

**AMENDED AND RESTATED BYLAWS  
of  
ARIZONA ROAD RACERS**

**ARTICLE I**

**STATEMENT OF PURPOSE**

The purpose (the “**Purpose**”) of Arizona Road Racers, an Arizona non-profit corporation, is to promote running, fitness and a healthy lifestyle through the involvement of its Members, for the benefit of the Club’s Members and the regional running community.

**ARTICLE II**

**DEFINITIONS**

In addition to capitalized terms defined elsewhere in these Amended and Restated Bylaws (these “**Bylaws**”), the following capitalized terms, as used in these Bylaws, shall have the following definitions:

1. **Board** or **Board of Directors** means the Club’s Board of Directors.
2. **Club** means Arizona Road Racers, an Arizona nonprofit corporation.
3. **Club Dues** means the annual membership fee.
4. **Club-Established Communication** means any medium or communication by the Club to its Members or the general public, including, but not limited to, the Club’s newsletter, the Club’s website, Club-originated mailings and Club-originated e-mail or other electronic messages.
5. **Director** means an individual serving on the Board.
6. **Member** means a member of the Club.
7. **Policies and Procedures** means any rules, regulations, policies and procedures relating to the Club and its governance that may be adopted by the Board, from time to time, in accordance with Article IX.

**ARTICLE III**

**CLUB ACTIVITIES**

In support of the Purpose, the Club:

1. From time to time, shall promote, organize, sponsor and/or conduct running, training, social and/or educational events for the benefit of its Members and the community;
2. Shall regularly publish and make available to its Members Club-Established Communications and other materials;
3. May support community activities that the Board determines to be consistent with and in furtherance of the Purpose and other organizations that engage in such activities;

4. Shall encourage participants, organizers and volunteer personnel through awards and other forms of recognition; and

5. Shall promote Club membership and participation.

## **ARTICLE IV**

### **MEMBERS**

1. New Members. An individual may apply to become a Member by completing and submitting a membership application and by paying the Club Dues. The Club may accept or reject a membership application in its sole and absolute discretion. If the Club rejects a membership application, the Club shall return or refund the Club Dues paid by the applicant. If the Club accepts a membership application, the new Member shall have a twelve (12) month membership commencing on the date (the "**Commencement Date**") that the Club notifies the new Member that his or her application has been accepted.

2. Membership Classes. The Club shall have the authority (but shall not be required) to establish, modify and eliminate, from time to time, various classes of memberships and the terms and conditions (including Club Dues and number of votes) that apply to each class of membership. Classes of membership may include, but shall not be limited to, (a) standard individual memberships, (b) memberships for families/households, and (c) memberships for children and/or seniors.

3. Club Dues. The Board shall have the authority (a) to establish Club Dues, and, (b) to change the Club Dues, from time to time, as and when the Board may determine such changes to be reasonable or necessary to further the Purpose.

4. Renewal of Membership. Each Member's membership shall expire on the anniversary of such Member's Commencement Date. If a Member pays to the Club the then-current Club Dues on or before the anniversary of his or her Commencement Date, the Member's membership shall renew for an additional twelve (12) month term. If the Member fails to do so, his or her membership shall automatically expire on the anniversary of his or her Commencement Date, except as set forth in Section 5 of this Article IV. Club Dues shall be deemed paid at the time the funds are actually and irrevocably received by the Club.

5. Directors. Notwithstanding Section 4 of this Article IV, the Club shall waive the requirement to pay Club Dues for the next twelve (12) month term for each Director who has served in that capacity for at least twelve (12) consecutive months on the anniversary of his or her Commencement Date. If a Director who is not eligible for a waiver of Club Dues fails timely to pay his or her Club Dues, such Director shall not be entitled to vote on any Board matter until such Director pays the then-current Club Dues.

6. Reinstatement. If a Member's membership expires for failure timely to pay his or her Club Dues, such individual shall be deemed reinstated as a Member if he or she subsequently pays the then-current Club Dues. The reinstatement shall be deemed effective as of the date the Club Dues are received and processed by the Club, which date shall be the reinstated Member's new Commencement Date; provided, however, that if the reinstated Member specifically

requests that the reinstatement be deemed effective as of the date his or her membership originally expired, that date shall remain the reinstated Member's Commencement Date. However, in neither case shall the reinstated Member be entitled to a refund of any discounts the Member would have received from the Club (e.g., for event fees, clothing, etc.) between the expiration and reinstatement dates had such Member's membership not expired.

