

**BYLAWS
OF
THE LITTLE ROCK ROADRUNNERS CLUB, INC.**

**ARTICLE I
NAME**

1.01 Name. The name of this corporation shall be The Little Rock Roadrunners Club, Inc. (“LRRC” or “the Club”).

**ARTICLE II
OFFICES**

2.01 Principal Office. The principal office for the transaction of the activities and affairs of the Club shall be located at 425 W. Capitol Ave., Suite 3400, Little Rock, AR 72201. The Board of Directors may from time to time change the principal office from one location to another. Any change of this location shall be noted by the Secretary in these bylaws opposite this Section, or this Section may be amended to state the new location.

2.02 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

**ARTICLE III
PURPOSES AND POWERS**

3.01 General Purposes. LRRC is a non-profit corporation and shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended (the “Code”), or the corresponding section of any future federal tax code. Notwithstanding any other provision of these bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the exempt purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation defined in Section 170(c)(2) of the Code.

To maximize its impact on current efforts, the Club may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Code and are operated exclusively for charitable purposes.

3.02 Specific Purpose. The Club is organized to provide a community-based running organization that empowers all people to participate in the sport of running in pursuit of enjoyment, health, well-being and competition. In furtherance of this specific purpose, the Club may host group runs, fun runs, training runs, running events, and programs on the road, track, and trails. The Club may host educational sessions about topics of interest for runners, provide awards, host social events, and all such other things as may be conducive to the encouragement of running. The Club may also engage in community activities, to publicize, by appropriate means, the benefits of running as a means of physical fitness to improve the health status of people in the community.

3.03 Powers. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

3.04 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. The Club is an Arkansas nonprofit corporation that is recognized as tax exempt under Section 501(c)(3) of the Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Sections 170(c)(2), 2055(l)(2), or 2522(a)(2) of the Code and Treasury Regulations promulgated thereunder. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles of incorporation and these bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the Club, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, 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), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(d) Legislative or Political Activities. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

3.05 Affiliation. The Club shall be a chapter of the Road Runners Club of America (“**RRCA**”), and all measures adopted by that body must be considered for adoption by this organization. The Club shall submit a portion of the annual dues described in Section 4.04 to the RRCA as membership in that body shall require.

ARTICLE IV MEMBERSHIP

4.01 Membership. Membership in the Club will be on an annual basis, beginning on the respective member’s join date. Individuals wanting to participate in the activities of the Club shall submit dues annually, complete an annual application for membership (which includes agreeing to follow the Club’s Code of Conduct as set forth in Section 4.03 herein), and sign a waiver of liability for participation in all Club activities. Joining by means of RunSignUp or any other similar online membership registration tool shall be deemed a signature agreeing to follow the Club’s Member Code of Conduct as set forth in Section 4.03. The Club may offer membership to individuals and families.

4.02 Non-Discrimination. The Club promotes equitable opportunities for membership and participation in all associated activities, and it is the policy of the Club not to discriminate based on characteristics protected by local, state, or federal law, or on any aspect of human difference, social identities, and social group differences, including but not limited to race, ethnicity, creed, color, sex, gender, gender identity, sexual orientation and associational preferences.

4.03 Member Code of Conduct. The following constitutes the member code of conduct (“**Member Code of Conduct**”) applicable to all members of the Club. The Member Code of Conduct outlines expected behavior for all members and volunteers when participating in organized Club runs (including races and participation in the Arkansas RRCA Grand Prix Series), events, business, or social functions. Members of the Club shall abide by the following Member Code of Conduct:

- Show respect for fellow Club members at all times.
- Show respect and appreciation for the volunteers who give their time to help the Club and/or events.
- Never yell, taunt, or threaten physical violence towards other members of the Club, a volunteer, or an event spectator. Members with a criminal history of violence, harassment, or stalking, or with a legal restraining order, order of protection, no contact order, or similar order against them by another member may be barred from membership and participation in all Club activities.
- Never use abusive or vulgar language, or make racial, ethnic, or gender-related slurs or derogatory comments at Club-hosted events; or make any harassing communication to a member at any time.
- Never make unwanted sexual advances or engage in any unwanted sexual or physical contact with other members. Members found to be listed on a sex offender registry, convicted of a sex crime, or caught having, creating, or distributing child pornography will be immediately barred from membership and all participation in Club activities.
- Abide by race rules and engage in fair competition, which includes anti-doping compliance, no course cutting, or other means of gaining an unfair competitive advantage that is considered cheating when participating in Club races or other races where a member may represent the Club by wearing a Club-branded singlet, shirt, uniform, etc.

