

March 14, 2005

REGULATIONS OF THE OHIO RIVER ROAD RUNNERS CLUB

ARTICLE I NAME AND LOCATION OF CORPORATION

Section 1. The name of this Corporation is The Ohio River Road Runners Club™ (ORRRC™). Its principal office is the home of the current president of the corporation.

ARTICLE II PURPOSE

Section 1. The ORRRC™ will promote health and fitness in the community by conducting and facilitating related activities; particularly running, jogging, and walking. This will be done by:

- a. Organizing and/or promoting road and trail foot races and training sessions
- b. Providing education to the public on the benefits of exercise, especially as it pertains to running, through publications, seminars, Internet sites, and the media
- c. Providing information, consulting, and rental equipment for other organizations conducting running activities
- d. Encouraging wide participation regardless of age, sex, race, nationality, ability, etc

ARTICLE III MEMBERSHIP

Section 1. Membership. There are three types of membership in this Corporation. They are individual, family, and lifetime. Throughout this document member means an ORRRC™ member who falls within one of the above categories.

Section 2. Eligibility. Individual and family members are those who pay the required dues and complete an ORRRC™ Membership/Waiver form. Family membership includes all persons who live in the same household at least part of the year. Lifetime membership may be granted by the Board of Trustees to any individuals deemed deserving due to their contributions to the stated purpose (Article II) of the ORRRC™.

Section 3. Resignation or Termination. Any member may resign by submitting a written resignation at a meeting of the membership or of the Board of Trustees, or by mailing to the Corporation at its principal office, and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Except as otherwise required by law, any member may be removed from membership by a majority vote of the members present at any annual meeting or at any special meeting of the members providing Article V, Sections 3-8 are followed. Membership shall automatically terminate for failure to pay the required dues when required.

Section 4. Voting. At every annual meeting and special meeting of the membership each eligible member present shall have the right to cast one vote on each motion. Eligibility is defined as a member at least sixteen (16) years of age. A member must be physically present in order to cast a valid vote

ARTICLE IV PROCESS FOR ELECTION OF TRUSTEES AND OFFICERS

Section 1. Venue for Nominations. Nominations for trustees will be at a regular meeting of the Board of Trustees during the second calendar year quarter. Notification will be given to members at least thirty (30) days prior to this meeting. The notice shall be mailed to each member of record.

Section 2. Number and Qualification for Trustees. The affairs of the Corporation shall be governed by a Board of Trustees. The number of trustees will be a minimum of five (5) and a maximum of fifteen (15). An exception to the maximum of fifteen is described in Article VI,

Section 1. A trustee shall be a member at least eighteen (18) years of age and willing to serve as needed and committed to attending Board meetings.

Section 3. Nomination Process. Nominations for Board of Trustees can be made by any ORRRC™ member. Members who are at least eighteen (18) years of age and accept the nomination will be placed on the ballot. By accepting they are also agreeing to meet the service as stated in Section 2 above.

Section 4. Notice of Election for Trustees. A notice of elections shall be mailed to each member of record. The notification will include a list of nominees, times and places for voting, a brief description of the election process, and a single paragraph prepared by the nominee on his or her qualifications for the position. A nominee is not required to prepare such a paragraph, but if the nominee chooses to do so it must be received by the Secretary no later than seven (7) days after the nomination. The paragraph along with a picture will be placed on our web site www.orrcc.org. This will be done with the approval of each nominee. The web site information will not reach all members but since nominees make the choice of having or not having information posted they cannot protest the results of the election. This notification of election must be sent to members at least two weeks prior to election.

Section 5. Election of Trustees. The duration of the election for Trustees will be more than two (2) but no longer than four (4) weeks. Voting will be conducted on three (3) separate days at places as determined by the Board. All members meeting eligibility requirements listed in Article III, Section 4, will be allowed to cast only one vote. A member must be physically present in order to cast a valid vote.

Section 6. Results of Election for Trustees. The results of the election for Trustees will be announced at the Annual Meeting (Article V, Section 2).

Section 7. Election of Officers. The new Board of Trustees will select its officers (Article VII) from among the members of the newly elected Board. The election will take place at the Board's

first regular meeting after the annual meeting. This meeting will be chaired by the outgoing president until the new president has been elected.

ARTICLE V MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership shall be held at the principal office or place of business of the Corporation or such place as may be designated by the Board of Trustees.

Section 2. Annual Meetings. An annual meeting of the Corporation shall be held in conjunction with the last regular Board meeting of the third quarter of the calendar year. The order of meetings will be annual meeting the board meeting. Notification as described in Article V, Section 4, of this meeting, along with a request for items of business to be discussed, must be sent to members at least thirty (30) days prior to that meeting. Members will have fourteen (14) days after notification to submit items for the agenda to the President. An agenda will be prepared and distributed to members within fourteen (14) days by a method described in Article V, Section 4. Only items contained on the agenda will be acted upon at the annual meeting. The annual meeting will be chaired by the current president.

