

BY-LAWS
of the
ANCHORAGE RUNNING CLUB, INC.

Article I. Name.

The name of this non-profit corporation shall be the Anchorage Running Club, Inc.

Article II. Purposes.

The purposes of the Club, in addition to those set forth in the Articles of Incorporation, are to provide recreational and competitive running and walking programs at all levels of ability and participation.

Article III. Location.

The principal location of the Club in the State of Alaska shall be the Municipality of Anchorage.

Article IV. Membership.

Section 1. Membership. The Club is open to those interested in running and walking for recreation, physical fitness or as a competitive sport, upon payment of dues.

Section 2. Applications. Applicants for membership, other than life or honorary membership, shall file their applications with any club officer accompanied by membership dues.

Section 3. Membership Classification. The Board of Directors may establish classes of membership, including but not limited to individual and family memberships. The Board may establish corporate or group memberships which include those rights and privileges determined by the Board.

Section 4. Honorary, Life Memberships. (a) On recommendation of any member, the Board of Directors or the Club may confer honorary membership in the Club on persons of distinction who have promoted or furthered running activities.

(b) Life membership may be conferred on individual members of the Club who have been members in good standing for a period of 20 years. In addition, the Board of Directors may establish a category of life membership that is attained upon payment of a fee established by the Board. That fee may not be less than \$100. Upon attaining 20 years membership in good standing or upon payment of the life membership fee, a person is a life member and is free from the obligation of payment of annual membership dues. Life membership includes all rights and privileges of membership.

Article V. Meetings.

Section 1. Annual Meeting. In accordance with the law of the State of Alaska, an annual meeting of the Club shall be held for the primary purpose of electing directors of the Club and for transacting any other business that may come before that meeting.

Section 2. Membership and Board Meetings. Regular meetings of the Club or of the Board of Directors shall be held at the time and place designated by the Board of Directors. Special meetings of the membership, or of the Board of Directors, may be called by the President, or a majority of the Board of Directors, at the time and place the President or the Board may designate.

Section 3. Place of Meeting. All meetings of the membership or the Board of Directors shall be held in the State of Alaska.

Section 4. Notice of Meeting. Written notice stating the place, day, and hour of any meeting of the Board of Directors or of the Club membership shall be delivered personally, by mail, by electronic mail or by telephone to each Director or member in accordance with law not less than three nor more than 15 days before the date of that meeting. Placement of the notice on the Club webpage or in the Club newsletter or bulletin constitutes written notice as provided in this section. Special or emergency meetings of the Board or of the Club may be held upon 24 hours notice.

Section 5. Quorum. (a) A majority of the members of the Board of Directors constitutes a quorum for the transaction of business at any board meeting. However, if less than the majority of the directors are present at that meeting, a majority of the directors present may adjourn or reschedule the meeting.

(b) A quorum for the transaction of business at any regular or special meeting of the Club membership consists of 5 percent of the membership who reside within the Municipality of Anchorage.

Article VI. Board of Directors.

Section 1. General Powers. The affairs of the Club shall be governed and managed by a nine-member Board of Directors. The Board shall act on matters of Club business between regular or special meetings of the Club membership and on those other matters authorized by law, the Articles of Incorporation, or these by-laws. The actions of the Board may be reviewed and approved by the members of the Club at annual, regular, or special meetings.

Section 3. Vacancies. A vacancy may occur on the Board of Directors by reason of the death, resignation, removal or disqualification of any member. A vacancy on the Board, or in any office, shall be filled for the duration of the unexpired term by appointment by the Board of Directors.

Article VII. Officers.

Section 1. Election. The Board of Directors shall elect officers of the Club from among the Board membership. The officers of the Club shall be a President, a Vice President, a Secretary and a Treasurer. The officers shall hold office for one year and may be re-elected. The election of officers occurs at the first meeting of the Board after the annual meeting of the Club.

Section 2. President. The President shall be chairman of the Board of Directors. He or she shall preside at all meetings of the Board and of the Club. He or she shall appoint members of all standing or temporary committees. Committees may include members of the Club. The President shall perform those other duties that may be assigned by the Board of Directors.

