

**AMENDED BY-LAWS**

**OF**

**LAKE RUN CLUB**

**AN ILLINOIS NOT FOR PROFIT CORPORATION**

ARTICLE I: PURPOSE

The Corporation is organized exclusively for educational purposes and to foster national amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: AFFILIATION

The Club shall be a chapter of the Road Runners Club Of America, and all measures adopted by that body must be considered by this organization. This Club will submit a portion of the annual dues described in section V to the RRCA as membership in that body shall require.

ARTICLE III: OFFICES

The Corporation may have such offices as the Board of Directors may require. The principal office shall be located at McLean County, Illinois.

ARTICLE IV: MEMBERS

1. The eligibility and qualifications for membership and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

2. The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument.

Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors.

#### ARTICLE V: MEETING OF MEMBERS

1. ANNUAL MEETING. An annual meeting of the membership shall be held during the month of January each year. The Board of Directors shall determine the time and place of the meeting. The meeting will be held for the purpose of holding elections of the Corporation's Board of Directors and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Directors.

3. NOTICE OF MEETINGS. Written notice shall be mailed (electronically or by regular mail) to each member and posted on the Corporation's website and/or social media sites not less than 10 days nor more than 60 days before the date set for the annual meeting and not less than 10 days before the date of any special meeting. Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections of the Board of Directors and for the transaction of such other business as may properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called. Notice shall be deemed to have been given when sent electronically or when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office and posted on the Corporation's website and/or social media sites. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. QUORUM. Except as to the first meeting of the members, at least twenty (20) members must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. VOTING. At all meetings, the membership will vote by a showing of hands. Written ballots may be used for elections and other matters when requested by a simple majority of members present. Any member may vote by written proxy. All individual and family members age 18 or older are entitled to one vote per person.

6. NOMINATIONS: Prior to the annual meeting of the members, the President shall appoint a committee of not less than four members of the Corporation (at least two existing board members and two non board members), which shall nominate directors to fill any vacancies and file such nominations with the Secretary of the club at least fifteen (15) days prior to the annual meeting. Not less than fifteen (15) and not more than forty-five (45) days prior to the date of the annual meeting, the Secretary shall cause the nominations to be posted on the Corporation's website and delivered to the members by email. Additional nominations may be made by the members, in writing, directed to the Secretary of the club, signed by not less than twenty (20) members qualified to vote, and filed with the Secretary not less than ten (10) days before the date of the annual meeting. The Secretary shall read the names of all additional nominees at the annual meeting.

#### ARTICLE VI: BOARD OF DIRECTORS

1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be members of the Corporation.

2. BOARD MEMBERS. The number of Directors shall be not less than seven (7) or more than fifteen (15). Each Director shall hold office for a two (2) year term or to complete an unexpired term created by a vacancy, subject to earlier termination by removal or resignation.

3. REGULAR MEETINGS. The Board of Directors shall hold seven (7) regular meetings of the Board during each calendar year. The Board may provide by resolution for additional regular meetings of the Board to be held without notice except as provided by the resolution itself. The President shall determine the time and place of the meetings. Members of the Corporation may attend regular meetings of the Corporation's Board of Directors, but only the members of Board of Directors shall be entitled to vote.

4. SPECIAL MEETINGS. The President or any two Directors may call for special meetings of the Board and fix the time and place for said meetings.

5. NOTICE. Directors shall be notified of any special meeting by advance notice in writing which shall be sent by mail (electronically or by regular mail) or personally delivered at least five (5) days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. QUORUM. A majority of the Directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

7. VACANCIES. Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board. A Director so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office. If additional Directors are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the membership.

8. REMOVAL. The Board of Directors may remove any Director at any time, if, in its judgment, the best interests of the Corporation would be served thereby.

#### ARTICLE VII: OFFICERS

1. OFFICERS. Officers shall be members of the Board of Directors. The officers of the Corporation shall be as follows: 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.

2. TERM. Officers shall be elected annually by the Board of Directors at its regular meeting following the annual membership meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. PRESIDENT. The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Directors. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. VICE PRESIDENT. The Vice President shall perform the duties of the President in the absence of the President or in the event of the President's inability or refusal to act.

5. SECRETARY. The Secretary shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these By-Laws or as provided by law, keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other

duties as may be assigned by the President or the Board of Directors. The Secretary may delegate the duty of maintaining the membership list to the chairperson of the Corporation's Membership Committee.

6. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and, in general, perform all the duties incidental to the office of Treasurer and other duties as may be assigned by the President or Board of Directors.

#### ARTICLE VIII: COMMITTEES

The Board of Directors may, by resolution of a majority of the board, establish committees consisting of members of the Corporation. Committees may not exercise the authority of the Board of Directors in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

#### ARTICLE IX: OTHER PROVISIONS

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

2. Upon the dissolution of the corporation, after all creditors have been paid, assets shall be distributed to the Road Runners Club of America or 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 shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The books and records of the corporation shall be maintained on a calendar year basis.

#### ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time as a director or officer of the Corporation, from and against any and all claims and liabilities to which such person shall have become subject by reason of having been a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by such person as a director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred in connection with any such claim or liability; provided, however that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of their own negligence or willful misconduct. The rights accruing to any person under this provision of these by-laws shall not exclude any other right to which they may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The Corporation, its directors, officers, employees and agents, shall be fully protected in taking any action or making any payment under this by-law, or in refusing so to do, in reliance upon the advice of counsel.

#### ARTICLE XI: AMENDMENTS

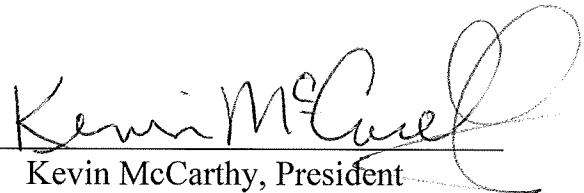
1. Any and all previously adopted by-laws of the Corporation are hereby stricken and repealed in their entirety. These By-Laws shall be the exclusive By-Laws of the Corporation.

2. These By-Laws may be amended or repealed by an affirmative vote of at least fifty-one percent (51%) of those present at a meeting of the membership called for the purpose of acting upon such amendment (provided that a quorum is present at such meeting). No amendment, however, shall operate to change the purpose of the Corporation from that purpose as specified in Article I of these By-Laws in such a manner as to expand the purposes of the Corporation beyond those permitted by Section 501(c)(3) of the Internal Revenue Code, and no such amendment shall be permitted which would operate to alter or change the provisions of Article VIII of these By-Laws in

such a manner not permitted by the provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

These By-Laws have been adopted on January 11, 2014, by the affirmative vote of a majority of the members of the Corporation at the Corporation's annual membership meeting.

Approved:

By:   
Kevin McCarthy, President

Attest:   
John L. Pratt, Secretary

Prepared by:  
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