

PALM BEACH ROADRUNNERS BYLAWS

These Bylaws constitute the code of rules adopted by the PALM BEACH ROADRUNNERS, INC. for the regulation and management of its affairs.

ARTICLE I Names and Offices

SECTION 1.01. Name. The name of the Corporation is PALM BEACH ROADRUNNERS, INC., sometimes hereinafter called the "Running Club" or the "Club".

SECTION 1.02. Principal Office. The location of the principal office of the Corporation is to be determined by the President and Treasurer. The Board of Trustees may from time to time designate the address of its registered office by duly adopted resolution and filing the appropriate statement with the State of Florida.

SECTION 1.03. Other Offices. The Corporation may maintain such other offices and keep its books, documents and records at such other locations as may be designated by the Board of Trustees or as the operation or affairs of the Corporation may require.

ARTICLE II Purposes and Powers

SECTION 2.01. General. This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. Its procedures shall be governed by Roberts' Rules of Order.

SECTION 2.02. Purpose. The Club shall promote running awareness to visitors and residents of Palm Beach County of all ages; provide outlets for people to enjoy the friendship that running promotes; ~~foster and support the needs of the running community in~~ Palm Beach County; promote and support runners and running events in Palm Beach County and elsewhere; provide safe, accurate and varied activities for its members and guests; stage races for its members and guests; assist runners in attaining the goals and standards they may establish for themselves; assist and promote all organizations with philosophies similar to those set forth above; adopt standards and practices to accomplish the needs of the members; and promote physical fitness through running and other forms of exercise for all people. Special emphasis will be placed on age groups from elementary and middle schools in Palm Beach County, and their families, with special events and classes designated to encourage all other age groups.

ARTICLE III
Membership

SECTION 3.01. Membership. Membership shall be considered active for one calendar (1) year. The rights and privileges of each member shall be equal. Each member shall be entitled to one (1) vote on each matter submitted to a vote of members.

SECTION 3.02. Qualifications. Any individual or organization paying the dues as hereinafter provided and agreeing to be bound by the Articles of Incorporation of the Corporation, by these Bylaws, and by such rules and regulations as the Board of Trustees may from time to time adopt, shall be eligible for membership in the Corporation.

SECTION 3.03. Admission to Membership. The Board of Trustees shall from time to time prescribe the form and manner in which application may be made for membership.

SECTION 3.04. Property Rights. No member shall have any right, title or interest in the property or assets of the Corporation, including any earnings or investment income thereon, nor shall any of such property or assets be distributed to any member on the dissolution or winding up of the officers of the Corporation.

SECTION 3.05. Liability of Members. No member of the Corporation shall be personally liable for any debts, liabilities or obligations of the Corporation, nor shall any member be subject to any assessment.

SECTION 3.06. Transfer, Termination and Reinstatement. Membership in the Corporation is non-transferable. Membership shall terminate on the resignation or death of a member, or on the failure of a member to pay the dues required herein within sixty (60) days of the due date. An individual whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE IV
Annual Dues

SECTION 4.01. Annual Dues. The Board of Trustees may determine from time to time by resolution the amount of annual dues payable to the Corporation by members.

SECTION 4.02. Payment of Dues. Dues shall be in such amount as from time to time determined by the Board of Trustees. The date and dates upon which dues shall be due and the procedure for renewal of membership shall be as determined from time to time by the Board of Trustees.

SECTION 4.03. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of sixty (60) days from the beginning of the fiscal year or period in which such dues become payable, membership shall be terminated upon expiration of the said sixty (60) day period.

ARTICLE V
Meetings of Members

SECTION 5.01. Annual Meetings. The annual meeting of the members shall be held at the offices of the Club or at such other place or places as the Board of Trustees may from time to time designate. Appropriate for consideration at such meetings shall be the election for the Board of Trustees and such other corporate business as may come before the meeting. If the election of the Board of Trustees shall not be held on the day designated herein for the annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of members conducted as soon thereafter as may be convenient.

SECTION 5.02. Special Meetings. Special meetings of members may be called by the President, the Board of Trustees, or members having not less than one-tenth of the votes which all members are entitled to cast at such meeting.

SECTION 5.03. Place of Meeting. The Board of Trustees may designate any place, within Palm Beach County, Florida as the place of meetings for the annual or any regular or special meeting of members.

SECTION 5.04. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered by mail, or by electronic means, to each Member entitled to vote at such meeting, not less than ten (10) nor more than twenty (20) days prior to the date of such meeting, by or at the direction of the President or Secretary. In case of special meetings or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at his or her last known mailing address as it appears on the records of the Corporation at the time of mailing.