7. Termination. The Board shall have the authority to terminate a Member's membership if it determines, in its sole and absolute discretion, that (a) such Member has acted in a manner inconsistent with the Purpose or the best interests of the Club, and (b) terminating such Member would be fair and reasonable taking into account all of the relevant facts and circumstances. To terminate a Member's membership, the Club shall provide the Member with at least fifteen (15) days' notice of termination and give the Member an opportunity to be heard by the Board, orally or in writing, at least five (5) days before the termination takes effect. The Club shall promptly refund to the terminated Member a pro rata portion his or her Club Dues based upon the unused portion of such Member's annual membership at the time of termination.

8. Meetings. An annual meeting of the Members (the "**Annual Meeting**") shall be held (a) on a date, and at a time, during the month of September, which shall be determined by the Board on an annual basis, and (b) at a place in the State of Arizona, which shall be determined by the Board on an annual basis. At each Annual Meeting, in addition to any other business that may be properly brought before such meeting, there shall be an election of Directors in accordance with Article V. Special meetings of the Members may be called by the Board, from time to time. Notice of each meeting of the Members shall be provided to the Members at least ten (10) and no more than sixty (60) days prior to such meeting. Notice of a Members' meeting stating the time, date and place of the meeting may be provided via any Club-Established Communication and, in the case of the Annual Meeting, need not state the purpose thereof. In addition to the time, date and place of the Annual Meeting, the Notice of Annual Meeting shall (a) state the list of Board positions to be filled, (b) provide information regarding declaration of candidacy and the voting process, and (c) include a form for declaring candidacy. The record date for determining the Members entitled to notice of a meeting shall be the day before such notice is given. The record date for determining the Members entitled to vote at a meeting shall be the date fifteen (15) days prior to the meeting. A quorum shall be deemed present at any meeting of the Members if there are present in person at the meeting Members holding either (a) one hundred (100) or more votes, or (b) at least ten percent (10%) of the votes that would be present at a meeting at which all Members entitled to vote at the meeting were present. The number of Members present in person at any meeting of the Members may be determined by any means determined to be reasonable by the Directors, including, but not limited to, counting the number of ballots distributed to the Members at the meeting.

## ARTICLE V

### BOARD OF DIRECTORS

1. Management and Authority. Subject to any limitations set forth in the Club's Articles of Incorporation or by these Bylaws, the Board shall manage and control the affairs, assets, business and activities of the Club.

2. Obligation of Good Faith. The Board shall act in good faith in exercising its powers, discharging its duties and delegating any administrative, operational, financial, accounting or other functions to others. Directors shall not be held individually accountable if those to whom such functions are delegated fail to discharge their duties and responsibilities in a satisfactory manner unless it is shown that the delegation of such functions was not made in good faith.

3. Number of Directors; Term; Offices. Subject to the limitations imposed by the Club's Articles of Incorporation, the Board shall comprise the number of Directors determined by the Board from time to time; provided, however, that there shall be no less than five (5) Directors and no more than fifteen (15) Directors. Each Director shall serve in that capacity until the earlier of (a) the election and qualification of such Director's successor or, if the office held by such Director is eliminated, the next Annual Meeting, or (b) his or her death, resignation or removal. During his or her term, each Director shall serve in the office to which he or she was last elected or appointed. There shall be no limits on (a) the number of consecutive terms a Director may serve (whether in one office or multiple offices), or (b) the aggregate number of terms a Director may serve (whether in one office or multiple offices).

4. Qualification; Offices; Candidacy; Election.

A. Each Candidate for election (or re-election) to the Board must be a Member both (a) at the time of his or her declaration of candidacy, and (b) at the time of the Annual Meeting at which the election is held. Each Candidate for election (or re-election) to the Board must also have demonstrated, to the satisfaction of the Board, a willingness and ability to participate effectively in fulfilling the responsibilities of the Board, as set forth in these Bylaws. The Board may reject any declaration of candidacy from an individual who does not, in the Board's sole and absolute judgment, meet the foregoing criteria.

B. At least sixty (60) days prior to the Annual Meeting, the Board shall determine the offices to be filled at such Annual Meeting. The offices to be filled (i) shall include, at a minimum, the required offices described in Article VI (President, Secretary and Treasurer), and (ii) may include various Vice Presidents with designated titles (e.g., Vice President, Membership; Vice President, Volunteers; etc.). In the absence of action by the Board to determine the offices to be filled at an Annual Meeting, there shall be no change from the previous year in the offices to be filled at such Annual Meeting.

