

BY-LAWS OF
SILK CITY STRIDERS CLUB, INC.

ARTICLE I

Statement of Purpose

1. The conducting and promoting of social and recreational activities among its members for their mutual benefit, with emphasis upon activities and functions which promote good fellowship, communication and spirit between individuals interested in the sport of running, and generally further the interests of that sport.

ARTICLE II

Offices

1. The principal office of the Club shall be at such place in the State of Connecticut as the Directors shall from time to time designate. The Club may have such other offices within or without the State of Connecticut as the Directors may from time to time determine.

ARTICLE III

Members

1. Original Members. The initial members of the Club shall be the three (3) incorporators, who shall remain members until the next succeeding Annual Meeting of Members.

2. Subsequent Members. Subsequent Members (herein called "members") shall be those persons who shall meet the criteria for membership established from time to time by the Board of Directors; provided that no person shall be deprived of his membership by action of the Board of Directors until the next succeeding Annual Meeting of Members.

3. Class of Membership. There shall be one (1) class of membership, and each member shall have one (1) vote upon any matter submitted to the membership.

ARTICLE IV

Meetings of Members

1. Place of Meetings. All meeting of the members shall be held at the principal office of the Club, or at such place within or without the State of Connecticut as from time to time may be designated by resolution of the Board of Directors.

2. Annual Meeting. The Annual Meeting of Members shall be held in the months of January of each year and at such time and place as may be designated by the Board of Directors. The purpose of such meeting shall be the election of Directors by ballot and the transaction of such other business as may properly come before such meeting. If the Annual Meeting of Members be not held as herein prescribed, the election of Directors may be held at any meeting thereafter called pursuant to these By-Laws or otherwise lawfully held.

3. Notice of Annual Meeting. A notice setting out the day, hour and place of such Annual Meeting of Members shall be prominently posted on the Club Website and in the December Newsletter. Such notice shall also state any proposed amendment or repeal of the By-Laws of the Club and any other proposed matter other than the election of Directors which, under the Connecticut Nonstock Corporation Law, expressly requires the vote of members.

4. Adjournment of Annual Meeting. If a quorum is not present at any meeting of the members, the members present, in person or by proxy, may adjourn such meeting to such future time as shall be agreed upon by them, and notice of such adjournment shall be given to the members not present or represented at the meeting; but if a quorum be present, the members present may adjourn from day to day as they see fit, and no notice of such adjournment need be given.

5. Special Meetings. Special Meetings of the members may be called at any time by the President or by resolution of the Board of Directors. A special meeting of the members shall be called by the President upon the request of any two (2) Directors or upon the written request of at least one-third (1/3) of the aggregate number of such members. The Secretary shall post a notice of such meeting on the Club Website and in the next published Newsletter not less than seven (7) days nor more than fifty (50) days before such meeting, and such notice shall state the day, hour and place of such meeting and the purpose thereof.

6. Waiver of Notice. Notice of any Special Meetings may be waived in writing by all the members, and if any member present at a members' meeting does not protest the lack of proper notice prior to or at the commencement of the meeting, he shall be deemed to have waived notice of such meeting.

7. Quorum. One tenth (1/10) of the members represented either in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members, provided that at least ten (10) members be present in person; except that if no quorum be present, a majority of the members present in person or by proxy may adjourn the meeting to such time as they may determine. Notice of any such adjournment shall be given to the members not present or represented at such meeting.

8. Proxies. At all meetings of the members any member entitled to vote may vote either in person or by proxy, provided that proxies to be valid shall be given only to, and only voted by, another member in good standing. Such proxy shall be in writing, but need not be sealed, witnessed or acknowledged, and shall be filed with the Secretary before the meeting or before being voted.

9. Number of Votes of Each Member. Each member, including each individual in a family membership, whether represented in person or by proxy, shall be entitled to one (1) vote on any matter submitted to the vote of the membership.

10. Voting. In the election of Directors and in voting on any question on which a vote by ballot is required by law or is demanded by any member, the voting shall be by ballot; on all other questions it may be viva voce.

ARTICLE V

Directors

1. Number. The property, business, voting and affairs of the Club shall be managed by a Board of Directors composed of not less than three (3) nor more than twenty-four (24) in number. The initial number of Directorships shall be three (3) and thereafter the actual number of Directorships (within the above limits) shall be as the Board of Directors shall determine in the first case, and subsequently as the members shall determine at each Annual Meeting of Members.

2. Composition and Election of Board of Directors.

(a) First Board. The first Board of Directors shall initially consist of the three (3) incorporators. Thereafter, within sixty (60) days of the incorporation, the initial Board of Directors shall meet and elect a full Board of Directors consisting of at least twelve (12) persons, including themselves, which Board shall be classified so that, insofar as may be practicable, the terms of one-third of the Directors (1/3) shall expire at the annual meeting in 1982, one-third (1/3) in 1983 and one-third (1/3) in 1984.

(b) Succeeding Boards.

(i) Election at Annual Meeting of Members. Commencing with the Annual Meeting of Members in 1982, Directorships occupied by Directors whose terms shall have expired (provided that it shall not be a requirement that expired Directorships be filled except that at all times there shall be at least three (3) Directors in offices shall be filled for terms of up to three (3) years, so that, insofar as may be practicable, the terms of the Directors shall be staggered with the terms of one-third (1/3) of the Directors expiring at each Annual Meeting of Members.

In addition, at any such Annual Meeting of Members, the members may increase the number of Directorships up to a maximum of twenty-four (24) and fill the vacancies so created with new Directors with terms staggered as aforesaid.