Section 3. Special Meetings of the Membership. Except as provided in Section 3 of Article VIII of these Regulations, special meetings shall be called by the President, after a resolution is adopted by the Board of Trustees, or upon a written request signed by at least fifty (50) voting members (Article III, Section 4). The notice (Article V, Section 4) of any special meeting shall state the time and place of such meeting and the purpose thereof. This notice must be mailed at least seven (7) days prior to the meeting. No business shall be transacted at a special meeting except as stated in the notice.

Section 4. Notice of Meetings. A notice of each annual or special meeting will be mailed to each member of record stating the time and location of said meeting

Section 5. Quorum. Except as otherwise provided by statute, the Articles of Incorporation, or these Regulations, the presence at any annual or special meeting of at least thirty (30) voting members (Article III, Section 4) of the Corporation shall constitute a quorum.

Section 6. Voting. At every meeting of the membership, each eligible member (Article III, Section 4) present shall have the right to cast only one vote on each motion. A member must be physically present at an annual or special meeting in order to cast a valid vote.

The vote of the majority of those present shall decide any question brought before such meeting, unless the question is one upon which, by law, the Articles of Incorporation, or these Regulations a different vote is required. In which case such express provision shall govern and control.

Section 7. Meeting Content. The content of all meetings of the membership shall consist of the following:

- (a) Verification of a quorum
- (b) Proof of notice of meeting
- (c) Reading of minutes of preceding meeting
- (d) Financial report
- (e) All agenda items for annual meeting as described in Article V, Section 2
- (f) Purpose for special meeting as described in Article V, Section 3

ARTICLE VI BOARD OF TRUSTEES

Section 1. Number. The affairs of the Corporation shall be governed by a Board of Trustees. The desired number of trustees is fifteen (15). The minimum number of trustees is five (5). If the election (Article IV, Section 5) results in a tie at fifteen (15), all tied at fifteen will become trustees. If there are less than fifteen (15) nominees, the number of trustees will be all members nominated.

Section 2. Governing Powers. The Board of Trustees shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts and things as are not by law or by the Articles of Incorporation or by these Regulations directed to be exercised and done by the members.

Section 3. Election and Term of Office. The term of the trustees named in the Articles of Incorporation shall expire when their successors have been elected. At the first election, and at each subsequent election the term of office of the trustees shall be approximately one year. The trustees shall hold office until their successors have been elected and seated. The election process for trustees is described in Article IV, Sections 1 through 6.

Section 4. Vacancies. Vacancies in the Board of Trustees caused by any reason whether by the removal of a trustee by a vote of the membership, or otherwise, that results in the number trustees dropping below five (5) a new election shall be held as described in Article IV.

Section 5. Removal of Trustees. At any special meeting of the membership duly called, any one or more of the trustees may be removed by a vote of the majority of the membership present providing Article V, Section 3 through 8 are followed. Any trustee whose removal has been proposed by the members shall be given an opportunity to be heard at this meeting.

Section 6. Compensation. No compensation shall be paid to trustees for their services in any other capacity or pursuant to any other contractual arrangement whatever. Trustees may be reimbursed for actual expenses incurred by them in the performance of their duties

Section 7. Regular Meetings. Regular meetings of the Board of Trustees may be held at such time and place as shall be determined by a majority of the trustees, but at least six (6) such meetings shall be held during the fiscal year. Notice of regular meetings of the Board of Trustees shall be given to each trustee, by methods such as personally, by mail, by e-mail, by calendar, or by or telephone at least three (3) days prior to the day named for such meeting. Only trustees shall vote on business brought before the Board.

Section 8. Special Meetings. Special meetings of the Board of Trustees may be called by the President on three days notice to each trustee, by methods such as given personally, by mail, by e-mail, or telephone which notice shall state the time, place, and purpose of the meetings. Special meetings of the Board of Trustees shall be called by the President or Secretary in like manner and on like notice on the written request of at least three (3) trustees.

Section 9. Waiver of Notice. Before, or at any meeting of the Board of Trustees, any trustee may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a trustee at any meeting of the Board shall be a waiver of notice by him or her of the time and place thereof. If all the trustees are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 10. Quorum. At all meetings of the Board of Trustees, a majority of the trustees shall constitute a quorum for the transaction of business, and the acts of the majority of the trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees, except where a larger number is required by law, Articles of Incorporation, or these Regulations. If at any meeting of the Board of Trustees, there is less than a quorum present; the majority of those present may offer status reports but no motions can be acted upon. The majority of those present may adjourn the meeting.

