

**BYLAWS
of
THE CHICAGO AREA RUNNERS ASSOCIATION, INC.**

September 11, 2020

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THE CHICAGO AREA RUNNERS ASSOCIATION, INC.
Bylaws

ARTICLE I

Names and Offices of the Corporation

SECTION 1. Name. The name of the corporation is CHICAGO AREA RUNNERS ASSOCIATION, INC.

SECTION 2. Offices. The Principal office of the corporation shall be located in the Chicago, Illinois metropolitan area. The corporation may have such other offices or locations as the Board of Directors may determine or as the affairs of the corporation may, from time to time, require.

SECTION 3. Registered Office and Registered Agent. The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office as required by the Illinois General Not-For-Profit Corporation Act of 1986. The registered office may, but need not be, identical with the principal office and the identity of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II

Purpose

SECTION 1. Purpose. The corporation is organized under the Illinois General Not-For-Profit Corporation Act of 1986. The Chicago Area Runners Association is a service organization dedicated to: (1) Serving and advocating for the local running community; (2) Providing accessible opportunities for all runners to train, race, learn, be social and volunteer.

ARTICLE III

Members

SECTION 1. Members. Members are individuals and families interested in the furtherance of the goals and purposes of the organization. Members of the Chicago area running community shall be encouraged to join and participate in the organization. Terms and conditions of membership and categories of membership shall be established by the Executive Director with the consent of the Board of Directors.

ARTICLE IV

Meeting of Members

SECTION 1. Meetings. The Board of Directors shall determine the need for meetings of members to inform the membership of the status of the organization, and for any other business necessary.

SECTION 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors or not less than one-tenth of the members.

SECTION 3. Notice of Meeting. The Secretary shall give notice of all meetings of members by not less than 5 nor more than 60 days prior to the date of such meeting via email to each member at the email address provided by each member. Notice of any meeting called for the purpose of the merger, consolidation, dissolution or sale of the corporation or for the sale of substantially all the assets of the corporation shall be given not less than 20 nor more than 60 days prior to the date of such meeting. In case of a special meeting, or when required by law or these Bylaws, the purpose for which the meeting is called shall be stated in the notice.

ARTICLE V

Board of Directors

SECTION 1. General Powers. The CARA Board of Directors is a governing board charged with providing oversight and strategic direction for the organization. The Board's general mandate includes, but is not limited to: setting CARA policy, financial oversight, strategic planning, fundraising, legal oversight, recruiting candidates for board service, determining and monitoring CARA's programs and services, elevating CARA's public image, hiring the executive director, supporting the executive director, and reviewing his/her performance and compensation. CARA's employees, under the direction of the Executive Director, are responsible for the day-to-day management of the organization and annual planning efforts.

SECTION 2. Number and Qualifications. The Board of Directors shall consist of at least 10 but no more than 15 directors with voting privileges elected to two-year (calendar year) terms, including two Directors appointed by the President to two-year terms, and the President, Vice President, Secretary, Treasurer, and the Immediate Out-going President.

To be eligible for nomination as an Officer or Director of CARA, a nominee must have been a dues paying member of CARA for at least six months immediately preceding nomination. A prospective nominee shall: (1) support the mission, vision, and values of CARA; (2) demonstrate a commitment to running through prior participation and or service to the sport or demonstrated expertise in one or more areas of need; (3) be able to focus in a team environment on high level governance and oversight; (4) be able to participate in discussions with respect and tolerance for differing opinions and ideas; (5) be willing to share power and delegate tasks; and (6) understand the roles and responsibilities of a CARA Board Member. Directors must reside in the Chicagoland region. Finally, for purposes of receipt of notices as provided in these Bylaws, Directors shall provide the Executive Director with an email address that shall be maintained throughout the Director's term of office.

SECTION 3. Terms of Office. No person shall serve more than eight consecutive years as a member of the Board of Directors.

SECTION 4. Nominations / Elections. CARA members are encouraged to nominate themselves. Nominations can be made at any time to the chair of the nominating committee. Nominations should include a brief statement supporting the nominee's interest in serving on the CARA board of directors including specific qualifications for serving on a board of a major running organization. The nominee should outline how they fulfill the qualifications of board members and outline experiences within CARA and or related involvement. Provide a professional resume (not a race/running resume) along with information for two to three people that would recommend nominee for the CARA Board of Directors. A member of the nominating committee may contact references.

A Nominating Committee shall prepare a slate of qualified candidates for all open directorships and the offices of President, Vice President, Secretary, and Treasurer. A majority vote to accept the slate is required. Should a majority vote not be reached for the entire slate, the board may subsequently vote to accept individual members of the slate until all positions are filled.

