

BYLAWS OF THE LAKELAND RUNNERS CLUB, INC.

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BYLAWS
OF
LAKELAND RUNNERS CLUB, INC.

ARTICLE I

The principal office of the corporation shall be located at 140 South Commerce Avenue, Sebring, Florida 33870. The board of directors of the corporation from time to time may move the principal office to any other address and may establish other locations for the attainment of the corporation's purposes. The registered office of the corporation required by the Florida Not-for-Profit Corporation Act to be maintained within the State of Florida may be changed from time to time by the board of directors.

ARTICLE II

The purposes for which the corporation is formed are as follows:

- (a) To promote and encourage long-distance running through the education of the community on the benefits of physical fitness and sport.
- (b) To hold championships, races on the road or track, time trials, social runs, lectures, demonstrations and social events; print and publish books, magazines, and newsletters; present awards; and do all such other things as may be conducive to the encouragement of running.
- (c) To engage in community activities, to publicize by appropriate means the benefits of long-distance running and jogging, and to coordinate with other agencies advocating running as a means of physical fitness.
- (d) To assist in formulating and maintaining ethical standards for members in their relations with each other and with the public.

ARTICLE III

Section 1. The members of the board of directors of the corporation shall serve without salary, and no part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual. The board of directors shall maintain a conflict of interest policy and require each board member to complete annually a disclosure statement, which statement shall be reviewed annually by the board of directors.

Section 2. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.

Section 3. In the event of the dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations

described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

ARTICLE IV

Section 1. The corporation shall have members. The power to admit persons to membership in the corporation shall be vested in the board of directors.

Section 2. The continuance of membership in the corporation may be conditioned on the payment of annual dues. The amount of dues shall be fixed from time to time by a two-thirds vote of the directors present at a meeting of the board of directors at which a quorum is present. All applications for membership shall be submitted, in such form as the board of directors shall direct, and shall be accompanied by the payment of dues for the twelve-month period next following.

Section 3. Any member failing to pay dues, or any installment thereof, shall automatically be expelled from membership. Any member charged with conduct detrimental to the objects and purposes of the corporation shall receive written notice of such charges and shall receive a fifteen (15) day notice of hearing upon such charges before the board of directors. After such notice and hearing, such member may be exonerated or suspended or expelled from membership by a majority vote of the board of directors. Any person expelled from membership for any reason may make application for readmission to membership upon the same terms and conditions as any other applicant; provided, however, that such former member shall have paid any arrearage of dues and/or assessments upon application.

Section 4. The annual meeting of the membership of the corporation shall be held during the fourth calendar quarter of each year, at the call of the board of directors. Notice of the annual meeting shall be mailed to each member of the corporation by the Secretary at least thirty (30) days prior to the date of the meeting, designating the place at which the meeting shall be held, which may be within or without the State of Florida. The annual meeting may be held, and members may be permitted to participate in the annual meeting, through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting.

Section 5. At each annual meeting of the membership of the corporation, the members shall elect directors for the ensuing term. Each member shall be entitled to cast one vote, in person or by proxy, for as many persons as there are directors to be elected. Directors are elected by a plurality of the votes cast and shall take office immediately following their election.

Section 6. A member shall be permitted to vote at the annual meeting of the membership of the corporation by a proxy in writing, submitted to the Secretary before or at the beginning of the meeting. No proxy shall be valid unless it shall have been signed by the member in the presence of two subscribing witnesses and acknowledged by the member before a notary public.

Section 7. The order of business at the annual meeting of the membership of the corporation shall be as follows:

- (a) Roll call.
- (b) Reading of notice of meeting.
- (c) Reading of minutes of previous meeting.
- (d) Report of President.
- (e) Report of Treasurer.
- (f) Reports of Committees.
- (g) Election of Directors.
- (h) Miscellaneous Business.
- (i) Adjournment.

Section 8. Those members present, in person or by proxy, at any meeting at which directors are to be elected, shall constitute a quorum for the transaction of business.

