

SEATTLE WALK RUN
A NONPROFIT CORPORATION

AMENDED
BYLAWS

- I. **Name:** The name of the organization shall be SEATTLE WALK RUN.
- II. **Board of Directors:** The Board of Directors shall consist of up to 7 Directors who shall serve without pay. Directors shall be indemnified by the corporation for all actions taken in their official capacity against any claim for damages.
 - a. The term of each Director shall be one year. In the event of resignation or death of any officer, the person who serves out the term of that officer shall serve the remainder of the one year term then stand for election.
 - b. Vacancies on the Board shall be filled by nomination from the membership of SEATTLE WAL RUN and the positions will be filled by the Operating Committee on a majority vote. Any member of the Operating Committee may nominate a person to serve as a Director.
 - c. Two unexplained absences at two consecutive meetings of the Board of Directors shall be due cause for removal of a Director. Due cause for removal is at the discretion of a majority of remaining Directors.
- III. **Officers:** The Board shall elect from among its Directors, a President, Vice President, Secretary and Treasurer. Each officer shall serve a one year term of office.
 - a. The President shall preside over all meetings, call special meetings, appoint ad hoc or permanent committees as nominated by the Directors, and do any and all things associated with the office of President.
 - b. The Vice President shall serve in the absence of the President, except that the Vice President shall not appoint committee members without the consent of the President.
 - c. The Secretary shall keep the minutes of the meetings as shall be called by the President, and shall maintain the minutes in the corporate records. The Secretary shall send out copies of the minutes to all Directors for their approval, and they shall be approved at the beginning of the next regularly called meeting.

- d. The Treasurer shall keep records of the financial affairs of the corporation, shall be authorized to make deposits and withdrawals from the bank accounts, and shall regularly report to the board regarding the income and expenses of the corporation. In the absence of the Treasurer, the Secretary may fill in for the Treasurer in financial matters.

IV. Operating Committee: The Operating Committee shall consist of the Board of Directors and coaches.

V. Head Coach and Assistant Coach Positions: Vacancies in coaching positions shall be filled by nomination from the membership of SEATTLE WALK RUN and the positions will be filled by the Operating Committee on a majority vote. Any member of the Operating Committee may nominate a person to serve as a head or assistant coach.

VI. Committees: The Board may create standing and ad hoc committees as deemed necessary to carry out the functions of SEATTLE WALK RUN.

VII. Meetings: The Board shall meet semi-annually. Notice of the meeting shall be given in writing 10 days in advance of the meeting date. Written notice shall be sent to the last known address of the Directors. Electronic notice may be substituted for written notice.

The Board may also meet at such other special meetings as called by the President or at the request of a majority of the Directors. Notice of any special meeting shall be in writing and be given at least 3 days prior to the meeting. Electronic notice may be substituted for written notice.

VIII. Voting: Votes of the Board of Directors on any issue coming before it shall be taken in conformity with this paragraph.

- a. No vote shall be taken in the absence of a quorum. For purposes of this paragraph a quorum shall be a simple majority of the Board.
- b. All motions coming before the Board shall pass on a simple majority of the Directors present, as long as a quorum is present.
- c. The Board of Directors may bring subjects for a vote before the Operating Committee.

IX. Voting: Votes of the Operating Committee on any issue coming before it shall be taken in conformity with this paragraph. All motions coming before the Operating Committee shall pass on a simple majority of the members present, as long as a quorum is present.

- X. Amendments to Bylaws:** These bylaws may be amended by a vote of two thirds of the Directors present at any regularly scheduled meeting. Notice of proposed amendments to bylaws shall be provided at least thirty days in advance to all Directors.
- XI. Members: SEATTLE WALK RUN** shall have members who pay fees in accordance with a dues schedule passed by the Board of Directors.
- XII. Events:** The Board may authorize events in accordance with the purposes of the corporation as set forth in the Articles of Incorporation.
- XIII. Dissolution:** The corporation may be dissolved in accordance with the Articles of Incorporation.

These amended bylaws were adopted by a majority vote of the Directors at a regularly scheduled meeting on March 2, 2013. The amendments provide that vacancies on the Board and in coaching positions shall be filled from the membership of SEATTLE WALK RUN.

Eric R. S. 3/2/13
President Date

Joan Huddleston 3/2/13
Vice President Date

Joan Huddleston 3/2/13
Secretary Date

Pamela Kempel 3/2/13
Treasurer Date