Section 3. Vice President. In the absence of the President, or in the case of his or her inability to act, the duties of the President shall be performed by the Vice President. If the President is removed from office, resigns, or is disqualified, the Vice President automatically becomes President for the balance of the President's term. In that event, the Board of Directors shall elect a member of the Board in good standing to fill the office of Vice President. The Vice President shall perform those other duties that may be assigned by the President or Board of Directors.

Section 4. Secretary. The Secretary shall keep the minutes of the Board of Directors meetings and of Club meetings, send out notices of meetings, which may be published in the Club's newsletter or bulletin, have custody of the records of the Club, and shall be in charge of the correspondence received or sent by the Club. The Secretary shall perform those other duties that may be assigned by the President or Board of Directors.

Section 5. Treasurer. The Treasurer shall receive the membership dues from the Membership Chairman, have custody of all funds belonging to the Club, make disbursements and keep the necessary financial records. The Treasurer shall perform those other duties that may be assigned by the President or the Board of Directors.

Article VIII. Nominations and Elections.

Section 1. Election of Directors. The members of the Board of Directors shall be elected by the Club membership at the annual meeting for three-year, staggered terms. Three directors shall be elected each year. However, at the initial election of directors following the adoption of these by-laws, nine directors shall be elected, and the term of office of each director shall be determined by lot so that three directors hold office for one year, three directors for two years, and three directors for three years.

Section 2. Qualifications. (a) Candidates for director shall be Club members in good standing.

(b) Both the Nominating Committee and a member making a nomination shall assure the Club that the person nominated for a director will accept the office if elected.

Section 3. Nominating Committee. A nominating committee may be appointed by the President, with the approval of the Board of Directors, not later than the end of August of each year. The Nominating Committee shall consist of at least three members. The President shall be Chairman, or he or she may designate some other member to serve in that capacity. The chairman of the Nominating Committee shall publish a notice on the club website, in the Club newsletter or bulletin at least 30 days before the report of the Nominating Committee is due requesting nominations for Club director positions that become vacant that year. The notice shall state when nominations are due. The recommendations of the Nominating Committee shall be announced to the Club membership not later than 30 days prior to the Annual Meeting in the Club website, newsletter or bulletin.

Section 4. Floor Nominations. Nominations from the floor may be made at the Annual Meeting at which the election of directors occurs.

Section 5. Ballots. Elections may be conducted by written, secret ballot, unless there is only one candidate for each office. The Board of Directors may provide for a mail ballot. However, a mail ballot must include provision for write-in candidates. The Board of Directors shall establish a deadline for the return of mail ballots.

Section 6. Installation. Newly elected directors shall be installed at the Annual Meeting. However, if the Board of Directors provided for a mail ballot, and the election of directors is not completed at the Annual Meeting, then the newly elected directors shall take office at the first meeting of the Board of Directors after the annual meeting.

Article IX. Dues.

The schedule of membership dues or fees shall be established by the Board of Directors and shall be reviewed annually by the Board.

Article X. Contracts; Expenditures; Checks; Deposit of Funds and Gifts.

Section 1. Contracts. The Board of Directors may authorize any director or directors, officer or officers, agent or agents of the Club to enter into any contract or execute and deliver any instrument in the name or on behalf of the Club, and that authority may be general or confined to specific instances or transactions.

Section 2. Budget. The Board of Directors shall prepare a budget for each fiscal year. The Board may require a project or committee chairman, or other officer, to prepare and present a budget for that project, committee, office, event, or activity for the approval of the Board.

Section 3. Limitations on Expenditures. Unless otherwise provided by the Board, or in a budget approved by the Board of Directors, a project or committee chairman may expend, or obligate the Club to expend, not more than \$500 without the approval of the President. The President may expend, or obligate the club to expend, not more than \$1,000 for a project or event without the approval of the Board of Directors.

