

ERIE RUNNERS CLUB BY-LAWS

PURPOSE: To organize and promote running in the Erie area so that individuals may receive the enjoyment and benefits of this physical activity.

GOALS:

- a. To promote physical fitness and good health.
- b. To educate and help train individuals in the various aspects of running.
- c. To promote the positive aspects of running including social comraderie.
- d. To organize and plan various running events throughout the year.

ARTICLE I. OFFICES

1. The registered office of the corporation shall be at Post Office Box 6, Erie, Pennsylvania 16512.
2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE II. CORPORATE SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE III. MEMBERS

1. Membership shall be opened to and include all those persons having an interest in the sport of running and in the promotion of the sport through the sponsorship and participation in running events.
2. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the last day of February of each calendar year.
3. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.
4. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
5. Membership in this corporation is not transferable or assignable.

ARTICLE IV. MEETINGS OF MEMBERS

1. Meetings of the members shall be held at a location and time to be fixed by the Board of Directors.

2. The Annual Meeting of the members shall be held on the second Monday of December in each year if not a legal holiday, and if a legal holiday, then on the next full business day following at 7:00 p.m. when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member may call such meeting.

3. Special meetings of the members may be called at any time by the President, or the Board of Directors, or members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

4. Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting, at least seven days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

5. Persons authorized or required to give notice of a meeting of members may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing notice of such meeting to be officially posted on the website and placed in the monthly newsletter.

6. Membership votes will be limited to current members and elections of officers with voting deadlines, any other votes for the membership decided by the board of directors will be in the monthly newsletter.

7. Any action which may be taken at a meeting of the members or of a class of members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the corporation.

8. Every member of the corporation shall be entitled to one vote. No member shall sell his vote for money or anything of value. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property, shall cease on the termination of his membership.

9. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Election for directors need not be by ballot except upon demand made by a member at the election and before the voting begins.

10. In advance of any meeting of members, the Board of Directors may appoint judges of election, who need not be members to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as a judge.

ARTICLE V. DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, Eleven (11) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this corporation. The Board shall consist of the current officers of the corporation and the immediate,

past president. They shall be elected by the members at the annual meeting of members of the corporation, and each officer shall be elected for the term of two years and each executive board member shall be elected for the term of three years and until their successors shall be elected and shall qualify.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

3. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

4. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least seven days prior to the day named for the meeting. The elected members of the Board of Directors shall make every effort to attend these meetings. Absence from three (3) meetings in a rolling twelve (12) month period shall be considered cause for dismissal, at the discretion of the Board.

5. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting, if consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation.

6. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees to consist of one or more directors of the corporation. Any such committee, to the extent provided in the resolution of the Board of Directors or in the By-Laws, shall have and may exercise all of the powers and authority of the Board of Directors except that no such committee shall have any power or authority as to the following:

- (a) The submission to members of any action required by statute to be submitted to the members for their approval.
- (b) The filling of vacancies in the Board of Directors.
- (c) The adoption, amendment or repeal of the By-Laws.
- (d) The amendment or repeal of any resolution of the Board.
- (e) Action on matters committed by the By-Laws or resolution of the Board of Directors to another committee of the Board.

7. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he/she or they constitute a quorum, may unanimously appoint another director to act at the meeting in place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.

8. The Board of Directors shall not compensate any director or officer other than compensation for expenses incurred.

9. The entire Board of Directors, or a class of the Board, where the Board is classified with respect to the power to select directors, or any individual director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the directors or of such class of directors, in case the Board or such a class of the Board or any one or more directors are so removed, new directors may be elected at the same meeting. If members are entitled to vote cumulatively for the Board or a class of the Board, no individual director shall be

removed unless the entire Board or class of the Board is removed in case sufficient votes are cast against the resolution for his removal, which, if cumulatively voted at an annual or other regular election of directors, would be sufficient to elect one or more directors to the Board or to the class.

10. The Board of Directors may declare vacant the office of a director if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as the By-Laws may specify.

11. A director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances, in performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.
- (c) A committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section,

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

A director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (a) The director has breached or failed to perform the duties of his office under this section.
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- (1) The responsibility or liability of a director pursuant to any criminal statute; or
- (2) The liability of a director for the payment of taxes pursuant to local, State or Federal law.

