

Pensacola Runners Association Bylaws

Article I.

1. The name of the corporation is PENSACOLA RUNNERS ASSOCIATION, INC. The corporation shall hereinafter in these bylaws be referred to as the PRA.
2. This is a nonprofit organization. In the event of dissolution of this Association, the funds in the treasury, after all creditors have been paid, shall go to Road Runners Club of America or other 501 (c) (3) nonprofit organization.

Article II

Admission to Membership:

All persons who exhibit a genuine interest in participating in or encouraging the promotion of amateur athletics or physical recreation with emphasis on running, jogging, race walking, and other aerobic exercises shall be eligible to apply for membership in the PRA. Membership will be granted to any individual without regard to age, gender, race, religion or national origin. There will be two types of membership: 1) Individual or 2) Family. Family membership includes married couples and up to 4 of their children under the age of 18 or single adults and up to 4 of their children under the age of 18. **Families with more than 4 children will pay for individual memberships for each child under the age of 18 after 4 children."**

1. Application for membership shall be *completed and paid on designated online registration form or at membership meeting in February.*
2. Determination of whether an applicant shall be admitted to membership in the PRA shall be at the sole discretion of the Board of Directors. The Board of Directors shall be free to delegate this function to the Secretary or to any other officer of the PRA.

Article III

Membership, Fees, Dues and Assessments:

1. The dues of all members shall be payable at the anniversary of their membership. The amounts of the annual dues shall be determined by the Board of Directors. If the annual dues of any member shall be unpaid for more than one month after notification of renewal, the membership will be terminated. Any individual whose membership status has been terminated due to nonpayment of fees may be reinstated by paying the annual membership fees.
2. The members of the PRA may contribute to the support of the PRA in the event that the funds provided by the membership fees are insufficient to meet the expenses of the PRA or in case funds are needed for any special purposes. Except as provided in #3, below, the PRA shall not have the power to levy any general assessment on the members of the PRA or enforce payment of any amount beyond the annual membership dues.
3. A reasonable entry fee may be levied in connection with club activities, such as organized races, in order to defer the expenses of the PRA for trophies, ribbons, certificates, etc.

Article IV

Meeting of Members:

1. An annual business meeting of the membership will be held in **February of each year** for the election of officers and directors. Notice of each meeting of the members shall be served either personally or by mail or email not less than ten or more than fifty days prior to such meeting.
2. Special meeting of the members for any purpose or purposes may be called by the Board of Directors, the president or one quarter of all members of the PRA. Such request must be in writing and shall state the purpose of the proposed meeting. Business transacted at any special meeting shall be confined to the objects stated in the call and matters germane thereto.
3. The presence in person of 20 of the members entitled to vote, is required and shall constitute a quorum at all meetings of members, by the Articles of Incorporation or by these bylaws.
4. Each member who is in good standing shall be entitled at every meeting of the members of the PRA to cast one vote in person. Family memberships are limited to two votes. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

5. Three members at each meeting may be selected to count votes at each general or special meeting

Article V

Censure, Suspension and Expulsion of Members

1. If the conduct of a member shall appear to the Board of Directors to be disorderly or to be prejudicial to the welfare of the good name of the PRA, or if in any way any member conducts himself/herself in a manner not authorized by or in violation of the bylaws of the PRA, the member may be subject to censure, suspension, or expulsion, at the discretion of the Board of Directors depending on whether said misconduct or infraction be slight or serious. Any misconduct or infraction which may be regarded as merely to subject the offending member to censure for the first offense, shall subject the member to suspension or expulsion upon the repetition of such misconduct or infraction.
2. The Board of Directors shall inform the offending member by written notice which shall be served upon the member personally or by mail directed to the member's address as it shall appear on the books and records of the PRA informing the member of the nature of the misconduct or violation and of the time appointed when the member may be heard in the member's defense before the Board of Directors, which time may not be less than five days after the service of such notice.
3. At such hearing before the Board of Directors, of which a record shall be kept, the offending member shall be given an opportunity to be heard in the member's own defense in person or by attorney and at the discretion of the Board of Directors the member may be exonerated, censured, suspended or expelled. In case such offending member shall not appear at the time fixed for the hearing, judgment shall be passed upon the member by default.
4. In all cases where an offending member be suspended from membership in the PRA, the member shall be deprived of all rights and privileges of membership for such period as shall be adjudged by the Board of Directors in the particular case and at the expiration of such period such member shall be restored to all the rights and privileges of membership after application or request for reinstatement.

