

**BYLAWS OF
PLANO PACERS RUNNING CLUB, INC.
A TEXAS CORPORATION**

ARTICLE I

OFFICES

1.01 Principal Place of Business. The principal place of business of the organization shall be in Collin County, State of Texas, unless and until decided otherwise by the Board of Directors of Plano Pacers Running Club, Inc. (hereafter referred to as the "Corporation").

ARTICLE II

MEMBERS

2.01 Classes of Members. The Corporation shall have one class of membership. 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.

2.02 Annual Dues. The Board of Directors may determine from time to time the annual dues payable, if any, to the Corporation by the members.

2.03 Payment of Dues. Dues shall be payable for a twelve month period (the "Dues Period") on the first day of each Dues Period. The initial Dues Period shall begin on the date the initial dues are paid and end on the last day of the twelfth month following the month in which such initial dues were paid. Subsequent Dues Periods shall begin on the first day of the month following the close of a prior Dues Period and end on the last day of the eleventh month thereafter.

2.04 Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of a Dues Period, the Board of Directors may thereupon terminate the defaulting member's membership. Any member who knowingly compromises the safety of members or the public will be subject to termination as determined by the Board of Directors. The Board of Directors may impose by resolution additional causes for membership termination.

2.05 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle any member to a refund of any portion of the annual dues, if any, for any Dues Period.

2.06 Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

2.07 Place of Meetings. Meetings of the membership shall be held at the time and place, in the State of Texas, stated in the notice of the meeting or in a duly executed waiver of notice thereof.

2.08 Annual Meeting. An annual meeting of the membership shall be held each year on a day in December to be selected by the Board of Directors. If the day selected is a legal holiday, then the meeting shall be on the next business day following. At the meeting, the membership shall elect the officers and Directors and transact such other business as may be properly brought before the Corporation. If the Board of Directors does not hold the annual meeting of the membership on such date as set, the election of officers and Directors may be held at any meeting of the membership thereafter called pursuant to these Bylaws.

2.09 Regular Meetings. Regular meetings of the membership may be held on such days and at such times according to a schedule adopted by the Board of Directors.

2.10 Special Meetings. Unless provided otherwise by statute, the Articles of Incorporation of the Corporation, or these Bylaws, special meetings of the membership may be called by the President, the Board of Directors or not less than 25% of the members having voting rights for any purpose or purposes. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.

2.11 Notice. A written or printed notice stating the day, hour, place, and purpose(s) of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, the delivery method may be either personally or by mail or by electronic transmission, by or at the direction of the President, the Secretary, or the officer or person calling the meeting, to each member.

2.12 Quorum. A quorum of the members having voting power, present in person only, shall be requisite and constitute a quorum for the transaction of business at all meetings of the membership. A quorum of the members shall be the lesser of twenty-five (25) members or ten percent (10%) of the members.

2.13 Withdrawal of Quorum. The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough members to leave less than a quorum.

2.14 Majority Vote. When a quorum is present at a meeting, the vote of a majority of the membership having voting power, present in person only, shall decide any question brought before such meeting. If a statute, the Articles of Incorporation of the Corporation or these Bylaws expressly require a higher vote than the higher vote shall govern.

ARTICLE

III.

DIRECTORS

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

3.02 Number, Tenure and Qualifications. The number of Directors shall be at least three and no more than nine. Each Director shall hold office for a term of three years commencing with the start of the calendar year after the election. One third of the Directors shall be elected each year. In 2004 and 2005, there shall be a phasing in of Director terms as determined by the Board of Directors.

3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place, as the annual meeting of members. The Board of Directors may provide by resolution for the holding of additional regular meetings of the Board of Directors without other than such resolution.

3.04 Special Meetings. Special meetings of the 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 Directors may fix any place, within the State of Texas, as the place for holding any special meetings of Directors called by them.

3.05 Notice. Notice of any special meeting of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or transmitted electronically to each Director at the Director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is transmitted electronically, such notice shall be deemed to be delivered 24 hours after the date and time listed on the transmission confirmation. 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 Directors need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

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

3.07 Manner of Acting. The act of a majority of 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.

3.08 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors and ratified by the membership at the next scheduled regular meeting or at a special meeting. A director elected to fill a vacancy shall be elected for the un-expired term of the Director's predecessor in office, or the term of the new directorship.

3.09 Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore or reimbursement for expenses. Compensation by the corporation to a Director must be approved by all remaining Directors. When compensation to a Director is approved, the terms and conditions of the compensation will be communicated to the membership via print or electronic transmission.

3.10 Removal. Any Director elected by the membership may be removed by the vote of the majority of the membership whenever the membership determines that the best interest of the Corporation would be served by such removal. The contract rights of a removed person shall not be prejudiced by such removal. Election of a Director shall not of itself create contract rights.

