

BY-LAWS OF COWLITZ VALLEY RUNNERS
(As of October 7, 2008)

ARTICLE I

GENERAL

Section 1. Purposes. The corporation is organized exclusively for the promotion of distance running as a sport and fitness exercise, more specifically the following

- a. To promote and foster running within the Cowlitz County area in order to improve fitness and encourage competitive amateur running;
- b. To promote and conduct races or other running activities; to make awards for achievement, outstanding efforts or contributions to running; to disseminate information on running through publications, websites, and presentations and through education programs;
- c. To promote and foster any other similar social welfare activity;
- d. To promote and foster charitable, educational or scientific activity having purposes consonant with those of the corporation;
- e. To accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal of the property for, and to devote the same to, the above purposes of the corporation; and
- f. To do all lawful acts and things which may be necessary, useful or proper for the furtherance or accomplishment of the purposes of the corporation.

Section 2. Earnings. No part of the net earnings of the corporation shall inure to the benefit of any individual. The corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 3. Activities. No part of the activities of the corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, nor shall the corporation operate a social club for the benefit of its members or carry on business with the general public in a manner similar to organizations operated for profit. Notwithstanding any other provision of these By-Laws, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 4. Members. The corporation shall have one class of members as may be provided for by the Board of Directors, and each member shall have the right to vote.

Section 5. Dissolution or Liquidation. In the event of the dissolution or final liquidation of the corporation, none of the property nor any proceeds of the corporation shall be distributed to or divided among any of the directors of the corporation or inure to the benefit of any individual.

After all liabilities and obligations of the corporation have been paid and discharged, all remaining property and assets of the corporation shall be distributed to one (1) or more organizations designated (i) pursuant to a plan of distribution adopted as provided for under section 24.03.230 of the Revised Code of Washington (state statute) or (ii) if there be no appropriate plan of distribution, as a court may direct, provided, however, that such property shall be distributed only to organizations which shall comply with all of the following conditions:

- a. Each organization shall be organized and operated exclusively for charitable or educational purposes;
- b. Each organization shall have been in existence for a continuous period of at least sixty (60) calendar months;
- c. Transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from federal gift, succession, inheritance, estate or death taxes (by whatever name called);
- d. Such organization shall be exempt from federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law); and
- e. Contributions to such organization shall be deductible by reason of Section 170 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

ARTICLE II

OFFICES

The corporation shall have and maintain in Longview, Cowlitz County, a registered office and a registered agent, whose office is identical with the registered office, and may have other offices within or outside of the State of Washington, as the Board of Directors may from time to time determine.

ARTICLE III

BOARD OF DIRECTORS/MEMBERS

Section 1. General Powers. The affairs of the corporation will be managed by its Board of Directors, and all corporate powers shall be exercised by the Board of Directors, except as otherwise required by the Articles of Incorporation, these By-Laws, or by law. Any powers exercised by the Board of Directors shall be ratified by a majority of the members present during any regular or special meeting of the members.

Section 2. Number, Tenure and Qualifications. The number of directors shall be five (5). The number of directors may be increased by amendment to these By-Laws, but in no event shall the number of directors be less than three (3). Each director shall hold office until his successor shall have been elected or qualified. The directors constituting the initial Board of Directors shall be as specified in the Articles of Incorporation and shall serve as directors until they resign, die, or are unable to serve for any reason. Any director must be a member of the corporation.

Section 3. Regular Meetings. A regular annual meeting of the members shall be held without other notice than this By-Law on the first Tuesday in March of each year at 7:00 p.m. at Papa Pete's Pizza, 5614 Ocean Beach Highway, Longview, Washington. In addition, the members shall meet on a monthly basis at 7:00 p.m. at Papa Pete's Pizza on the first Tuesday of each month. No

notice of these regular meetings shall be required other than this By-Laws. The Board of Directors may provide by resolution an alternative time and place, either within or outside of the State of Washington, for the holding of additional regular meetings of the board without other notice than the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors or member may be called by or at the request of the President or any two (2) directors. The persons authorized to call special meetings of the board may fix any place, either within or outside of the State of Washington, as the place for holding any special meeting of the board called by them.

