

**BYLAWS
OF
COLUMBUS EASTSIDE RUNNING CLUB, INC.**

ARTICLE I – NAME

This Corporation shall be known as the “Columbus Eastside Running Club” or “CERC”.

ARTICLE II – PURPOSE

The purposes of CERC, as stated in its articles of incorporation, include, without limitation, to support, promote, develop and encourage running and jogging and training for distance runners and the education of the public as to all matters related thereto for the betterment of the general welfare of the Central Ohio community by:

- (a) encouraging, training and coaching runners of every ability level and interest;
- (b) conducting group training runs and holding social gatherings for runners;
- (c) promoting good health, physical fitness and friendship;
- (d) encouraging participation in all types of running events with a focus on half and full marathons;
- (e) supporting local races and other running activities;
- (f) disseminating information on running and related training and health matters;
- (g) supporting charitable causes in our community; and
- (h) engaging in other activities in furtherance of the foregoing.

ARTICLE III - AFFILIATION

CERC shall be affiliated with the Road Runners Club of America, Incorporated (“RRCA”). This requires following all RRCA bylaws and paying annual dues to RRCA prior to March 1 of each year. The dues paid are calculated for the following year based on the number of CERC members as of September 30. The membership for this calculation is based on the number of households (unique addresses) for the club. All members of CERC automatically become individual members of RRCA.

ARTICLE IV – BOARD OF DIRECTORS

The number of Directors comprising the Board shall be between eight (8) and ten (10). Initially, the number of Directors shall be fixed at eight (8). The President, Membership Director, Secretary, Coaching Director, Pacing Director, Run Logistics Director, Treasurer, and Social Director shall serve as the Board of Directors’ positions. In addition, if at any time a new President is elected, the number of Directors shall automatically be increased by one (1) and the

immediate past President shall be a member of the Board for the applicable two-year term without the need to be elected by a vote of the members. All Directors must be CERC members in good standing at all times and at least 18 years old to serve.

A. Board Responsibilities.

1. The Board is and shall be the governing authority of the Corporation and shall have total oversight over the management of all CERC affairs. The Board shall carry out all of the objectives and purposes for which CERC is organized, with each Director carrying out those duties which are set forth herein, and other such duties that may be assigned by the Board. This general mandate includes, but is not limited to, setting CERC policy, financial oversight, strategic planning, fundraising, determining and monitoring CERC programs, events and services, participation in running events and educational events on running.

2. The Board shall set policies on all disputes and grievances.

3. The Board may delegate to specific officers, or specific committees, the powers provided for in these Bylaws.

B. Elections.

1. Terms of Office.

a. Each Board position shall be subject to a two-year term of office. The President (if appropriate), Secretary, Pacing Director, and Treasurer shall be elected in odd numbered years for a term beginning January 1 of the following even numbered year. The Membership Director, Coaching Director, Run Logistics Director, and Social Director, shall be elected in even numbered years for a term beginning January 1 of the following odd-numbered year.

b. The immediate past President (if any) will serve on the Board without having to be elected to that position.

2. General Rules.

a. All nominees for Board positions must be members of CERC in good standing for at least five (5) months prior to election.

b. Candidates for election shall be nominated as set forth in §IX.

c. A Director may serve in only one Board position at a time.

d. A Director may accept a nomination and run for election to one other board position without resigning so long as the current term of their board position will expire at the end of the year in which the election is being held.

e. Notwithstanding any other provision of these Bylaws to the contrary, (i) Catherine S. O'Donnell, as the Founding Member, shall serve as President and a Director for so long as she is willing and able to do so and (ii) she may only be removed as President for cause by the unanimous vote of all of the other Board members. If the Founding Member for any reason at any time declines or is unable to serve as President, the number of Directors shall automatically be increased by one (1) and she shall serve on the Board as the Founding Member. The Founding Member shall be a voting member of the Board of Directors and shall be exempt from any attendance

criteria for maintaining her board position. The Founding Member shall not fill the role of Immediate Past President on the Board.

3. Election process. At the November/December meeting, each Board position with a term ending December 31 of that year shall be voted on separately and filled by the candidate receiving the greatest number of votes.

C. Vacancies. Board positions which are vacated by a prior Director, by removal, or which are newly created pursuant to any revisions of these Bylaws, may be filled by the Board at any Board meeting. Appointment of a Director to a vacant Board position shall be done by a majority vote. Any such successor Director shall fulfill the un-expired portion of the predecessor Director's term.

