

**BYLAWS OF**  
**LAKE GRAPEVINE RUNNERS AND WALKERS, INC.**  
**A NON-PROFIT CORPORATION**

These Bylaws govern the affairs of Lake Grapevine Runners and Walkers, Inc., a Texas 501 C 3 corporation.

**GENERAL**

The Mission Statement of **LAKE GRAPEVINE RUNNERS AND WALKERS, INC.** (hereinafter referred to as the "Corporation") is to promote running and walking as a healthy lifestyle. The Corporation shall be a chapter of the Road Runners Club of America ("RRCA"), and all measures adopted by that body must be considered by this organization.

**ARTICLE ONE--CORPORATE CHARTER AND BYLAWS**

**1.01 Corporate Charter Provisions**

Each provision of the Corporation's Charter shall be observed until amended by Restated Articles or Articles of Amendment duly filed with the Texas Secretary of State.

**1.02 Registered Agent And Office—Requirement of Filing Changes With Secretary of State**

The address of the Registered Office provided in the Articles of Incorporation, as duly filed with the Secretary of State for the State of Texas, is: 2317 Eagle Crest Drive, Grapevine, Texas 76051.

The name of the Registered Agent of the Corporation at such address, as set forth in its Articles of Incorporation is: Steven K. Rush.

The Registered Agent or Office may be changed by filing a Statement of Change of Registered Agent or Office or both with the Secretary of State, and not otherwise. Such filing shall be made promptly with each change. Arrangement for each change in Registered Agent or Office shall ensure that the Corporation is not exposed to the possibility of a default judgment. Each successive Registered Agent shall be of reliable character and well informed of the necessity of immediately furnishing the papers of any lawsuit against the Corporation to its attorneys.

**1.03 Principal Business Office**

The Corporation shall maintain a principal business office within the State of Texas and additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors may from time to time designate or the business of the Corporation may require. The Principal Business Office is: 2615 Dove Loop Road, Grapevine, TX 76051.

The Corporation may have additional business offices within the State of Texas, and where it may be duly qualified to do business outside of Texas, as the Board of Directors may from time to time designate or the business of the Corporation may require.

**1.04 Amendment of Bylaws**

The Board of Directors, by the affirmative vote of a majority of the number of Directors constituting the entire Board of Directors, may alter, amend or repeal these Bylaws and adopt new Bylaws. All such Bylaw changes shall take effect upon adoption by the Directors unless otherwise specified. Notice of Bylaws changes shall be given in or before notice of the first Members' meeting following their adoption.

## **ARTICLE TWO — MEMBERS AND MEMBERS' MEETINGS**

### **2.01 Class of Members**

The Corporation will have one (1) class of Members.

### **2.02 Admission of Members**

Natural persons may be admitted to membership in the Corporation by the Board of Directors or a committee designated by the Board to handle such matters. Membership in the Corporation will be voluntary and open to all persons upon payment of such annual dues, if any, as are imposed by the Board of Directors. Membership for persons under 18 years of age will require the written consent of a parent or guardian. The Board of Directors of the Corporation shall set, and may alter, qualifications of membership.

### **2.03 Membership Fees and Dues**

The Board of Directors of the Corporation may determine from time to time the annual dues and an initiation fee, if any, payable to the Corporation by the Members. Dues shall be payable for a 12 month period (the "Dues Period").

The following is the schedule and dues for memberships:

Any new member joining the Corporation will receive 12 months of membership starting on the date of signup.

Any active memberships will renew 12 months after the date of signup.

The Board of Directors may adopt a schedule allowing for a reasonable reduction or proration of the initial dues of new members. This schedule may not be altered more than once in any 12 month period.

The Board of Directors may adopt a schedule allowing for reduced dues for members based on age according to a schedule. This schedule may not be altered more than once in any 12 month period.

Members whose dues have been discounted, prorated or otherwise reduced shall have the same voting rights as any other member.

### **2.04 Certificates of Membership**

The Board of Directors may provide for issuing certificates evidencing membership in the Corporation.