Article VI

Directors

1. The affairs of the PRA shall be managed by a Board of at least ten Directors, all of whom shall be members of the PRA. The directors shall be elected at the annual meeting of the members to serve 3 years or until their successors shall be elected or attend 2 consecutive board meetings and be voted in by current board members. Accordingly, the expiration of the Directors' terms of office shall be staggered so that no more than one-half of the three year terms will be filled in one year.
2. In addition to the powers by these bylaws expressly conferred upon them, the Board of Directors may exercise such powers and do such lawful acts and things as are not by statute or the articles of incorporation of these bylaws required to be exercised by the members or officers. The Board of Directors may, in the name of the PRA, at its discretion, institute legal proceedings for the collection of all indebtedness owed by such former member to the PRA in connection with the use and enjoyment of any of the facilities or conveniences of the PRA for which a special fee is payable
3. The Board of Directors of the PRA shall publish annually a financial statement verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested. Such report shall be filed with the records of the PRA and an abstract thereof shall be entered in the minutes of the proceedings of the February business meeting at which the report is presented.
4. Special meetings of the Board of Directors may be called by the President on *48 to 72 hours' notice* to each Director either personally or by mail/email. At all meetings of the Board of Directors, the presence of any act of simple majority of the Directors shall be necessary to constitute a quorum and sufficient for the transaction of business and any act of majority of the Directors at a meeting at which there is quorum shall be the act of the Board of Directors Officers shall be allowed to vote but are not considered part of the quorum.
5. Each member of the Board of Directors is required to volunteer in some capacity for no less than half of the PRA sponsored races.

Article VII

Officers:

1. The Officers of the PRA shall be a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. In addition, the PRA may have such Assistant Secretaries and Assistant Treasurers as may be appointed by the Board of Directors as needed. All Officers shall be members of the PRA in good standing. Each Officer shall be entitled to one vote with the exception of the President who shall vote only in the case of a tie. Officers shall be elected in February at the

annual business meeting of members and shall hold office for one year and/or until their successors are elected and qualify. The Vice President of the PRA shall be elected for a term of two years at the annual meeting of the members and will serve as President-elect for the first year of the term and as President for the second year when validated by the Board and affirmed by the membership. The Secretary and Treasurer may be elected to serve additional, consecutive terms. The terms for Board members and Officers begin in March.

2. The President of the PRA, or in the member's absence, the Vice-president, Treasurer, or Secretary, successively, shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually confirmed upon a presiding officer; the presiding officer shall see that all orders and resolutions of the Board of Directors are executed.
3. The Secretary shall keep in safe custody the seal of the PRA and when authorized by the board of directors or executive committee shall affix it to any instrument requiring a seal. The Secretary shall give notice of all annual, regular, or special meetings of members or of the Board of Directors. The Secretary shall receive all applications for membership and shall present such applications to the Board of Directors for approval or rejection. The Secretary shall conduct the correspondence of the PRA.
4. The Treasurer shall have the custody of all funds and securities of the PRA and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the PRA and shall deposit all monies and other valuable effects in the name and to the credit of the PRA in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the PRA as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the members at their regular meetings or whenever they may require it, an account of all his/her transactions as Treasurer, and of the financial condition of the PRA.
5. If for any reason there shall be a failure to elect all the members of the Board of Directors or any officer, the Board of Directors at its next meeting shall fill the same.
6. Officers are expected to attend the monthly board meetings. In the event that an officer does not attend, either via telecommunications or in person three consecutive board meetings, the director will be replaced.
7. In case of the absence of any officers of the PRA, the powers and duties of such officer may be delegated to any other officer or member temporarily by the Board of Directors.
8. Race directors must be an active Board members.

