. The purpose of this standing committee shall be:

- (1) to assist the Board of Directors at monthly board meetings when it comes to following procedure;
- (2) to initiate, consider, draft, and make recommendations on proposed amendments to the Constitution, Bylaws, and/or Articles of Incorporation of the Calumet Region Striders; and
- (3) to evaluate and oversee the Stevens-Hamilton Disabled Runners Fund, which includes both the application process and the distribution of funds to recipients.
- (4) to assist the Nominations Committee regarding elections. The Bylaws Committee chair shall not be a voting member of the Nominations committee but shall only supervise and assist the committee.

All proposed amendment(s) to the Bylaws and/or Constitution shall be fully considered by this Committee. All proposed amendments considered by the Bylaws Committee must be provided in writing and given to the Board of Directors no later than ten (10) calendar days prior to the next Board of Directors meeting. At which time, the Amendment to Bylaws provision as described in Article XII must be followed.

I. Gold Cup and Sponsored Race Series. The purpose of this standing committee shall be to establish the annual Gold Cup Series Schedule and the Gold Cup selection process, select and monitor races as Sponsored Events based on established criteria; to maintain communications with race directors; prepare evaluations and surveys of events, managing the Gold Cup table; and coordinate and preside over annual race directors meeting(s).

J. Membership and Volunteers. The purpose of this standing committee shall be to evaluate and coordinate membership campaigns, benefits, and qualifications; to conduct

membership retention activities; to prepare and coordinate annual membership renewal; to recruit volunteers for CRS events and operations; to recruit committee members for all committees; and to oversee volunteer recognition.

K. Public Relations. The purpose of this standing committee shall be to act as liaison between the Board of Directors, the news media, and its club members. This Committee will maintain the CRS Facebook account and be responsible for reaching out to its club members with information via social media or by mass email. This Committee will report to the local newspapers or other media outlet about Strider-related news and/or events as needed.

L. Social Events. The purpose of this standing committee shall be to promote and recommend all of the CRS social events, including, but not limited to, the annual picnic, holiday party, and Gold Cup Banquet ceremony.

M. Youth Running Programs and Scholarship Fund. The purpose of this standing committee shall be to implement, manage, and supervise Youth Running and Training Programs including cross country and track and field; monitor coaching certifications for youth coaches and assistants, also CPR and First Aid Training for youth programs; oversee Jim Cox Scholarship Program and award recipient(s) annually. In addition, the committee shall encourage and give suggestions for training during the off season/between season times. The committee shall hold meetings as needed to organize coaches before, during and after each season. The committee will also provide a budget for the Youth Running Program on an annual basis.

ARTICLE VI - APPOINTED COMMITTEES / POSITIONS

If necessary, the Board of Directors (by a majority vote) may appoint someone to carry out a CRS task or project. The appointed candidate should possess skills and experience relative to the position that the appointment is being made. All appointed positions shall not possess any voting authority. Appointed positions do not have a term expiration date nor are they required to attend monthly board meetings. Although the appointed positions are not filled by an election process, the rules still apply with regard to vacancies and removal of office.

ARTICLE VII - FINANCES

Dues shall be as determined by a majority of the members present at a business meeting and shall not be changed more often than once per year. 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. No part of the net earnings of the club shall inure to the benefit of its individuals. Members using association funds for any purpose shall give a full record of expenditures to the treasurer. This organization shall be empowered to participate in fund raising activities, i.e. raffles. The General Membership shall be consulted on significant non-operating expenditures. This organization will submit

a portion of the annual dues (described in A supra) to the Road Runners Club of America as membership in that body shall require.

ARTICLE VIII - CONDUCT OF MEETINGS

The order of business at the monthly board meetings shall be as follows:

- (1) Call to Order
- (2) Roll call
- (3) Action on Minutes of preceding meeting
- (4) Report of Board of Directors
- (5) Report of Standing Committees
- (6) Unfinished business, if any
- (7) New business
- (8) Announcement of location of next month's meeting
- (9) Adjournment

ARTICLE IX - MISCELLANEOUS PROVISIONS

A. Dissolution. In the event of dissolution of this association, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or to any other 501(c) (3) organization, as the Board of Directors shall determine.

B. Limitation of Liability and Indemnification of Directors and Officers. No director or officer shall be liable to CRS for any loss caused by them if they exercised the same degree of care and skill as a prudent person would have exercised under the circumstances or if they relied upon either advice of counsel for CRS or on information furnished by agents of CRS which they had reasonable grounds to believe.

If any suit brought against a Director or Officer of CRS results in the entry of final judgment in their favor or is dismissed as to them, CRS shall reimburse or indemnify against all costs and expenses reasonably incurred by that person. If such suit results in a settlement and if a majority of the Board of Directors finds that such person was not negligent in relation to the matters complained of, CRS shall indemnify that person for all costs and expenses reasonably incurred by that person, other than for any sums paid by CRS; however CRS retains the right to deny reimbursement in the event of actions constituting bad faith.

The provisions of this Article shall be in addition to and not in limitation of any other rights, indemnities, or limitations of liability.

ARTICLE X - AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws be adopted, by the affirmative vote of a majority of the serving members of the Board of Directors at a meeting where a quorum is present provided that (a) any such action may be taken only at meetings

of the Board of Directors called for such purpose; (b) the notice of such meetings shall state the substance of the Bylaw to be made or repealed, or the alteration or amendment; and (c) the notice of such meetings shall be mailed or delivered personally to each Director at least ten (10) days before the date on which the meetings are to be held. In order to amend these Bylaws, a majority vote of the Board of Directors present at two successive meetings shall be required.

Accepted and Approved Date: January 12, 2015