### **2.05 Voting Rights**

Each individual member shall be entitled to one (1) vote and each family membership shall be entitled to two (2) votes on each matter submitted to a vote of the Members.

### **2.06 Termination of Membership**

The Board of Directors, by two-thirds affirmative vote, may suspend or expel a Member for cause after notice and hearing. A Membership is terminated when the Member's dues are past due and as such, the Membership has expired.

### **2.07 Reinstatement**

A Member terminated for cause may be reinstated by submitting a signed request to the Secretary. Upon a two-thirds (2/3) affirmative vote of the Board of Directors, the former Member may be reinstated on terms deemed appropriate.

## **2.08 Resignation**

Any member may resign from the Corporation. Resignation shall not entitle any member to a refund of any portion of annual dues.

## **2.09 Transferring Membership**

Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member dies.

## **2.10 Waiving Interest in Corporate Property**

The Corporation owns all real and personal property, including all improvements located on the property, acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

## **2.11 Annual Meeting**

An annual meeting of the Members shall be held each year on a day, at a time, and at a place to be selected by a majority vote of the Board of Directors. At the annual meeting, the Members will elect directors and officers and transact any other business that may come before the meeting. If, in any year, the election of directors and officers is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the Members, as soon as possible, to elect directors and officers.

In emergency or extraordinary situations, as defined by the board, the board (by two-thirds [2/3] vote of the entire board) may defer or cancel the annual meeting of the Members and hold an election of directors and officers independent of the annual meeting. In such a case, the election of directors and officers shall take place no more than thirteen (13) months following the previous election of directors and officers. After acting, the board must inform the general membership within seven calendar days.

## **2.12 Action Without Meeting**

Any action that may be taken at a meeting of the Members under any provision of the Texas Non-Profit Corporation Act may be taken without a meeting if authorized by a consent or waiver signed by all of the persons who would be entitled to vote on that action at a meeting and filed with the Secretary of the Corporation. Each such signed consent, or a true copy thereof, shall be placed in the Corporate Record Book.

## **2.13 Failure to Hold Annual Meeting**

If, within any 13-month period, except as governed for in Bylaw 2.11, an annual Members' Meeting and/or election of directors and officers is not held, any Member may demand, by registered mail to any officer, that the meeting and/or election be held within a reasonable time. If the meeting and/or election is not held within sixty (60) days of the demand, any Member may compel the meeting and/or election by legal action against the Board of Directors.

## **2.14 Place of Meetings**

Meetings of the Members shall be held at any place within or outside of the State of Texas as may be designated in the notice of the meeting or in a duly executed waiver of notice thereof

### **2.15 Special Meetings**

Unless provided otherwise by Statute, the Articles of Incorporation of the Corporation, or these Bylaws, Special meetings of the Members may be called at any time by the President, the Board of Directors, or one or more of the Members holding one-tenth or more of all the votes entitled to vote at the meeting. Such meeting may be called for any purpose. The party calling the meeting may do so only by written request sent by email or delivered in person to the President or Secretary. The officer receiving the written request shall give notice of the meeting to all the Members entitled to vote at the meeting within the required time, then the person or persons calling the meeting may fix the time of the meeting and give the notice. The notice shall be sent pursuant to Section 2.16 of these Bylaws. The notice of a Special meeting must state the purpose or purposes of the meeting and absent consent of every Member to the specific action taken, shall be limited to purposes plainly stated in the notice, notwithstanding other provisions herein.

### **2.16 Notice of Meetings**

The officer or persons giving notice of a Members' meeting shall deliver written notice to each Director and to each member entitled to vote at the meeting at least ten (10) but not more than fifty (50) days before the date of the meeting. Such notice shall state the place, day, and hour of the meeting, and, in case of a Special meeting, the purpose or purposes for which the Special meeting is called. The notice may be given personally, by mail, by e-mail or by other social media methods. The notice shall be addressed to each recipient at such address as appears in the Corporation's records or as the recipient has given to the Corporation for the purpose of notice. Whenever the Corporation has more than 1,000 members at the time a meeting is scheduled, additional adequate notice may be required. Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice consent to the meeting in writing or are present at the meeting in person or by proxy and do not object to the notice given. Consent may be given either before or after the meeting. Notice of the reconvening of an adjourned meeting is not necessary unless the meeting is adjourned more than thirty (30) days past the date stated in the notice, in which case notice of the adjourned meeting shall be given as in the case of any Special meeting.