(ii) Election at Other Than Annual Meeting of Members. Provided that the notice of the meeting specifies the action to be taken, at any other meeting of the Directors duly called they may fill vacancies in unexpired terms of Directorships for the unexpired term.

3. Term of Office. For purposes of computing the term of office of Directors, the full period between Annual Meetings of Members shall be considered one (1) year. Each Director shall be elected for the specified term "and until his successor shall be chosen and qualified in his stead", unless he shall be removed as specified in the applicable laws of the State of Connecticut; provided that a Director shall cease to be in office upon expiration of his term if the members shall elect a successor to replace him, or if the members shall determine to reduce the number of Directorships and shall not elect his successor.

4. Powers of Directors. The Directors shall have the general management and control of the property and affairs of the Club and shall exercise all the powers that may be exercised or performed by the Club under the statutes, its Certificate of Incorporation and these By-Laws, but only solely in pursuance of its strictly social and recreational purposes. On all matters submitted to the vote of the Board of Directors, the Directors alone shall be entitled to vote, and each such Director shall have one (1) vote.

5. Place of Meetings. The Directors may hold their meetings at such place or places within or without the State of Connecticut as the Board may from time to time determine.

6. Annual Meeting. The Annual Meeting of Directors for the election of officers and the transaction of any other business that may properly come before such meeting shall be held without other notice immediately following the organization meeting of the Club and immediately following each Annual Meeting of Members at the place designated therefore.

7. Other Meetings. Other meetings of the Directors may be held whenever the President or a majority of the Directors may deem it advisable, notice thereof to be mailed to each Director at least seven (7) days prior to such meeting.

8. Waiver of Notice. Waiver of Notice of any Directors' meeting shall be deemed effective if executed by all the Directors, and any Director present at a Directors' meeting who does not protest prior to or at the commencement of the meeting the lack of proper notice, he shall be deemed to have waived notice of such meeting.

9. Directors' Consent. Any resolution in writing, approved and signed by all of the Directors shall have the same force and effect as if the same were a vote passed by all the Directors at a meeting duly called and held for that purpose, and such resolution shall be recorded by the Secretary in the minute book of the Club.

10. Quorum. One-third (1/3) of the Directorships shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but any number less than a quorum may adjourn such meeting to a specified date. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors.

11. Committees. The Board of Directors may by resolution designate two (2) or more Directors to constitute an Executive Committee or other committees, which committees shall have and may exercise all such authority of the Board of Directors as shall be provided in such resolution.

ARTICLE VI

Officers

1. The Directors shall elect a President, one or more Vice Presidents, a Treasurer and a Secretary, and may from time to time appoint such other officers as they, the Directors, deem expedient. Any two or more offices may not be held by the same person. The duties of officers of the Club shall be such as are prescribed by these By-Laws and as may be prescribed by the Directors.

2. President and Vice President. The President shall be the chief executive officer of the Club and shall have general control and management of its assets and affairs, subject to the direction of the Board of Directors. He shall preside at all meetings of the members and Directors and shall perform all duties incident to the office of President. He may appoint such members and other individuals as agents of the Club as he may from time to time deem advisable.

Except as especially limited by vote of the Directors, any Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. Any Vice President shall also perform such other duties as may be delegated to him by the Board of Directors from time to time.

3. Secretary. The Secretary shall keep a record of the minutes of the proceedings of all meetings of members and Directors and shall issue all notices required by law or by these By-Laws, and he shall discharge all other duties required of such officer by law or designated from time to time by the Board of Directors or by the President or as are incident to the office of Secretary. He shall have the custody of the Seal of the Club and all books, records and Papers of the Club, except such as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by a resolution of the Board of Directors.

4. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club, keep full and accurate accounts of receipts and disbursements and books belonging to the Club, deposit all moneys and valuable effects in the name and to the credit of the Club in depositaries designated by the Board of Directors, and, in general, perform such other duties as may from time to time be assigned to him by the Board of Directors or by the President or as are incident to the office of Treasurer.

5. Terms of Office. Each of such officers shall serve for the term of one (1) year and until his successor is duly appointed and qualified, but any officer may be removed by the Board of Directors at any time with or without cause and with or without notice of hearing. Vacancies among the officers by reason of death, resignation or other causes shall be filled by the Board of Directors.

ARTICLE VII

Seal

1. The seal of the Club shall have inscribed thereon the name of the Club, the word "Seal" and the word "Connecticut", and shall be In the Custody of the Secretary.

ARTICLE VIII

Fiscal Year

1. The fiscal year of the Club shall commence on January 1.

ARTICLE IX

Amendments

1. These By-Laws may be altered, amended or repealed by a majority affirmative vote of the whole of the Board of Directors then in office.

The foregoing By-Laws were presented to the Board of Directors Meeting of the Club, which meeting was held on the 20th day of August, 2005 and by resolution were adopted as presented.

ARTICLE X

FINANCES

1. Non-Profit Status. The corporation is a non-profit organization. Dues, entry fees and other amounts received by it will be spent entirely for carrying out the corporation's stated purposes. No part of the net earnings of the club shall inure to the benefit of its members.

ARTICLE XI

DISSOLUTION

1. In the event of dissolution of the corporation, the funds in the treasury, after all creditors have been paid, shall be distributed to an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent Federal tax laws) to such organization or organizations organized and operated exclusively for the same or similar not-for-profit charitable purposes as shall at the time qualify as such an exempt organization or organizations, as the Board of Directors shall determine. No net earnings of the club may inure to any of the individual members.