SECTION 5.05. Informal Action by Members. Any action required or permitted to be taken at any meeting of members may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by a simple majority or such larger proportion of all the members entitled to vote thereat as may be required for the adoption of such action pursuant to these Bylaws.

SECTION 5.06. Quorum. Six (6) members shall constitute a quorum for the transaction of business at such meeting. 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 on by the members, unless a greater proportion is required by law, the Articles of Incorporation of the Corporation, or any provision of these Bylaws. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

SECTION 5.07. Proxies. At any meeting of members, a Member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney-in-fact.

SECTION 5.08. Voting by Mail. Where the Board of Trustees or officers are to be elected by members, such election may be conducted by mail, in such manner as the Board of Trustees shall determine.

ARTICLE VI
Board of Trustees

SECTION 6.01. Powers. The property, affairs and activities of the Corporation shall be managed by the Board of Trustees, which shall exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law or by the Articles of Incorporation or these Bylaws.

SECTION 6.02. Number of Trustees. The authorized number of members of the Board of Trustees of the Corporation shall not be less than ten (10) nor more than twenty (20).

SECTION 6.03. Qualification of the Board of Trustees. All members of the Board of Trustees shall be at least eighteen (18) years of age and shall be members in good standing of the Corporation.

SECTION 6.04. Election; Term of Office. The members of the Board of Trustees shall be elected by the affirmative vote of a majority in number of the membership present in person or by proxy at the annual meeting of the Members at which a quorum is present. The term of office of each member of the Board of Trustees shall be for one (1) year.

Nominations for Board membership shall be made by the Board of Trustees, or by any committee so delegated by the Board of Trustees.

SECTION 6.05. Removal. Any member of the Board of Trustees of the Corporation may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Board of Trustees of the Corporation in office and present at any regular or special meeting of the Board of Trustees, expressly called to consider such action. Three absences in any calendar year shall be grounds for removal. At such meeting, any vacancy caused by removal may be filled by the remaining members of the Board of Trustees. Any person so appointed to fill the vacancy of a removed member of the Board of Trustees shall hold office for the unexpired term of his or her predecessor in office, subject, however, to the power of removal contained in this Section 7.05.

SECTION 6.06. Resignations. Any member of the Board of Trustees of the Corporation may resign at any time by delivering written notice of intention to do so to the President, the Secretary of the Corporation, or the Board of Trustees. Any such resignation shall take effect upon such delivery or at the time specified therein, and unless otherwise indicated, the acceptance of such resignation by the Board of Trustees shall not be necessary to make

it effective.

SECTION 6.07. Vacancies. Vacancies in the Board of Trustees occurring other than by normal expiration of term shall be filled for the unexpired term by the affirmative vote of a majority of the members of the Board of Trustees then in office.

SECTION 6.08. Annual Meetings. The annual meeting of the Board of Trustees shall be held within the sixty (60) days immediately after the start of the Club's fiscal year, as it may be defined from time to time by the Board of Trustees, and shall be at such time and place as shall be designated by the President and specified in the notice of the meeting. Appropriate for consideration at such meeting shall be the election of the officers of the Corporation and such other corporate business as may come before the meeting.

SECTION 6.09. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or by any three (3) members of the Board of Trustees. A special meeting so called shall be held, either within or without the State of Florida, at the time and place specified in the notice of meeting or waiver of notice thereof. The notice of each special meeting or waiver of notice must state the purpose or purposes of the meeting and the business to be transacted at any special meeting shall be limited to the purpose or purposes stated in the notice.

SECTION 6.10. Notice of Meetings. Written or telephone notice of the time and place of each meeting of the Board of Trustees shall be given or caused to be given to each member of the Board of Trustees by the Secretary of the Corporation at least five (5) but not more than twenty (20) days prior to such meeting, except that notice of any such meeting need not be given to any member of the Board of Trustees who waives such notice pursuant to the provisions of Section 15.01 of these Bylaws.

SECTION 6.11. Quorum and Manner of Acting. Except as otherwise expressly required by the law or by these Bylaws, at all meetings of the Board of Trustees the ~~presence in person of one-third (1/3) of the actual membership of the Board of Trustees,~~ but not less than six (6), shall constitute a quorum for the transaction of business. Except as otherwise expressly required by law, the Articles of Incorporation of these Bylaws, the act of a majority in number of the members of the Board of Trustees present in person at any such meeting at which a quorum is present shall constitute the act of the Board of Trustees. In the absence of a quorum, a majority of those members of the Board of Trustees present may adjourn the meeting from time to time to another time or place until a quorum is present at which time any business may be transacted thereat which might have been transacted at the meeting, as originally scheduled.