D. Removal from Office.

1. Members of CERC shall have the right to request the removal of any officer whose acts are believed to be negatively affecting CERC. The complaining member must notify the Board in written form or via email. A second complainant will be required to bring such a proposal to the Board. The officer in question will be notified of the removal proceedings and the remaining officers will address the complaint at the next Board meeting. At this meeting, discussions of the topic will be opened, allowing the defense of the officer and the concerns of CERC member(s) to be heard. When all discussion has concluded, a vote via secret ballot of the Board will be taken (excluding the Board member in question), with a two-thirds majority required for removal.

2. Between the time that the officer in question has been notified and the time of the removal proceedings, said officer must have another officer-as designated by the Board sign off on any and all work done for CERC.

ARTICLE V – RESPONSIBILITIES OF BOARD MEMBERS

A. Duties of the President. The President shall (a) preside over all Board meetings, (b) recommend to the Board the creation and disbanding of temporary committees, (c) serve as an ex-officio member of each committee except the Nominating Committee, (d) represent CERC in all dealings with Road Runners Club of America (RRCA) and other third parties, (e) submit an annual written report to the membership, (f) provide second signature on checks as needed, (g) have the right to assign or delegate specific functions or program responsibilities to other members of the Board, (h) manage all CERC sponsors and/or preferred relationships or partners, and (i) perform all other duties that pertain to the office or that may be specified in these Bylaws or specified by the Board.

B. Duties of the Membership Director. The Membership Director shall (a) track all incoming membership payments through Paypal and other sources, (b) coordinate with treasurer regarding receipt and tracking of all income, (c) maintain and update membership forms and waivers, (d) ensure all members have completed registration forms and waivers, (e) monitor membership portion of the website and provide updated membership content from time-to-time, (f) coordinate with partner organization(s) and the Board regarding design and cost of member apparel, (g) order and distribute member apparel once design and cost have been approved by Board, (h) compile and update membership lists and disseminate to board members, (i) share membership information with partner organizations for purposes of member discount.

C. Duties of the Treasurer. The Treasurer shall (a) ensure that CERC finances are managed according to generally accepted accounting principles for nonprofits and that funds are secured, deposited, dispersed and reported according to the Board's policies and procedures, (b) chair the nominating committee and audit committee, (d) be responsible for timely filing of tax returns, (e) prepare financial statements and report them to the Board at each regularly scheduled board meetings, (f) prepare an annual report for the general membership meeting, and (g) ensure the development and submission of budgets by all officers and committees before any distribution of funds are permitted, (h) and ensure that a bi-annual inventory of all CERC property and merchandise is completed.

D. Duties of the Secretary. The Secretary will facilitate the bi-monthly CERC Board meetings, including working with other Board members to set the agenda, document and distribute meeting minutes, and following-up with Board members on action items, when necessary. Additionally, the CERC Secretary will be responsible for recording the minutes of all Board and membership meetings, which includes the roll call, verification that a quorum is present, report all motions and votes and, if directed by the Board, submit the minutes for publication on the CERC website in a timely fashion, and keep a file of such minutes. The CERC Secretary will also maintain the CERC website to facilitate communications with both members and non-members. The CERC Secretary will work with other Board members to collect pertinent information and update the website as necessary. This includes, for example, posting of season training schedules and calendars, posting weekly emails to the members, and other updates as required.

E. Duties of the Pacing Director. The Pacing Director shall be responsible for (a) recruiting and approving sufficient pacers for each pace group each season, (b) coordinating the exchange of information between the pacers, as well as between the pacers and the general members, (c) creating rules and regulations for the pacers subject to approval of the Board, (d) creating incentive programs for the pacers, (e) maintaining pacer contracts and all information relative to pacer incentives, (f) coordinating pacer apparel (including gender, sizing, and design) with partner organization(s) and the Board as necessary, (g) dismissing pacers as required, and (h) updating biographical information for all pacers prior to the commencement of each season.

F. Duties of the Run Logistics Director. The Run Logistics Director shall be responsible for coordinating placement of water and Gatorade for group runs by (a) creating and maintaining water station checklists and supply distribution systems, (b) identifying stations for each Saturday run, (c) recruiting volunteers and/or paid assistants sufficient to service all water stations, including backup volunteers, (d) scheduling volunteers and/or paid assistants for season.

