

TEAM ROADRUNNERS, INC.  
BY-LAWS

ARTICLE 1 -- BOARD OF TRUSTEES

Section 1. Powers

The Board of Trustees shall be the principal forming instrument of the organization and the overall governing body, subject to the membership, and shall conceive, enact, direct and enforce such plans, rules and regulations as it may deem necessary for the orderly and progressive conduct of organization affairs consistent with these By-Laws.

Section 2. Qualifications

Trustees shall be chosen on the basis of their demonstrated interest in the organization and its purposes and their capacity to intelligently direct its affairs. Only current members of Team Roadrunners, Inc. shall be elected or appointed to the Board of Trustees.

Section 3. Number

There shall be no less than four (4) nor more than eight (8) Trustees. Within these limits, the number may be fixed or changed by the members at the annual meeting or by the Board of Trustees at any regular meeting.

Section 4. Election

Trustees shall be elected by voting members at their annual meeting to serve a term of three (3) years or until their successors are elected, but in such a manner that approximately one-third of the full number shall be elected each year. They shall assume their trusteeship immediately upon election. Any Trustee may be re-elected for an additional term or terms.

Section 5. Compensation

No Trustee shall receive financial compensation from the Organization for his or her services, unless voted on by Trustees, excluding that member's vote, except that a Trustee may be reimbursed for expenses incurred for the benefit of the organization.

Section 6. Meetings

a. Regular: The Board of Trustees shall meet immediately after the annual membership meeting for the purpose of electing Officers, and to confirm the appointment of committee chairman. In addition, the full Board of Trustees shall meet once in October and once in February.

b. Special: Special meetings of the Board of Trustees may be called by the President, the Secretary, or the Board.

c. **Quorum:** One-half of the total number of Trustees shall constitute a quorum at any meeting. All matters shall be decided by a simple majority vote of the Trustees present at a meeting.

d. **Voting Member:** Article II, Section 2, shall apply except that receipt by the Secretary or Presiding Officer of a pass application and fee prior to a Board of Trustees meeting. The Presiding Officer shall not vote except as required to break a tie.

#### Section 7. Notification

At least fourteen (14) days notice shall be given of all special meetings of the Board of Trustees. At special meetings no business may be transacted other than that indicated in the notice of the meeting. Notice shall be in writing specifying the date, time and location of the meeting and may be given by email, or United States mail, or by delivering notice to a Trustee. Regular meetings of the Board of Trustees shall be set by a resolution of the Board at a regular or special meeting and no additional notice shall be required.

#### Section 8. Resignation

Any Trustee may resign at any time by giving written notice to the President or the Secretary or the organization.

#### Section 9. Vacancies

Vacancies occurring on the Board of Trustees shall be filled for the unexpired portion of the term vacated by appointment of the President subject to a majority approval of the Board of Trustees.

### ARTICLE II – MEMBERSHIP

#### Section 1. Members

A member of Team Roadrunners, Inc. is a person who indicates his or her desire to join the organization and who shares and interest in outdoor activities, including cycling and hiking and who pays such dues and initial fees as determined by the Board of Trustees.

#### Section 2. Voting Member

A voting member is a current member, over 18 years of age, who has paid all dues up to date.

#### Section 3. Membership Meetings

a. **Regular:** An annual meeting of the membership shall be held within two (2) months after the end of each fiscal year.

b. **Special:** Special meetings of the membership may be called by the President, or by the Board of Trustees, or by a majority of the voting members.

c. Quorum: All voting members shall constitute a quorum at any membership meeting. Proxies shall not be valid.

### ARTICLE III – EXECUTIVE COMMITTEE

#### Section 1. Powers

The Executive Committee shall act on behalf of and in place of the Board of Trustees, however, all action taken by it may be subject to review, approval or reversal by the Board of Trustees.

#### Section 2. Qualifications

The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and the Chairmen of the standing committees as herein defined.

#### Section 3. Meetings

a. Regular: The Executive Committee shall meet approximately monthly, but in no event less than ten (10) times per year. Meetings of the Board of Trustees may be counted as Executive Committee meetings.

b. Special: Special meetings of the Executive Committee may be called by the President or by the Secretary.

c. Quorum: One-half of the total membership of the Executive Committee shall constitute a quorum at any meeting. All matters shall be decided by simple majority vote of those present at meetings.

