

**AMENDED AND RESTATED BYLAWS OF
SOUTHERN ARIZONA ROADRUNNERS CLUB
an Arizona nonprofit corporation**

ARTICLE I

NAME

The name of the corporation is ***Southern Arizona Roadrunners Club***, hereafter referred to as “SAR.”

ARTICLE II

PURPOSE

1. Purpose. The corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. Specific Purposes. The specific objective of SAR is to provide a structured organization dedicated to promoting health and fitness in Tucson and Southern Arizona through running, walking, and adaptive athletics. In furtherance of this objective, SAR hosts group runs, fun runs, training runs and programs on the road and/or track; organizes educational lectures on topics of interest to runners and walkers; provides awards for members; hosts social events; and offers high-quality, affordable, and family-friendly events and programming that empower people of all backgrounds, abilities, and ages to pursue a healthier lifestyle. SAR promotes community engagement by celebrating the joy of athletic achievement, individual and group participation, philanthropy, and volunteer service.

ARTICLE III

MEMBERS

1. Membership. Membership shall be open to any person interested in promoting, organizing, or participating in running and walking events, or similar activities, or supporting public lectures on the sport of running, walking, adaptive athletics and similar events. Membership is granted upon payment of dues in the amount and manner prescribed 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 SAR as specified in Article III, Section 1.

3. Membership Meetings.

a) Annual Meeting. SAR shall hold an annual meeting of the membership in June, July or August (August is preferred) 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 III, Section 4. At the annual meeting, the membership shall elect the Directors, as specified in these bylaws, 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 two (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. Notice of Meetings. A written notice setting forth the place, day, hour, and purpose or purposes of any membership meeting shall be given to each member via e-mail, by publication in the official publication of SAR, *The Roadrunner*, and/or by posting on the official website of SAR, runsar.org. This notice shall be given, published, and/or posted 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.

5. Quorum and Adjournment of Membership Meetings. 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.

6. Voting. Each member at membership meetings 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. Members will vote for a slate of candidates for the Board of Directors without regard to a specific Board position.

c) Manner of Voting. Each member shall be entitled to vote either in person or by submitting a ballot provided by SAR, which must be mailed to and received by SAR no less than five (5) working days prior to the scheduled meeting date on which the ballot is to be counted. Voting may also occur by sending an email to info@runsar.org or by completing an online digital ballot, as directed by SAR.

ARTICLE IV

DIRECTORS

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

a) Elected by Membership. Up to thirty (30) Board members elected annually by the membership as provided for in Article III, Section 3.

b) Term of Office.

i) The term for all elected Board positions is approximately three years, defined as follows: The term begins on the first day of the calendar month (September) following the initial election and lasts until the comparable day three years later. For purposes of term limits, such terms are considered to be precisely three years.

ii) Consecutive years of service on the Board cannot exceed six years; however, this limit can be extended on a special case basis.

c) Ex-Officio Members. The past President and editor/publisher of *The Roadrunner*, the official publication of SAR, 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. If there are less than thirty (30) Board members elected by the membership at the annual meeting, then the Directors may fill any vacancy by the affirmative vote of a majority of the Directors then in office, 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 SAR shall be managed by its Board of Directors, which may exercise all such powers of SAR and do all such lawful acts as are not by statute, the Articles of Incorporation, or these bylaws directed or required to be exercised or done by the members. Each member of the Board of Directors can independently approve a club expense of up to \$100 (one hundred dollars).

4. Board Fiduciary Duties. Fiduciary duties are the legal and ethical obligations that Board members owe to SAR, and SAR members. These duties ensure that those in positions of power act in the best interests of the organization, rather than for personal gain. The core fiduciary duties are typically defined as:

a) Duty of Care. This duty requires Board members to act with diligence, prudence, and reasonable care when making decisions. They should be well-informed, actively participate in discussions, and avoid negligence.

b) Duty of Loyalty. This duty mandates that Board members act in the best interests of the organization, putting its needs above their own personal interests. They must avoid conflicts of interest and disclose any potential conflicts that may arise.

c) Duty of Obedience. This duty requires Board members to ensure the organization complies with all applicable laws, regulations, and governing documents. They must adhere to the organization's mission, bylaws, and policies.

5. Time and Place of Board Meetings. All meetings of the Board of Directors shall be held in Tucson, Arizona, at such time and at such places 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 SAR.

6. 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 a 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.