The Run Logistics Director shall also coordinate group run routes and locations by (a) identifying appropriate pre-trail routes for all distances in schedule, (b) identifying backup routes in the event of inclement weather or site unavailability, (c) coordinating information regarding sharpening runs with Coaching Director.

G. Duties of the Special Events Director. The Special Events Director shall be responsible for organizing (a) member bi-annual meetings and open houses with Second Sole or other partner organizations, (b) pre and post race events, (c) special races, race events, and other social gatherings designed to promote CERC and increase morale, and (d) other such duties as may be requested by the board.

H. Duties of the Coaching Director. The Coaching Director shall be responsible for (a) developing training and sharpening schedules for each season for CERC members, (b) coordinating educational activities for CERC coaches, (c) setting responsibilities for CERC coaches, (d) providing orientation and training for CERC coaches at or before the commencement of each season, (e) provide direction, with the assistance of CERC coaches, to members during CERC activities, (f) maintain RRCA coaching and Group Certification, or designate (with the approval of the Board) those responsible for maintaining RRCA coaching and Group Certification, (g) communicating with members on a weekly basis regarding training information and schedules.

I. Duties of the Immediate Past President. The immediate past President shall (a) assist the President with transition into office, (b) provide support to the President when necessary and (c) other duties as may be assigned by the Board.

K. Webmaster. The President shall serve as the Webmaster or the President may appoint another CERC member or Director to serve in such capacity, subject to approval by the Board. The Webmaster's duties are to manage the CERC website and make changes thereto as approved by the President or the Board. The Webmaster shall not be required to be a Board member.

ARTICLE VI – MEMBERSHIP AND DUES

A. Membership. Individuals who wish to participate in CERC activities shall submit dues with an application for membership. All members must execute and deliver to CERC a Liability Waiver and a Release of Claims Agreement. CERC's Board of Directors (the "Board") shall approve, in form and content, the Liability Waiver and the Release of Claims Agreement.

B. Membership Periods. Semi-annual memberships are valid through June 1 or November 1, as applicable, in the semi-annual period paid, or on such other dates as shall be set by the Board of Directors and communicated to the all members in a manner to be determined by the Board. Any available discounts or benefits offered by sponsors or preferred partners may not be available during the entirety of any given membership period.

C. Good Standing. Members whose semi-annual dues are paid by January 15 or July 15, as applicable, are considered to be in good standing. Those whose dues are not paid by such dates are in arrears and cannot hold office after that date.

D. Waiver of Dues.

1. Notwithstanding any other provision of these Bylaws to the contrary, the Board, in its sole discretion, may waive the payment of dues by any member based on his or her financial hardship and/or contributions to CERC (whether in the form of services, time, money, goods, expertise or otherwise), in which case such member shall be deemed to be a member in good standing and to have all rights and benefits thereof.

2. In consideration of their contributions to CERC, Catherine O'Donnell and William O'Donnell shall be considered lifetime members in good standing and honorary pacers for so long as they choose, and each shall receive member shirts and pacer shirts each season.

E. Board Eligibility. In order to be nominated for the Board, a member must have paid his or her dues at least five (5) months prior to the applicable November/December meeting.

F. Dues. The Board will set dues by majority vote.

G. Types of membership.

1. Individual Membership. Anyone over 18 years of age may join as an individual member.

2. Minor Membership (less than 18 years old). Anyone under 18 years of age may join as an individual as long as permission from a guardian is obtained.

H. Non-Discrimination. Membership in CERC shall not be restricted based on race, religion, sex, age or athletic ability with membership available to anyone interested in running.

ARTICLE VII – MEETINGS OF THE GENERAL MEMBERSHIP

A. Annual Meeting. An annual meeting of CERC's general members shall be held on a date and a location determined by the Board and shall be announced not less than one (1) month in advance. These meetings shall be held, generally, in December of each year unless the Board, by majority vote, agrees otherwise.

B. Special Meeting. Other meetings may be conducted as the President deems necessary. The President shall also call a general membership meeting upon written request of not less than twenty five percent (25%) of the total membership or by a majority of the members of the Board.

C. Notice. Written notice (by posting on CERC's website or by email, mail or newsletter) stating the location, day and time of the meeting and, in the case of the special meeting, the purpose for which the meeting is called, shall be delivered not less than one (1) month prior to the day of the meeting to each member.