C. To appear on the ballot for election as a Director, each candidate (including candidates who are then serving as Directors) shall declare his or her candidacy to the Board at least fourteen (14) days before the Annual Meeting. The declaration of candidacy shall be on a form designated or approved by the Board and shall specify the particular office for which the candidate intends to run. A candidate whose declaration of candidacy is rejected may resubmit his or her declaration of candidacy if he or she becomes eligible for election at least fourteen (14) days before the Annual Meeting.

D. Provided that a quorum is present, Directors shall be elected by the Members at the Annual Meeting. Votes shall be cast by ballot. For each office for which only one eligible Member has properly declared candidacy, the ballot shall list such candidate's name and instruct the voter to mark the ballot "For" or "Against" such candidate. For a candidate to be elected, there must be more votes received that are marked "For" such candidate than votes received that are marked "Against" such candidate. For each office for which more than one eligible Member has properly declared candidacy, the ballot shall list the names of all candidates and instruct the voter to mark the ballot for no more than one candidate. To be elected, a candidate must receive a majority (or if there are three (3) or more candidates for such office, a plurality) of all votes received that are marked for a candidate for such office.

E. If the Directors have designated an Election Committee, all ballots for electing Directors shall be collected and tabulated by the Election Committee, which shall also announce the results of the election at the Annual Meeting. The current officers of the Club shall be published regularly in Club-Established Communications.

5. Vacancies; Removal; Resignation.

A. If a Director dies, resigns or is removed before completing his or her term, the remaining Director(s) may (a) appoint a replacement Director to fill the office of, and serve the remainder of the term of, the deceased, resigning or removed Director, (b) appoint a current Director to fill the office of the deceased, resigning or removed Director, or (c) unless the deceased, resigning or removed Director held one of the required offices described in Article VI, leave such office vacant until the next Annual Meeting. If approved by the Board, a current Director who is appointed to fill the office of the deceased, resigning or removed Director may also continue to fill the office then held by that Director. If that Director does not continue to fill the office then held by that Director, the newly-vacant office may be filled as set forth in this Section 5(A) of Article V. Each replacement Director shall be subject to the eligibility requirements set forth in Section 4(A) of this Article V.

B. A Director may be removed from the Board only upon a determination, by a vote of at least two thirds (2/3) of the other Directors then in office, that such Director (a) has engaged in malfeasance (a wrongful or unlawful act), misfeasance (a lawful act performed in a wrongful manner) or nonfeasance (the failure to act when a duty to act existed), or (b) has repeatedly failed to discharge the duties of such Director's position.

C. A Director may resign his or her office at any time by giving notice of his or her resignation to the President or the Secretary of the Club. Such resignation shall take effect at the time specified therein or, if no time is specified therein, at the time the resignation is delivered. A Director's resignation shall be effective regardless of whether it is accepted by the Board.

6. Board Meetings. The Board shall hold regular meetings, and may hold special meetings from time to time, as provided in Sections 7 and 8 of this Article V. Any business within the scope of the Board's authority may be transacted at any meeting of the Board, regardless of

whether such business is specified in the notice of such meeting. The Board may hold any such meetings by means of telephone conference or similar communications equipment that permits all persons participating in the meeting to hear each other. Persons participating in a Board meeting by such means shall be deemed present in person at such meeting. To the extent practicable, Robert's Rules of Order shall govern the conduct of all meetings of the Board.

7. Regular Board Meetings. Regular meetings of the Board shall be held monthly on a date, and at a time and place, agreed upon by the Board. Advance notice of the date and time of any regular meeting of the Board shall be given via a Club-Established Communication at least two (2) business days before the meeting. Notice of the place of a regular meeting need not be given, except to the Directors. Each regular meeting of the Board shall be open (a) to all Members in good standing, and (b) to any non-Members to whom the President of the Club or the Board grants permission to attend, in his, her or its sole and absolute discretion. If the Board, in its sole and absolute discretion, determines that it is important to maintain the confidentiality of a matter to be discussed by the Board at a regular meeting, the Board may close all or part of such meeting (a) to any Members in attendance who are not Directors, (b) to any non-Members in attendance, and/or (c) to any Director in attendance who is the subject of a discussion or vote regarding his or her removal from the Board.

