

BYLAWS OF BRADENTON RUNNERS CLUB INC.

Article 1. Identification

1.1 Name.

The name of the Corporation is: BRADENTON RUNNERS CLUB, INC., hereafter referred to as the "Corporation."

1.2 Purpose.

The BRADENTON RUNNERS CLUB, INC., is organized to promote the sport of running and related activities. The Corporation sanctions road races and cross country and track meets throughout the year. The Corporation also sponsors social and charitable events.

1.3 Address.

The official registered address of the Corporation is: BRADENTON RUNNERS CLUB, INC., P.O. Box 1606, Bradenton, Florida 34206-1606.

1.4 Office.

The principal business office of the Corporation is: P.O. Box 1606, Bradenton, Florida 34206-1606.

1.5 Registered Agent.

The name of the registered agent of the Corporation is the individual designated on the Florida Division of Corporation's Web site. In the event the registered agent is unable to serve or resigns, the President of the Corporation will serve as registered agent until a new registered agent is appointed and accepts that position with the Division of Corporations.

1.6 Seal.

The seal of the Corporation shall be round in shape and mounted in a hand press to render it suitable for impressing upon paper. Upon the uppermost periphery shall be the words "BRADENTON RUNNERS CLUB, INC." and upon the lower periphery the word "Florida." In the center of the seal shall appear the words "Corporate Seal."

1.7 Fiscal Year.

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Article 2. Members

2.1 Qualifications.

Any adult, or minor with a parent's/guardian's consent may become a member of the Corporation upon signifying his/her interest in the affairs of the Corporation, and having a desire to assist in its operation providing that such person is deemed qualified by the Board of Directors. Membership shall be conditioned upon maintaining a current status regarding any dues levied by the Corporation.

2.2 Annual Meeting.

The annual meeting of the members shall occur during the first quarter of each year. Meetings shall occur at the principal offices of the Corporation or such other place as the notice of such meeting shall designate.

2.3 Interim Meetings.

Interim meetings of the membership may be called by the President or a Vice President or by 10% of the general membership.

2.4 *Notice of Meetings.*

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All meetings, whether annual or interim, shall be preceded by thirty days advance written notice. This notice shall be set forth on the club web site and in the newsletter, which may be delivered via electronic mail or U.S. mail.

Article 3. Officers

The officers of the Corporation shall be the President, the Vice President, the Secretary and Treasurer. All Officers of the Corporation shall also be members of the Board of Directors.

3.1 *Terms of office.*

All officers shall be elected by a simple majority of the membership at the Annual Membership Meeting. Their tenure is to be for a period of 12 months. The nominees for Club Officers are selected by a Nominating Committee including, at least two past or present Board Members. The Nominating Committee is selected by the current Board of Directors.

3.2 *Removal from office.*

Any officer or director, elected or appointed, may be removed by the vote of 2/3 of the Board of Directors whenever it is deemed that the best interests of the Corporation will be served thereby.

3.3 *Vacancy.*

A vacancy arising in any office due to death, resignation or other cause shall be filled for the unexpired portion of the term, by at least a 2/3 affirmative vote of the remaining Board of Directors.

3.4 *President.*

The President shall preside at all meetings of the Board of Directors and shall discharge all duties devolving upon a presiding officer.

3.5 *Vice President.*

The Vice President shall generally assist and support the President. In the absence of the President, the Vice President shall preside over any regularly convened meeting of the Board of Directors. When so delegated by the President, the Vice President shall represent the President at any corporate function.

3.6 *Secretary.*

The Secretary shall attend all meetings of the Board of Directors and shall keep, or cause to be kept, a true record of all proceedings of such meetings and also of any special or standing committee meetings, and shall endeavor to discharge such other duties as the President may require.

3.7 *Corresponding Secretary*

The Corresponding Secretary shall keep records and report any correspondence received in response to outstanding communication from the community.

3.8 *Treasurer.*

The Treasurer shall keep complete and accurate records of account, which will show at all times the financial condition of the Corporation. The Treasurer shall have the custody of all monies including the general account and any special funds held in trust for specific uses of the Corporation in its field of interests.

Article 4. Board of Directors

A Board of Directors, consisting of not less than eight (8) members, including five (5) Officers, shall direct the business and general administration of the affairs and interests of the Corporation.

4.1 Qualifications.

Among the qualifications of such persons as may be considered eligible for election to the office of Director shall be that they have a strong desire to assist in the work of the Corporation and strongly believe in its objectives and purposes.

4.2 Appointment.

The Directors shall be appointed by the newly elected President in consultation with the other Officers. They will take office in the month following the Annual General Membership Meeting. Upon a vacancy occurring on the Board of Directors, such vacancy shall be filled by a 2/3 vote of the remaining Directors.

4.3 Annual Meeting.

The annual meeting of the Board of Directors of the Corporation shall take place in the first quarter of each year. Meetings shall occur at the principal offices of the Corporation or such other place, as the notice of such meeting shall designate.

4.4 Interim Meetings

Interim meetings shall normally take place on the first Wednesday of every month at the discretion of the Officers. Such meetings may be called by the President, Vice President or by a majority of the Members of the Board if the Corporation has administrative and business matters requiring a meeting.

4.5 Notice of Meetings.

All meetings, whether annual or interim, shall be preceded by thirty days advance notice. The agenda for the meeting and the specific topics to be discussed will be published in advance of the meeting.

4.6 Order of Business.

The arrangement of items on the agenda for either annual or interim meetings shall, as far as is deemed practicable, conform to the following order:

- A. Call of meeting to order
- B. Reading and approval of minutes
- C. Reading and approval of Treasurer's report
- D. Reports of officers, directors, and committees
- E. Old business
- F. New business
- G. Adjournment

4.7 Quorum.

A majority of the number of Directors shall constitute a quorum, and an act of a majority of those present at a duly convened meeting of the Board of Directors shall be deemed to be an act of the Board of Directors.

Article 5. Voting

5.1 Qualifications.

Only members shall be entitled to vote on any question at a general membership meeting. Ten percent of the members of the Corporation shall constitute a quorum and any question shall be decided by a majority vote of the quorum.

5.2 Amendments.

The power to amend any article of the Bylaws is vested in the current Board of Directors. Any change will require a 3/4 or more affirmative vote of the current Board Members. Any proposed change will be presented to the general membership in the preceding two newsletters and will include two meetings that are open to the general members in which their views will be heard by the Board.

5.3 Challenges.

Any decision made by the Board that changes the existing Bylaws may be challenged by the general membership with the submission of a petition of 10% of the total general membership. A special general meeting will be called within 45 days of this request for redress. The members present at this meeting will decide by majority vote whether to accept or reject the Boards prior decision.

Article 6. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation equally among the Cross Country Teams of the Public High Schools in Manatee County, Florida, provided such entities are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law). Any of such assets not so disposed of shall be disposed of by the Circuit Court in Manatee County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated for the promotion of the sport of running in Manatee County, Florida.

Article 7. Subscription

The undersigned, being the entire Board of Directors of the BRADENTON RUNNERS CLUB, INC., do hereby approve and consent to the adoption of the Bylaws of this Corporation.

Accepted and Approved on this ___ day of _____, 2010, by:

Officers

Directors