### **2.17 Eligibility to Vote at Members' Meetings**

A member in good standing is entitled to vote at a meeting of the Members of the corporation. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting. A member in good standing is eligible to vote regardless of their age.

### **2.18 Quorum of Members**

As to each item of business to be voted on, the presence (in person or by proxy) of the persons who are entitled to vote at least one tenth (1/10) of the Members' votes on that matter shall constitute the quorum necessary for the consideration of the matter at a Members' meeting. Members voting by mail, if authorized by the Board of Directors to do so, shall be considered present for the purpose of determining whether a quorum is present for the matter under consideration. If a quorum is present, every act done or resolution passed by a majority of the Members present shall be the act of the Members.

### **2.19 Adjournment For Lack of Quorum**

No business may be transacted in the absence of a quorum, or upon the withdrawal of enough Members to leave less than a quorum, other than to adjourn the meeting from time to time by the vote of a majority of the votes represented at the meeting.

### **2.20 Actions of Membership**

The Members will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting Members in good standing, present and entitled vote at a meeting at which a quorum is present, is enough to constitute the act of the Members unless law or the bylaws require a greater number.

### **2.21 Voting by Voice or Ballot**

Generally, elections for Directors may be by voice and not by ballot. Whenever a Member demands election by ballot before the voting begins, voting must be by ballot. Whenever voting by mail is authorized, all voting on that matter must be by ballot.

### **2.22 Proxies**

A member entitled to vote at a meeting of Members of the corporation may vote either in person or by proxy executed in writing by the Member or his or her duly authorized attorney in fact. Unless otherwise provided in the proxy or by law, each proxy shall be revocable and shall not be valid after eleven (11) months from the date of its execution.

### **2.23 Early Voting by Mail or Email**

The Board of Directors may authorize Members to vote early by mail or email on the election of Directors and Officers or on any other matter that the Members may vote on. Ballots by mail or email must be signed by the member casting the vote and sent directly to the Secretary or designated officer no later than four (4) days prior to the day of the election.

### **2.24 Reproductions of Signed Writings**

A photographic copy or similar reproduction of a signed Notice, Waiver, Consent, Ballot, or Proxy by a member, director, or committee member is to be regarded as being signed by the member, director, or committee member.

## **ARTICLE THREE - BOARD OF DIRECTORS AND DIRECTORS' MEETINGS**

### **3.01 Management of Corporation**

The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation, who may exercise such powers of the Corporation and do all such lawful acts and things as are not prescribed by statute, the Articles of Incorporation of the Corporation, or these Bylaws and as directed or required to be exercised or done by the members of the Corporation.

### **3.02 Number, Qualifications, and Tenure of Directors**

The number of Directors shall be at least three (3) and no more than fifteen (15), none of whom needs to be residents of Texas. Directors must be members of the Corporation. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Any decrease in the total number of Directors shall not have the effect of reducing the total number of Directors below three (3), nor of shortening the tenure that any incumbent director would otherwise enjoy.

### **3.03 Vacancies**

Vacancies on the Board of Directors shall exist upon: (a) the failure of the Members to elect the full authorized number of Directors to be voted for at any Member's meeting at which any Director is to be elected; (b) a declaration of vacancy under Section 4.03 of these Bylaws; (c) an increase in the authorized number of Directors; or (d) the death, resignation, or removal of any Director.

### **3.03 (a) Declaration of Vacancy**

A majority of the Board of Directors may declare the office of a Director vacant if the Director is adjudged incompetent by a court; is convicted of a crime involving theft, deceit or dishonesty, or of any crime which is a Class B misdemeanor or greater; or fails to accept the office of Director.

