

**BYLAWS
OF
Fox River Trail Runners, NFP**

**Approved by the FRTR Membership on May 3, 2013, with Amendments
Through February 9, 2019**

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ARTICLE I – NAME

The name of this organization is the "Fox River Trail Runners, NFP" ("FRTR") and shall be a chapter of the Road Runners Club of America (RRCA), and all measures adopted by that body must be considered by this organization.

ARTICLE II – PURPOSES

The FRTR promotes and encourages distance running as a national competitive sport, and it improves fitness and health by supporting running and jogging. Toward those goals, the FRTR promotes and conducts races or other running activities; disseminates information on running via publications, presentations and educational programs; takes part in or conducts research; makes awards; and does related activities.

ARTICLE III – ORGANIZATION AND MEMBERSHIP

The FRTR consists primarily of events, groups or individuals who promote the running and fitness purposes described above.

The FRTR's constituents are road running events ("event members"), individual members and associate members. To join FRTR, all of these constituents must:

1. Have an interest in promoting running as a sport and as healthful exercise;
2. Pay FRTR dues promptly;
3. Allow membership or participation without regard to race, creed, color, national origin, gender, sexual orientation, or physical condition;
4. Comply with FRTR bylaws, rules, policies and procedures governing membership;
5. Operate according to local, state and federal laws pertaining to such organizations and be an FRTR member in good standing at all times.

A. Event Members. A running event is a race, whether timed or untimed, that takes place on roads, trails, or a track (running events only on track) and held on a specific course on a given date.

B. Individual Members. Individuals who join local road runner clubs which are members of the FRTR automatically become individual members of the FRTR. Anyone not a member of a local road runner club may become a member of the FRTR through the national organization.

C. Associate Members. Associate members are corporations, firms, governmental agencies, governing bodies of sport, or non-profits other than local running clubs or local event members engaged in a trade, business, industry or profession related to the purposes of the FRTR. Nonprofit associate members may not participate in the FRTR group exemption status.

ARTICLE IV—DUES

Annual national (FRTR) dues for all membership categories are established by the FRTR board of directors ("board").

Members whose annual dues are paid by March 1 are considered to be in good standing. Those whose dues are not paid by March 1 are in arrears and cannot vote at FRTR meetings, per article V-D below.

The number of members as of September 30 is the total on which its FRTR annual dues for the following calendar year are calculated. The membership of the local club is the number of households (unique addresses) for that club.

ARTICLE V – MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting. An annual meeting of the FRTR membership shall be held on a date and at a location determined by the FRTR Board and shall be announced no less than nine (6) months prior to the meeting.

B. Special Meetings. Other meetings may be conducted as deemed necessary by the President. The President shall call a membership meeting upon the written request of not less than twenty- five percent of the total membership or by a majority of the FRTR Board.

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 ten nor more than fifty days prior to the date of the meeting to each member club and other members entitled to vote at the meeting.

ARTICLE VI – BOARD OF DIRECTORS

The general membership elects Twelve members to serve as the FRTR board of directors: These are the President, Vice-President, Treasurer, Secretary and Eight elected directors.

A. Board responsibilities.

1. The board is the governing authority and has total oversight over the management of FRTR affairs. It carries out all the objectives and purposes for which the FRTR is organized. This general mandate includes, but is not limited to, setting FRTR policy, financial oversight, strategic planning, fundraising, legal oversight, determining and monitoring the FRTR's programs and services, elevating the FRTR's public image, and leading the FRTR and the country in grass roots running and physical fitness.
2. The board sets policies on all disputes and grievances.
3. The board may delegate to specific officers, employees and committees the powers provided for in these bylaws.

B. Elections.

1. Alternate-year elections. The twelve board members are divided into two groups for election in alternate years:
 - a. Group 1: President, vice president, treasurer, secretary in even numbered years;
 - b. at-large directors are elected in odd numbered years.
2. General rules.
 - a. All nominees for board positions must be members of the FRTR. The president and vice president must be members of FRTR for at least six months prior to election.
 - b. A board member may serve in only one board position at a time, except for the secretary.
 - c. A board member may accept nomination and run for election to another board position without resigning.
3. Terms of office.
 - a. The term for all elected board positions is approximately two years, defined as follows: the term begins on the first day of the calendar month following the initial election and lasts until the comparable day two years hence, when the next convention is held. For purposes of term limits, such terms are considered to be precisely two years.
 - b. An officer or director may be reelected to the same office or to a different office. However, a person can serve as president for a maximum of only four elected terms.
 - c. Consecutive years of service on the board cannot exceed eight years; however, this limit can be extended to as much as 12 years in the special case of a board member who has served 5-8 consecutive years in non-presidential positions and thereafter is elected president.

d. After the maximum allowable period of service just described has been fulfilled, there is a mandatory period of being off the board for at least two years before an individual is again eligible to serve on the board.

