

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
THE ROAD RUNNERS CLUB OF AMERICA, INC**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is the Road Runners Club of America, Inc.
2. The period of duration is perpetual and the foregoing amended articles were adopted on March 10, 2017.
3. The amended articles proposed by the Board of Directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members on March 10, 2017, at which a quorum of each voting group was present and the restatement was adopted by unanimous consent of the members.
4. **THE CORPORATION HAS THE FOLLOWING CLASS(ES) OF MEMBERS:**  
Local running clubs, allied organizations, events, event management companies, corporate members, honorary members, umbrella organizations individual members, and for profit running clubs and for profit running events.
5. The affairs of the corporation shall be carried on through its Board of Directors; the directors shall be elected by the members as follows: The RRCA Board shall be composed of two (2) elected officers and seven (7) elected directors. The elected officers shall consist of a President and Treasurer. The Vice-President and the Secretary shall be appointed by the President from among the other seven (7) elected Directors subject to approval by the RRCA Board. The elected officers and elected directors shall be divided into two (2) groups for election purposes as follows:

Group 1. President, Treasurer, Central Director, Eastern Director, (1) At-Large Director each such position being elected in even numbered years;

Group 2. Southern Director, Western Director and two (2) At-Large Directors, each such position being elected in odd numbered years

**The term of the elected officers and directors:**

The term of the elected officers and directors shall be two (2) years and said elected officers and directors may be elected for no more than two (2) consecutive terms. The Secretary shall serve at the pleasure of the RRCA Board.

Group 1 shall be elected for two (2) years; and Group 2 shall be elected for one (1) year. Each subsequent election shall be for two (2) years.

**Geographical requirements:** Geographical residency requirements for directors shall be as set forth in the Bylaws. There is no geographic residency requirement for elected officers.

**Term of Office for elected officers and directors:**

The term of office for elected officers and directors shall commence on June 1st in the year of their election.

**Election:**

Officers and directors shall be elected at each annual meeting to succeed those whose terms expire. Each office or directorship shall be filled by the candidate receiving a majority of votes cast. Each office or directorship shall be voted on separately and elected by a vote of a majority of votes cast by the members present at a meeting at which a 'quorum' is present.

In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

6. This corporation is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:
  - a) To promote and encourage distance running as a competitive sport and as a means of healthful exercise;
  - b) To promote and conduct races or other running activities;

- c) To disseminate information on running through newsletters, booklets, clinics, meetings, handbooks and through education programs;
- d) To participate in or institute research projects;
- e) To make awards;
- f) To do all such things conducive to the encouragement of competitive running and better physical fitness for all individuals of all ages and both sexes;
- g) To improve national fitness and national and international amateur sports competition in long distance running;
- h) To offer organization guidance to membership organizations;
- i) To assist other charitable and educational organizations in the conduct of similar activities;
- j) To establish in the main office or elsewhere all departments and activities necessary to carry out the purposes of the corporation; and
- k) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

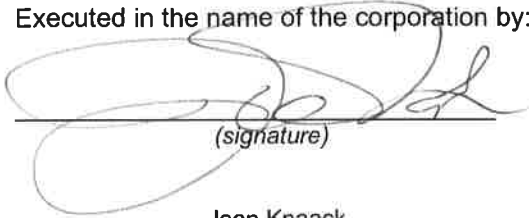
- (a) sue and be sued;
  - (b) make contracts;
  - (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
  - (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
  - (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
  - (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
  - (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
7. No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

- 8. The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.
- 9. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

10. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.
11. The name of the corporation's registered agent is Jean Knaack. The registered agent is an Individual who is a resident of Virginia and the chief executive officer. The address of the registered agent is on file with the Commonwealth of Virginia.
12. The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

Executed in the name of the corporation by:

  
\_\_\_\_\_  
(signature)

\_\_\_\_\_  
Jean Knaack  
(name)

3/20/17  
\_\_\_\_\_  
(date)

\_\_\_\_\_  
Executive Director  
(Title)