7. Regular Board 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. Virtual voting for motions before the Board by means of computer or telephone is permissible. Voting by proxy (when a Board member is not present for a meeting but votes via computer or telephone), is permissible.

8. Special Board 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.

9. 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.

10. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof 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.

11. 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.

12. Compensation. The Directors shall serve without compensation for their services as Board members. However, their expenses, if any, of attendance at each meeting of the Board of Directors may be paid by SAR, if such payment would not adversely affect the nonprofit and tax-exempt status of SAR under state and federal laws. No part of the net earnings of SAR shall inure to the benefit of its members, Directors, officers, or other private persons, except that SAR 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 II hereof. SAR will make every attempt to

obtain bid quotes from other qualified entities for the services in question to ensure a fair price and avoid the appearance of impropriety.

13. Conflict of Interest. No contract or transaction entered into by SAR shall be invalid solely because a Director of SAR has a personal interest in it, or because a Director or officer of another corporation involved has such an interest, provided that the interested Director or officer discloses their interest to the Board of Directors. Any such contract or transaction must be approved and ratified by a majority of the disinterested Directors present. The interested Director or officer shall abstain from voting on the matter.

14. 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 V

OFFICERS

1. Designation of Titles. The officers of SAR shall be a President, one or more Vice-Presidents, 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 IV, Section 2, hereof.

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

4. Vice-President(s). The Vice-President(s) shall perform such duties as from time to time may be assigned to them. Any Vice-President(s), 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 the President's 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. The Recording Secretary shall give or cause to be given required notices of all meetings of the Board of Directors. The Recording Secretary shall have charge of all books and records of SAR, except the books of account and membership records, and in general shall perform such other duties as may be assigned to the Recording Secretary by the Board of Directors.

6. Treasurer. The Treasurer shall have general custody of all the funds and securities of SAR except such as may be required by law to be deposited with any state official. They shall see to the deposit of the funds of SAR 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 the Treasurer 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. The Treasurer shall give to SAR such fidelity bond as may be required, and the premium therefore shall be paid by SAR as an operating expense.

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

8. Materials Officer. The Materials Officer shall be responsible for the maintenance of SAR's equipment and other event materials and supplies for use in races and programs in which SAR is involved and, in general, perform such other duties as may be assigned to the Materials Officer 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.

10. Paid Positions. Full-time paid positions must be approved by the membership at large at either the annual meeting or a special meeting. The Board of Directors shall determine the compensation for such positions. Membership approval is required for any full-time paid position, including but not limited to Executive Director, Marketing Director, or any other Director-level role.

11. Election of Officers for new Board Term. A majority of Board members will elect the candidate(s) for the specific Board positions only after the general membership has voted on the slate of candidates for the new Board term.

ARTICLE VI

REPEAL, ALTERATION OR AMENDMENT

These bylaws may be repealed, altered or amended, or substitute bylaws may be adopted, at any time only by a majority vote of the Board of Directors.

ARTICLE VII

CARRYING OUT CHARITABLE PURPOSES; DISSOLUTION

1. All dues, race entry fees and other monies received by SAR will be spent entirely on carrying out the stated purposes of SAR. No part of the net earnings of SAR shall inure to the benefit of its members. Any member or others using any funds of SAR for any purpose shall give a full record of expenditures to the Treasurer. SAR is empowered to engage in fundraising activities to carry out the stated purposes of SAR.

2. In the event of dissolution of SAR, 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 SAR at the time of dissolution.

ARTICLE VIII

INDEMNITY

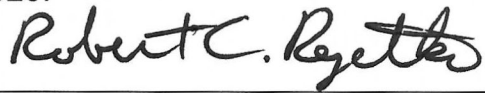
SAR shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that they are or were a Director, officer, employee or agent of SAR, or is or was serving at the request of SAR 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 SAR 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, Robert Rezetko, do hereby certify: That I am the duly elected and acting Secretary of SOUTHERN ARIZONA ROADRUNNERS CLUB, an Arizona nonprofit corporation; and

that the foregoing bylaws, comprising eight pages, constitute the bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof duly held on the 8th day of September, 2025.

IN WITNESS WHEREOF, I have hereunto subscribed my name this day of September 8, 2025.

A handwritten signature in black ink, reading "Robert C. Rezetko". The signature is written in a cursive style with a large, stylized 'R' and 'C'.

Robert Rezetko, Recording Secretary