

**AMENDED AND RESTATED
BY-LAWS OF SOUTHERN ARIZONA ROADRUNNERS CLUB**
an Arizona nonprofit corporation

ARTICLE I
MEMBERS

1. Membership Qualifications. The membership of this corporation shall be open to all persons who are interested in the promotion of, organization of, and/or participation in jogging, running events and other similar activities and to conduct public lectures on the sport of running and jogging. More particularly, the membership of this corporation shall consist of:

a) Initial Memberships. The initial membership of this corporation shall be all persons who held memberships in good standing of the Southern Arizona Roadrunners Club, a chapter of Roadrunners Club of America, this corporation's predecessor organization, on October 17, 1980, the date that the Articles of Incorporation of this corporation were filed with the Arizona Corporation Commission.

b) New Memberships. Any other person shall be admitted to the membership of this corporation upon the payment of membership dues in the amount and manner specified from time to time by the Board of Directors.

2. Termination of Membership. Any membership may be terminated by voluntary withdrawal. Any member who fails to pay dues within ninety (90) days of the due date thereof shall be suspended as a member. Any member who withdraws or is suspended from membership in the corporation may rejoin the corporation as specified in Article I, Section 1(b).

3. Membership Meetings.

a) Annual Meeting. The corporation shall hold an annual meeting of the membership on the third Friday in May or on such other date as shall be designated from time to time by the Board of Directors and stated in the notice of meeting provided for in Article I, Section 5. At the annual meeting, the membership shall elect the directors, as specified in these By-laws, and transact such other business as may properly be brought before the meeting.

b) Special Meetings. Meetings of the membership may also be called by the president, and the president shall call membership meetings upon the written request of any (2) directors, or ten percent (10 %) of the members. At a special meeting, the membership shall only transact business which may properly be brought before the meeting and which was contained in the written request for a meeting or directed to be placed in the notice of the meeting by the president.

4. Time and Place of Meetings. All membership meetings shall be held in Tucson, Arizona, at 6:00 p.m., or at such other place and time as may be designated from time to time by the Board of Directors; or in the absence of direction by the Board of Directors, by the president of the corporation.

5. Notice of Meetings. A written notice setting forth the place, the day, the hour and the purpose or purposes of any membership meeting shall be given to each member personally, or mailed, postage prepaid, to the member's address as it appears on the books of the corporation or to the most recent address provided by the member for such communication, or published in The Roadrunner, the official publication of this corporation. This notice shall be given, mailed or published not less than ten (10) nor more than fifty (50) days prior to the date of the meeting, and the members entitled to receive this notice shall be determined as of two o'clock in the afternoon on the day before notice of the meeting is given.

6. Quorum and Adjournment. One percent (1%) of the membership or ten (10) members, whichever is less, present in person, shall constitute a quorum at all membership meetings. The members shall not vote on any matters or transact any business unless a quorum is present. If, however, a quorum shall not be present or represented at any meeting, the memberships entitled to vote at the meeting, present in person, shall have power to adjourn the meeting to another time or place, without notice other than announcement at that meeting at which adjournment is taken, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If, the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to receive notice.

7. Voting. Each member shall be entitled to vote in the following manner:

a) On Issues Brought Before the Membership. Each member shall be entitled to vote on each issue brought before the membership.

b) In the Election of Directors. Each member shall be entitled to as many votes as there are directors to be elected, and these votes may be used for any one candidate or spread amount several candidates, in whatever manner the membership chooses. However, in no case will a fractional vote be permitted.

c) Manner of Voting. Each member shall be entitled to vote either in person or by means of a ballot, provided by the corporation, mailed by the member to the corporation so as to be received by the corporation no less than five (5) working days prior to the scheduled meeting date on which the ballot is to be counted.

ARTICLE II

DIRECTORS

1. Number. The Board of Directors shall consists of:

a) Elected Board. Up to thirty (30) members elected annually by the membership as provided for in Article I, Section 7.

b) Ex-Officio Members. The past President and Editor/Publisher of The Roadrunner, the official publication of the corporation, shall be ex-officio members of the Board of Directors. As ex-officio members, they shall be entitled to attend board meetings and participate in board discussions. However, ex-officio members shall not be entitled to vote on any matters before the board.

2. Vacancies. Vacancies and newly created directorships resulting form any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, through less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute.

3. Powers. The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts as are not by statute, the Articles of Incorporation, or these By-laws directed or required to be exercised or done by the members. Each active/current Board of Directors member can approve a club expense of up to \$100.

4. Place of Meetings. The Board of Directors of the corporation may hold meetings, both regular and special, either within or without the State of Arizona.

5. Annual Meetings. The first meeting of each newly elected Board of Directors shall be held immediately following the annual membership meeting and in the same place as the annual membership meeting, and no notice to the newly elected directors of such meeting shall be necessary in order legally to hold the meeting, providing a quorum shall be present. In the event such meeting is not held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors, or as shall be specified in a written waiver by all of the directors.

6. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

7. Special Meetings. Special meetings of the board may be called by the President on one (1) day's notice to each director, either personally, by mail, by e-mail or by telephone; special meetings shall be called by the President in like manner and on like notice upon the written request of any two directors.

