

## **Club Run By-Laws**

### **Article 1 - Offices**

1. **Offices.** The principle office of Club Run shall be 901 N 3rd St., #414, Minneapolis, MN 55401. The corporation may have offices at such other places, within or without the State of Minnesota, as the Board of Directors ("Board") may designate from time to time.

### **Article 2 - Directors**

2.1 **General Powers.** The business and affairs of the corporation shall be managed by and under the direction of the Board, which shall have the power and authority to engage in all acts not proscribed by law or by the provisions of the Articles of Incorporation or these Bylaws.

2.2 **Number and Election.** The corporation shall have no fewer than five and no more than nine directors, including the President, Vice President, Treasurer, and Secretary, who shall automatically be members of the Board by virtue of their election as officers. The initial Board shall consist of those persons designated by the Incorporator in a consent resolution duly authorizing such Board to act. Thereafter, directors shall be elected by the Members at each annual meeting.

2.3 **Term.** Unless a shorter term is specified by the Board to facilitate the filling of vacancies pursuant to Section 2.8 or initial implementation of staggered terms for directors, each director shall serve for a term of two years and until his or her successor shall have been duly elected and commenced serving, or until his or her earlier death, resignation, removal or disqualification. A director's term shall commence on the first day of December following the date of his or her election.

2.4 **Qualification.** Directors must be Members in good standing of the corporation in order to be eligible to serve. No paid employee of the corporation may be a member of the Board. A Director may receive compensation for services rendered to the corporation in a capacity other than as a Director or an employee of the corporation if authorized in accordance with these Bylaws

2.5 **Removal.** Any Director may be removed at any time, with or without cause, by a two-thirds majority vote of the remaining Directors of the corporation. Removal shall be effective upon dispatch of written notice to the director who is removed.

2.6 **Resignation.** Any director may resign at any time by giving written notice to the Secretary. Such notice shall take effect, without acceptance, upon receipt, unless a later date is specified in the notice, or the Board designates a different date.

2.7 **Nominations.** Any Member may nominate him or herself for election as a Director. Nominations for all available directorships shall also be taken from the floor before voting.

2.8 **Vacancies.** Unless otherwise provided by Minnesota Statutes, vacancies on the Board caused by death, disqualification, resignation, disability, removal or such other cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors. A Director filling a vacancy shall hold office until the end of the term to which the replaced Director was elected or appointed, and until that Director's successor has been duly elected and qualified, subject to that Director's earlier death, disqualification, resignation, or removal.

2.9 **Quorum.** A majority of the directors currently holding office present at a meeting is a quorum for the transaction of business. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of a number of directors originally present leaves less than the number otherwise required for a quorum.

2.10 **Board Action.** The Board shall take action by the affirmative vote of a majority of the directors present at a duly held meeting, except where the affirmative vote of a larger proportion or number is required by the Articles of Incorporation, these bylaws, or the laws of the State of Minnesota.

2.11 **Meetings.**

a. **Place.** Board meetings shall be held at any place, within or outside of the State of Minnesota, as the Board may designate. Absent such designation, Board meetings shall be held at the registered office of the Corporation.

b. **Regular Meetings.** The President shall call regular meetings of the Board on at least (5) days prior notice. The President shall call regular meetings at least four times during each calendar year. The Secretary shall provide notices designating the time, place and date of such meeting.

c. **Special Meetings.** The President or any group of directors comprising at least twenty-five percent of the then serving directors may call special meetings of the Board at any time for any purpose. The Secretary shall

provide written notice of every special meeting of the Board to each director at least five days before the day on which the meeting is to be held or in person or by telephone not less than twenty-four hours before the special meeting is to be held.

d. **Notice.** Notice of a meeting provided to a director need not state the purpose of the meeting, unless otherwise required by law or these Bylaws, provided that, if the purpose of the meeting is to remove any director or officer, the notice must state such purpose. Oral notice may be given by telephone or in person. Written notice may be given by mail, facsimile transmission, verified electronic mail, or may be delivered to the address maintained for each director in the records of the corporation.

e. **Waiver of Notice.** A director may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. A director's attendance at a meeting shall constitute a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and that director does not participate in the meeting thereafter. The Secretary shall file all written waivers with the records of the corporation.

f. **Remote Communications Meetings.** A conference among directors, or among members of any committee designated by the Board, by any means of remote communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. In any duly called meeting of the Board or committee, one or more members of the Board or committee may participate by telephone even though other members of the Board or committee are physically present.

2.12 **Action Without a Meeting.** The Board may take an action required or permitted to be taken at a Board meeting by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present, provided that all of the directors must be notified immediately of the content and effective date of the action. The Secretary shall file such written action with the minutes of the corporation.

2.13 **Compensation.** Directors shall receive no compensation for their services as directors, but may be reimbursed for reasonable expenses as determined from time to time by resolution of the Board. Nothing herein shall be construed to preclude any director from serving the corporation in any other capacity and receiving appropriate and reasonable compensation for such

services, provided that such services and compensation are secured, rendered, received, approved, and paid in accordance with the provisions of these Bylaws.

