

May 19, 2011

For approval by the Empire Runners Club Board of Directors in order to be presented to and voted on by the club membership

proposed

Bylaws of the Empire Runners Club

ARTICLE I - NAME

The name of this corporation shall be **The Empire Runners Club**.

ARTICLE II - PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is as may be hereafter fixed and located by the board of directors in the County of Sonoma, State of California. The board of directors may at any time or from time to time change the location of the principal office from one location to another within Sonoma County.

ARTICLE III - OBJECTIVES

1. To maintain an association of persons and organizations interested in running as a healthy sport.
2. To foster community awareness, knowledge and appreciation of running as a healthy sport.
3. To increase community interest, support and enhancement of the resources, programs, services, facilities and needs of the local running community.
4. To help provide materials, equipment, services and other resources to assist local running programs.
5. To be the recipient of donations, gifts and bequests intended for the use or benefit of the local running community.
6. To accomplish those purposes of the corporation set forth in the Articles of Incorporation

ARTICLE IV - MEMBERS

Determination and Rights of Members: The corporation shall have only one class of membership. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the articles of incorporation or by laws of this corporation, all memberships shall have the same rights, privileges, restrictions, and conditions.

- **Qualification:** All individuals and families in sympathy with the objectives of this corporation shall be eligible for membership.
- **Voting:** Each member, 18 years or older, shall be entitled to one vote which may be cast in person or by proxy. (See Article VIII – MEMBERSHIP MEETINGS.)
- **Termination:** The board of directors may remove any club member for conduct which puts the club at undue risk or reflects unacceptably upon the club. A request to terminate

a membership must be presented in person to the board in closed session. The board will review all the issues to make their determination. A member may be removed by a 2/3 majority of the board.

Additionally a member may be terminated by death, resignation or for nonpayment of dues.

Dues: The annual dues payable to the corporation by members shall be established by the board of directors in such amount as may be determined from time to time by resolution of the board of directors.

ARTICLE V – DIRECTORS

Number: The corporation shall have a minimum of seven (7) directors and collectively they shall be known as the board of directors. The number may be changed by amendment of these bylaws, or by repeal of these bylaws and adoption of new bylaws, as provided in these bylaws.

Powers: All powers and activities of this corporation shall be exercised and managed by the board of directors of this corporation directly or, if delegated, under the ultimate direction of the board of directors. The board of directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors.

Duties: It shall be the duty of the directors to:

Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;

Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

Meet at such times and places as required by these bylaws;

Register their mailing and emailing addresses with the secretary of the corporation. Notices of meetings mailed or emailed to the directors at such addresses shall be valid notice thereof.

Election and Terms of Office: Directors shall be elected by the membership at the annual meeting. (See Article VI – Elections.) Each director shall hold office for a term of two (2) years unless otherwise specified upon his or her election and until a successor has been elected. The terms of office shall be arranged so that the directors serve staggered terms, with three (3) members of the board being elected to begin their terms in odd-numbered years and four (4) members in even-numbered years to provide for continuity on the board. A director may serve successive terms if nominated and re-elected to the board when his or her term is about to expire or has expired. No person may be nominated or elected as a director without his or her consent.

Resignation and Removal of Board Members: (See Article VII – OFFICERS AND COMMITTEES/Resignation and Removal of Officers and Board Members.)

Meetings and Quorums: Board meetings shall be called and held as may be ordered or scheduled by the directors. Four (4) directors shall constitute a quorum for the transaction of business. Any act or decision by a majority of the directors present at a board meeting at which a quorum is present shall be regarded as an act of the board. The board may open board meetings

to members other than directors and may invite club members in attendance to participate in discussions of issues before the board or invite them to vote in non-binding advisory polls regarding issues being discussed. The board may vote publicly at these meetings or choose to discuss and vote on motions before the board in closed session.

Meeting Minutes Approval: Minutes of meetings at which a quorum of the board is present shall be submitted for the board's approval no later than at the next board meeting. The transactions of the board, however called and announced or wherever held, shall be valid if those of the directors not present approve by email or in writing the minutes of such meeting. Such approvals shall be filed with the records of the corporation or made a part of the minutes of the meeting.