8. Special Board Meetings. Special meetings of the Board may be held, from time to time, as and when it may be necessary or desirable to conduct Club business between regular meetings of the Board. A special meeting of the Board may be called by the President of the Club or by any other two (2) Directors. Notice of any special meeting of the Board shall be given to each Director, by telephone or electronic mail, at least two (2) business days before the meeting.

9. Quorum; Voting. At all meetings of the Board, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by the Club's Articles of Incorporation, by these Bylaws or by applicable law. If less than a quorum is present at any meeting of the Board, a majority of the Directors in attendance may adjourn the meeting without further notice to any absent Director. All Directors shall have equal voting rights on all matters to come before the Board.

10. Waiver of Notice. A Director's attendance at any meeting of the Board shall constitute his or her waiver of notice of such meeting, unless the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened. A Director may also waive notice of any meeting of the Board by executing a written waiver of notice either before or after the time of the meeting.

11. Action by Written Consent. Except as may be otherwise restricted by the Club's Articles of Incorporation, by these Bylaws or by applicable law, any action required or permitted to be taken at any meeting of the Board, or of any committee of the Board, may be taken without a meeting if (a) all members of the Board or committee, as the case may be, consent to the action in writing, and (b) the writing or writings are filed with the minutes of proceedings of the Board or

committee. A consent in writing to an action may be delivered by electronic mail, among other means.

12. Committees. In addition to any committees specifically provided for by these Bylaws, from time to time, the Board, by a resolution adopted by a majority of the full Board, may designate one or more committees. Committee members need not be Directors. To the extent provided in such resolution and permitted by law, each such committee shall have and may exercise all the authority of the Board, except that no such committee may exercise the Board's authority to (a) fill vacancies on the Board, or (b) adopt, amend or repeal these Bylaws. With or without cause, the Board may dissolve any such committee or remove any member thereof at any time. The Board's designation of any committee, and delegation of authority to such committee, shall not relieve the Board, or any Director, of any responsibilities imposed by law.

## ARTICLE VI

### OFFICES

1. Powers and Duties. As provided in Section 4(B) of Article V, the offices to be filled at each Annual Meeting shall include, at a minimum, the offices of President, Secretary and Treasurer. Those offices shall have the powers and duties described in this Article VI, in addition to any other powers and duties that may be determined by the Board, from time to time. Any other offices established by the Board shall have those powers and duties, if any, that may be determined by the Board, from time to time. The Board may assign or delegate to one or more other Directors, on an ongoing or temporary basis, any or all of the powers and duties prescribed by this Article VI.

2. President. The President shall be the principal executive officer of the Club and, subject to the control of the Board, shall supervise and control all of the business and affairs of the Club. In particular, and without limiting the generality of the preceding sentence, the President (a) unless the Board appoints a different chairperson for such meeting, shall preside at each meeting of the Members and at each Board meeting and determine and distribute the agenda for each such meeting, (b) shall effectuate and carry out the decisions of the Board, (c) subject to any restrictions set forth in the Club's Articles of Incorporation or these Bylaws or that may be imposed by the Board or by applicable law, shall have the authority to execute and deliver, on behalf of the Club, any and all contracts, agreements and other documents and instruments that the President may deem necessary or appropriate to further the purpose of the Club, and (d) subject to any restrictions set forth in the Club's Articles of Incorporation or these Bylaws or that may be imposed by the Board or by applicable law, shall have the authority to delegate any or all of his or her powers and duties to individual Directors, from time to time, as the President may deem necessary or appropriate to further the purpose of the Club.

3. Secretary. The Secretary shall act as the secretary of the Club and shall record and keep the minutes of all Board meetings. The Secretary shall keep an accurate list of Directors and their attendance at Board meetings, shall give notice of all Board meetings and shall distribute to the Directors agendas and minutes of Board meetings. The Secretary shall have charge of the books, records and papers of the Club relating to its organization as a non-profit corporation (including, but not limited to, the Club's Articles of Incorporation and these Bylaws), shall maintain all available

historical records of the Club's activities, policies and procedures, shall have responsibility for authenticating records of the Club and shall see that the reports, statements and other documents required by law are properly kept or filed. The Secretary shall oversee the activities of the Election Committee, if one has been designated. Finally, the Secretary shall perform all duties incident to the office of secretary and such other duties, not inconsistent with these Bylaws, as the Board may prescribe, from time to time.