### **3.03 (b) Filling Vacancies by Directors**

Vacancies other than those caused by an increase in the number of Directors shall be temporarily filled by majority vote of the remaining Directors, though less than a quorum, or by a sole remaining Director. Each Director so elected shall hold office until a successor is elected at a Members' meeting. Vacancies reducing the number of Directors to less than three (3) shall be filled before the transaction of any other business.

### **3.03 (c) Filling Vacancies by Members**

Any vacancy on the Board of Directors, including those caused by an increase in the number of Directors, shall be filled by the Members at the next annual meeting or at a special meeting called for that purpose. Upon the resignation of a Director tendered to take effect at a future time, the Board or the Members may elect a successor to take office when the resignation becomes effective.

### **3.04 Removal of Directors and Resignation of Directors**

The entire Board of Directors or any individual Director may be removed from office by a vote of a majority of Members entitled to vote at an election of Directors, or for any other probable cause as determined by vote of a majority of the Directors at any regular or special meeting of the Board. However, if less than the entire Board is to be removed, and the Members are given the right to cumulate votes in the Articles of Incorporation, no one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then voted at an election of the entire Board of Directors. If any or all Directors are so removed, their replacements may be elected at the same meeting. A Director may be removed for failure to perform one's duties, including but not limited to missing three (3) consecutive meetings. Any Director may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect on the date upon receipt of that notice or at any later time specified therein, and that acceptance of that resignation shall not be necessary to make it effective.

### **3.05 Duties of Directors**

Directors will discharge their duties, including any duties as committee Members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

### **3.06 Action by Consent of Board Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and shall have the same force and effect as a unanimous vote of Directors if all the Directors consent to the action in writing via mail or email. This written consent may be given individually or collectively.

### **3.07 Place of Meetings**

Meeting of the Board of Directors shall be held at any location as designated by the Board.

### **3.08 Regular Meetings**

Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual Members Meeting, and at any other regularly repeating times as the Directors may designate.

### **3.09 Special Meetings**

Special meetings of the Board of Directors, may be called at any time, for any purpose by the President, Vice President or any two Directors. Written notice of a special meeting including starting time and place of meeting shall be mailed 10 days before or personally delivered so as to be received by each director no later than three (3) business days before the proposed date of the meeting. The notice may include a tentative agenda, but the meeting shall not be confined to any agenda included with the notice, and none is required.

Upon providing notice, the Secretary or other officer sending notice shall sign and file in the Corporate Record Book a statement of the details of the notice given to each Director. If such statement should later not be found in the Corporate Record Book, due notice shall be presumed.

### **3.10 Telephone Meetings**

Subject to the notice provisions required by these Bylaws and by the Texas Non-Profit Corporation Act, the Board of Directors may participate in and hold a meeting by means of conference telephone or similar communication equipment by which all persons participating can hear each other. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

### **3.11 Waiver of Notice of Meetings**

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director 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 Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

### **3.12 Quorum**

The presence throughout any Directors' meeting, or adjournment thereof, of a majority of the authorized number of Directors shall be necessary to constitute a quorum to transact any business, except to adjourn. If a quorum is present, every act done or resolution passed by a majority of the Directors present and voting shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors present by proxy shall not be counted toward a quorum.

### **3.13 Adjournment and Notice of Adjourned Meetings**

A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated hour on a stated day. Notice of the time and place where an adjourned meeting will be held need not be given to absent Directors if the time and place is fixed at the adjourned meeting. In the absence of a quorum, a majority of the Directors present may adjourn to a set time and place if notice is duly given to the absent members, or until the time of the next regular meeting of the Board.

### **3.14 Conduct of Meetings**

At every meeting of the Board of Directors, the President, or in the President's absence, a Vice President designated by the President, or in the absence of such designation, a Chairman chosen by a majority of the Directors present, shall preside. The Secretary of the Corporation shall act as Secretary of the Board of Directors' meetings. When the Secretary is absent from any meeting, the Chairman may appoint any person to act as Secretary of that meeting.

### **3.15 Compensation of Directors**

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum plus expenses of attendance, if any, may be paid to Directors for attendance at each meeting of the Board. This policy does not preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore or reimbursement for expenses for such additional service.