SECTION 5. Regular Meetings. Quarterly Board of Directors meetings shall be at the time and place designated by the Board of Directors. Meetings of the Board of Directors are open to the membership of the corporation unless attendance is limited to Directors and other specified individuals by the President or by vote of a majority of Directors present at any meeting.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. Unless otherwise specified, special meetings of the Board of Directors are open only to the Board of Directors.

SECTION 7. Notice. Notice of each special meeting of the Board of Directors shall be delivered to each Director as provided for within these Bylaws at least 5 days prior to such meeting and not more than 60 days prior to such meeting. The notice shall state the time and place of the meeting and the proposed agenda. Special meetings may be in-person or remote (call/video). The Regular meetings shall be held in-person at a time and place set by the Board of Directors with a schedule set for the approaching year at the final board meeting of the subsequent year.

SECTION 8. Quorum. A majority of the Directors then in office shall constitute a quorum.

SECTION 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws.

SECTION 10. Vacancies. The Board of Directors shall have the power to fill any vacancy occurring on the Board of Directors by appointing a person to fill the position for the remainder of that term. A vacancy shall be deemed to occur when a Director dies, resigns, or is otherwise disqualified or when a Director has not met their annual requirements.

SECTION 11. Expectations. Directors must: (1) Maintain a dues-paying CARA membership at all times while a member of the board; (2) Attend or call-in to a minimum of 75% of quarterly meetings, with at least 50% in-person attendance at quarterly meetings, and make every reasonable effort to attend or call-in to "special meetings" when/if called. Absences may be excused by the President if extenuating

circumstances exist (which determination shall be in the sole discretion of the President); (3) Participate in electronic discussions and / or votes; (4) Maintain an active engagement in CARA programs and events as a participant and/or volunteer; (5) If called upon, annually serve in at least two volunteer or committee positions each year; (6) Prioritize CARA in personal financial contributions, with an annual gift of at least \$500 by the end of each year's first quarter ending in March. With the exception of being a dues-paying member of CARA in good standing throughout their term as a Director, the President has the sole discretion to temporarily excuse compliance with these Expectations, for good cause shown.

SECTION 12. Compensation. Directors shall not receive any compensation for their services as Directors. Directors may not concurrently serve as employees of the corporation. This shall not be construed to preclude any Director from serving the corporation in another capacity and receiving compensation therefor.

SECTION 13. Conflicts of Interest. Each Director shall disclose to the Board of Directors those matters with respect to which such Director considers he or she may have a material conflict of interest. The disclosure shall be made in accordance with the procedures established by the corporation, if any, and at such other times as the Director considers that a relevant undisclosed conflict has arisen. A Director shall abstain from voting on any matter with respect to which such Director considers that he or she has a material conflict of interest.

SECTION 14. Ineligibility of Former Employees. Former employees of the corporation are not eligible to serve as Directors for a 24-month period beginning the day after their last day of employment in the corporation.

ARTICLE VI

Officers

SECTION 1. Officers. The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, Immediate Out-Going President, and such other officers as deemed appropriate by the Board of Directors.

SECTION 2. Term of Office. Officers shall serve for a term of two calendar years, with the exception of the Immediate Out-Going President, who shall serve a term of one year. No person shall serve more than two consecutive terms as President, or more than two consecutive terms as Vice President.

SECTION 3. Vacancies. Vacancies in any office other than President may be filled at any meeting of the Board of Directors. In the event a vacancy shall occur in the office of President, the Vice President shall succeed to that office until the expiration of the vacated term.

SECTION 4. President. The President shall be the Chief Governing Officer and Chairperson of the Board of Directors, and in general supervise and control all of the affairs of the board. The President shall assume the responsibilities of Chair at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary or any other officer authorized by the Board of Directors, contracts, or other instruments which the Board of Directors has authority to execute.

SECTION 5. Vice President. In the absence of the President or in the event of the President's 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 perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 6. Treasurer. The Treasurer shall be responsible for ensuring that all funds and securities of the corporation from any source whatsoever are placed in the charge and custody of a responsible agent of the corporation, and that all such monies in the name of the corporation are deposited in such banks, trust companies, or other depositories as the Board of Directors may select, and in general shall perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

SECTION 7. Immediate Out-going President. Irrespective of the Terms of Office in Article V Section 3 above and solely at their discretion, the Immediate Out-going President may remain a member of the Board of Directors for one year following his or her time as President.