ARTICLE VII OFFICERS

Section 1. Designation. The principal officers of the Corporation shall be a President, Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Trustees,

from among the trustees. Officers may be elected to succeed themselves. The trustees may appoint an Assistant Secretary, an Assistant Treasurer, and such other officers as, in their judgment, may be necessary.

Section 2. Election of Officers. The officers of the Corporation shall be elected annually by the Board of Trustees at its first regular meeting following the annual meeting as stated in Article IV, Section 7. Unless sooner removed by the Board, the officers shall serve for a term of approximately one year and until their successors are elected. Any vacancies occurring in offices shall be filled by the Board of Trustees from among the trustees. The Board of Trustees shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 3. Removal. Upon an affirmative vote of two-thirds (2/3) of the full Board of Trustees, any officer may be removed, either with or without cause, and his/her successor elected at any regular meeting of the Board of Trustees, or at any special meeting of the Board of Trustees called for that purpose. Notice must be provided to the entire Board of Trustees at least seven (7) days prior to a regular or special meeting at which a removal vote is to be taken.

Section 4. President. The President shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the membership and of the Board of Trustees and shall represent the Corporation in the Road Runners Club of America. He/she shall have all the general powers and duties which are usually vested in the office of president of a corporation, including the power to appoint committees as, in his or her discretion, he/she may deem appropriate to assist in the conduct of the affairs of the Corporation.

Section 5. Vice President. The Vice President will in the absence, or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall also perform such other duties as shall be prescribed by the Board of Trustees and shall undertake special assignments as requested by the President.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees and of the membership. He/she shall have custody of such books and records of the

corporation as the Board of Trustees may provide. He/she shall perform the duties and functions customarily performed by the secretary of a corporation, including assignments involving correspondence, together with such other duties as the Board of Trustees may prescribe.

Section 7. Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name of, and to the credit of, the corporation in such depositories as may be designated by the Board of Trustees. He/she shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render an account of all transactions as Treasurer and of the financial condition of the Corporation, when ever called upon to do so.

ARTICLE VIII AMENDMENTS

Section 1. Amendments to Regulations by Members. Except as otherwise required by law these Regulations may be amended at any annual meeting of the members or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least thirty (30) days prior to such meeting. Such amendment shall require an affirmative vote of 75 percent of the members present at such meeting.

Section 2. Amendments to Regulations by Board of Trustees. Except as otherwise required by law, these Regulations may be amended at any regular meeting of the Board of Trustees or at any special meeting of the Board of Trustees called for that purpose, provided that written notice of the proposed amendment shall have been given at least thirty (30) days prior to such meeting. Such amendment shall require an affirmative vote of 75 percent of the members of the Board of Trustees present at a duly constituted meeting.

Section 3. Amendments to Articles of Incorporation. Except as otherwise provided by law the Articles of Incorporation (except Articles Fifth and Seventh thereof) may be amended at any annual meeting of the members or at any special meeting called for that purpose, provided that written notice of

the proposed amendment shall have been given at least thirty (30) days prior to such meeting and a quorum as defined in Article 8, Section 5. Such amendment shall require an affirmative vote of 75 percent of the members present at such meeting. Only those members of the Corporation who have been members for at least thirty (30) days prior to the proposal of such amendment shall be allowed to vote on such proposed amendment.

ARTICLE IX AFFILIATION WITH THE ROAD RUNNERS CLUB OF AMERICA

Section 1. The Corporation shall be affiliated with the Road Runners Club of America, and all measures adopted by that body must be considered by the Corporation.

ARTICLE X FISCAL MANAGEMENT

Section 1. Dues. The annual membership dues shall be established by a majority of the Board of Trustees of the corporation. The amount thus established may not be increased more frequently than once per year. Dues, race entry fees and other monies received or collected by the Corporation shall be spent entirely for carrying out the stated not for profit purposes of the Corporation. Members using Corporation funds shall give a full accounting of such expenditures to the Treasurer.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January of every year, except that the first fiscal year of the Corporation shall begin at the date of incorporation. The commencement date of the fiscal year therein established shall be subject to change by the Board of Trustees.

Section 3. Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 4. Auditing and Reports. The President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation including a financial statement of operations for the preceding fiscal year, which shall be presented to the Board of Trustees no later than two

(2) months after the start of the fiscal year, filed with the Secretary of the Corporation, and shall be made available to the membership. The president of the Corporation shall cause to be conducted annually an internal audit of the Corporation's books and an external audit as appropriate.

Section 5. Execution of Corporate Documents. With the prior authorization of the Board of Trustees, all notes and contracts shall be executed on behalf of the Corporation by either the President or Vice- President and attested by the Secretary or Treasurer.