D. Quorum. The presence of a simple majority of the members then serving on the Board, together with at least two (2) other members, shall constitute a quorum for the transaction of business.

E. Voting. A majority vote of members present (no proxy voting shall be permitted) at a general meeting shall be necessary to pass ordinary measures. All measures shall be deemed ordinary, except those proposing a Bylaws amendment which shall require a two-thirds vote of members present.

F. Amendment of Bylaws and Articles of Incorporation.

1. A bylaws amendment may be accomplished by a two-thirds vote of members present at the annual meeting or if necessary a special meeting.

2. Only those members who have been members of this organization for a minimum of five (5) months prior to the proposal of such amendments may vote upon the same.

3. All members must be notified at least fourteen (14) days prior to voting or discussing Bylaws amendments.

4. When necessary a Bylaws committee will be appointed by the President to review the existing Bylaws and make recommendations to the Board for any Bylaws changes. The Board will determine if these changes should be submitted to the membership at the annual meeting.

5. If an amendment is passed at the annual meeting, it shall become effective immediately unless another date is specified as part of the amendment.

6. The Board may renumber, revise, and correct any provision in these Bylaws, and in the rules, policies, procedures and regulations of CERC, to eliminate errors, to correct spelling and grammar, to provide consistent numbering and to bring about proper order and sequence, but in so doing it may not change the meaning of any provision.

7. The Corporation's articles of incorporation and this Section VII (F)(7) may only be amended by the unanimous vote of all of the Directors of the Corporation.

H. Rules of Order at Meetings. Robert's Rules of Order shall govern the proceedings at all meetings when not inconsistent with these Bylaws.

I. Order of Business. The order of business shall be as follows:

1. Call to Order
2. Roll-call (sign in sheet or secretary records)
3. Action on minutes of preceding meeting
4. Reports, if any, of officers
5. Report of Committees
6. Unfinished (old) business, if any
7. New Business
8. Election of Board of Directors (every two years)
9. Announcement/Open Discussion
10. Announcement of date/location of succeeding meetings (if available)
11. Adjournment

ARTICLE VIII – BOARD MEETINGS

A. Regular Board Meetings.

1. The Board will hold meetings in alternate months (at a minimum) commencing January of each year.

2. Regular Meetings will be held on the second Sunday in each alternate month and shall commence at 4 p.m., unless an alternate regularly scheduled time is approved by a majority of the Board.

3. All Directors will be notified in writing by mail or email of the location of each meeting at least one week prior to the meeting.

4. Additional meetings may be scheduled at a time and place agreeable to the Board and as deemed necessary by the President or by the majority of the Board.

B. Quorum. A simple majority of the Directors present in person shall constitute a quorum for the transaction of business by the Board.

C. Voting. A majority vote of Board members present (no proxy voting shall be permitted) shall be necessary to pass ordinary measures. All measures shall be deemed ordinary, except those proposing a Bylaws amendment or removal of a Director, which shall require a two-thirds vote of Board members present.

D. Rules of Order at Meetings. Robert's Rules of Order shall govern the proceedings at all meetings when not inconsistent with these Bylaws.

E. Order of Business. The order of business shall be as follows:

1. Call to Order
2. Roll-call (sign in sheet or secretary records)
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6. Unfinished (old) business, if any
7. New Business
9. Announcement/Open Discussion
10. Announcement of date/location of succeeding meetings (if available)
11. Adjournment

ARTICLE IX- COMMITTEES

A. General Rules.

1. Appointing Authority. The Board, by majority vote, shall have sole authority to appoint the chairperson of any committee. The chairperson of each committee shall be responsible for appointing additional members to the committee.

2. Length of Service. The length of service for all committee members, including the chairperson shall terminate at the end of each calendar year unless otherwise designated by the Board. The newly appointed chairperson may reappoint selected members and appoint new members.

3. Quorum and Manner of Acting. A majority of a committee's members shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

B. Permanent ("Standing") Committees. CERC's two permanent committees are the Nominating Committee and the Audit Committee.