Action by Unanimous Written Consent without Meeting: Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing or by email to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Nonliability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Indemnification by the Corporation of Directors, Officers, Employees, and Other Agents: To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Insurance for Corporate Agents: The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Annual Agreement to Comply with Bylaws and Conflict of Interest Policy: Each director and corporate member with governing board-delegated powers shall annually sign a statement which affirms such person:

- (a) has received copies of these bylaws and the corporation's Conflict of Interest and Compensation Approval Policy,
- (b) has read and understands the bylaws and the policy,
- (c) has agreed to comply with the bylaws and the policy, and

- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VI - ELECTIONS

Elections: Unless the board of directors designates a different date, the annual membership meeting for the election of directors shall be held on the third Thursday of each December at a time and place of the board's choosing. Nominations for directors shall be submitted no less than twenty-eight (28) days before the annual meeting and may be presented to the board by any club member. Each nominee shall have agreed to serve if elected and confirmed his or her willingness and availability to attend board meetings to transact ongoing business.

All club members, 18 years and older, whose current year's dues are paid before this meeting, are eligible to vote and to submit nominations for directors.

Members may vote for as many candidates as there are positions open for election. Votes for directors shall be cast and counted at the meeting. Those candidates receiving the most votes to fill the vacant positions are elected. If such meeting is not held or directors are not elected there, then directors may be elected at any special meeting of members held for that purpose.

All directors shall take office on the first day of the month following their election and, except for directors filling vacated positions, shall hold office for two (2) years with the option of accepting re-election. The seven (7) elected directors shall comprise the board of directors.

Optional Ballots: The board may authorize a ballot to be published in the issue of the club newsletter which announces the membership meeting or on the club website for club members to download and print. The published ballot shall include the names of all nominated candidates as well as space for the names of write-in candidates and shall provide instructions to ensure delivery of ballots to the club secretary prior to the meeting. To be accepted as valid, a submitted ballot must be received by the deadline described in the instructions and include the name of the voting member, legibly printed, and the member's signature.

ARTICLE VII - OFFICERS

Officers: The corporation's officers shall include a president, vice-president, secretary and treasurer. The board of directors shall elect the officers at the first meeting held after the annual meeting. An officer shall hold the position for one year and may accept re-election by the board if eligible as a board member. A director may not hold more than one office.

Resignation and Removal of Officers and Board Members: Any officer may resign, or may be removed from office with or without cause by two-thirds majority vote of the Board at any time. A resigned officer may choose to retain his or her position as a board member or may resign as a director as well. A removed officer may be removed as a director from the board by two-thirds majority vote of the board, but only for conduct which the board determines puts the club at undue risk or reflects unacceptably upon the club. By the same criteria, the board may terminate a director's membership in the corporation. (See Article IV – MEMBERS/Termination.) Vacancies caused by death, resignation, or removal of officers or directors may be filled by appointment by the board, or by the president until such appointment is approved by the board. A vacated director's position filled by appointment shall be open for election by the membership at the next annual meeting or at a special membership meeting called for that purpose by the board, by the president, or by not less than ten (10) club members. A member elected to fill a vacated position on the board shall serve out the term of the vacated position.

President: The president, subject to the control of the Board, shall provide general supervision

direction and control of the affairs of the corporation. He or she shall preside at all meetings of the membership or the Board; may appoint an audit committee at least 30 days before the annual meeting; may appoint such other committees as necessary from time to time with the Board's approval; appoint a parliamentarian when needed and be an ex-officio member of all standing committees. The president shall provide each director and corporate member with governing board-delegated powers a copy of these bylaws and the corporation's Conflict of Interest and Compensation Approval Policy within 30 days of that person taking office.

Vice President: The vice president, in the absence or disability of the president, shall perform all duties of the president and perform such other duties and assignments as the president may request.

Secretary: The secretary shall keep at the corporation's principal office a register of minutes of all meetings of the Board of Directors and the membership, with the time and place of holding; how called or authorized; the notice given thereof; the names of those present or represented and the proceedings of the meeting. At the principal office of the corporation, the secretary shall keep a register of the members' names, addresses and phone numbers.