12. Directors as such, shall not receive any stated salary for their services, PROVIDED, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI. OFFICERS

1. The executive officers of the corporation shall be chosen by the members, and shall be a President, Vice-President, Secretary, Treasurer and such other officers and assistant officers as the needs of the corporation may require. The President and Secretary shall be natural persons of full age; the Treasurer, however, may be a corporation, but if a natural person, shall be of full age. They shall hold their offices for a term of one year two years and shall have such authority and shall perform such duties as are provided by the By-Laws and as shall from time to time be prescribed by the members. The terms of the President and Secretary shall be staggered by one year from that of the Vice-President and Treasurer, such that a maximum of two executive officers may be replaced in one election. Elections of the President and Secretary shall be held during even years, i.e. 2014, and elections of the Vice-President and Treasurer shall be held during odd years. It shall not be necessary for the officers to be directors and any number of offices may be held by the same person. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

2. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

3. The President shall be the chief executive officer of the corporation; he/she shall preside at all meetings of the members and directors; he/she shall general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He/She shall execute bonds, mortgages and other documents requiring a seal, under the seal of the corporation. He/She shall be EX-OFFICIO a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of President.

4. The Vice-President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.

5. The Secretary shall attend sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He/She shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/She shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall keep the monies of the corporation in a separate account to the credit of the corporation. He/She shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation.

ARTICLE VII. VACANCIES

1. If the office of any officer or agent, one or more, becomes vacant for any reason, the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

2. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be a director until his/her successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior

Thereeto.

ARTICLE VIII. BOOKS AND RECORDS

1. The corporation shall keep an original and duplicate record of the proceedings of the members and the directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated. e.g. the residence of the Treasurer and/or Secretary.
2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, books and records of account, and records of the proceedings of the members and directors. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated. e.g. the residence of the Treasurer and/or Secretary.
3. All books, records and property of the club, held by any officer or member shall be returned to the club upon removal, resignation, or expiration of term of office, or the completion of the assigned Duties.

ARTICLE IX. TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, except that whenever there are twenty-one or more directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these By-Laws, no vote or consent of the members shall be required to make effective such action by the Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.
2. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the corporation.
3. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

ARTICLE X. MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of January of each year.
2. **SAVINGS CLAUSE:** Failure of literal or complete compliance with the provisions of these By-Laws in respect to dates and times of notice, or the sending or receipt of the same, or errors in phraseology of notice of proposals, which in the judgment of the members at meetings held do not cause substantial injury to the rights of members, shall not invalidate the actions or proceedings of the members at any meeting.

3. Adoption of the By-Laws adopted by the incorporator of the corporation following the first organizational meeting of the corporation held on the 12th day of October 1987, in Erie, Pennsylvania at which 63 members were present and who upon motion duly made and seconded, unanimously authorized these By-Laws to be adopted and amended.

4. Amendments to the By-Laws adopted by the incorporator of the corporation were put to vote at a meeting of the corporation held on the 16th day of August, 1993, in Erie, Pennsylvania at which ___ members were present and who upon motion duly made and seconded, unanimously authorized the incorporator to amend these By-Laws.

5. Amendments to the By-Laws adopted by the incorporator of the corporation were put to vote at a meeting of the corporation held on the 12th day of May, 2014, in Erie, Pennsylvania at which 39 members were present and who upon motion duly made and seconded, unanimously authorized the incorporator to amend these By-Laws.

6. The corporation shall indemnify each of its directors, officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a part because he or she is or was a director, officer or employee of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in performance of his or her duties, or was derelict in performance of his or her duty as director, officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such director, officer or employee may be entitled.

7. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

8. So long as the corporation shall continue to be organized on a nonstock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amounts and upon such terms as are fixed by the directors in accordance with the provisions of section 5541 of the Nonprofit Corporation Law of 1988.

9. The Board of Directors, by resolution, may authorize the corporation to accept subventions from members or nonmembers on terms and conditions not inconsistent with the provisions of section 5542 of the Nonprofit Corporation Law of 1988, and to issue certificates therefor.

ARTICLE XI. - AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

Daniel J. Albaugh, Incorporator