If a member of the Club, a volunteer at a Club-sponsored event or race, or any other individual suspects that a Club member has violated the Member Code of Conduct, such member, volunteer, or individual shall report the violation in writing to the Board of Directors of the Club or to the Club President. The Board of Directors shall follow its internal steps for addressing a Member Code of Conduct Complaint.

Violation of any of the foregoing may result in a written warning, removal from the Club, a ban from all Club activities, legal action against the member, or any other action deemed necessary by the Board of Directors in accordance with its policy for addressing complaints and violations of the Member Code of Conduct, in each case at the sole discretion of the Board of Directors. The Board of Directors, in its sole discretion, may consult with its legal counsel and/or local law enforcement in determining a course of action following a violation of the Member Code of Conduct.

4.04 Dues. The dues rate for the Club membership shall be set on an annual basis or any other basis (such as three (3) years) by the Board of Directors and shared annually with the membership as part of the regular join and renew process for the Club. Only members who have paid dues and are in good standing shall be eligible to vote at meetings of the members.

4.05 Member Meetings.

(a) Annual Meeting. The members of the Club shall meet at least once a year, at a date and time as established by the Board of Directors that is before July 1, the start of the Club's fiscal year, in the month of May or June. At the Board's discretion, the annual meeting of the membership may be held in person or via digital means, including tele or video conferencing. If the annual meeting of the membership must be postponed and cannot be held at the proper time for any reason, or if the annual meeting of the membership is canceled due to imminent danger to the members (i.e., exigent circumstances), the Board may reschedule the date of the meeting and provide no less than a fourteen (14) day written notice, including email notification, announcing a new date, time, location or meeting method (i.e., in person, tele or video conferencing) to the members.

(b) Quorum. Quorum at the annual meeting of the membership shall be five percent (5%) of the members then in good standing.

(c) Special Meetings. Other meetings of the membership may be conducted as deemed necessary by a majority of the Board. The Board shall call a membership meeting upon the written request of not less than twenty-five percent (25%) of the total members eligible to vote. The Board will determine if the meeting will be held in person or via tele or video conferencing. The Board will determine the method of voting at a special meeting.

(d) Notice. Written notice of a meeting of the members shall state the day and time of the meeting along with the location or meeting method (i.e., tele or video conferencing) and, in the case of a special meeting, the purpose for which the meeting is called, and shall be delivered to each member entitled to vote at the meeting in accordance with the notice requirements of Section 9.05 herein.

ARTICLE V BOARD OF DIRECTORS

5.01 Corporate Powers and Responsibilities. The corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the board of directors (the "**Board of Directors**" or "**Board**") of this corporation directly or, if delegated, under the ultimate direction of the Board. The Board shall carry out the mission and all purposes and objectives for which the Club is organized, including, but not limited to, the following responsibilities:

(a) Fiduciary, legal, and strategic oversight, and guiding the corporation by adopting sound, ethical policies and monitoring the Club's programs and services;

- (b) Reviewing all information provided by the Treasurer and other Board members related to oversight for the Club;
- (c) Participating in all scheduled Board meetings, unless excused for an absence by the President or any officer taking the place of President at the Board meeting at which the Director is absent;
- (d) Ensuring adequate resources and financial sustainability for the Club, which requires fundraising support and engagement by all directors and officers;
- (e) Serving as ambassadors for the Club;
- (f) Hiring and setting compensation for any independent contractors, race directors, coaches, or staff;
- (g) Being accountable for the Club's ongoing commitment to diversity, equity, and inclusion ("DEI"); and
- (h) All other actions and responsibilities authorized or required by law.

5.02 Number of Directors. The Club shall have a Board of Directors consisting of at least three (3) directors. The Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors, but in no event shall the number of directors be fewer than three (3). In the event the number of directors is increased prior to the annual meeting of the Members, the President shall fill the vacancies caused by the increase in the number of directors. Any directors appointed by the President in accordance with the foregoing sentence shall serve until the next annual meeting of the members.