Section 9. The corporation shall prepare an alphabetical list of the names of all members of the corporation who are entitled to notice of a members' meeting which list shall also contain the address of each member. The members' list shall be available for inspection by any member for a period of ten days prior to the meeting at the principal office of the corporation or at a reasonable location specified by the corporation. A member or his agent or attorney is entitled on written demand to inspect the list during regular business hours and at his expense, during the period it is available for inspection. The corporation shall make the members' list available at the meeting, and any member or his agent or attorney is entitled to inspect the list at any time prior to the start of the meeting. The members' list is prima facie evidence of the identity of members entitled to examine the members' list or to vote at a meeting of members.

ARTICLE V.

Section 1. The conduct of the affairs of the corporation and the attainment of its purposes shall be managed and guided by the board of directors of the corporation.

Section 2. The corporation shall have not less than four (4) directors, with the exact number of directors to be fixed from time to time by resolution of the board of directors. Each director shall hold office until his successor shall have been duly appointed and qualified or until his sooner resignation, removal from office, or death. The minimum and maximum number of directors from time to time may be increased or decreased by amendment to these by laws, but the corporation shall never have fewer than three directors.

- (a) Directors must be natural persons who are 18 years of age or older and who shall be and shall remain during their continuance in office a member of the corporation.
- (b) A slate shall be prepared by a nominating committee, whose members are selected by the board of directors. Duties and limitations of the committee shall be set by the board per Article V, Section 14.
- (c) The term for all elected board positions is two years, as defined as follows: the term begins on the day of the annual meeting and lasts until the comparable day two years hence, when the annual member meeting is held. For purposes of term limits, such terms are considered to be precisely two years.

- (d) Consecutive years of service on the board cannot exceed six years. After the maximum allowable period of service has been fulfilled, there is a mandatory waiting period of at least one year before an individual is again eligible to serve on the board.
- (e) All officers shall be elected annually. A director may be elected to the same office or a different office. A director shall only serve in the same office for a maximum of two consecutive years.

Section 3. The board of directors may hold annual, regular, or special meetings either within or without the State of Florida.

Section 4. A quorum of the board of directors consists of a majority of the whole number of directors to be fixed from time to time by resolution of the board of directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors. A director of the corporation who is present at a meeting of the board of directors when corporate action is taken is deemed to have assented to the action unless he objects, at the beginning of the meeting or promptly upon his arrival, to holding the meeting or transacting specified affairs at the meeting or he votes against or abstains from the action taken.

Section 5. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the board of directors to another time and place, and notice of any such adjourned meeting need not be given to the directors who were not present at the time of the adjournment nor to the other directors if the time and place of the adjourned meeting are announced at the time of the adjournment.

Section 6. The board of directors may permit any or all directors to participate in any annual, regular, or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7. Action required or permitted to be taken at a board of directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the board or of the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.

Section 8. The annual meeting of the board of directors shall be held within seven days of the annual meeting of the membership of the corporation in each year, and regular meetings shall be held at such times as may be fixed by resolution of the board of directors. Special meetings of the board of directors may be held on the call of the President or a majority of the directors. Written notice of each special meeting shall be given by the Secretary to each director at least three (3) days prior to the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is now lawfully called or convened.

Section 9. A director may resign at any time by delivering written notice to the board of directors or its chairman or to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date.

Section 10. Any vacancy occurring on the board of directors may be filled by the President of the corporation. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 11. The board of directors, at its annual meeting, shall elect from among its membership a President, Vice President, a Secretary, and a Treasurer. The board of directors shall have the power to elect a new President should a vacancy in that office occur.

Section 12. Any director or officer may be removed by two-thirds vote of the remaining members of the board of directors, whether or not a quorum is present, whenever, in the judgment of the board of directors, the best interests of the corporation will be served thereby. No director or officer shall be so removed unless and until he shall have had due notice of the charges against him and opportunity to be heard by the board of directors.

Section 13. The Executive Committee is composed of all of the officers of the corporation and, subject to any limitations imposed by law, shall have and exercise the authority of the board of directors in the management of the affairs of the corporation between meetings of the board of directors.

Section 14. The board of directors may establish other committees from among its membership and, subject to any limitations imposed by law, shall vest in such committees such powers and duties as the board of directors shall think proper.