4. Treasurer. The Treasurer (a) shall have charge and custody of, and shall be responsible for, all the funds of the Club and all monies collected from Club activities, (b) shall keep full and accurate accounts of receipts and disbursements of Club funds and shall deposit all monies and other valuable effects in the name of and to the credit of the Club in such banks and other depositories as may be designated and approved by the Board, and (c) shall disburse the Club's funds as directed by the Board. The Treasurer shall render to the President and to the Board at its regular meetings, or whenever the Directors may require it, statements of all the Club's transactions and accounts of the financial condition of the Club. Finally, the treasurer shall perform all duties incident to the office of treasurer and such other duties, not inconsistent with these bylaws, as the Board may prescribe, from time to time.

## ARTICLE VII

### INDEMNIFICATION; INSURANCE

1. The Club shall indemnify, and shall advance expenses to, each Director to the fullest extent permitted by applicable law, to the extent such indemnification or advancement of expenses is not inconsistent with Article VII of the Club's Articles of Incorporation.

2. The Club may purchase and maintain insurance on behalf of any person who is or was a Director, employee or agent of the Club, or who is or was serving at the request of the Club as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her, and incurred by him or her, in any such capacity or arising out of his or her status as such, whether or not the Club would have the power or the duty to indemnify him or her against such liability under this Article VII of these Bylaws.

## ARTICLE VIII

### CONFLICT OF INTEREST TRANSACTIONS

No contract or other transaction between the Club and any Director, or between the Club and any other corporation, firm, association or entity in which any Director is a member or has a financial interest, shall be either void or voidable because of such relationship or interest or because such Director is present at a Board meeting at which the Board authorizes, approves or ratifies such contract or transaction or because such Director's vote is counted for such purpose, if either of the following apply:

(a) the fact of such relationship or interest is disclosed or known to the Board prior to the Board vote authorizing, approving or ratifying such contract or transaction and such contract or transaction is authorized, approved or ratified by a vote or consent sufficient for such purpose without counting the vote or consent of the interested Director; or



(b) the contract or transaction is fair and reasonable to the Club at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote on the matter at that time.

Interested directors may be counted for purposes of determining the presence of a quorum at a meeting of the Board or committee that authorizes approves or ratifies any such contract or transaction.

## **ARTICLE IX**

### **POLICIES AND PROCEDURES**

From time to time, the Board may interpret these Bylaws by adopting, amending and repealing various Policies and Procedures. Such Policies and Procedures shall have the same force and effect as if they were set forth in these Bylaws; provided, however, that in the event of any conflict between these Bylaws and the Policies and Procedures, these Bylaws shall control. All adopted Policies and Procedures then in force and effect shall be (a) posted or published in a Club-Established Communication, and (b) made available to Members upon request.

## **ARTICLE X**

### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No Director, employee or representative of the Club, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Club; provided, however, that the foregoing shall not prevent the Club from providing to any such person reasonable compensation for services rendered to or for the Club in effectuating its Purpose or reimbursement for necessary and reasonable out-of-pocket expenses as may be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the Club's assets upon the dissolution of the Club.

## **ARTICLE XI**

### **EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Director, employee or representative of the Club shall take any action or carry on any activity by or on behalf of the Club that is not permitted to be taken or carried on by an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "**Code**").

## **ARTICLE XII**

### **DISSOLUTION**

The Club may be dissolved only if both (a) two-thirds (2/3) of the Directors then in office vote to recommend dissolution to the Members, and (b) there is an affirmative vote to dissolve the Club by Members holding at least two-thirds (2/3) of the votes cast by Members at a special

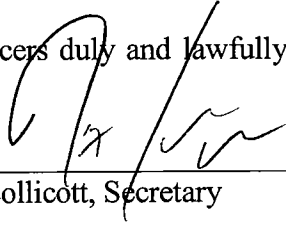
meeting of the Members at which a quorum is present. Upon dissolution of the Club, all assets of the Club shall be distributed in accordance with Article XIII of the Club's Articles of Incorporation.

### ARTICLE XIII

#### **REPEAL, ALTERATION OR AMENDMENT OF BYLAWS**

The Board, by the affirmative vote of a majority of the Directors then in office, may repeal, alter or amend these Bylaws, or adopt substitute bylaws, at any time.

The Board of Directors of Arizona Road Racers duly and lawfully adopted these Bylaws effective as of February 23, 2011.



---

Trent Collicott, Secretary

Revised: 3/93, 5/95, 8/99, 8/02, 2/11