Article VIII

Vacancies:

1. Any Director or Officer may resign his/her office at any time, such resignation is to be made in writing and to take effect from the time of its acceptance by the Board of Directors. The acceptance of a resignation shall be required to make it effective. In the event the Director makes the request to resign via phone/email/text, the Board will vote on the request at the first board meeting following the request.
2. The Directors are expected to attend the monthly board meetings. Directors must attend either via telecommunications or in person at least one board meeting every three months. Any officer may be removed by the Board of Directors or the general membership whenever, in their judgment the best interests of the PRA, will be served thereby.
3. If the office of any Director or any officer becomes vacant for any reason, such vacancy shall be filled by the Board of Directors.
4. A Director may be removed from their office at a meeting of members called expressly for that purpose, by majority vote of a quorum.
5. Any vacancy occurring in the Board of Directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors.

Article IX

Compensation of Directors and Officers:

A Director or Officer who provides a product or service in the course of their business can provide that same product or service at a fair market price for a PRA race or event if selected by a PRA Director and approved by the PRA Board of Directors. There must be a minimum of 3 bids provided to the board for consideration.

Article X

Contracts:

No contract relating to the operations conducted by the PRA or for the furnishing supplies to the PRA shall be invalidated by reason of the fact that any officer or board member of the PRA is interested therein either as party to the contract or as member of the firm, partnership, stockholder/employee of a corporation shall abstain from voting.

Article XI

Seals:

The seal of the PRA shall be circular in form and shall bear the name of the PRA, the word "Florida" and Corporation Not For Profit" and the year of incorporation.

Article XII

Disbursements:

All checks or demands for money and notes of the PRA shall be signed by officers of the Board of Directors designated from time to time.

Article XIII

Miscellaneous:

1. No part of the net earnings of the corporation shall inure to the benefit of any member.
2. The fiscal year of the PRA shall begin the first day of January each year and end the last day of December of that year.

Article XIV

Ad hoc Committees:

1. Such standing and special committees as shall be necessary to effectuate the business of the PRA may from time to time be established by the Board of Directors and the officers, including specifically an audit committee. The audit committee shall audit the financial accounts of the organization at least once a year in January to be presented at the February Business meeting
2. Each individual PRA event will have a draft budget approved by an affirmative vote by the Board of Directors before any funds can be disbursed for an event. After each event a listing of all funds received and disbursed shall be prepared for the Board of Directors.
3. A nomination committee shall be established by the President ninety days prior to the annual meeting of the general membership. The committee will be responsible for soliciting nominations for the Officer positions and the vacant Board of Director positions. Prior to the annual meeting, the committee must present the slate of nominees for approval by the outgoing Board of Directors. The Chairperson of the nominating committee shall be the outgoing President.
4. A Grants committee shall be comprised by a minimum of three and no more than five Board of Directors. The responsibility of the Grants committee is to review and recommend the awarding of grants to those requesting money for running related expenses. No more than 20% of proceeds from the previous year's races will be awarded. The Grants committee should also work to solicit grant requests from the community.
5. A Scholarship committee shall be comprised by a minimum of three and no more than five Board of Directors. The responsibility of the Scholarship committee is to review and recommend the awarding of scholarships to those students that meet the criteria set forth by the Scholarship committee.

Article XV

Amendments:

These bylaws may be amended at any meeting of the Board of Directors. Such amendments shall be approved by a majority of the Board present. Prior notice of intention to amend the bylaws must be provided to the PRA membership

Last bylaw amendments made 3/2022.