SECTION 8. Secretary. The Secretary shall be responsible for ensuring that the minutes of the meetings of the members and of the Board of Directors are kept in one or more books provided for that purpose; that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; that a responsible agent of the corporation be custodian of the corporate records and of the seal of the corporation; a register be kept of the post office address of each member which shall be furnished to the Secretary by such member, and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board of Directors.

SECTION 9. Treasurer's Bond. The corporation shall give a bond for the faithful discharge of treasury duties in such sum and with such surety as the Board of Directors shall determine. This bond shall cover the activities of and include all those authorized by the Board of Directors to have access to and power to transfer the corporation's financial assets.

ARTICLE VIII

Executive Director

SECTION 1. Position. The Board of Directors shall hire an Executive Director who shall be responsible to the Board of Directors. The Executive Director may not concurrently hold a position as Director.

SECTION 2. Responsibility. The Executive Director shall serve as the Chief Executive Officer of the corporation; shall develop and implement the programs of the corporation; shall develop sound fiscal policies for the corporation; shall oversee and coordinate all committees and supervise volunteers and office personnel; shall serve as custodian of all monies, other properties and deeds belonging to the corporation and hold, invest, disburse the same as directed by the Board of Directors; shall perform all other duties incident to the duties of an Executive Director and such other duties as from time to time may be assigned by the Board of Directors.

SECTION 3. Compensation. The Board of Directors shall have complete authority to determine appropriate compensation for the Executive Director.

ARTICLE IX

Committees

SECTION 1. Generally. Committees to fulfill various specific functions may be formed by the corporation.

SECTION 2. Standing Committees. At its final regular annual meeting, the Board of Directors shall appoint the following committees and their members to serve until the final day of the following year:

1. **Executive Committee.** The Executive Committee shall include the President, Vice President, Secretary, Treasurer, Immediate Out-going President, and at most two (2) other Directors appointed by the President. Subject to such limitations as may be imposed by the Board of Directors, these Bylaws and applicable law, the Executive Committee may exercise all of the authority of the Board of Directors at such time as the Board of Directors shall not be in session.
2. **Nominating Committee.** A Nominating Committee shall prepare and maintain a slate of qualified candidates for all open directorships and the offices of President, Vice President, Secretary, and Treasurer. The members of the Nominating Committee shall be appointed by the Board of Directors. The Nominating Committee shall consist of five (5) persons as follows: A Committee Chair, who shall be an officer who is not a candidate for any office; two (2) directors who are not candidates for any office; two (2) members of the corporation who are not officers or directors nor candidates for any office.
3. **Advisory Council.** The Advisory Council (AC) shall provide guidance and support for CARA's advocacy purpose, raising awareness of the needs of the running community, and providing expert advice to the Board of Directors and Executive Director. The members of the AC shall be appointed by the Board of Directors.

SECTION 3. Other Committees. Other committees may be formed from time to time by the Board of Directors as the need arises. Officers serving on committees shall serve ex-officio. All committee chairs shall be appointed by the President.

SECTION 4. Limitations on Committees. Except as specifically provided by the Board of Directors, all committees other than the Executive Committee shall be advisory committees and shall not have any power to act for the Board of Directors or have any authority beyond the power delegated by the Board of Directors. No committee shall exercise the authority of the Board of Directors in reference to (1) adopting a plan for the distribution of the assets of the corporation, or for dissolution; (2) approving or recommending to members any act required to be approved by the members; (3) filling vacancies on the Board of Directors or on any of its committees; (4) electing, appointing or removing any officer or Director or member of any committee or fixing the compensation of any members of a committee; (5) adopting, amending or repealing these Bylaws or the Articles of Incorporation; (6) adopting a plan of merger or adopting a plan of consolidation with another corporation, or authorizing the sale, lease,

exchange or mortgage of substantially all of the property or assets of the corporation; (7) amending, altering, repealing or taking action inconsistent with any resolution or action of the Board of Directors.

SECTION 5. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 6. Reports and Minutes. Reports to the Board of Directors shall be made on a regular basis or when requested by the President or the Board of Directors.

ARTICLE X

Contracts, Checks, Deposits, and Funds

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The Board of Directors shall have authority to approve and authorize execution of all contracts that obligate CARA for payments equal to or in excess of \$15,000. The Executive Committee shall have authority to approve and authorize execution of all contracts that obligate CARA for payments in excess of \$10,000 but less than \$15,000. The Board of Directors may, in its discretion and by a majority vote, delegate the approval of and authorize execution of contracts to the Executive Director.