1. Nominating Committee ("NC"). The NC nominates candidates for elective office (Board) with the aim of building a Board that will effectively govern CERC.

a. The Board shall appoint a chair for the NC until such time as the position of Immediate Past President is created by action of these bylaws. At that time, the Immediate Past President shall serve as the chair of the NC.

b. The chair of the NC shall appoint between two and three other CERC members in good standing to the NC. Current Directors shall not serve as members of the NC (other than the Chair).

c. The NC presents its slate of recommended candidates, consisting of one individual for each position.

d. Nominations will be presented to the Board for approval at least one meeting prior to the annual meeting.

e. Nominations will be published on the CERC website or sent by email, newsletter or mail the month prior to the annual meeting.

e. Following the report of the NC at the annual meeting of the membership, members whose written or verbal consent has been obtained may be nominated from the floor provided that the names of any such nominated members have been provided to the President in a writing signed by at least ten (10) members in good standing at least fourteen (14) days prior to the meeting.

f. Voting will occur immediately after the motion to close nominations has been approved. Directors shall be elected by simple majority vote via secret ballot of the members present.

2. Audit (and Finance) Committee. The Treasurer shall be the chairperson of this committee. Other committee members shall include at least one other CERC Board member and at least one non-Board CERC member. The President shall be an ex-officio member. The Board shall appoint all committee members to the Audit Committee.

a. The audit committee shall (i) ensure the creation of a budget, (ii) recommend any changes to the annual dues for the membership, and (iii) initiate and oversees an annual audit.

b. The Treasurer will submit a report at every Board meeting.

c. The Treasurer will provide a written Audit report at the annual meeting.

C. Other Committees. Other committees may include (a) committees performing ongoing or annual functions and programs not designated as permanent in these Bylaws, and (b) ad hoc committees such as task forces and special panels.

1. Creation and Dissolution. Committees not otherwise listed in these Bylaws may be formed and/or dissolved by a majority vote of the Board.

D. Committee Activities. The Board shall be kept informed of the activities and progress of each group and have oversight duties only in regard to the final outcome (approval, acceptance or rejection, ratification). Outcomes that do not meet with Board approval may be returned to the group for justification reconsideration, or further work as needed.

ARTICLE X – FINANCES

A. Changes to the dues shall be determined by a majority of the Board.

B. CERC is a 501(c)(3) not-for-profit organization. All funds received by CERC will be spent entirely for carrying out the stated purposes of CERC.

C. CERC shall not carry on any activity not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by an organization whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. No part of net earnings of CERC shall inure to the benefit of its members, directors or officers, except that CERC may pay reasonable compensation for services rendered by members or third parties for the purpose of CERC as set forth in Article II.

E. Members using CERC funds must give a full record of expenditures to the Treasurer.

F. CERC is empowered to participate in fund raising activities and to accept contributions in support of its purpose as stated in Article II.

G. Any checks disbursed by CERC must be signed by two authorized Board members. Authorized Board members include the President (or if the President is unavailable, the Vice President, if any), immediate past President and the Treasurer.

H. Audit Committee. An audit committee will be appointed by the President and approved by the Board. An audit will be done annually by the audit committee.

ARTICLE XI - INDEMNIFICATION AND STANDARD OF CARE

A. Indemnification. The Corporation shall, to the maximum extent allowed by law, indemnify those persons who are serving or have served as a Director, officer, employee or agent of the Corporation, and those who are serving or have served at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise, whether for profit or nonprofit, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding.

B. Insurance. Except as may be limited by law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, joint venture, trust or other enterprise, to protect against any liability asserted against him or her as such, whether or not the Corporation would have power to indemnify him or her against such liability under state law.

C. Standard of Care. Each Director shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she 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.

D. Justifiable Reliance. In performing his or her duties, a Director (including when such Director is acting as an officer of the Corporation) 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 or presented by any of the following:

1. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented.

2. Counsel, public accountants or other persons on matters that the Director reasonably believes to be within the professional or expert competence of such person.

3. A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

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

E. Consideration of Factors. In discharging the duties of their respective positions, the Board, 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 CERC members and upon the central Ohio community, and all other pertinent factors. The consideration of those factors shall not constitute a violation of the standards described herein.

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

G. Personal Liability of Directors. No Director shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the standards described herein, has engaged in self-dealing, or the action or inaction constitutes willful misconduct or recklessness. The provisions of this Section VIII.G. shall not apply to the responsibility of liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

Nothing in this Article is intended to preclude or limit the application of any other provision of law that may provide a more favorable standard or higher level of protection for the Corporation's Directors.

ARTICLE XII - DISSOLUTION

In the event of dissolution of CERC, any and all funds in the treasury, after all creditors have been paid, shall be donated to another 501(C)(3) organization as determined by the Board.

[End of Bylaws]