Section 15. Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation, or any settlement thereof, whether or not he is a director, officer, or employee of the corporation at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not in derogation of any other right to which such director, officer, or employee may be entitled. For purposes of this section, the term "director, officer, or employee" shall be construed to include all executives, board members, committee members, and staff employees, whether salaried or not.

ARTICLE VI

Section 1. The officers of the board of directors shall be the officers of the corporation and shall consist of a president, a vice president, a secretary, and a treasurer.

Section 2. Each officer has the authority and shall perform the duties set forth in these bylaws or, to the extent consistent with these bylaws, the duties prescribed by the board of directors.

Section 3. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the future effective date, the board of directors may fill the pending vacancy before the effective date if the board of directors provides that the successor does not take office until the effective date. The board of directors may remove any officer at any time with or without cause.

Section 4. The president shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the board of directors and of the Executive Committee. He shall be a member ex officio of all committees. He may sign deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5. In the absence of the president or in the event of his death, inability, or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The Vice President shall be a member of the Executive Committee. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the board of directors.

Section 6. The secretary shall: (a) keep the minutes of the proceedings at members' meeting and at meetings of the board of directors in one or more books provided for that purpose; (b) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which is duly authorized on behalf of the corporation under its seal and otherwise authenticate the records of the corporation; (c) keep a register of the mailing address of each member which shall be furnished to the secretary by each member; (d) have general charge of the membership book of the corporation; and (e) in general, perform all of the duties as from time to time may be assigned to him by the President or by the board of directors.

Section 7. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the

corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; (c) be a member of the Executive Committee; and (d) in general, perform all of the duties as from time to time may be assigned to him by the President or by the board of directors.

Section 8. The corporation's accounts and bookkeeping records shall be studied annually by an audit and finance committee, all of whom are appointed by the president, unless overruled by a majority of the board, as soon as possible after the end of the fiscal year. Said study of financial activities shall be completed and delivered to the Treasurer no later than March 15 of each year. Duties and limitations of the committee shall be set by the board per Article V, Section 14.

ARTICLE VII

Section 1. The board of directors may authorize any officer, officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or may be confined to specific instances.

Section 3. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, officers, agent, or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors. Any such resolution shall be spread upon the minutes by the proceedings of the meeting.

Section 4. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE VIII

Section 1. The corporation shall keep as records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or board of directors without a meeting, and a record of all actions taken by a committee of the board of directors in place of the board of directors on behalf of the corporation.

Section 2. The corporation shall maintain accurate accounting records.

Section 3. The corporation or its agent shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order.

Section 4. The corporation shall maintain its records in written form or in another form capable of conversion into a written form within a reasonable time.

Section 5. The corporation shall keep a copy of the following records:

- (a) Its articles or restated articles of incorporation and all amendments to them currently in effect.
- (b) Its bylaws or restated bylaws and all amendments to them currently in effect.
- (c) The minutes of all members' meetings and records of all action taken by members without a meeting for the past three years.
- (d) Written communications to all members generally within the past three years, including the financial statements furnished for the past three years pursuant to Section 617.1605, Florida Statutes.
- (e) A list of names and business street, or home if there is no business street, addresses of its current directors and officers.
- (f) Its most recent annual report delivered to the Secretary of State of the State of Florida.

Section 6. Each member, in person or by agent or by attorney, shall have right to examine the books, records, and minutes required to be kept by the corporation, and to make extracts therefrom, in the manner and to the extent such right shall be given by law.

ARTICLE IX

The fiscal year of the corporation shall begin on January 1 of each year and end on December 31 of each year.

ARTICLE X

The board of directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation, the state of incorporation, the year of incorporation, and the words, "Corporation Not for Profit."

ARTICLE XI

The corporation shall be a chapter of the Road Runners Club of America. All resolutions adopted by the Road Runners Club of America shall be considered for adoption by the corporation. A portion of the annual dues shall be paid to the Road Runners Club of America in such amount as membership in that organization shall require.

ARTICLE XII

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds vote of those directors present at a meeting of the board of directors at which a quorum is present, provided that written notice of the proposed amendments is presented to the directors prior to the meeting.

The board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the corporation, to eliminate errors, to correct spelling and

grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.