### **3.16 Indemnification of Directors and Officers**

The Corporation shall indemnify all officers, Directors, employees, and agents to the extent required by law. The Board of Directors may, by separate resolution, provide for additional indemnification as allowed by law.

### **3.17 Insuring Directors, Officers, and Employees**

The Corporation may purchase and maintain insurance on behalf of any Director, officer, or employee of the Corporation, or make any other arrangement, on behalf of any person as permitted by Article 2.22A(R) of the Texas Non-Profit Corporation Act, whether or not the Corporation has the power to indemnify that person against liability for any acts.

### **3.18 Board Committees - Authority to Appoint**

The Board of Directors may designate one or more other committees to conduct the business and affairs of the Corporation to the extent authorized. Each Board Committee shall contain at least two (2) members, at least one of whom is a Director. The Board shall have the power at any time to change the powers and membership of, fill vacancies in, and dissolve any committee. Members of any committee may receive such compensation as the Board of Directors may from time to time designate. The designation of any committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The Board may also elect or appoint Members' committees, but these committees shall not conduct the business of the Corporation. No committee has the authority of the Board to:

- a) Amend the articles of incorporation;
- b) Adopt a plan of merger or of consolidation with another corporation; Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets;
- c) Authorize voluntary dissolution of the Corporation;
- d) Revoke proceedings for voluntary dissolution of the Corporation;
- e) Adopt a plan for distributing the Corporation's assets;
- f) Amend, alter, or repeal these Bylaws;
- g) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation;
- h) Take any action outside the scope of authority delegated to it by the Board. Take final action on a matter requiring membership approval.

### **3.19 Authorization of Specific Committees**

The following committee is authorized: Executive Committee. The Executive Committee shall consist of the elected officers of the Corporation and be chaired by the President. The duties of the Executive Committee shall consist of management and administration of the Corporation's activities and operations.



### **3.20 Proxies**

A Director may vote in person or by proxy executed in writing. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable and otherwise irrevocable by law.

## **ARTICLE FOUR - OFFICERS**

### **4.01 Title and Appointment**

The officers of the Corporation shall be a President, a Vice President, a Secretary, and such other officers as the Board may designate. Any two or more offices, except the President and Secretary, may be held by the same person. The officers must be members of the Corporation and become members of the Board of Directors upon taking office. All officers shall be elected by the Members at the annual meeting and hold office for a two (2) year term. No individual shall hold the same officer position for more than two (2) consecutive two (2) year terms. Election or appointment of an officer shall not of itself create contractual rights.

### **4.02 Removal and Resignation**

An officer may be removed for failure to perform one's duties, including but not limited to missing three (3) consecutive meetings, or for any other probable cause as determined by vote of a majority of the Directors at any regular or special meeting of the Board, or by vote of a majority of the membership at any regular or special meeting of the membership. Any officer may resign at any time by giving written notice to the Board of Directors. Any resignation shall take effect on the date upon receipt of that notice or at any later time specified therein, and the acceptance of that resignation shall not be necessary to make it effective.

### **4.03 Vacancies**

Should any vacancy occur in any office of the Corporation, by reason of death, resignation, removal, or otherwise, the Board of Directors may elect an acting successor to hold office for the unexpired term or until a permanent successor is elected.

### **4.04 Compensation**

The officers as such shall not receive any stated salaries for their services.

### **4.05 President**

The President shall be the Corporation's chief executive officer, subject to the control of the Board of Directors. The President shall have general supervision, direction, and control of the business and officers of the Corporation; shall have the general powers and duties of management usually vested in the office of the President of a corporation; shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws; and shall be ex officio a member of all standing committees, including the executive committee, if any. In addition, the President shall preside at all meetings of the Members and the Board of Directors.

### **4.06 Vice President**

The Vice President(s) shall have such powers and perform such duties as from time to time may be prescribed by these Bylaws, by the Board of Directors, or by the President. In the absence or disability of the President, the senior Vice President, if any, shall perform all the duties of the President, pending action by the Board of Directors. While so acting, the senior Vice President shall have all the powers of, and be subject to all the restrictions on, the President.