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

ARTICLE IV

OFFICERS AND AGENTS.

4.01 Number and Qualification.

(A) The Corporation shall have:

- (1) a President, Vice President, Secretary, and a Treasurer; and
- (2) Such other officers (including additional vice presidents) assistant officers, and agents as the Board of Directors deems necessary.

(B) Any two (2) offices may not be held by the same person.

(C) The officers must be members of the Corporation.

4.02 Election. Officers named in Bylaws Article 4.01(A)(1) and (2), shall be elected by the members of the Corporation at the annual meeting prior to the expiration of an officer's term or whenever a vacancy exists as provided for in these Bylaws.

4.03 Term. Unless otherwise specified at the time of election, appointment (see 4.05 vacancies), or in an employment contract approved by the Board of Directors, each officer's and agent's term shall commence at the start of the calendar year after the election and will serve a term of one year.

4.04 Removal. Any officer or agent elected or appointed by the membership may be removed by the vote of a majority of the membership whenever the membership determines that the best interests of the Corporation would be served by such removal. The contracts rights of a removed person shall not be prejudiced by such removal. Election or appointment of an officer or agent shall not of itself create contract rights.

4.05 Vacancies. Any vacancy occurring in any office (by death, resignation, increase in the number of officers of the Corporation or otherwise) shall be filled by the Board of Directors, and the officer or agent filling the vacancy shall hold office until the next scheduled annual meeting or at a special meeting. An officer or agent filling a vacancy due to an increase in the number of officers of the Corporation shall hold office for the term of any new office as set by the Board of Directors. The increase in the number of officers by the Board of Directors must be ratified by the membership at the next annual meeting.

4.06 Authority. Officers and agents shall have the authority and perform duties in managing the Corporation as provided in these Bylaws, or as determined by resolution of the Board of Directors.

4.07 Compensation. Officers as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therefore or reimbursement for expenses. Compensation to an officer, by the corporation, must be approved by a majority of the Board of Directors. When compensation to an officer is approved, the terms and conditions of the compensation must be communicated to the membership via print or electronic transmission. When compensation to an agent is approved by the Board of Directors the terms and conditions of the compensation will be communicated to the membership via print or electronic transmission. Any compensation to an agent must be approved by a majority of the board of Directors.

4.08 President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the membership. The President shall have general and active management of the business and affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall perform such other duties and have such other authority and power as the Board of Directors may prescribe. Upon demand of the majority of the membership or Directors, the President shall call special meetings of the membership.

4.09 Vice President. Unless the Board of Directors determines otherwise, the Vice President shall perform the duties, and shall have the authority and exercise the powers of the President whenever the President is absent or disabled. The Vice President shall perform such other duties and have such other authority and powers as the Board of Directors may prescribe, or as the President may delegate.

4.10 Secretary.

(A) The Secretary shall attend all meetings of the membership. The Secretary shall also keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings at such meetings.

(B) The Secretary shall give, or cause to be given, notice of all meetings of the membership.

(C) The Secretary shall keep the Corporation's seal in safe custody. When authorized by the Board of Directors, the Secretary shall affix the seal to any instrument requiring it. When affixed, it shall be attested by the signature of the Secretary, or by the Treasurer.

(D) The Secretary shall keep, or cause to be kept, the membership list of the corporation. The Secretary will keep other books and records of the Corporation as determined necessary by the Board of Directors.

(E) The Secretary shall be under the supervision of the President. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may prescribe, or as the President may delegate.

4.11 Assistant Secretary. Unless the Board of Directors determines otherwise, the Assistant Secretaries, in the order of their seniority, shall perform the duties, and shall have the authority and exercise the powers of the Secretary whenever the Secretary is absent or disabled. They shall perform such other duties and have such other powers as the Board of Directors prescribes, or the President may delegate.

4.12 Treasurer.

A. The Treasurer shall have custody of the Corporation's funds and securities. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements for The Corporation. The Treasurer shall deposit all funds and other valuables in the name and to the credit of the Corporation in depositories designated by the Board of Directors. Deposit accounts established in the name of the Corporation shall have two officers as signatories. All checks written will require the signature of the Treasurer. Some checks may require the signature of a second officer as determined by the Board of Directors.

B. The Treasurer shall disburse funds of the Corporation as ordered by the Board of Directors, and shall prepare monthly and annual financial statements as directed by the Board of Directors. The financial statements shall be disclosed to the membership via the printed newsletter or by electronic means accessible to the membership and will consist of, as a minimum, a running balance of all funds and other assets controlled by the corporation.

C. If the Board of Directors requires, the Treasurer and Assistant Treasurers shall give the Corporation a bond (in such form, sum, and with such surety or sureties, as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of the office, and for the restoration to the Corporation in case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property, of whatever kind, in the possession or under the control of the Treasurer or Assistant Treasurers belonging to the Corporation.