SECTION 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of a specific determination by the Board of Directors, instruments may be signed by any authorized signer for amounts not exceeding \$1,000 and by the Executive Director for amounts not exceeding \$10,000 and, otherwise, by the Executive Director and countersigned by the Treasurer, the President, or the Vice-President of the corporation.

ARTICLE XI

Books and Records

SECTION 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees meetings. All books, records, and minutes of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII

Fiscal Year

SECTION 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and shall end on the last day of December of each year.

SECTION 2. Annual Budget. The Executive Director shall prepare an annual budget, based on a previously approved annual plan, for the following year, and shall submit that proposed budget to the treasurer or designated committee which shall review it and shall present it to the Board of Directors for approval at the last regular meeting of the Board of Directors of the year preceding that for which the budget shall take effect.

ARTICLE XIII

Dues

SECTION 1. Dues. The Board of Directors by resolution may determine from time to time the amount, method, and time of payment of dues payable to the corporation by its members.

ARTICLE XIV

Waiver of Notice

SECTION 1. Notice. Whenever any notice is required to be given under the provisions of the Illinois General Not-For-Profit Corporation Act of 1986, or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated thereon, or attendance at any meeting called pursuant to such notice, except where the member or Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

Open Meetings

SECTION 1. Meetings. All meetings of the membership of the corporation shall be open to the public, provided that discussion at such meetings may be limited to members of the corporation where appropriate.

ARTICLE XVI

Rules of Order Governing Meetings of the Membership and of the Board of Directors

SECTION 1. Committee Reports. Committee reports shall be given with the time limits set by the Chair.

SECTION 2. Handouts. The Executive Director shall, whenever possible, provide all materials required to allow informed consideration at meetings of the Board of Directors including but not limited to financial reports not later than five days prior to each meeting to each Director.

SECTION 3. Committee of the Whole. The President may invoke rules applicable to a committee of the whole when a discussion at any meeting of the Board of Directors rambles beyond the proper confines of Board of Directors debate.

SECTION 4. Robert's Rules of Order. Either the President or a majority of Directors present at any meeting may invoke the House of Representatives Rules contained in the latest edition of Robert's Rules of Order to the extent they are applicable and are not inconsistent with these Bylaws.

ARTICLE XVII

Indemnification

SECTION 1. Indemnification. The corporation shall, to the fullest extent permitted by Section 108.75 of the Illinois General Not-For-Profit Corporation Act of 1986 -- as it may be amended and supplemented from time to time -- indemnify any and all individuals whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation of the corporation or any agreement or vote of disinterested members of the Board of Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity with the corporation while holding such office and shall continue as to an individual who has ceased to be a member of the Board of Directors, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such an individual.

SECTION 2. Reports. If the corporation has paid indemnity or has advanced expenses under SECTION 1 of this Article to any individual, the corporation shall report the indemnification or advance in writing to the members of the corporation entitled to vote with or before the notice of the next meeting of members of the corporation.

SECTION 3. Insurance. The corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have had the power to indemnify him or her against such liability pursuant to SECTION 1 of this Article.

ARTICLE XVIII

Corporate Dissolution

SECTION 1. Dissolution. In the event the corporation is dissolved, remaining assets will be distributed to Road Runners Clubs of America or other tax-exempt, not-for-profit organizations.

ARTICLE XIX

Amendments to Bylaws

SECTION 1. Amendments. These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a two-thirds vote of all the members of the Board of Directors then in office at any regular meeting of the Board or at any duly convened special meeting. Notice of proposed amendments shall include the text of such proposed amendments.

ARTICLE XX

Electronic Transmission

SECTION 1. Transmission. Without limiting the manner by which notice otherwise may be given effectively under these bylaws, any notice shall be effective if given by a form of electronic transmission consented to by the recipient to whom the notice is given; provided that any such consent may be revoked or amended by the recipient by written notice to the corporation. For purposes hereof, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, reviewed and reproduced in paper form by a recipient thereof, including, but not limited to, electronic mail and facsimile telecommunication. Notice given by electronic transmission pursuant to these bylaws shall be deemed given (1) if by electronic mail, when directed to an electronic mail address at which the recipient has consented to receive notice, (2) if by facsimile telecommunication, when directed to a number at which the recipient has consented to receive notice, and (3) if by any other form of electronic transmission, when directed to the recipient.

ARTICLE XXI

Effective Date of These Bylaws

SECTION 1. Effective Date. These Bylaws having been approved by the Board of Directors at a regularly scheduled meeting of the Board on September 11, 2020 and are effective immediately.

All rights created or accrued under previous Bylaws of this organization to the extent inconsistent with these Bylaws are extinguished by passage of these Bylaws.