4. Nominating Procedure.

5. Election process. At the annual meeting, each open position (see VI.C.1 above) is voted on separately and is filled by the candidate receiving a majority of votes cast. When more than two candidates are nominated and a majority vote is not reached on the first ballot, the candidates having the two highest number of votes are put on a ballot for a runoff.

C. Board meetings. Robert's Rules of Order govern the proceedings of all board meetings, when not inconsistent with these bylaws.

1. The board holds at least one regular meeting each year, as called by the president. Additional (special) meetings may be called (a) by the president or (b) at the written request of at least one-third of the board.

2. Each board member is notified in writing of the time and place of a meeting at least ten calendar days prior to the meeting.

3. Quorum. Five board members are a quorum for the transaction of business. The act of the majority of those present and voting is binding.

4. Board members may attend a meeting by telephonic or similar equipment by means of which everyone participating in the meeting can hear each other. A board member participating in a meeting by this means is deemed to be present in person at the meeting.

5. The board may act without meeting in person if consent, in writing, setting forth the action so taken, is signed by all of the board members. The consent must show the board member's signatures.

6. The board, on rare occasions, may need to act quickly on an issue that normally requires a vote by the FRTR general membership. A special meeting of the general membership at such times may not be feasible due to the short notice, expense, etc. Under such circumstances the board may act on the issue only by first getting written consent from member groups' chief officer, via regular mail, email if sent via pdf document showing the signature, or facsimile. The approval must represent a majority of the total votes of the general membership calculated as at the annual meeting. After acting, the board or staff, if delegated, must inform the general membership within seven calendar days.

D. Vacancies. No vacancy created by the resignation of a board member may be filled until the resignation has been submitted in writing to the president.

1. 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 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.

2. The president fills any vacancy in other board positions with an eligible person, although the board may, by majority vote, overrule any particular choice. That person fulfills the unexpired portion of the term.

E. Removal from Office.

1. As determined by a majority vote of the other board members, an officer or director may be removed from office for:

- a) missing two consecutive regular board meetings without an excuse approved by a majority of the board;
- b) illegal (unlawful) activity; or
- c) not carrying out or fulfilling the duties of the position.

2. The appointed secretary may be relieved of secretarial duties and a different board member assigned to those duties by the president, although the board, by majority vote, may overrule any particular choice.

F. Duties of the president. The president (a) provides leadership to the board by proposing policies and practices, (b) presides at all board meetings and membership meetings, (c) oversees all of the FRTR provisions, objects and purposes, (d) appoints the members (including chairpersons) of committees and task forces (e) recommends to the board the creation and disbanding of temporary committees, (f) is an ex-officio member of each committee except the Nominating Committee, (g) reports in writing with recommendations at the annual meeting, (h) delegates or assigns specific functions or program responsibilities to other members of the board (although the board may overrule any particular such action), and (j) performs all other duties that pertain to the office or that may be specified in these bylaws or specified by the board.

G. Duties of the vice president. In the absence of the president or in the event of the president's disability or refusal to act (as agreed upon by at least a majority of the board), the vice president performs the duties of the president, and when so acting, has all the powers of and is subject to all restrictions of the president. The vice president also discharges such other duties as may from time to time be required of the vice president by the president or by the board.

H. Duties of the treasurer. The treasurer:

1. Ensures that FRTR finances are managed according to generally accepted accounting principles (GAAP) for nonprofits and that funds are secured, deposited, invested, spent and reported according to the board's policies and procedures.
2. Is responsible for timely filing of tax returns.
3. May recommend that any or all of the above duties be delegated to employed staff, volunteers or independent professionals as the board may choose, provided, however, that the treasurer is responsible for oversight of such tasks.

I. Duties of the secretary. The secretary is responsible for: (a) recording the minutes of all board and membership meetings, (b) effectively managing and authenticating the FRTR records, (c) verifying the voting list for the annual meeting, (d) counting ballots at the annual meeting, and (e) all other duties normally associated with the office of secretary. Any or all of these secretarial duties may be delegated to employed staff, volunteers or independent professionals as the board may choose, provided, however, that the secretary remains responsible for oversight of these tasks.

J. Duties of directors. Directors fulfill the functions assigned by the president, the board, and as may be set forth in these bylaws.

VII. N/A

VIII. COMMITTEES AND OTHER SUPPORT GROUPS

The following remarks apply to all such groups; for brevity they are hereafter referred to as “committees” or “groups,” regardless of their function.

