

PaceSetters of the Fox Cities
By-Laws Amended August 2016

I. Title

The name of the club shall be known as, "PaceSetters of the Fox Cities", hereafter in this document referred to as the CLUB.

II. Object

A. The prime objective of the club shall be the promotion and encouragement of running and walking, as well as the education of the public to its benefits.

B. To achieve objective A, the club will support area runners/walkers to fulfill their fitness goals by holding races, fun runs, lectures, and demonstrations in a fun and social manner. The club will utilize newsletters and social media to communicate with the public and encourage healthy lifestyles.

III. Membership Requirements

Requirements for membership are an interest in running, walking and/or physical fitness and the payment of the annual dues.

IV. Management of the Club

A. The management of the club shall be vested in a Board of Directors consisting of four officers elected by club members; President, Vice-President, Secretary, and Treasurer. Other non-elected board members shall be determined by the President.

B. Duties of the Officers:

1. President - to preside over meetings, to call any special meetings, to appoint committees and chairpersons of those committees, and to determine in consultation with other officers, matters requiring non-elected board member approval

2. Vice-President - to assume the powers of the President in his/her absence, and to take special assignments as requested by the President.

3. Secretary - to record minutes at meetings, to keep a file of such minutes, and when requested by the President, to accept assignments involving correspondence and the keeping of records.

4. Treasurer - to administer all financial records, to collect dues and other revenues, and to disburse necessary expenditures, as directed by the President.

C. Eligibility

1. Officers may be elected to succeed themselves.

D. Term of Officers

1. The term of officers shall be one year, beginning on January 1st.
2. Should the resignation of an officer take place during the year, the President shall fill the position upon resignation.
3. Terms of all officers shall expire on December 31.
4. The office of President, shall not be held by the same person for more than 3 consecutive years.

E. Elections

1. The nomination procedure for electing the four officer positions is as follows: nominations are open until the time of voting at the fourth quarter club meeting, those people nominated in writing or orally at the start of the fourth quarter club meeting will have the opportunity to speak briefly at the meeting.
2. Officers shall be elected by majority vote of those present at the fourth quarter club meeting.

F. Non-Elected Board Members

1. Club members wishing to serve on the board in non-elected positions, will be appointed to be a committee-chair, or to serve on an existing committee, by the President.
2. Committees will be formed for but not limited to, projects dealing with; solicitation for club sponsorships, races, fun runs, training runs, club speakers, newsletters, publicity, website maintenance, volunteer coordination, scholarships, equipment requests.
3. The President shall appoint a replacement for the committee-chair, should he/she find themselves unable to attend a minimum of eight board meetings, out of the twelve boards meetings per year.

G. Procedural Requirements

1. Parliamentary procedure will be carried out at board meetings, and every effort will be made to discuss any measures coming before the group.
2. A majority vote of the board members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a constitutional amendment.
3. A quorum shall consist of at least three officers, plus two non-elected board members. No official meeting shall be held unless a quorum is present.
4. There shall be at least twelve board meetings per year and more frequently as called by the President.

H. Amending By-Laws

1. A by-law amendment may be accomplished by a two-thirds vote of members present at a board meeting
2. Only those who have been members of the club for at least 30 days prior to the proposal of such an amendment may vote upon such.

3. All officers, committee-chairs, and committee members must be notified seven days prior to voting, that constitutional amendments will be discussed and voted on.

V. Finances

A. Club dues shall be reviewed once per year and shall not be changed more often than once per year.

B. Club dues shall be determined by a quorum during a board meeting.

C. Disbursements

1. The club is a nonprofit organization. Dues, fees and other monies received by the club shall be spent entirely for carrying out the stated purpose of the club.

2. No part of the net earnings of the club shall inure to the benefit of its individuals.

3. Members using club funds for any purpose shall give a full record of expenditures to the treasurer.

4. This club shall be empowered to participate in fundraising activities.

5. This club may upon approval by a quorum at a board meeting, become affiliated with a regional or national running organization.

VI. Dissolution

In the event of dissolution of the club, the funds in the treasury, after all creditors have been paid, shall go to an organization exempt from income tax under Section 501c3 of the IRS code, as determined by the officers at the time of dissolution.

VII. Charter Members

President - Bill Boles; Vice-President of Administration - David Zitske; Vice-President of Racing - Jim Schoenholz; Secretary - Susan LeMay; Treasurer - Ray Parnell

VIII. Indemnification for the Club

A. Liability of Officers, Committee-chairs, and Committee Members: No person shall be liable to the club for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as an officer, committee-chair, or committee member of the club, in good faith if he/she:

1. Exercised and used the same degree of care and skill as a prudent man/woman would have exercised or used under the circumstances in the conduct of his/hers own affairs.

B. Indemnity of Officers, Committee-chairs, and Committee Members: Every person who is or was a director or officer of the corporation, and any person who, at its request, may have served as director or officer or another corporation of which it owns shares of capital stock or of which it is a creditor, shall (together with his heirs, executors, and administrators) be indemnified by the corporation against all costs,

damages and expenses asserted against or incurred by him in any claim, action, suit or proceeding, including criminal proceedings, to which he is made or threatened to be made a party by reason of his being or having been such director or officer, except in relation to matters as to which recovery shall be had against him by reason of his having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his duty as such officer or director. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, suit or proceeding, a conviction or judgement (whether based on a plea of guilty or nolo contendere or its equivalent or after trial) shall not be deemed an adjudication that such director or officer was guilty of fraud in the performance of his duties if such director or officer was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

The corporation, by its board of directors, may indemnify in like manner, or with any limitations, any employee or former employee of the corporation with respect to any action taken or not taken in his capacity as such employee.

Enacted January 1984

Amended October 1986 (two VP officers merged into one)

Amended February 1988 (added procedures and allocation of funds for RRCA national convention)

Amended February 1990 (added indemnification of directors and officers)

Amended August 2014 (date changes for terms of officers; date changes for election of board officers; number of people for a quorum changed from 7 to 5; committee-chair and committee member description of duties; removal of funds for RRCA national convention attendance; board meetings required to be held at least twelve times per year; officers elected for one year terms beginning on January 1st)

Amended August 2016 (added "walking" as an additional club objective; limited the term of President, by the same person for more than three consecutive years; President shall appoint a replacement for a committee-chair, should that person be unable to attend eight of twelve board meetings per year; term "constitutional amendment", changed to "by-law amendment")