Section 4. Checks, Drafts, Other Evidences of Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club, shall be signed by an officer or officers, agent or agents, of the Club and in the manner that shall be determined by the Board of Directors. In the absence of that determination, these instruments shall be signed by any two of the following Club officers: the Vice President, Secretary, or Treasurer.

Section 5. Deposits. All funds of the Club shall be deposited in a timely manner to the credit of the Club in the banks, trust companies or other depositories, including but not limited to a savings and loan association, as the Board of Directors may select.

Section 6. Gifts. Any gifts to the Club shall be conveyed by a legal instrument made out to the Club at the Club's expense. The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Club. A full report of any gift or loan of property to the Club shall be made by the Secretary at the next meeting of the Board of Directors after receipt of the gift or loan of property.

Article XI. Fiscal Year; Annual Financial Review

Section 1. Fiscal Year. The fiscal year of the Club shall begin on the first day of January and end on the last day of December of each calendar year.

Section 2. Annual Financial Review. The financial records of the Club shall be reviewed annually by a person appointed by the Board of Directors who is considered qualified to perform that task. The individual selected may not be the incumbent Treasurer.

Article XII. Censure; Suspension; or Termination of Membership; Removal from Office

Section 1. Termination of Membership. Membership may be terminated by: (a) voluntary resignation,

(b) failure to pay dues, or

(c) exclusion for unethical, dishonest, or other improper conduct rendering him or her an undesirable member.

Section 2. Censure, Suspension, Termination. (a) A member may be censured or suspended from membership for conduct unbecoming a member with the concurrence of two-thirds of the members in good standing present at a regular Club meeting or at a special meeting called for that purpose.

(b) Suspension of membership privileges may occur only on recommendation of the Board of Directors and then only for a certain time. Termination of membership privileges under Section 1 (c) may occur only on recommendation of the Board of Directors with the concurrence of three-fourths of the members in good standing at a regular Club meeting or at a special meeting called for that purpose.

Section 3. Notice; Opportunity to be Heard. At least 15 days notice in writing shall be given to the individual concerned whose membership privileges are proposed for suspension or termination. The notice shall specify the reasons why an individual's membership privileges are proposed for suspension or termination. The individual charged with conduct unbecoming a member and whose membership privileges have been proposed for suspension or termination has the right to respond orally or in writing before the Board of Directors before action is taken on the proposal to suspend or terminate membership at a regular meeting of the Board or of the Club, or at a special meeting called for that purpose.

Section 4. Grounds for Suspension, Termination of Membership Privileges, or Removal from Office. Grounds for suspension or termination of membership privileges, or removal from office, other than voluntary resignation or failure to pay dues, include, but are not limited to: dishonesty, fraudulent misrepresentation, malfeasance or nonfeasance in office, conviction of a felony, issuance of checks without sufficient funds, and conduct unbecoming a member which brings, or tends to bring, dishonor or disgrace upon the Club.

Section 5. Removal from Office. An officer or director of the Club may be removed from that office for good cause by a vote of three-fourths of the members of the Board of Directors, or on recommendation of the Board of Directors by a vote of two-thirds of the members in good standing at a regular meeting of the Club, or at a special meeting called for that purpose, but only if the officer or director is given notice of the proposal that he or she is to be removed from office and has an opportunity to be heard before the Board in accordance with Section 3 of this article.

Article XIII. Running Events.

Section 1. General Regulations. The Board of Directors shall establish and maintain rules and guidelines for the Club's sponsorship of, affiliation with or management of community running events.

Section 2. Schedule. A schedule of running events shall be prepared and approved by the Board of Directors not later than October 1 of the year preceding the events.

Section 3. Courses. Courses for all running events are subject to the approval of the Board of Directors.

Section 4. Registration. Runners entered in running events sponsored or managed by the Club, or with which the Club is affiliated, shall register on official entry forms designating the event in which they intend to run. No application for registration or entry form may be accepted without the payment of the appropriate entry fee. However, the Board of Directors may waive an entry fee for an individual or class of individuals where appropriate. Each entry form must be signed by the runner. If the runner is a minor, under 19 years of age, the entry form shall be approved in writing by the runner's parent or legal guardian.