5.03 Eligibility. In order to be eligible to serve as a director on the Board of Directors, the individual must be twenty-one (21) years of age and a paying member of the Club in good standing.

5.04 Term.

- (a) Generally. The term of office for each director shall be two years (24 months) beginning with the beginning of the Club's fiscal year.
- (b) Staggered Terms. The terms of directors of the corporation shall be staggered as follows: directors shall be divided into three (3) groups (substantially equal in number) with terms expiring at consecutive annual meetings.

(c) **Initial Directors.** In order to implement the system of staggered terms as set forth in Section 5.04(b), the initial directors appointed to serve after the adopting of these bylaws shall appoint members of the first Board of Directors to one- or two-year terms. Thereafter, directors shall be elected for a term to expire at the second annual meeting following election.

5.05 Nominations. A nominating committee shall be formed to assist the Board and be accountable to the membership for recruiting and recommending candidates for nomination that will represent a well-rounded and competent Board of Directors. The nominating committee will review succession planning needs for Board members and make recommendations to help ensure continuity of operations, leadership changes, and DEI for the Board. The nominating committee will alert members to open positions on the Board and encourage nominations based on procedures and deadlines established by the Board no less than sixty (60) days in advance of the elections. No less than thirty (30) days in advance of the elections, the nominating committee shall present a recommended slate of candidates to be voted upon by the membership. The nominating committee shall be comprised of five (5) members, three (3) of which shall also be members of the Board, and two (2) of which shall be non-Board members; provided, however, that if only one non-Board member wishes to participate in the nominating committee, or if no non-Board members wish to participate in the nominating committee, then any remaining positions in the nominating committee shall be filled by Board members. All positions in the nominating committee shall be filled by members in good standing (fully paid).

5.06 Election. Directors shall be elected at the annual meeting of the members by the majority vote of those present at the annual meeting of the membership.

5.07 Voting for Directors. All membership categories that have paid annual dues at least thirty (30) days in advance of the annual meeting are eligible to vote at the annual meeting of the membership. The Board, in the Board's sole discretion, shall authorize digital (online) voting, mail-in voting, in-person voting, or a mix of any of these options. Written notice shall be sent to all members in advance of the annual meeting or special meeting in accordance with Section 9.05 herein outlining voting instructions as approved by the Board.

5.08 Vacancies. The President shall fill any vacancies due to the increase in the number of directors, or the resignation, death, or removal of a director upon approval by the Board within sixty (60) days of vacancy of the Board seat. Board members appointed by the President in accordance with this section shall end with the term of the seat, which is at the close of the annual membership meeting.

5.09 Removal of Directors. A director may be removed by a majority vote of the Board of Directors then in office (excluding the director to be removed), if:

(a) The director is absent and unexcused from three (3) or more meetings of the Board of Directors in a twelve (12) month period. The President is empowered to excuse directors from attendance for a reason deemed adequate by the Board President. The President shall not have the power to excuse him/herself from the Board meeting attendance and in that case, the Vice-President shall excuse the President;

(b) The director engages in illegal or unlawful activity;

(c) The director is convicted of a crime while on the Board; or

(d) The director commits egregious violations of the stated Board policy, and these violations are not corrected by the director following a written warning by the Board.

5.10 Resignation of Directors. Any director may resign, which resignation shall be effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, a successor may be designated, selected, and/or elected (as the case may be) before such time, to take the seat as of the date when the resignation becomes effective. No director may resign when the corporation would then be left with less than three (3) duly elected directors in charge of its affairs.

5.11 Board of Directors Meetings.

(a) Place of Meetings. Meetings of the Board of Directors shall be held at any place within or without the State of Arkansas which has been designated from time to time by the Board of Directors.

(b) Annual Meeting. The Board of Directors shall hold a regular meeting each calendar year after the annual meeting of the Members and before the end of the current fiscal year, at the time and place as fixed by the Board of Directors, for the purposes of organization, selection of officers, and the transaction of other business.

(c) Regular Meetings. The Board of Directors shall hold additional regular meetings for the purpose of organization and the transaction of other business, on such date and at such time as the President shall determine in consultation with the Board of Directors.

(d) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, Vice-President, Secretary, Treasurer, or any two (2) directors of the Board of Directors.