Treasurer: The treasurer shall have custody of the corporation's funds and shall keep and maintain adequate and correct records of account showing the disbursements and receipts of the corporation, including an account of its cash and other assets, if any. Such records of account shall be given to inspection at reasonable times by any member or director. The treasurer shall deposit all moneys of the corporation with a local bank that is designated by the board, disburse the corporation's funds as the board may order, and upon request render to the president or the board statements of the corporation's financial condition.

ARTICLE VIII - MEMBERSHIP MEETINGS

Annual Meeting of the Corporate Membership: The annual meeting of the membership shall be held at a time and place designated by the board for the purpose of electing directors and transacting other business as may come before the meeting. The membership will be presented with a report by the directors on the year's activities.

Additional Meetings: Additional meetings of the membership may be called and held as may be called by the board, by the president, or by 2% of members or 10 members, whichever is greater.

Notification: Notice of meetings of the membership shall be given to all members at least ten (10) days before such meeting by emailing notice to each member's email address, by publishing notice of the meeting in the club newsletter, or by mailing notice to each member's address as shown on the corporation's membership register.

Quorum: A quorum at membership meetings shall consist of 13 voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

Voting: Each member, 18 years and older and whose dues are paid up to date, shall be entitled to one vote, which may be cast in person, by proxy, or by mail.

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the secretary of the corporation, provided, however, that no proxy shall be valid after eleven (11) months from the

date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation law.

The proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members. In an election of directors, any proxy which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director

ARTICLE IX - RULES OF PROCEDURE

Robert's Rules of Order Revised: shall be the authority for resolving questions of procedure and other matters to which they are applicable, and in which they are not inconsistent with the bylaws, with the articles of incorporation, or with the laws of the State of California.

ARTICLE X - MISCELLANEOUS

Execution of Documents: The Board may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances; and, unless so authorized by the Board, no officer, agent or other person shall have any power or authority to bind the corporation by any contract or agreement or to pledge its credit or to render it liable for any purpose or to any amount.

Inspection of Bylaws: The corporation shall keep in its principal office the original or a copy of these bylaws, as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Construction and Definitions: Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Nonprofit Corporation Law shall govern the construction of these bylaws.

Records of Board and Board Committee Proceedings: The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE XI - EXECUTIONS OF INSTRUMENTS AND RECEIPT OF GIFTS

Execution of Instruments: The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Gifts: The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE XII - CORPORATE RECORDS AND REPORTS

Maintenance of Corporate Records:

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.
- (d) A copy of the corporation's Conflict of Interest and Compensation Approval Policy, which shall be in compliance with state and federal laws applicable to non-profit and charitable organizations governing transactions, arrangements, or compensation that might benefit the private interest of officers, directors, or any corporate member authorized by the board to act on behalf of the corporation.

Directors' Inspection Rights: Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Right to Copy and Make Extracts: Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE XIII - DISSOLUTION

Upon dissolution, the property of the organization is irrevocably dedicated to nonprofit purposes and no part of the net income or assets of this corporation shall inure to the benefit of any officer or member thereof or to the benefit of any private person. In the event of dissolution of this corporation, all assets will be turned over to educational or charitable organizations in the community as shall at that time qualify as exempt type organizations under section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIV - AMENDMENT OF BYLAWS

Introduction: An amendment to these bylaws may be introduced at any meeting of the board to be acted upon at the next meeting of the corporation membership.

Announcement: Each proposed amendment, together with the recommendations of the board, shall be prepared at least 30 days before the next membership meeting and announced in the

newsletter preceding that meeting. Members who have registered email addresses with the corporation shall be emailed the proposed amendment and notice of the pending membership meeting at least ten (10) days prior to the meeting. The proposed amendment shall be presented at the meeting and read aloud to the membership by a member of the board unless the members present vote to waive this reading.

Member's Authority: New bylaws may be adopted or these bylaws may be amended or repealed by a two-thirds vote of the members present in person or by proxy at the next corporation meeting.

Board Authority: Subject to the right of the members as provided in this article to adopt, amend or repeal bylaws, any bylaw other than a bylaw or amendment there of changing the authorized number of board members may be adopted, amended or repealed by the board of directors.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that the board of directors of said corporation duly adopted such bylaws on the date set forth below.

Dated: _____

Secretary