#### **4.07 Secretary**

The Secretary shall:

- A. See that all notices are duly given as required by law, the provisions of these Bylaws, and the Articles of Incorporation. In case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, notice may be given and served by an Assistant Secretary or by the President, any Vice President, or by the Board of Directors.
- B. Be custodian of the minutes of the Corporation's meetings, its Corporate Record Book, its other records,
- C. Maintain, in the Corporate Record Book, a record of all Members of the Corporation, together with their current mailing addresses.
- D. In general, perform all duties incident to the office of Secretary, and such other duties as from time to time may be required by Article Six of these Bylaws, by these Bylaws generally, by the Board of Directors, by the President, or by law.

#### **4.08 Treasurer**

The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and assign Assistant Treasurer to deposit all funds in the name of the Corporation in those banks, trust companies, or other depositories that shall be selected by the Board of Directors.
- B. Assign Assistant Treasurer to Receive, and give receipts for, monies due and payable to the Corporation.
- C. Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for those disbursements. All disbursements by check require signatures from two of the following: President, Treasurer, and/or Assistant Treasurer.
- D. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by Article Six of these Bylaws, by these Bylaws generally, by the Board of Directors, by the President, or by law.

#### **4.09 Assistant Secretary and Assistant Treasurer**

The Assistant Secretary or Assistant Treasurer shall have such powers and perform such duties as the Secretary or Treasurer, respectively, or as the Board of Directors or President may prescribe. In case of the absence of the Secretary or Treasurer, the senior Assistant Secretary or Assistant Treasurer, respectively, may perform all of the functions of the Secretary or Treasurer.

### **ARTICLE FIVE - AUTHORITY TO EXECUTE INSTRUMENTS**

#### **5.01 No Authority Absent Specific Authorization**

These Bylaws provide certain authority for the execution of instruments. The Board of Directors, except as otherwise provided in these Bylaws, may additionally authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless expressly authorized by these Bylaws or the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement nor to pledge its credit nor to render it peculiarly liable for any purpose or in any amount.

## **5.02 Execution of Certain Documents**

Any and all formal contracts of the Corporation, including but not limited to evidence of indebtedness shall be signed or endorsed by the President and at least one other officer, unless otherwise specifically determined by the Board of Directors or otherwise required by law.

# **ARTICLE SIX - CORPORATE RECORDS, ADMINISTRATION, AND MISCELLANEOUS**

## **6.01 Non-profit Corporation**

The Corporation is a non-profit Corporation. Dues, entry fees and other monies received by the Corporation will be spent entirely for carrying out the Mission Statement of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of its Members.

## **6.02 Fundraising Activities**

This Corporation shall be empowered to participate in fundraising activities.

## **6.03 Road Runners Club of America Dues**

The Corporation will submit a portion of the dues (described in Article 2.03 of these Bylaws) to the RRCA as membership in that body shall require.

## **6.04 Minutes of Corporate Meetings**

The Corporation shall keep at the principal office, or such other place as the Board of Directors may order, recording the minutes of all meetings of its Members, Directors, and Committees. The minutes shall show the time and location of each meeting, whether such meeting was regular or special, and the names of all those in attendance. Special Meeting minutes must show how the meeting was authorized. The Minutes of Member meetings shall also show the number of votes present or represented.

Meeting Minutes must be recorded from each Annual Membership Meeting.

## **6.05 Books of Account and Annual Reports**

The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions, including all income and expenditures, in accordance with generally accepted accounting practices. Based on these records, the Board of Directors shall annually prepare or approve a report of the Corporation's financial activity for the preceding year. The report must conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, expenses, and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. All records, books, and annual reports of the financial activity of the Corporation shall be kept at its principal office for at least three (3) years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

## **6.06 Membership Register**

The Corporation shall keep, electronically, a membership register.