D. The Internal Revenue Service has determined that the Corporation complies with Section 501 (c) (4) of the Internal Revenue Code. Under this section, the Corporation is exempt from the payment of Federal Income Tax. The Treasurer will be responsible for reporting, or causing to be reported, all Internal Revenue Service annual filings.

E. The Treasurer shall perform such duties and have such other authority and powers as the Board of Directors may prescribe, or as the President may delegate.

4.13 Assistant Treasurer. Unless otherwise determined by the Board of Directors, the Assistant Treasurers, in the order of their seniority, shall perform the duties and have the authority and exercise the powers of the Treasurer whenever the Treasurer is absent or disabled. They shall perform such other duties and have such other powers as the Board of Directors prescribes, or the President may delegate.

ARTICLE V.

COMMITTEES

5.01 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. The 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. However, 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; 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 therefore; 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 on the Board of Directors or any individual Director by law.

5.02 Committees of Members. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation 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, members of each committee shall be members of the Corporation, and the President shall appoint the members thereof. Any members 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.

5.03 Term of Office. Each member of a committee shall continue as such until the end of the calendar year of the Corporation or until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5.04 Nominations Committee. The Nominations Committee shall consist of the Board of Directors and the current President. Nominations for Directors and officers may be submitted by the membership to the Nominations Committee. The Nominations Committee shall determine in its discretion the nominations to be submitted at the annual meeting of the membership, which nominations shall be included in the notice of the annual meeting. All nominees shall be members of the Corporation.

ARTICLE VI.

MISCELLANEOUS PROVISIONS

6.01 Gifts. The Board of Directors of the Corporation may accept on behalf of the Corporation any contribution, bequest or donation for the general purpose or for any special purpose of the Corporation. These gifts shall be transferred to the Treasurer for deposit into the account of the Corporation, or otherwise secured by the Treasurer for future use by the Corporation. Full disclosure of all gifts will be made to the membership in the Treasurer's monthly and annual reports.

6.02 Reserves. The Board of Directors, at its discretion, may create a reserve fund out of general funds of the Corporation, to provide for contingencies or repair or maintain any property of the Corporation, or for such other purposes as the Board of Directors shall deem beneficial to the Corporation. The Board of Directors may modify or abolish any such reserve in the manner in which it was created, and any remaining reserve funds will revert back to the general fund.

6.03 Fiscal year. The fiscal year of the Corporation shall be fixed by the Board of Directors; if such fiscal year is not fixed by the Board of Directors it shall be the calendar year.

6.04 Seal. The seal of the Corporation will contain the name of the Corporation as well as the state of incorporation and shall contain other information as may be approved by the Board of Directors.

6.05 Amendments of Bylaws. These Bylaws may be altered, amended, or replaced by the affirmative vote of a majority of the number of Directors constituting the entire Board of Directors and ratification at the annual meeting or a special meeting of the membership at which a quorum is present and not otherwise.

6.06 Telephone Meetings. Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors or any committee by means of a telephone conference call or similar communications equipment by means of which persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objection to the transaction of any business on the ground that the meeting is not lawfully called or convened.

6.07 Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining part, so far as it is possible and reasonable, shall remain valid and operative. For the part or parts held invalid, the effect shall be given to the intent manifested by the invalid part or parts.

6.08 Headings. The headings used in these Bylaws have been inserted for administrative convenience only. In interpreting these Bylaws, they shall be subordinate in importance to the other written material.

6.09 Definitions. The meaning of the words "Corporation", "Organization", "Club", and "Membership" shall all be equal to one another and may be substituted in the By-laws of the Corporation one for the other where the applicable language requires.

6.10 Certificates of Membership. The Board of Directors of the Corporation may provide for the issuance of certificates evidencing membership in the Corporation. The administration of the certificates, if any, will be as ordered by the Board of Directors.

6.11 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the By-laws 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.

6.12 Dissolution. Upon dissolution, the net assets of the Corporation will not inure to the benefit of any individual or corporation, but will be distributed to a qualified successor to be used exclusively for the benefit of running programs in Plano, Texas, or, if any qualified successor is not then in existence, or is not then a corporation which is exempt under section 501(c)(3) or (4) of the Internal Revenue Code of 1954, as amended (the "Code") and to which contributions, bequests and gifts are deductible under code sections 107(c)2, 2055 (a)(2) and 2522(a)(2) thereof, such assets shall be distributed to such a qualifying corporation in Collin County, Texas or surrounding counties to be used exclusively for running program purposes.

The undersigned, the Secretary of the Corporation, hereby certifies that the Board of Directors pursuant to Section 6.05 of the Bylaws adopted the foregoing Bylaws.

Secretary