(e) Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a majority of directors present do not object to the irregular notice or absence of notice. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

5.12 Manner of Acting.

(a) Procedural Requirements. Parliamentary procedures will be carried on at all meetings of the Board, and every effort will be made to discuss any measures coming before the Board.

(b) Quorum. A majority of the total number of directors then in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board, provided that in no event shall the required quorum be less than two (2) directors. No business shall be considered by the Board at any meeting at which a quorum is not present.

(c) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board for all ordinary measures. All measures shall be deemed ordinary except those proposing a bylaw amendment.

(d) Deadlocked Board Decisions. On the occasion that the directors are unable to make a decision based on a tied number of votes, the President, Vice President, or Secretary, in his or her capacity as such officer, in the order of presence, shall have the power to swing the vote based on his/her discretion. For the avoidance of doubt, such officer's tie-breaking vote shall be in addition to his or her vote as a Board member.

(e) Participation. Except as required otherwise by Arkansas law, the articles of incorporation, or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

(f) Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the members of the Board shall individually or collectively consent to such action in writing. Any such written consent shall include any communication transmitted or received by electronic means, including electronic mail transmitted by a director to, and received by, the corporation's email address. Such written

consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

(g) Proxies. Proxies are prohibited at any meeting of the Board of Directors for any director entitled to vote who is not present.

5.13 Volunteer Board Service. The members of the Board of Directors shall serve without salary, and no part of the net income of the Club shall inure to the benefit of its directors, officers, or other private persons; provided, however, that the Club may make payments and distributions to third parties, including payments to defray the reasonable operating expenses of the Club. The Board may authorize for reimbursement to a Board member the actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board committees, in compliance with Club policies and applicable tax law for a corporation qualifying under Section 501(c)(3) of the Code. The Board shall maintain a Conflict of Interest Policy and require each Board member to annually complete a disclosure statement, which statement shall be reviewed annually by the Board. No loans shall be made by the Club to the members of the Board or its employees or officers.

ARTICLE VI COMMITTEES

6.01 Committees. The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two (2) or more individuals, which individuals need not be directors, but who shall nevertheless be members of the Club in good standing, to serve at the pleasure of the Board. Appointments to any Board committee shall be by a majority vote of the directors then in office. Any actions proposed to be taken by a committee must be approved by the Board. Notwithstanding the foregoing, no committee, regardless of Board resolution, may:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) take any final action on matters which also requires Board's approval;
- (c) fill vacancies on the Board of Directors or in any committee;
- (d) amend or repeal these bylaws or adopt new bylaws;
- (e) approve amendments to the articles of incorporation of the corporation;

(f) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(g) create any other Board committees or appoint the members of any Board committee;

(h) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the corporation; or

(i) approve any transaction;

(i) to which the corporation is a party and one or more directors have a material financial interest; or

(ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

6.02 Meetings and Action of Committees. Meetings and action of the committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these bylaws concerning meetings of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee.

ARTICLE VII OFFICERS

7.01 Officers. The officers of the corporation shall be a President, Secretary, and Treasurer. The corporation may also have, at the discretion of the Board of Directors, such other officers with such titles and duties as may be prescribed from time to time by the Board of Directors or these bylaws. The officers of the corporation shall be members of the Board of Directors, shall be chosen by, and shall serve at the pleasure of, the Board of Directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. All officers shall be members of the Club in good standing and members of the Board.

7.02 Term of Office. Each officer shall serve a two-year term of office. At the end of his/her two-year term, each officer shall be automatically approved to serve a subsequent term, provided that no replacement has been found, unless and until resignation or removal from office by a majority vote of the Board of Directors. Unless unanimously elected by the Board or to fill a

vacancy in an officer position, each officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected. An officer may serve up to a maximum of eight (8) years in the same office; at the expiration of the eight (8) year term, the officer must take a year off from serving in the same office.

7.03 Removal. An officer may be removed at any time, with or without cause, by the Board of Directors, through a majority vote of the members of the Board (excluding the subject officer) at a meeting of the Board, or by written consent (which may be emailed) signed by a majority of the members of the Board.