#### Section 4. Notification

At least seven (7) days written notice shall be given of all regular and special meetings of the Executive Committee.

### ARTICLE IV – OFFICERS

#### Section 1. Number

The officers shall be the President, Vice President, Secretary and Treasurer.

#### Section 2. Election

All officers shall be elected by the Board of Trustees at the meeting immediately following the annual membership meeting to serve a term of one (1) year or until their successors are elected. They shall assume office immediately upon election. Any officer may be re-elected for an additional term or terms.

#### Section 3. Duties and Qualifications

The duties and qualifications shall include, but not necessarily be limited to, the following:

a. President: The President shall be a Trustee and active organization member. He shall preside at all meetings of the Board of Trustees and/or Executive Committee. He is the chief administrative officer of the organization. As such, he shall have full responsibility for the direction and supervision of all organization affairs, subject only to the provisions of these By-Laws and the orders and policies of the Board of Trustees and Executive Committee. He shall sign all official documents.

b. Vice President: The Vice President shall be a Trustee and organization member. He shall, in the absence of the President, assume the duties of the President. In addition, he shall be required to serve as chairman of one of the standing committees.

c. Secretary: The Secretary shall be a Trustee and a organization member. He shall maintain all minutes of Organization meetings and records considered necessary in the conduct of organization affairs. He shall be responsible for the adequate protection of all legal documents and, in addition to the President, shall sign all legal documents. He shall maintain mailing lists as required and conduct normal office operations including the mailing of bulletins, promotional material, etc.

d. Treasurer: The Treasurer shall be a Trustee and a organization member. Subject to these By-Laws and such policies as may be prescribed by the Board of Trustees and the Executive Committee, he shall have the custody of funds, securities and other assets of the organization. He shall receive all funds collected by all agents of the organization and deposit same in a safe depository. He shall pay all debts legally incurred by the organization and maintain adequate book records of all financial transactions. He shall be responsible for the preparation of all disbursement vouchers. He shall take the necessary steps to assure that the organization is legally complying with the requirements of all taxing authorities. In addition, he shall serve as chairman of the Finance Committee.

#### Section 4. Vacancies

In the event the office of President becomes vacant, it shall be filled by the incumbent Vice President. All other vacancies shall be filled for the unexpired portion of the term vacated by the appointment of the President subject to approval of the Board of Trustees.

### ARTICLE V – COMMITTEES

#### Section 1. Standing Committees

The Standing Committees shall be Capital Improvement, Communications, Finance, Organization and Program, unless in the discretion of the Board of Trustees any such committee shall not be necessary. The responsibilities of these committees shall include, but not necessarily be limited to the following:

a. Capital Improvement: Responsible for planning, organizing, establishing and maintaining youth hostels sponsored by the organization or by other organizations or individuals in the areas in which the organization operates. Also responsible for planning, procuring, maintaining and protecting other capital goods such as bicycles and accessories.

b. Communications: Responsible for conducting public relations and publicity program using all of the available media such as radio, press, television, magazines, speakers, displays, etc. Also responsible for maintaining a desirable and growing image of the organization and its purposes in the eyes of all persons residing in and near its area of jurisdiction.

c. Finance: In addition to maintaining the routine financial affairs of the organization as described under the duties of the Treasurer, the committee shall plan, organize, implement and conduct finance contribution campaigns from time to time, either to raise money for specific projects or for general operations. It shall continually evaluate and recommend new sources of income to secure the financial stability of the organization.

d. Organization: Responsible for all aspects of membership growth including the planning and conducting of renewals and new members. It shall also maintain adequate records of members.

e. Program: Responsible for the planning and execution of all assemblies, trips, social functions and other program events of the organization. It shall select, train, assist and evaluate all leaders for program events in a manner designed to continuously improve and broaden the quantity and quality of leadership. It shall maintain participation records and administer the award program of the organization.