SECTION 6.12. Compensation of Board of Trustees. The members of the Board of Trustees as such, and as members of any standing or special committee, shall serve without compensation.

SECTION 6.13. Telephonic Meetings. Members of the Board of Trustees may participate in any meeting of the Board by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

SECTION 6.14. Specific Duties of Trustees. In addition to the duties and responsibilities set forth in these Bylaws, members of the Board of Trustees shall be expected to:

- a. Attend a minimum of nine (9) regular Board meetings in any twelve (12) month period.
- b. Maintain active membership on at least one (1) committee.
- c. Support the activities of the Club through recruitment, volunteering, obtaining sponsors or other contributions of time or other resources.

ARTICLE VII

Executive Committee

SECTION 7.01. Description; Term of Office. The Board of Trustees of the Corporation may establish an Executive Committee consisting of the officers of the Corporation as described in Article XI hereafter and such other Trustees as the President may designate, subject to approval of the Board. The business and affairs of the Corporation may be undertaken by said Committee between meetings of the Board, and the term of office of such Committee members shall be identical to their term as Trustees. A quorum of fifty percent (50%) or more of such Executive Committee members shall be necessary to transact business, and such quorum shall not be less than three (3) Committee members. The Executive Committee shall have all such powers as are set forth in Article 6.01 of these Bylaws, subject to any limitations of the law. However, the creation of such Executive Committee shall not operate to relieve the Board of Trustees, or any individual member of the Board of any responsibility imposed on such persons by law, by the Articles of Incorporation, or by these Bylaws. Official actions taken by the Executive Committee shall require approval of a majority vote of a quorum at the next scheduled meeting of the Board of Trustees, unless specific approval has been so voted for said action(s) by the Executive Committee in a prior regularly scheduled meeting of the Board.

ARTICLE VIII

Officers

SECTION 8.01. Principal Officers. The principal officers of the Corporation shall be a President, a Secretary, and a Treasurer. Any two (2) of the said offices may be held by the same person. Each principal officer shall be elected and appointed annually by the Board of Trustees at the annual meeting of the Board. Unless an officer resigns, dies or is removed by the Board prior to fulfilling his or her term in office, each such officer, whether elected at the annual meeting of the Board of Trustees or to fill a vacancy or otherwise, shall hold office until the close of the election of officers at the annual meeting of the Board next following such officer's election and until such officer's successor is chosen and qualified.

SECTION 8.02. Subordinate Officers. The Board of Trustees from time to time may appoint such other officers or agents as it deems advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board.

SECTION 8.03. Qualifications and Compensation. All principal officers of the Corporation must be members of the Board of Trustees. No officer shall by reason of his office be entitled to receive any compensation, but nothing herein shall be construed to prevent an officer or trustee from receiving any compensation (upon approval of the Board of trustees) from the Corporation for duties other than a trustee or officer.

SECTION 8.04. Resignations. Any officer may resign at any time by delivering written notice of intention to do so to the President or the Secretary of the Corporation. Any such resignation shall take effect upon such delivery or at the time specified therein, and unless ~~otherwise specified therein, the acceptance of such resignation by the Board of Trustees~~ shall not be necessary to make it effective.

SECTION 8.05. Removal. Any officer elected or appointed to office may be removed at any time, with or without cause, by the affirmative vote of a majority of the Members of the Board of Trustees present at any regular or special meeting of the Board whenever, in the Board's sole judgment, the best interest of the Corporation would be served by such removal.

SECTION 8.06. Vacancies. Any vacancies in office may be filled for the unexpired term by the affirmative vote of a majority of the members of the Board of Trustees present at any regular or special meetings, subject to the removal clause set forth in Section 8.05 above.

SECTION 8.07. The President. The President of the Corporation will preside at all meetings of the Board of Trustees. The President shall be an ex-officio member of all

committees designated and created by the board of Trustees and shall have the power of appointment of members to all committees with the approval of the Board. The President shall execute on behalf of the Corporation contracts, and other instruments requiring on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed or where the signing and execution thereof shall be expressly delegated by the Board of Trustees to some other officers or agents of the Corporation. The President shall perform all duties incident to such office and have such other powers and duties as may be provided by these Bylaws or as may be prescribed from time to time by the Board of Trustees.