7.04 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

7.05 President. The Board of Directors shall select and appoint a President who shall function as the chief executive officer of the corporation. The President shall preside over meetings, represent the Club with the RRCA, and appoint committees and chairpersons thereof with approval from the Board

7.06 Vice-Presidents. The Board of Directors may elect one or more Vice-Presidents. The Vice-President shall assume the powers of the President in the President's absence, and shall take on any special assignments as requested by the President.

7.07 Secretary. The Board of Directors shall elect and appoint a Secretary who shall record minutes at all meetings in accordance with guidelines set by the Board of Directors, keep a file of such minutes, oversee the election process for all members of the Board of Directors, and, when requested by the Board of Directors, to accept assignments involving correspondence and the keeping of records.

7.08 Treasurer. The Board of Directors shall elect and appoint a Treasurer who shall serve as chief financial officer and shall oversee the budget planning process; ensure adequate income available to achieve the budgeted expenses; safeguard the organizations assets; draft financial policies for approval by the Board of Directors; anticipate and report financial problems; ensure the Board of Directors receives regular and accurate financial statements and that the Directors understand the information presented; ensure federal, state, and local reporting takes place; and other duties as requested by the President.

7.09 Subordinate Officers. The Board of Directors may appoint, or may empower the President or another officer to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time determine. Any such subordinate officers shall be appointed from the Board of Directors.

7.10 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular election or appointment to such office as set forth in this Article VII, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VIII FINANCES

8.01 Budget; Contracts. The Board of Directors shall establish an annual operating budget and set membership dues and event entry fees to support the budget. The board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club with approval of a majority of the Board of Directors.

8.02 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by authorized officers or employees and in accordance with policies and procedures adopted by the Board of Directors. All monies for the Club shall be deposited to the credit of the Club in a bank or banks that are members of, or whose deposits are insured by, the Federal Deposit Insurance Corporation or other government insurance agency.

8.03 Funds Generally. No Club funds may be deposited in the personal account of a Director. The Treasurer shall review the status of the general fund and a forecast of estimated deposits and disbursements for the succeeding quarters at least quarterly. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board of Directors.

ARTICLE IX MISCELLANEOUS

9.01 Fiscal Year. The fiscal year of the corporation shall be from July 1 to June 30 of each calendar year.

9.02 Conflict of Interest. The Board of Directors shall adopt and periodically review a Conflict of Interest Policy to protect the corporation's interest when it is contemplating any transaction or

arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with Board-delegated powers.

9.03 Bylaw Amendment.

(a) Generally. These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however, (i) that no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; and (ii) that all amendments be consistent with the articles of incorporation.

(b) Procedure. A proposed amendment to these bylaws must be submitted to the President and distributed to the directors at least sixty (60) days prior to a meeting of the Board. The Board shall determine by a majority vote whether to adopt the proposed amendment.

(c) Emergency Proceedings. In emergency or extraordinary situations, as defined by the Board, the Board may waive the sixty (60) day submission deadline. In such emergency, the Board must communicate the proposed amendment and board position to the Board of Directors at least fifteen (15) days prior a meeting of the Board.

(d) Effectiveness. An amendment shall become effective upon adoption, unless another date is specified as part of the amendment.

(e) Corrections. The Board may renumber, revise, codify and correct any provision in these bylaws, and in the rules, policies, procedures and regulations of the Club, to eliminate errors, to correct spelling and grammar, to provide consistent numbering, and to bring about proper order and sequence, all upon the majority approval of the Board, but in doing so may not change the meaning or substance of any provision.

9.04 Savings Clause. Failure of literal or complete compliance with the provisions of these bylaws with respect to dates, times and notice, or the sending and receipt of the same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members or the directors at any meeting, as long as the members and/or directors, as the case may be, judge (by majority vote) that no substantial injury to the rights of the members and/or directors, as the case may be, has occurred.

9.05 Notice. Any written notice required to be given to the members, directors, or officers of the corporation shall be effective if given via email communication, facsimile, text notification, hand delivery, regular mail, certified mail, or using an overnight or express delivery service (e.g.,

UPS, FedEx, etc.). Unless otherwise specified herein, any notice required by these bylaws shall be effective if given at least ten (10) days in advance of any required action or meeting.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated bylaws of The Little Rock Roadrunners Club, Inc. were approved by the Board of Directors effective as of _____, 2024, and constitute a complete copy of the bylaws of the corporation.

Secretary _____
Jenny Wilkes