### **6.07 Fiscal Year**

The fiscal year of the Corporation shall be as determined by the Board of Directors and approved by the Internal Revenue Service; provided, that if such fiscal year is not fixed by the Board of Directors, it shall be the calendar year. The Treasurer shall forthwith arrange a consultation with the Corporation's tax advisers to determine whether the Corporation is to have a fiscal year other than the calendar year. If so, the Treasurer shall file an election with the Internal Revenue Service as early as possible.

### **6.08 Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **6.09 Gifts**

The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the articles of incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

### **6.10 Management of Funds**

All institutional and endowment funds, if any, shall be handled pursuant to the Uniform Management of Institutional Funds Act. (Texas Property Code Section is 163.001 et seq.)

### **6.11 Loans to Officers and Directors**

The Corporation shall not loan money to any of its Officers or Directors.

### **6.12 Reserves**

There may be created by the Board of Directors out of funds of the Corporation legally available therefore such reserve or reserves as the Board of Directors from time to time, in its discretion, consider proper to provide for contingencies or to repair or maintain any property of the Corporation, or for such other purpose as the Board of Directors shall consider beneficial to the Corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

### **6.13 Dissolution of the Corporation**

In the event of dissolution of the Corporation, all of its assets, after all creditors have been paid, shall go to the Area 11 Greater Fort Worth - Special Olympics Texas..

### **6.14 Waiver of Notice and Consent to Action**

Meetings provided for in these Bylaws shall not be invalid for lack of notice if all persons entitled to notice either waive notice or consent to the meeting, in writing, or are present and do not object to the notice given. Waiver or consent may be given either before or after the meeting.

Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

**6.15 Invalid Provisions**

To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to non-profit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

**6.16 Headings**

The headings used in the Bylaws are for convenience and may not be considered in construing the bylaws.

**UNANIMOUS CONSENT OF THE  
BOARD OF DIRECTORS OF  
LAKE GRAPEVINE RUNNERS AND WALKERS, INC.  
(A Texas Corporation)**

**Jun 10, 2024**

The undersigned, being all of the members of the Board of Directors of Lake Grapevine Runners and Walkers, Incorporated, a Texas non-profit organization (the "Corporation"), pursuant to Article 1.04 of the Bylaws of Lake Grapevine Runners and Walkers, do hereby adopt by unanimous consent the following:

Adoption of New Bylaws


**WHEREAS**, the Board of Directors Amended the Bylaws.

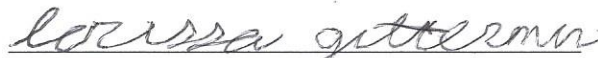
**NOW, THEREFORE, BE IT RESOLVED**, that this Board adopts the attached Amended Bylaws to fully replace the existing Bylaws of the Corporation.


**IN WITNESS WHEREOF**, the undersigned have set their hands effective as of the 10th day of June 2024.

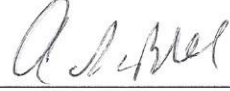
  
\_\_\_\_\_  
President, David Chase

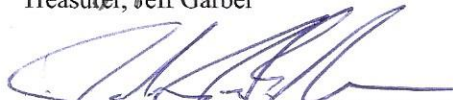
  
\_\_\_\_\_  
Director, Heather Killeen

  
\_\_\_\_\_  
Vice President, Mark Phillips


  
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Director, Larissa Gutterman

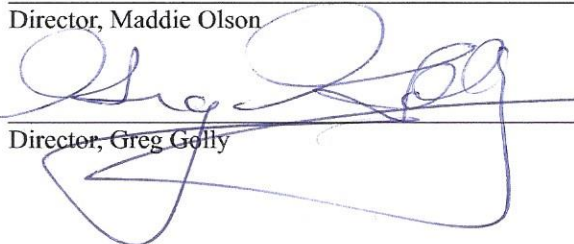
  
\_\_\_\_\_  
Treasurer, Jeff Garber

  
\_\_\_\_\_  
Director, Alvin Bell

  
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Assistant Treasurer, John Austin Moreno

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Director, Maddie Olson

  
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Secretary, Sandie Nathan

  
\_\_\_\_\_  
Director, Greg Golly