SECTION 8.08. The Vice President. Each Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Board of Trustees or the President. In the absence or disability of the President, the Vice President, in the order of seniority, shall be vested with all the powers and authorized to perform all of the duties of the President. Each Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees or the President.

SECTION 8.09. The Secretary. The Secretary record all the proceedings of such meetings of the Board of Trustees. The Secretary shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees and of the Executive Committee when notice is required by law or these Bylaws. The Secretary shall have custody of the seal of the Corporation, and when any instrument requiring the corporate seal to be affixed shall first have been duly signed by the President of the Corporation, or a Vice President, the Secretary shall affix the seal to such instrument and shall attest the same by signature. The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees or the President.

An Assistant Secretary, if appointed, shall assist the Secretary in the performance of the Secretary's duties and shall perform such other duties as may from time to time be assigned by the Board of Trustees, the President or the Secretary. In the absence or inability to serve of the Secretary, the Assistant Secretary shall be vested with all the powers and authorized to perform all the duties of the Secretary.

SECTION 8.10. Treasurer. The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall have general charge of the finances of the Corporation. The Treasurer shall ensure the establishment and maintenance of an accounting system for the proper record keeping, reporting, planning and controlling of the financial affairs of the Corporation. The Treasurer shall render to the Board of Trustees an annual report of the financial condition of the Corporation, and the Treasurer shall render to the Board of Trustees such interim financial reports as the Board of Trustees may request. Except as otherwise authorized by the Board of Trustees, all checks and other commercial paper shall be signed on behalf of the Corporation by the Treasurer and by one other officer or

agent as the Board of Trustees shall from time to time designate. The Treasurer shall have such other authority and perform such other duties as may be prescribed from time to time by the Board of Trustees or the President. Subject to the approval of the Board of Trustees, the Treasurer may direct or supervise an employee or employees of the Corporation in assisting the Treasurer in the carrying out of the Treasurer's duties and responsibilities, including the signing of checks.

If appointed, an Assistant Treasurer shall assist the Treasurer in the performance of the Treasurer's duties and shall perform such other duties as may be assigned from time to time by the Board of Trustees, the President, or the Treasurer. In the absence or inability to serve of the Treasurer, the Assistant Treasurer shall be vested with all powers and authorized to perform all the duties of the Treasurer.

SECTION 8.11. Duties of officers may be delegated. Except as otherwise provided by law, in case of the absence of any officer of the Corporation, the Board of Trustees may, in its sole and absolute discretion, delegate the powers or duties of such officer to any member of the Board of Trustees.

ARTICLE IX Committees

SECTION 9.01. General. In addition to specific Committees set forth in these Bylaws, the Board of Trustees shall designate and create from time to time, as in the interests of operating the Corporation, other committees. Said committees shall consist of designated members of the Club, the public, and such members of the Board of Trustees, as are necessary to further the operation of the Club. Each committee so designated shall elect its own chairperson and secretary and other officers it deems necessary. Each committee shall have a description and an outline of goals as shall be adopted and approved from time to time by the Board of Trustees. ~~The Board of Trustees shall be empowered to adopt and amend a list of standing and other committees as may be necessary from time to time; an outline of duties for such committees; and a schedule of administrative responsibility for said committees. No committee, except for the Executive Committee, shall act to bind the Corporation without approval from the Board of Trustees.~~

ARTICLE X Execution of Instruments and Documents.

SECTION 10.01. Checks, etc. All checks, drafts, endorsements, notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation consisting of such officers or employees of the Corporation as the Board of Trustees may from time to time designate.

SECTION 10.02. Execution of Other Instruments. All contracts, deeds and other instruments to which the seal of the Corporation is affixed shall be signed on behalf of the Corporation by the President or by such other person or persons as the Board of Trustees may from time to time designate, and ~~shall~~ may be attested by the Secretary or by the Assistant Secretary.

ARTICLE XI
Corporate Seal

SECTION 11.01. General. The seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Florida Corporation".

ARTICLE XII
Fiscal Matters

SECTION 12.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of October and end on the thirtieth day of September of each year.

