

I. TITLE

(Reflecting amendments through 11/2009)

BY-LAWS. SEVEN HILLS RUNNING CLUB

The name of the club shall be Seven Hills Running Club, hereafter referred to as "SHRC".

II. OBJECTIVES

A. The objective of SHRC shall be to promote good health, physical fitness and fun for its members and members of the community. SHRC will promote, encourage and stimulate interests in all types of running, biking, swimming and other forms of athletics and endurance sports.

B. SHRC may hold championships, races on the road, trail or track, club runs, fun runs, lectures, other educational activities, demonstrations, clinics and social events; print and publish books, magazines and newsletters; make awards; and do all such other things as may be conducive to the objective "A".

III. AFFILIATION

SHRC shall be a chapter of the Road Runners Club of America (the "RRCA"), and all measures adopted by the RRCA must be considered by SHRC. It may also be affiliated with one or more local or other running clubs or associations provided such other affiliations are not inconsistent with these by-laws or prohibited by the rules of the RRCA.

IV. MEMBERSHIP

Individuals who wish to participate in the activities of SHRC shall submit dues and an application for membership. Memberships run from January through December.

V. GOVERNANCE

A. The management of SHRC shall be vested in a Board of Directors (the "Board") consisting of a president, vice-president, secretary, registrar and treasurer (sometimes referred to as the "elected officers"). The Board shall have authority to take such actions as may be authorized by the members or otherwise in accordance with these by-laws, including calling of meetings. The Board shall take no actions at a meeting of the Board unless notice of the meeting is sent to all members of the Board and there is a quorum present. A majority of the elected officers shall constitute a quorum. Decisions of the Board shall require the affirmative vote of a majority of the elected officers.

B. Duties of officers:

1. President. The president shall preside over meetings, represent SHRC in the RRCA, call any special meetings, and appoint committees and chairpersons thereof with the concurrence of the Board. In addition, the president or, if the president fails to act, a majority of the other members of the Board shall designate an officer or other person to be the race director of the Huntsville Half Marathon.

2. Vice-President. The vice-president shall assist the president in the supervision and execution of the club's affairs. The vice-president shall be the custodian of all equipment owned by the club. The vice-president shall assume the powers of the president (a) in his/her absence (b) and when requested by the president or Board.

3. Secretary. The secretary shall record minutes at meetings, keep a file of such minutes, and when requested by the president or Board, accept assignments involving correspondence and the keeping of records. The secretary shall also be responsible for the newsletter.

4. Registrar. The registrar shall keep and maintain SHRC's official roster of members ("Membership Roster"), coordinate SHRC's membership with the RRCA and any other affiliated organizations or clubs and perform such other related tasks as requested by the president or Board.

5. Treasurer. The treasurer shall collect and administer all financial dues and have authority to sign or disburse necessary appropriations, as directed and subject to such guidelines or limitations as may be determined by the Board. The treasurer shall also make available to the membership, at Membership

Meetings, on SHRC's web-site (if one exists) or as otherwise directed by the Board, copies of SHRC's most recent or current budget and a record of expenditures thereunder.

C. Eligibility: Officers may be elected to succeed themselves.

D. Term of office:

1. Term of office shall be approximately one year, beginning with or at the close of the January meeting of the members ("Membership Meeting") and continuing until the January Membership Meeting held in the next ensuing calendar year. The Membership Meeting in each calendar year shall be held no later than January 31.

2. If there is a vacancy in an office other than the presidency, the president, with the concurrence of the Board, shall appoint a replacement officer. If there is a vacancy in the office of the president, the then serving officers shall succeed to the presidency in the following order of priority: vice president, treasurer, secretary and registrar. Offices filled upon resignation or other vacancy shall also expire at the time of the January Membership Meeting of the next calendar year.

E. Elections:

1. The elected officers shall be elected by a majority vote of the "Voting Members" (as defined in sub-part V.F.4 below) present at a Membership Meeting.

F. Procedural requirements:

1. A majority vote of the Voting Members present is necessary to pass ordinary measures, including the adoption of budgets. All measures shall be deemed ordinary except those proposing an amendment of these by-laws or as to which these by-laws require greater than a majority vote. The Board shall establish such procedural rules for meetings of SHRC or the Board as it may determine appropriate.

2. No Membership Meeting shall be held unless a quorum is present. A quorum shall consist of the number of Voting Members (including elected officers) equal to twice the number of elected officers plus one.

3. A by-laws amendment may be accomplished only by an affirmative vote of two-thirds of the Voting Members present at a Membership Meeting.

4. "Voting Members" are those persons who appear as members in good standing in the Membership Roster of SHRC, with all dues fully paid.

5. A notice of a Membership Meeting at which items are presented for approval shall be sent to all Voting Members no more than 45 days or less than 7 days prior to the meeting at which the matter is to be discussed and voted on. Notices to Voting Members regarding a by-laws amendment or other matter to be voted on (i) shall describe in general terms the by-laws amendment(s) or matter to be voted on, and (ii) may be sent by regular mail, personal delivery, electronic communication or such other method approved by two-thirds of the Voting Members present at a Membership Meeting.

6. Membership Meetings will be held at least once each quarter and more frequently if called by the president or the Board. A Membership Meeting shall also be held if requested in writing by at least twenty-five percent of the Voting Members, determined as of the date such request is made.

VI. FINANCES

A. Dues shall be as determined by a majority of the Voting Members present at a Membership Meeting and shall not be changed more often than once per year.

B. SHRC is a non-profit organization. Dues, entry fees, and other monies received by SHRC will be spent entirely for carrying out the stated purpose of SHRC.

C. No part of the net earnings of SHRC shall inure to the benefit of its individuals. Without limiting the generality of the foregoing, no officer shall be paid a salary for his or her services as an officer.

D. SHRC shall be empowered to participate in fund-raising activities.

E. SHRC shall be paid a management fee set by the Board and reported to the Membership from the Huntsville Half Marathon.

F. SHRC shall submit a portion of the annual dues (described in sub-part VI.A above) to the RRCA as membership in the RRCA shall require, and other affiliations as deemed warranted by SHRC.

VII. DISSOLUTION

The dissolution of SHRC, other than may occur by operation of law, shall require the affirmative vote of two-thirds of the Voting Members. In the event of dissolution of SHRC, all of SHRC's funds and other assets shall be contributed to the YMCA (provided it is then a 501(c)(3) non-profit organization) or one or more other 501(c)(3) non-B profit organizations, after all creditors have been paid.