

**BYLAWS
OF
HELENA VIGILANTE RUNNERS, INC.**

ARTICLE I.
OFFICES

The principal office of the corporation in the State of Montana shall be located in the City of Helena, County of Lewis & Clark. The corporation shall have and continuously maintain in the State of Montana a registered office, and a registered agent whose office is identical with such registered office, as required by the Montana Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Montana, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II.
PURPOSE

The corporation is organized and shall be operated as a not for profit corporation exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purposes for which the corporation is organized are as follows: to promote health, fitness, and community through group training runs, races, and social events in the greater Helena area, and to educate the public about the health benefits of running.

ARTICLE III.
REGULATION OF CORPORATE ACTIVITIES AND DISTRIBUTIONS

Section 1. Restricted Activities. No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Code Section 501(c)(3) of the United States Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 3. Prohibited Distributions. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its directors, officers or any other private person or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. Management of Corporation. The business and affairs of the Corporation shall be managed by its Board consisting of at least three (3) but not more than fifteen (15) members, as fixed from time to time by resolution of the Board, and all powers of the Corporation except as otherwise provided by law or by these Bylaws shall be exercised by the Board.

Section 2. Qualifications. Directors shall be adult members of the Helena-area running community, who are supportive of the overall purposes of the organization.

Section 3. Appointment. As the first order of business of each calendar year, the Board shall appoint, or reappoint, directors to fill any vacant Board positions. Any director may nominate an individual or a slate of individuals for consideration. In addition, the Board shall consider any qualified individual who has indicated an interest in serving on the Board. The appointments may occur individually or as a slate, and shall take place according to a method agreed upon by the Board. In making the appointments, the Board shall attempt to preserve a balance of perspectives of the various sub-groups of the Helena running community.

Section 4. Removal. Any director appointed by the Board of Directors may be removed by the unanimous vote of the Board of Directors, exclusive of the director whose removal is proposed, whenever in its judgment the best interests of the corporation would be served thereby.

Section 5. Participation at Meetings. Meetings of the Board may be held by telephonic conference call or any other means which permits the persons participating in the meeting to hear each other at the same time, and participation by a person in such meeting constitutes presence in person at such meeting.

Section 6. Regular Meetings. Regular meetings of Directors shall be held quarterly, usually on the third Monday in February, May, August, and November at 7:00 pm. The location of each meeting, and any departure from the regular schedule to a different time or date, shall be decided upon by the Board of Directors and noticed by the Secretary.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any special meeting of the Board called by them.

Section 8. Notice. Notice of any regular or special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, email, or facsimile to each director using the contact information shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email or facsimile, such notice shall be deemed to be delivered when the email or facsimile is transmitted. 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 manner in which the meeting was called or convened.

Except when unusual circumstances dictate otherwise, notice of all meetings should also be posted to any electronic listserv that is regularly used by the club to communicate with the broader community of Helena-area runners.

Neither 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 such meeting, unless specifically required by law or by these Bylaws.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. 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, unless the act of a greater number is required by law or by these Bylaws.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors due to resignation or other reason, and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors. A director appointed to fill a vacancy shall be appointed to serve for the duration of the predecessor's unexpired term.

Section 12. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 13. Informal Action by Directors. Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 14. Operations. The Board of Directors shall have the authority to manage the business affairs of the Corporation and direct, manage, maintain and operate the Corporation pursuant to guidelines it shall from time to time adopt.

Section 15. Term. Each director appointed to the Corporation's Board shall hold office for three years and until his or her successor is appointed. Terms will be staggered so that approximately one-third of the Board seats will become open each year. Each director's term of office shall begin on the date of appointment. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other offices as may be appointed in accordance with the provisions of this Article. To be appointed and to serve as an officer, a person must be a current member of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Appointment and Term of Office. The Board of Directors shall appoint the officers of the corporation at the first meeting of the calendar year, following the appointment of directors. If the appointment of officers shall not be performed at such meeting, such appointment shall be performed as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly appointed.

Section 3. Removal. Any officer appointed by the Board of Directors may be removed by the unanimous vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the corporation and shall have general supervision and be in control of all of the business and affairs of the corporation. The President shall preside at all meetings. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, leases, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or by the President or Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the corporation in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep a register of the contact information of each director which shall be furnished to the Secretary by such director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors shall determine. 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 whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Employees. The Corporation shall, in the sole discretion of the President and Board of Directors, employ as salaried employees, such additional personnel, as they deem appropriate.

ARTICLE VI. COMMITTEES

Section 1. Committees of Directors. The Board of Directors by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Participation at Meetings. Meetings of committees may be held by telephonic conference call or any other means which permits the persons participating in the meeting to hear each other at the same time, and participation by a person in such meeting constitutes presence in person at such meeting.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Board approval shall be obtained for all expenditures in excess of \$500.00. In the absence of such determination by the Board of Directors, such instruments shall be co-signed by the President and Treasurer of the corporation.

Section 3. 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.

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

ARTICLE VIII. 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 committees and shall keep at its registered or principal office a record of the names and contact information of the directors entitled to vote. All books and records of the corporation may be inspected by any director, or agent or attorney acting on behalf of that director, for any proper purpose at any reasonable time.

ARTICLE IX.
FISCAL YEAR

The fiscal year of the corporation shall be January 1st through December 31st.

ARTICLE X.
PROHIBITION AGAINST LOANS, SHARING IN CORPORATION EARNINGS

Section 1. Loans. Loans to directors, officers, employees, committees, or to any other person or entity are prohibited.

Section 2. Sharing in Corporate Earnings. No director, officer, employee, committee member, or person connected with the Corporation shall receive, at any time, any of the net earnings or profits of the operations of the Corporation. This shall not prevent the payment to such persons of reasonable compensation for services rendered to or for the Corporation and affecting any of its purposes as shall be fixed by the Board. No person shall be entitled to a share in the distribution of any of the Corporation's assets upon the dissolution of the Corporation. All interested parties shall be deemed to have expressly consented and agreed that upon such dissolution, whether voluntary or involuntary, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court in Lewis & Clark County, Montana, exclusively for such purpose or purposes and to such organization or organizations as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE XI.
EXEMPT ACTIVITIES

Notwithstanding any of the provisions of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or to be carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists, or as may be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE XII.
INDEMNIFICATION

No officer or director shall be personally liable for any obligation of the Corporation or for any duties or obligations arising out of any acts or conduct of said officer or director

performed for or on behalf of the Corporation. The Corporation shall and does hereby indemnify and hold harmless each person and his or her heirs and administrators who shall serve at any time hereafter as a director or officer of the Corporation from and against any and all claims, judgments and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter been a director or officer of the Corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted to have been taken by him or her as such director or officer, and may provide insurance coverage affording protection for legal and other expenses reasonably incurred by such person in connection with any such claim or liability, including the right to defend such person from all suits or claims. Provided, however, no such person shall be indemnified or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own negligence, unauthorized act, or willful misconduct. The rights accruing to any person under the foregoing provisions of this article shall not exclude any other right to which he or she may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case, even though not specifically provided for herein. The Board, its directors, officers, employees and agents, shall be fully protected in taking any action or making any payment, or in refusing to do so, in reliance upon the advice of counsel.

ARTICLE XIII.
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Montana Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV.
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

ARTICLE XIV.
ADOPTION OF BYLAWS

We, the undersigned directors of this corporation hereby consent to and adopt these Bylaws as the Bylaws of this corporation.

DATED this 19th day of January, 2009.

Steve Engebrecht, President

Date

Patrick Judge, Vice President

Date