Section 5. Notice. Notice of any special meeting of the Board of Directors or member shall be given at least three (3) days prior to the meeting by written notice delivered personally, sent by mail or telegram, or sent electronically in conformance with RCW 24.03.009 to each director at his address as shown by the records of the corporation. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram or electronically, it shall be deemed to be delivered when the telegram or electronic notice is received. Any director or member may waive notice of any meeting. The attendance of any director or member at any meeting shall constitute a waiver of notice of the meeting, except where a director or member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these By-Laws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting without further notice. For meetings of members, five (5) members shall constitute a quorum.

Section 7. Manner of acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws. The act of a majority of members present at a meeting of which a quorum is present shall be the act of the members, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in number, may be filled by the affirmative vote of a majority of the members following a recommendation by the remaining directors of the Board of Directors.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, provided that nothing contained here shall be construed to preclude any director from being reimbursed for any expenses incurred on behalf of the corporation.

Section 10. Voluntary Retirement. Any director may retire at any time by notifying the President or the Secretary in writing. Such retirements shall take effect at the time specified in the notices.

Section 11. Action Without a Meeting. Any action which is required to be taken, or which may be taken, at a meeting of the directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote.

Section 12. Committees. The members, by resolution adopted by a majority of the members, may appoint one (1) or more committees, each of which shall consist of one (1) or more directors, which to the extent provided in the resolution or in the By-Laws of the corporation, shall

have the authority of the Board of Directors in the management of the corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed by a resolution adopted by a majority of the members present at a meeting at which a quorum is present.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President and a Secretary/Treasurer and such other officers as may be elected in accordance with the provisions of this article. An officer shall also be a director of the corporation. The Board of Directors may recommend the election or appointment of other officers to have the authority and perform the duties prescribed by the Board of Directors, provided such additional officers are ratified by the members at a regular or special meeting of members. No office may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the members at the regular annual meeting of the members. If the election of officers shall not be held then, it shall be held as soon after as it conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the members following a recommendation by the Board of Directors. Each officer shall hold office until his successor shall have been elected and shall have qualified.

Section 3. Removal. Any officer or agent elected or appointed by the members may be removed by the members whenever in their judgment the best interests of the corporation would be served by his removal, but such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or the President or the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified in the notice, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the members for the unexpired portion of the term.

Section 6. President. The President shall be the principal executive officer of the corporation and shall in general implement and supervise all of the business and affairs of the corporation, subject, however, to the control of the Board of Directors and the members. In addition, the President shall perform such other duties as may be prescribed by the Board of Directors or members.

Section 7. Vice President. The Vice President shall act on behalf of the President in those instances when the president is unable to act. The Vice President shall have such other duties as the Board of Directors or members may prescribe.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the name of the corporation in the banks, trust companies or other depositories as shall be selected in accordance with Article V of these By-Laws; and in general perform the duties incident to the office of treasurer and such other duties as may be assigned by the President, the Board of Directors or the members.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and members in one (1) or more books provided for that purpose; see that all notices

are given in accordance with these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation, and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation is authorized in accordance with the provisions of these By-Laws; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President, the Board of Directors or the members.

Section 10. Information Officer. The Information Officer shall be in charge of maintaining the corporation's website as well as providing information to members of the corporation and the general public as part of its mission to promote running.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts and Other Documents. The Board of Directors, unless otherwise required by law, the Articles of Incorporation, or these By-Laws, may authorize any officer or agent of the corporation, in addition to the officers authorized by these By-Laws, to enter into any contract or execute and deliver any instrument or document in the name of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officers or agents of the corporation and in a manner as shall be determined by the Board of Directors. In the absence of this determination, the instruments shall be signed by the Treasurer.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in those banks, trust companies or other depositories as the Board of Directors selects.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VI

ADVISORS TO THE CORPORATION

The Board of Directors may elect or appoint any person to act in an advisory capacity to the corporation or in an honorary capacity with respect to the corporation.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and members, and shall keep at the registered office a record giving the names and addresses of the Board of Directors and members. All books and records of the corporation may be inspected by any director or member, or his agent or attorney for any proper purpose at any reasonable time.

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ARTICLE VIII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each calendar year.

ARTICLE IX

SEAL

The Board of Directors shall provide a corporate seal which shall bear the name of the corporation and the words "Corporate Seal, Washington."

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or by the Non-Profit Corporation Act of the state of Washington, a waiver in writing signed by the persons entitled to the notice, whether before or after the time stated here, shall be deemed equivalent to the giving of the notice.

ARTICLE XI

AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority vote of the members present at any regular or at any special meeting.

DATED this _____ day of _____, 2008.

COWLITZ VALLEY RUNNERS

By: _____
President