8. Quorum. A majority of the members of the Board of Directors then serving shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the board, except as may be otherwise specifically provided by the statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

9. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these By- laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee there of may be taken without a meeting, if all then serving members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

10. Waiver of Notice. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any annual, regular or special meeting of directors by executing a written notice of waiver either before or after the time of the meeting.

11. Compensation. The directors shall serve without compensate on for their services. However, their expenses, if any, of attendance at each meeting of the Board of Directors may be paid by the corporation, if such payment would not adversely affect the nonprofit and tax exempt status of this corporation under state and federal laws.

12. Transactions Between Corporation and Interested Officers and Directors. No contract or transaction entered into by the corporation shall be affected by the fact that a director of the corporation was personally interested in or a director or officer of a corporation that was personally interested in the contract or transaction, if at the meeting of the Board of Directors making, authorizing and confirming such contract or transaction the interested director discloses his interest therein, and such contract or transaction is adopted by ratified by a majority of the directors present. The officer or director having the personal interest in the contract or transaction shall abstain from voting on the contract or transaction in which he holds a personal interest.

13. Committees. The President or the Board of Directors, by resolution adopted by a majority of the Directors in office may create Board Committees, Advisory Committees or task forces as needed. Members of any Advisory Committee may, but need not be, Directors. Members of any Board Committee shall be Directors. The resolution or directive establishing a Committee shall define the scope of the Committee's purpose and the duration of its term and shall appoint the committee members and the committee chair.

ARTICLE III **OFFICERS**

1. Designation of Titles. The officers of this corporation shall be a President, First Vice-

President, Second Vice-President, Treasurer, Membership Secretary, Recording Secretary and Materials Officer. The officers shall be elected by the Board of Directors from among the members of the board.

2. Vacancies. A vacancy in any office shall be filled as provided in Article II, Section 2, hereof.

3. President. The President shall preside at all meetings of the membership and at all meetings of the Board of Directors. He shall sign all deeds and conveyances, all contracts and agreements and all other instruments requiring execution on behalf of the corporation, and shall act as operating and directing head of the corporation, subject to policies established by the Board of Directors.

4. Vice-Presidents. The Vice-Presidents shall perform such duties as from time to time may be assigned to them. Any one of the Vice-Presidents, as authorized by the board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor chosen by the board.

5. Recording Secretary. The Recording Secretary shall see that the minutes of all meetings of the membership, of the Board of Directors, and of any standing committees are kept. He or she shall give or cause to be given required notices of all meetings of the Board of Directors. He or she shall have charge of all books and records of the corporation, except the books of account and membership records, and in general shall perform such other duties as may be assigned to him or her by the Board of Directors.

6. Treasurer. The Treasurer shall have general custody of all the funds and securities of the corporation except such as may be required by law to be deposited with any state official. He or she shall see to the deposit of the funds of the corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his or her direction and supervision, and he or she shall render financial statements to the President, directors and membership at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. He shall give to the corporation such fidelity bond as may be required, and the premium therefore shall be paid by the corporation as an operating expense.

7. Membership Secretary. The Membership Secretary shall maintain a current list of all members of the corporation and their addresses, ensure that all members receive proper notice of any membership meetings, and, in general, perform such other duties as may be assigned to him or her by the Board of Directors.

8. Materials Officer. The Materials Officer shall be responsible for the maintenance of the corporation's equipment and other running materials and supplies for use in races and programs in which the corporation is involved and, in general, perform such other duties as may be assigned to him or her by the Board of Directors.

9. Additional Officers. In addition to the foregoing officers, the Board of Directors may create such offices and appoint such officers as may be deemed advisable, and prescribe the duties thereof. Paid positions must be approved by the membership at large, but the compensation may be approved from time to time by the Board of Directors.

ARTICLE IV REPEAL, ALTERATION OR AMENDMENT

These By- laws may be repealed, altered or amended, or substitute By-laws may be adopted, at any time only by a majority of the Board of Directors and the majority of members in attendance, personally and by proxy, at a meeting, special or annual, duly called.

ARTICLE V CARRYING OUT CHARITABLE PURPOSES; DISSOLUTION

1. All dues, race entry fees and other monies received by the corporation will be spent entirely on carrying out the stated purposes of the corporation. No part of the net earnings of the corporation shall inure to the benefit of its individuals. Any member or others using any funds of the corporation for any purpose shall give a full record of expenditures to the treasurer. The corporation is empowered to engage in fund raising activities to carry out the stated purposes of the corporation.
2. In the event of dissolution of the corporation, the assets and funds in the treasury after payment of lawful claims of creditors shall be transferred in full to another organization which itself is an exempt Section 501(c) 3 organization under the Internal Revenue Code of **1986** as amended, as selected by the Board of Directors of the corporation at the time of dissolution.

ARTICLE VI INDEMNITY

The corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Arizona as then in effect. Any indemnification hereunder shall be made by the corporation only as authorized by the Board of Directors by a majority vote of the quorum consisting of directors who were not parties to the action, suit or proceeding, or if such quorum is not obtainable, as specifically permitted and provided for by the laws of the State of Arizona as then in effect.

CERTIFICATE OF SECRETARY

I, _____, do hereby certify:

(1) That I am the duly elected and acting Secretary of SOUTHERN ARIZONA ROADRUNNERS CLUB, an Arizona nonprofit corporation; and

(2) That the foregoing bylaws, comprising _____ (____) pages, constitute the bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof duly held on the ____ day of _____, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2007.

Secretary