SECTION 12.02. Banking. The Board of Trustees may from time to time:

- (a) designate one or more banks as a depository for the funds of the Corporation;
- (b) authorize the President, one or more Vice Presidents, Secretary or Treasurer, or other designees as signatories of the Corporate bank accounts;
- (c) determine under what circumstances, under what authority and what dollar limit (if any) and which particular accounts other officers (other than those authorized in (b) above) and/or employees may have signing authority;
- (d) authorize the President, Vice President or Treasurer to borrow money from the bank from time to time on the credit of the Corporation in such amounts or on such terms as may be deemed expedient by obtaining loans or advances or by way of overdrafts;
- (e) authorize the President, Vice President, Secretary, Treasurer or any other officer to sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing and to sign any resolution required by any bank for the purpose of opening and maintaining a bank account.

SECTION 12.03. Borrowing. The Board of Trustees are hereby authorized from time to time to:

- (a) borrow money on the credit of the Corporation;
- (b) issue, debt obligations of the Corporation; or
- (c) ~~charge,~~ mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

ARTICLE XIII

Notices

SECTION 13.01. General. Whenever under the provisions of these Bylaws notice is required to be given to any person or organization, it shall not be construed to mean notice given in person, but such notice may be given in writing and mailed by United States mail to such person or organization at his/her/its/their last known mailing address as it appears on the records of the Corporation, and shall be deemed given when received or refused if deposited in the United States mail, postage prepaid, addressed to such person at their proper mailing address. Whenever any notice of a meeting is required to be given under the provisions of the law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons or organization entitled to receive such notice, and delivered to the Secretary either before or after the meeting of which the notice is to be given, shall be deemed equivalent to due notice thereof to such person or persons or organization. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted. Also, attendance at any such meeting by a person or organization entitled to receive notice thereof shall be deemed equivalent to ~~consent and waiver of such notice by such person or organization unless he/she/it/they~~ attend such meeting for the express purpose of objecting because the meeting has not been lawfully called.

ARTICLE XIV

Indemnification of Trustees, Officers and Employees

SECTION 14.01. General. Any current or former member of the Board of Trustees, and any current or former officer or employee of the Corporation shall be indemnified and saved harmless to the fullest extent legally permissible under and pursuant to the laws of the State of Florida, against all reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and necessarily incurred by or imposed upon him or her (and to the extent not covered by such person's own insurance) in connection with the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which such person is made a party or is threatened to be made a party by reason of such person's being or having been a

member of the Board of Trustees, an officer or employee, except with respect to matters as to which such person shall be adjudged in such action liable for fraud or willful misconduct in the performance of duty. Such right of indemnification shall not be exclusive of any other rights to which any such member of the Board of Trustees, such officer or employee may be entitled as a matter of law, or which may be lawfully granted to such person; and the indemnification hereby granted by the Corporation shall be in addition to and not in limitation of any other privilege or power which the Corporation may lawfully exercise with respect to indemnification or reimbursement of the members of the Board of Trustees, officers or employees.

The terms "member of the Board of Trustees", "officer" and "employee" as used in this Article XIV shall include the executor, administrator or other personal representative of such member of the Board of Trustees, officer or employee.

ARTICLE XV Action without a Meeting

SECTION 15.01. General. Any action of the Board of Trustees required by law or by the Articles of Incorporation or by these Bylaws to be taken at a meeting or any action of the Board of Trustees which may be taken at a meeting, may be taken without a meeting if, prior to such action, a written consent to such action is signed by all members of the Board of Trustees entitled to vote thereat with respect to the subject matter thereof and shall be filed with the minutes of the proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE XVI Books and Records

SECTION 16.01. General. The Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, Board of Trustees and Executive Committee. The Corporation will keep a membership register showing the names, addresses and other details of the membership, the Board of Trustees and the Executive Committee, and the original or a copy of these Bylaws, including amendments to date certified by the Secretary of the Corporation.

SECTION 16.02. Inspection. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand stating such purpose.

ARTICLE XVII Amendment of Bylaws

SECTION 17.01. General. These Bylaws may be amended or repealed or new Bylaws may be adopted at any meeting of the Board of Trustees of the Corporation by the

affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees then in office, provided, however, that Section 6.04 and this Section 17.01 of these Bylaws may only be amended and repealed by the affirmative vote of not less than three-fourths (3/4) of the Board of Trustees of the Corporation then in office.

ARTICLE XVIII
Procedure

SECTION 18.01. General. All meetings of member and the Board of Trustees shall be governed by Roberts Rules of Order, including such revisions as may from time to time be published, except insofar as such rules may be inconsistent with these Bylaws, the Articles of Incorporation or the law.

DATE APPROVED: JANUARY 5, 2009

APPROVED BY: BOARD OF TRUSTEES