## Section 2. Standing Committee Chairmen

All chairmen of the standing committees shall be drawn from the Board of Trustees. The Treasurer shall automatically serve as chairman of the Finance Committee. The Vice President is required to be designated as chairman of one of the four other committees. Excepting for the Treasurer, the chairmen of the standing committees shall be appointed by the President subject to a majority approval of the Board of Trustees at their meeting immediately following the annual membership meeting. They shall serve a term of one (1) year or until their successors are appointed and confirmed. They shall assume office immediately upon confirmation of their appointment. Any committee chairman may be appointed to an additional term or terms.

a. Qualifications: The chairmen of the Capital Improvement, Communications and Finance Committees shall be adults.

b. Resignations: Any committee chairman may resign at any time.

c. Vacancies: Vacancies among the committee chairman shall be filled by the President subject to the majority approval of the Board of Trustees.

## Section 3. Nominating Committee

The President shall appoint a nominating committee consisting of three (3) Trustees subject to the majority approval of the Board of Trustees at their October meeting. The nominating committee shall place before the membership at their annual meeting a slate of Trustees for election and before the Board of Trustees at their meeting immediately following the annual membership meeting a slate of officers for election. Nominations from the floor will also be in order at booth meetings.

#### Section 4. Special Committees and Sub-Committees

The President may appoint special committees and sub-committees from time to time as he may deem necessary for the satisfactory operation of the organization. The standing committee chairmen may appoint sub-committees within their own committees at their own discretion.

#### Section 5. Participation

The President shall be considered as Ex-Officio member of all standing committees. All other Trustees excepting the Secretary shall serve on at least one of the standing committees. Standing committees may vary in size according to the need as determined by their chairmen.

#### Section 6. Meetings

Meetings of all committees may be called at the discretion of the respective committee chairmen.

### ARTICLE VI – REMOVAL OR DELEGATION

#### Section 1. Removal

Any member, Trustee, Officer or committee chairman may be removed from any or all offices held by him or stripped of his or her membership for any period of time by the Board of Trustees for conduct detrimental to the reputation of the organization or any member of the organization, for incompetence, for refusal to perform assigned duties or for any other reasons deemed sufficient. In the event of such action the person, upon request, shall be given notice of the alleged misconduct and the Board of Trustees shall hold a hearing to determine the sanction to be given for the misconduct, if the misconduct is proven by a preponderance of the evidence.

#### Section 2. Delegation

In case of the absence of any Officer, Trustee or committee chairman or for any other reason that is deemed sufficient, the Board of Trustees may, without removal, delegate any of his or her powers or duties to another qualified individual for such periods of time as it deems proper.

### ARTICLE VII – REPORTS

#### Section 1. Fiscal Year

The fiscal year of the organization shall start on January 1 and shall terminate on December 31 of that year.

#### Section 2. Audit

In the discretion of the Board of Trustees, the accounts of the Treasurer shall be audited immediately following the end of the fiscal year by an auditor not connected with the Finance Committee and appointed

by the President subject to majority approval of the Board of Trustees at their February meeting. Special audits may be conducted at other times at the discretion of the Board of Trustees.

Section 3. Annual Report

The President shall present an annual report to the membership at the annual membership meeting.

ARTICLE VIII – AMENDMENTS

Section 1. Amendments

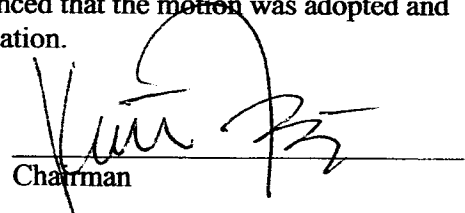
Any of these By-Laws may be amended, deleted, modified or otherwise changed by a two-thirds vote of the voting membership present at any membership meeting provided at least thirty (30) days notice of the proposed amendment, deletion, modification or change is given in advance of the meeting at which such action is contemplated.

  
Secretary

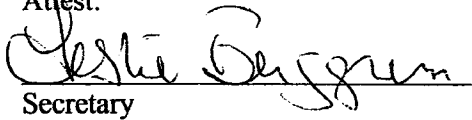
At a duly convened meeting of a quorum of the members of Team Roadrunners, Inc. on FEB 25, 2010, MARY CLAPPER moved for the adoption of the By Laws as reported herein and provided to the membership.

The motion to adopt was seconded by DAN PEST.

Thereupon the motion being voted on, the President announced that the motion was adopted and that the By-Laws were duly adopted as the By-Laws of the organization.

  
Chairman

Attest:

  
Secretary