

BYLAWS OF BLOOMSDAY ROAD RUNNERS CLUB

Article I: Title

The name of this non-profit Corporation shall be "Bloomsday Road Runner Club," hereinafter referred to as the "Corporation."

Article II: Object

A. The prime object of the Corporation shall be the promotion and encouragement of long distance running and the education of the public to its benefits.

B. In furtherance of objective A, the Corporation may hold championships, races on the road or track, lectures, fun runs, other educational activities, demonstrations, clinics and social events; to print and publish books, magazines and newsletters; make awards, and do all such other things as may be conducive to the encouragement of running.

C. Other objectives are to engage in community activities, to publicize by appropriate means the benefits of long distance running as a means of physical fitness.

D. The Corporation may field competitive teams under its name.

Article III: Affiliation

The Corporation shall be a chapter of the Road Runners Club of America ("RRCA"), and all measures adopted by that body must be considered by the Corporation.

Article IV: Management or Government

A. The management of the Corporation shall be vested in a Board of Directors consisting of a President, President Elect, Secretary, Treasurer, and the immediate past President.

B. Duties of Officers:

1. President: To preside over meetings, represent the Corporation in the RRCA, to call any special meetings, and to appoint committees and chairpersons thereof.

2. President Elect: To assume the powers of the President in his or her absence, and to take on special assignments as requested by the President. The President Elect shall automatically assume the office of President the following year.

3. Secretary: To record minutes at meetings, to keep a file of minutes, and, when requested by the President, to accept assignments involving correspondence and the keeping of records.

4. Treasurer: To administer all financial dues and to have authority to sign or disburse necessary appropriations, as directed.

5. Past President: To assume the powers of the President in the absence of the President and with the acquiescence of the President Elect.

C. Eligibility: Any member of the Corporation may be elected to any office. Officers may be elected to succeed themselves, except for the office of President and President Elect.

D. Resignations: In the event of a vacancy, the Board of Directors shall appoint a member to complete that term of any office except for the office of President which shall be assumed by the President Elect.

E. Term of Office:

1. Term of office shall be approximately one year, beginning with or at the close of the annual meeting held within the calendar year, and in no case beginning later than March 31.

2. Offices filled upon resignation shall also expire at the time of the annual meeting.

F. Elections:

1. The Board of Directors shall nominate a President Elect, Secretary and Treasurer to be elected from the membership.

2. The names of the nominees for President Elect, Secretary and Treasurer will be announced one month prior to the annual meeting.

3. The President Elect, Secretary and Treasurer shall be elected by majority vote fo those active members in good standing present at the annual meeting. Members in good standing who are unable to attend the annual meeting may request an absentee ballot from the Secretary no later than two weeks prior to the annual meeting.

G. General Procedures:

1. The meetings shall be conducted under the authority of Roberts Rules of Order.

2. A majority vote of the members present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing an amendment to the Bylaws or to the Articles of Incorporation.

3. A quorum shall consist of twice the number of elected officers, plus one. No official meeting shall be held unless a quorum is present.

4. Amendments to Bylaws and Articles of Incorporation:

(a) Amendments to the Bylaws and Articles of Incorporation may be accomplished by a two-thirds vote of the members present at the meeting.

(b) Only those who have been members of the Corporation for thirty (30) days prior to the proposal of such amendment may vote upon such.

(c) A public notice in the form of an announcement at the previous monthly meeting must be given stating that amendments to the Bylaws or Articles of Incorporation will be discussed and voted on, provided that said notice be given at least twenty-five (25) days prior to voting on said change.

5. Meetings will be held once a month.

6. Announcements of meetings may be made by public notice or as directed by the Board of Directors.

Article V: Finances

A. Membership dues shall be determined by a majority of the members present at a business meeting and shall not be changed more often than once a year.

B. This is a non-profit corporation. Dues, entry fees, and other monies received by the Corporation will be spent entirely for carrying out the stated purpose of the Corporation.

C. No part of the net earnings of the Corporation shall inure to the benefit of its individuals.

D. Members using the Corporation funds for any purpose shall give a full record of expenditures to the Treasurer.

E. This Corporation shall be empowered to participate in fund-raising activities.

F. This Corporation will submit monies from its treasury to the RRCA, as membership in that body shall require.

Article VI: Indemnification

The Corporation shall indemnify its Directors, officers, and members to the full extent authorized by the Washington corporate law, RCW 23B.17.030

Article VII: Gifts

A. Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation. Gifts shall vest in the Corporation upon receipt and acceptance by it. The Board of Directors, or its Officers, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation. Unless express written restrictions are provided at the time the gift is received, the gift may be used by the Corporation as it may deem best.

B. Each donor, by making a gift to the Corporation, accepts and agrees to all of the provisions of the Articles of Incorporation and these Bylaws, as set forth initially or hereafter amended.

Article VIII: Dissolution

In the event of dissolution of the Corporation, the funds in the treasury, after all creditors have been paid, shall go to the RRCA or other 501(c)(3) nonprofit corporation which has similar purposes as determined by the Board of Directors.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Secretary of the BLOOMSDAY ROAD RUNNERS CLUB does hereby certify that the above and foregoing Bylaws of said Corporation were duly adopted by the Corporation as the Bylaws of the BLOOMSDAY ROAD RUNNERS CLUB and that the same do now constitute the Bylaws of the Corporation, replacing any and all Bylaws previously adopted by the Corporation.

DATED this _____ day of March, 2001.

Attest: _____
Secretary