### **Article 3 - Officers**

- 3.1 **General.** The corporation shall have a President, Vice President, Treasurer, and Secretary, and such other officers, employees or agents as the Board deems necessary or appropriate.
- 3.2 **Election.** Officers shall be elected by the Board from its duly elected and sitting members at the first meeting of the Board following the annual meeting.
- 3.3 **Term.** Each officer shall serve for a term of one year and until his or her successor shall have been duly elected and commenced serving, or until his or her earlier death, resignation, removal or disqualification. An officer's term shall commence on the first day following the date of his or her election.
- 3.4 **Resignation/Removal.** In the event of resignation or removal of an officer/director in accordance with these Bylaws, such resignation or removal shall constitute resignation or removal as both an officer and a director of the corporation.
- 3.5 **Vacancies.** Any vacancy in the office of President shall be filled by the Vice President in accordance with Section 3.8. If the office of any other officer shall become vacant, the Board shall fill such vacancy with a member of the Board. A person so appointed to fill a vacancy shall serve as an officer for the remainder of the term of the officer whose vacancy has been filled.
- 3.6 **President.** The President shall be the chief executive officer of the corporation. The President shall have all of the powers and duties which are usually vested in the office of the President of a corporation, including, but not limited to, the duty to preside at all meeting of the Board and Members, and the general supervision over other officers and the affairs of the corporation. The President shall execute all contracts, agreements and obligations of the corporation except as such authority may otherwise be delegated by resolution of the Board. The President shall perform such other duties as may from time to time be prescribed by the Board.
- 3.7 **Vice President.** In the absence of the President, or in the event of his or her death, disability, resignation, removal or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may from time to time be prescribed by the Board.

3.8 **Treasurer.** The Treasurer shall keep accurate financial records for the corporation, deposit all monies, drafts and checks in the name of and to the credit of the corporation in such banks and depositories as the Board shall designate from time to time, endorse for deposit all notes, checks, and drafts received by the corporation as ordered by the Board, disburse corporate funds and issue checks and drafts in the name of the corporation, as directed by the Board, render to the President and the Board, whenever requested, an account of all of his or her transactions as treasurer and of the financial condition of the corporation, coordinate and oversee compliance with all audit and related functions, assist in the preparation of the corporation's annual budget, coordinate and oversee the preparation and filing of all federal, state, and local tax forms, along with all other governmental or institutional financial forms and disclosures, and perform such other duties as may be prescribed by the President or the Board from time to time. As provided in Section 3.12 below, the Treasurer may delegate the authority to issue checks and drafts in the name of the corporation and to endorse notes, checks, and drafts for deposit, to the Executive Director, if any, or other agents of the corporation, subject to any restrictions stated by the Board.

3.9 **Secretary.** The Secretary shall, unless otherwise determined by the Board, be secretary of and attend all meetings of the Board, maintain the records of the corporation, record the proceedings of all meetings of the Board in the records of the corporation, and, whenever necessary, certify such proceedings. The Secretary shall give proper notice of meetings to directors and shall perform such other duties as may be prescribed by the President or the Board from time to time.

3.10 **Other Officers.** Any other officers appointed by the Board shall perform such duties and be responsible for such functions as the Board shall prescribe.

3.11 **Delegation.** Unless prohibited by law or by a resolution of the Board, an officer may delegate in writing some or all of the duties and powers of his or her office to other persons, provided, however, that such delegation shall not relieve such person for responsibility to ensure that such duties and powers are fulfilled and exercised as required by these Bylaws, the Board and applicable law.

#### **Article 4 - Members**

4.1 **General.** Membership in the corporation shall be available to any individual. Fees and benefits of membership shall be as established by the Board from time to time.

4.2 **Voting Members.** All members who are over the age of eighteen and are in good standing as of the date of any election held in accordance with these Bylaws shall be entitled to vote in such election. A member shall be deemed in good standing upon the affirmation of the Treasurer of the corporation that there are no outstanding amounts past due from the member to the corporation as of the date of the election. Such determination shall take into account any and all amounts, whether for the payment of membership dues, training class fees, or any other type of payment outstanding.

## **Article 5 - Annual Meeting**

5.1 **Date/Place.** The annual meeting of this corporation shall be held in November or such other time as the Board shall direct and at such time and place as may be determined by the Board.

5.2 **Purpose.** The purpose of the annual meeting shall be the election of directors.

5.3 **Notice.** The Secretary shall provide written notice of annual meetings of the corporation by giving thirty days written notice to all members of the date, time and place for the annual meeting. Written notice may be given by mail, facsimile transmission, verified electronic mail, or may be delivered to the address maintained for each member in the records of the corporation.

5.4 **Quorum/Voting.** Before or at the annual meeting of the corporation, all members in good standing may nominate persons to serve as directors or officer/directors of the corporation and to vote upon those persons nominated. Not less than twenty percent of the Members in good standing, appearing in person or by proxy, shall constitute a quorum for the transaction of business. If a quorum is present when a duly-called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a number of members originally present leaves less than the number otherwise required for a quorum.