Section 5. Protests. Any protest filed by a runner during, or as a result of, a race sponsored or managed by the Club, or with which the Club is affiliated, shall be adjudicated and resolved by the race committee for that event within 24 hours of the protest. The runner may appeal the decision of the race committee within 24 hours of the announcement of the committee's decision. The Board of Directors shall act upon that appeal not later than the next Board meeting. If it does not do so, the decision of the race committee is final.

Section 6. Personal Behavior. All runners, and coaches, if any, in events sponsored or managed by the Club, or with which the Club is affiliated, are required to know the rules of the event and to abide by them. Unsportsmanlike conduct as determined by the race committee, including but not limited to delay of the race or intentional runner interference will result in disciplinary action, including but not limited to disqualification, against the offending runner. If, in the opinion of the race committee, a runner cannot continue his or her participation in the event in a sportsmanlike manner and all avenues of redress have been undertaken, the runner shall be subject to removal or disqualification from the event.

Section 7. Disqualifications. (a) If in the opinion of the race committee a runner is guilty of gross misconduct or unsportsmanlike behavior, the runner shall be removed or disqualified from the event.

(b) If in the opinion of the Board of Directors, a runner shows continuing unsportsmanlike behavior, the runner may be banned from all events sponsored or managed by the Club, or events with which the Club is affiliated, subject to the same requirements for notice and opportunity to be heard prescribed in Section 3 of Article XII.

Section 8. Awards. The Board of Directors determines what awards will be made for each event. The Board shall establish an award for demonstration of exceptional sportsmanship in the Anchorage running community.

Article XIV. Dissolution; Disposition of Club Property

Unless otherwise provided by law, or the Articles of Incorporation, dissolution may occur by vote of three-fourths of the members of the Club in good standing who are residents of the Municipality of Anchorage at a regular Club meeting, or at a special meeting called for that purpose, or by mail ballot. Dissolution also may occur when there are less than nine members of the Club in good standing on the membership rolls. If the Club is dissolved by one of the procedures set out in this Article, then the property of the Club, including but not limited to funds remaining in the treasury of the Club, after all obligations are met, shall be donated to the Department of Parks and Recreation of the Municipality of Anchorage.

Article XV. Parliamentary Procedure.

In all instances not covered by applicable law, the Articles of Incorporation, or these By-Laws, the most recent edition of Roberts' Rules of Order, Revised shall prevail.

Article XVI.. Miscellaneous.

Section 1. Other Organizations. The Club may become a member of appropriate running organizations, or other community or civic associations or organizations related to the Club's purposes, as determined by the Board of Directors.

Section 2. Newsletter. The Club shall publish a periodic newsletter or bulletin. The President shall appoint a Club member as the editor of this publication.

Section 3. Website. The Club shall maintain a website which includes updated information about Club activities. The President shall appoint a Club member as the webmaster.

Article XVII. Amendments.

Proposed amendments to the By-Laws, unless otherwise prescribed by law, shall be submitted in writing to the Secretary who shall refer them to the Board of Directors for its consideration and recommendation before the next regular Club meeting or the Club's annual meeting. An informative summary of the proposed amendments shall be mailed to the members of the Club either as a part of the Club newsletter or bulletin, or the proposals may be published and mailed as a separate document, before a vote occurs on their adoption. A vote of two-thirds of the members of the Club in good standing present at a regular meeting, or at a special meeting called for that purpose, shall be necessary to adopt any amendment to these By-Laws. A mail ballot may be used for the adoption of amendments to the By-Laws, as prescribed by the Board of Directors; however, any mail ballot voting procedure must contain deadlines for the receipt of the ballots.

Certificate of Revision.

I certify that these By-Laws were revised in accordance with Article XVI, By-Laws of the Anchorage Running Club, Inc., and were presented and adopted by vote of the Club membership, on recommendation of the Board of Directors, on the 4th day October, 2008, and that they do now constitute the By-Laws of the Club.

_____/s/
David Ramseur, President