

Article I.

Name:

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.

Admissions To Membership:

1. 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 members: 1) Individual or 2) Family. Family membership includes married couples and their children under the age of 18 or single adults and their children under the age of 18.
2. Applications for membership shall be made on the form provided by the PRA, and shall be submitted together with the membership dues to the Board of Directors or to any officer of the PRA.
3. 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 track meets, in order to defer the expenses of the PRA for trophies, ribbons, certificates, etc.

Article IV.

Meeting of Members:

1. An annual meeting of the membership will be held for the election of officers and directors.
2. Notice of each meeting of the members shall be served either personally or by mail not less than ten or more than fifty days prior to such meeting,
3. 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.
4. 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.
5. 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.
6. Three inspectors of election may be appointed at each general or special meeting of the members of the PRA.

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 members to serve two years or until their successors shall be elected. Upon completion of their term of office members may not again serve on the Board until after a lapse of one year. Accordingly, the expiration of the Directors' terms of office shall be staggered so that no more than one-half of the two 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 so 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 Board meeting at which the report is presented.
4. Special meetings of the Board of Directors may be called by the President on two days' notice to each director either personally or by mail or by wire; special meeting shall be called by the President or Secretary in like manner on the written request of two directors.
5. At all meetings of the Board of Directors the presence of a 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.

Article VII.

Officers:

1. The Officers of the PRA shall be a President, 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.
2. Officers shall be elected at the annual meeting of members and shall hold office for one year and 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 June.
3. 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.

4. The Secretary or designee shall attend all meetings of the Board of Directors and all annual, regular, and special meetings of members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings. The Secretary shall perform like duties for any committee of members, if so required by resolution at any annual, regular, or special meeting of members. 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 and 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 conduct the correspondence of the PRA and shall execute all instruments as may be officially authorized.
5. 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 moneys 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.
6. 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.
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 for the time being by the Board of Directors.

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.
2. 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.

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 director or officer of the PRA is interested therein either as party to the contract or as member of the firm, partnership, or stockholder in a corporation which is a party to such contract, so long as such contract is at arms length.

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.

Checks:

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

Article XIII.**Miscellaneous:**

1. One person may be both Secretary and Treasurer.
2. No part of the net earnings of the corporation shall inure to the benefit of any member.
3. 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. [Added as an amendment in 6/99]
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. [Added as an amendment in 6/99]
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.

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 prior to the meeting.