5.5 **Proxies.** Members may appoint another member to serve as a proxy to vote or otherwise act for the member by signing an appointment form. An appointment of a proxy is effective when received by the Secretary of the corporation or any other officer then entitled to tabulate member's votes. An appointment is valid for three months unless a different period is stated in the appointment, provided that a proxy is not valid for more than three years from its date of execution. An appointment of proxy is revocable by the member. The appointment of a proxy is revoked by the member appointing the proxy by attending a meeting and voting in person or by signing and delivering to the officer or agent authorized to tabulate votes a revocation of the proxy. Other

rules and requirements pertaining to member's rights to vote by proxy shall comply with Minnesota Statutes section 317A.453, as amended from time to time.

5.6 **Waiver of Notice.** A member may waive notice of any meeting before, at, or after the meeting, in writing, orally, or by attendance. A member's attendance at a meeting shall constitute a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and that director does not participate in the meeting thereafter. The Secretary shall file all written waivers with the records of the corporation.

## **Article 6 - Committees**

6.1 **General.** A resolution approved by the affirmative vote of a majority of the directors currently holding office may establish committees having the authority of the Board in the management of the business of the corporation to the extent provided in the resolution. Committees shall be subject at all times to the direction and control of the Board, including the power of the Board to terminate the existence of a committee at any time for any reason.

6.2 **Membership.** Committee's established by the Board pursuant to this Article 6 shall consist only of Board members. All members must be appointed by affirmative vote of a majority of the directors present at any Board meeting. The Chairperson of any committee established by the Board shall be appointed by affirmative vote of a majority of the directors present at any Board meeting.

6.3 **Procedures.** The provisions of Article 2, to the extent applicable, and Article 7 of these Bylaws shall apply to committee and members of committee to the same extent as they apply to the Board and directors.

6.4 **Minutes.** Minutes, if any, of committee meetings shall be made available upon request to members of the committee and to any director.

6.5 **Compensation.** Members of committees shall receive no compensation for their services, but may be reimbursed for reasonable expenses as determined from time to time by resolution of the Board.

## **Article 7 - Indemnification/Conflicts of Interest/Standard of Conduct**

7.1 **Indemnification.** The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes Section 317A.521, as now enacted or hereafter amended, or as required by other provisions of law, provided, however,

that no indemnification shall be made with respect to any claim, issue, or matter as to which the person shall be adjudged to be liable to the corporation.

7.2 **Conflicts of Interest.** A conflict of interest is defined as any contract or other transaction between the corporation and any director, committee member, or any person or entity, where a director or committee member may derive any direct or indirect benefit, whether that benefit is material or non-material in nature. In the event of a conflict of interest, a director or committee member must fully disclose such conflict of interest to the Board and to any committee of which that person is a member.

7.3 **Treatment of Conflicts of Interest.** The corporation shall not enter into any contract or transaction that presents a conflict of interest, and the existence of a conflict of interest shall render any contract or transaction entered into despite this provision void, unless:

a. the contract or transaction was, and the person asserting the validity of the contract or transaction has the burden of establishing that the contract or transaction was, fair and reasonable to the corporation when it was authorized, approved, or ratified;

b. the material facts as to the contract or transaction and as to the director's or committee member's interest are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a two-thirds vote, not counting any vote that the interested director or committee member might otherwise have, and not counting the director or committee member in determining the presence of a quorum.

7.4 **Standard of Conduct.** Each director, officer, and committee member shall endeavor to discharge his or her duties as a director, officer, or committee member in good faith, in a manner in which the director, officer, or committee member reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

## **Article 8 - Fiscal Year**

8.1 **Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

## **Article 9 - Insurance/Authority to Borrow, Encumber Property/Deposit of Funds**



9.1 **Insurance.** The corporation may, but is not required to, purchase and maintain insurance, including the type commonly known as "Director's and Officer's Liability Insurance", on behalf of any person who is a director, officer, or committee member, volunteer, or employee against any liability asserted against and incurred by such person in or arising from such capacity, whether or not the corporation would otherwise be required to indemnify the person against the liability.

9.2 **Authority to Borrow, Encumber Property.** No director, officer, committee member, volunteer, or employee of the corporation shall have the power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

9.3 **Deposit of Funds.** All funds of the corporation shall be deposited on a timely basis to the credit of the corporation in such banks, trust companies, or other depositories as the Board may approve or designate. All such funds shall be withdrawn only in the manner authorized by the Board.

#### **Article 10 - Amendments**

10.1 **Amendments.** The Board shall have the authority to amend or repeal Bylaws or adopt new Bylaws by the affirmative vote of a majority of the directors, provided that, all directors shall be notified of such proposed actions at least five days before such actions take place.

The undersigned, \_\_\_\_\_, Secretary of Club Run, hereby certifies that the foregoing Bylaws were adopted by the Board of said corporation on \_\_\_\_\_.

\_\_\_\_\_

Secretary