A. General rules.

1. Appointing authority. The president has sole authority to appoint members (including the chairperson) of a committee, fill vacancies, and release any committee member(s) (with or without cause) from further duty; however, the board may, by majority vote, deny one or more of those

actions. With board approval, the president may delegate to the ED the role of implementing staffing needs (including membership changes or dissolution) of groups normally supervised by staff.

2. Length of service of committee members. Members are appointed promptly after each annual meeting (or promptly after the creation of a committee). The length of service for all committee members terminates at the end of the next annual meeting; the president may then reappoint selected members and appoint new members (although the board, by majority vote, may overrule any particular choice). An individual may serve no more than eight (8) consecutive years on any one committee and must then go off that particular committee for at least two years. After that two-year period, that individual is again eligible for reappointment to the committee.

3. Quorum and manner of acting. A majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the board.

B. Permanent (“standing”) committees. The FRTR’s two permanent committees are the Nominating Committee and the Audit and Finance Committee.

1. Nominating Committee (hereafter “NC”). The NC nominates candidates for elective office (board of directors) with the aim of building a board that will effectively govern the FRTR.

2. Audit and Finance Committee. The chairperson of this committee is the FRTR treasurer; other committee members include one other FRTR board member and 1-3 other individuals (who may or may not be FRTR members), all of whom are appointed by the president, unless overruled by a majority of the board.

a. The Audit and Finance Committee ensures creation of a budget;

b. Recommends annual dues for the membership;

c. Initiates and oversees an annual audit;

d. Recommends financial policies to the board;

e. Reports to board members on financial aspects; and

f. Works closely with the ED to ensure compliance with financial policies and strategies.

C. Other committees and support groups. Other committees and support groups include: (a) operational, ongoing or annual functions and programs not designated as permanent in these bylaws, and (b) ad hoc committees such as task forces and special panels.

1. Creation and dissolution. Committees not otherwise listed in these bylaws are formed and/or dissolved by a majority vote of the board. The board may take this action based on the recommendation of the president, an FRTR member, or through its own deliberations.

2. Terms. All committees formed by the board continue until the next annual meeting, unless dissolved sooner by the board. After that annual meeting, all committees, other than the two permanent committees, are either reauthorized by the board or allowed to terminate. For reauthorized committees, members are appointed as described in the general rules of paragraph A, above.

The board is kept informed of the activities and progress of each group and has oversight duties only in regard to the final outcome (approval, acceptance or rejection, ratification, etc.). Outcomes that do not meet with board approval may be returned to the group for justification, reconsideration, or further work as needed.

IX. FINANCES

A. Contracts. The board may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the FRTR.

B. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the FRTR are signed by authorized officers or employees and in accordance with policies and procedures adopted by the board.

C. General Funds. All monies are deposited to the credit of the FRTR in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.

The president and vice president review the status of the general fund at least quarterly. At the same time, he/she reviews a forecast of estimated deposits and disbursements for the succeeding quarters. If the president and the treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the board.

ARTICLE X - SAVINGS CLAUSE

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, times and notice, or the sending or receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

ARTICLE XI - TAX STATUS REQUIREMENTS AND DISSOLUTION

No part of the net earnings of the FRTR inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the FRTR may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the FRTR's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The FRTR may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, the FRTR may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the FRTR, the board will distribute the assets (a) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code; or (b) to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of will be disposed of by the circuit court of the county in which the FRTR's principal office is located. Such assets must be solely for purposes or to organization(s) that said Court determines operate exclusively for the tax-exempt or public purposes, as just described.

ARTICLE XII – INDEMNIFICATION

Any former or current FRTR director or officer, or other such persons so designated at the discretion of the board, or the legal representative of such person, is indemnified by the FRTR against all reasonable costs, expenses and counsel fees, paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his being or having been such a director or officer, or serving or having served the corporation, except in relation to matters as to which he is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

ARTICLE XIII – AMENDMENTS

A. Procedure. These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows:

- (a) a proposed amendment must be submitted in writing to the FRTR office at least 30 days preceding the annual meeting;
- (b) the national office forwards it to the board for consideration;
- (c) the board may consult with the originator regarding possible editing, interpretations and modifications;
- (d) the board by majority vote determines its position for, against, or for with a recommended change; and
- (e) the board returns the proposal along with its position to the national office, so that both the proposal and board position can be included in the notice of the annual meeting.

In emergency or extraordinary situations, as defined by the board, the board (by two-thirds [2/3] vote of the entire board) may waive the 120-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the board must communicate the proposed amendment and board position to the membership at least 30 days prior to the meeting.

B. Resubmission. A proposed amendment, which has not been recommended by the board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

C. Effective Date. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

D. Codification. The board may renumber, revise, codify, and correct any provision in these bylaws, and in the rules, policies, procedures, and regulations of the FRTR, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.