

**AMENDED AND RESTATED
BY-LAWS 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 for the purpose of promoting running as a sport and healthy lifestyle within our community. In furtherance of its purpose, SAR hosts group runs, fun runs, training runs and programs on the road and/or track, hosts education lectures about topics of interest for runners, provides awards for SAR members, hosts social events for members, and all such other things as may be conducive to the encouragement of running. SAR also engages in community activities, to publicize by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in our community.

**ARTICLE III
MEMBERS**

1. Membership. The membership of SAR 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 SAR shall consist of any other person 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 SAR as specified in Article III, Section 1.
3. Membership Meetings.
 - a) Annual Meeting. SAR shall hold an annual meeting of the membership on the second Saturday in August 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 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.

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 via e-mail or by publication in The Roadrunner, the official publication of SAR. This notice shall be given 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 SAR, mailed by the member to SAR so as to be received by SAR no less than five (5) working days prior to the scheduled meeting date on which the ballot is to be counted.

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) 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 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 By-laws directed or required to be exercised or done by the members.

Each member of the Board of Directors can approve a club expense of up to \$100.

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

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 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.

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 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.

12. Transactions Between SAR and Interested Officers and Directors. No contract or transaction entered into by SAR shall be affected by the fact that a director of SAR 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 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-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 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. He or she 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 running 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. Paid positions must be approved by the membership at large at an annual meeting or at a special meeting, but the compensation shall be set by the Board of Directors.

ARTICLE VI 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.

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 fund raising 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 he is or was 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, _____, 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 _____, 2013.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ day of _____, 2013.

Secretary