CHERRY BLOSSOM, INC.
BYLAWS

Article I
Purposes

Cherry Blossom, Inc. (“the Corporation”) is organized exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, which purposes shall include, but shall not be limited to, promoting the sport of long distance running. Activities may include conducting and promoting the Cherry Blossom race event, which consists of a ten-mile road race and related events, additional races or events, and educating the public concerning the health and fitness benefits of long distance running through educational clinics, publications, and in other ways as it deems appropriate.

Article II
Board of Directors

Section I. Authority. The property and affairs of the Corporation shall be managed and controlled by a Board of Directors, and, subject to the Articles of Incorporation and these Bylaws, the directors shall exercise all the powers of the Corporation. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

Section 2. Election; Number. The directors of the Corporation shall be elected by the Board of Directors at the Corporation's annual meeting. The number of directors shall be nine and may be increased or decreased from time to time by an affirmative vote of two thirds (2/3) of then qualified directors, but shall in no event be greater than eleven (11) nor less than seven (7). The Event Director and any serving Deputy Director shall be ex officio, non-voting members of the board and shall attend
and participate at all meetings of the board, except when the board enters executive session.

Section 3. Tenure and Vacancies. Directors shall hold office for a term of two (2) years and continue until their successors are elected and seated. Directors may succeed themselves in office. Directors will be divided into two groups. Group A will consist of the President, Vice President, At-Large Director 1, and At-Large Director 2 and will be elected for a two-year term. Group B will consist of the Secretary, Treasurer, At-Large Director 3, At-Large Director 4 and At-Large Director 5 and will be elected for an initial term of one year. All subsequent elections will be for two-year terms. Terms will commence on November 1 and expire on October 31. Any director may resign at any time upon written notice to that effect delivered to the Secretary, to be effective upon its acceptance or at the time specified in such writing. Any director may be removed from office, prior to expiration of his/her term with or without cause, by a two-thirds (2/3) vote of all the directors of the Corporation, but such removal shall be without prejudice to the contractual rights of such director, if any, with the Corporation. Removal of a director shall constitute a removal of that individual from any officer position held. Any vacancy occurring in the Board of Directors for any cause and any directorship to be filled by reason of an increase in the number of directors may be filled by candidates nominated by the President and elected by the affirmative vote of a majority of the then members of the Board of Directors, at any regular or special meeting, and each director so elected shall hold office until the expiration in the term of office of the director whom he or she has replaced.

Section 4. Nominating Committee. In August or September of each year, but not later than September 15th, the President shall form a Nominating Committee and designate a chairperson of that committee. Nominating Committee members need not be directors. The purpose of the Nominating Committee shall be to identify qualified nominees to serve as Officers and At-Large Directors of the Corporation. It is the basic responsibility of the Nominating Committee to ensure that all
nominees are fully cognizant of the functions and purposes of the Corporation. The committee shall nominate one qualified person for each Board position to be filled in that year. Not later than September 30th of each election cycle year, the chairperson of the Nominating Committee shall report the committee’s slate of nominees to the President. Subsequently, at the Annual Meeting specified in Section 6, and upon voting in accordance with Section 12 below, the outgoing Board of Directors will elect the directors for the incoming Board term. The outgoing Board of Directors are not required to select directors from the nominees forwarded by the Nominating Committee. If for some reason the Board of Directors rejects one or more of the persons nominated, the Board shall then propose and vote on alternative candidates.

Section 5. Meetings. The directors shall hold their meetings at the registered office of the Corporation, or at such other place or places as the Board of Directors may determine from time to time. Unless otherwise indicated in the notice thereof, any and all matters pertaining to the purposes of the Corporation may be considered and acted upon at any meeting.

Section 6. Annual Meetings. The President will convene the annual meeting of the Board of Directors to be held during the month of October each year after receiving the report of the Nominating Committee, for the purposes of electing directors, enacting an annual budget, and transacting any other necessary and appropriate business.

Section 7. Regular Meetings. Regular meetings of the Board of Directors for the transaction of any business shall be held at such times as may be determined by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be held at any time upon call by the President, the Event Director, or by a majority of the Board of Directors, who may fix any place in the United States as the place for holding any special meeting.
Section 9. Teleconferencing Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment, or by any means of communication by which all persons participating in the meeting can speak to and hear one another at the same time, and such participation shall constitute presence in person at such meeting.

Section 10. Notice; Waiver of Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previous thereto by written notice delivered personally or sent by mail, fax or email to each director at his 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 in a sealed envelope so addressed, with postage thereon prepaid. If faxed or emailed it shall be determined as delivered upon confirmation of successful transmission. 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 the Board of Directors, need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 11. Voting. Each director entitled to vote at any meeting of the Board of Directors shall be entitled to one vote. Voting at meetings of the Board of Directors need not be by written ballot. Unless otherwise provided by law, by the Articles of Incorporation or these Bylaws, at all meetings of the Board of Directors at which a quorum is present, for the election of directors, a plurality of the votes cast shall be sufficient to elect; and all other elections and questions shall be decided by the vote of the majority of directors entitled to vote thereon present in person at the meeting, provided that, except as otherwise required by law, by the
Articles of Incorporation, or by these Bylaws, the Board of Directors may require a larger vote upon any election or question.

Section 12. Quorum. At all meetings of the Board of Directors, one-half (1/2) plus one of the directors shall constitute a quorum for the transaction of business, unless the act of a greater number is required by law, by the Articles of Incorporation or these Bylaws. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of Board of Directors unless a larger vote is required by law, the Articles of Incorporation, or elsewhere in these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 13. Conduct of Business. At all meetings of the Board of Directors, the President or the Vice President shall preside and the Secretary shall act as recording secretary or make arrangements for recording the minutes of the meeting. However, in the absence of the Secretary, the presiding officer may appoint any person to act as recording secretary of the meeting.

Section 14. Compensation. Directors shall not receive any salary or compensation for their services as directors but by resolution of the Board of Directors, expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. However, nothing contained herein shall be construed to preclude any director from serving the Corporation in a manner reasonable and necessary in carrying out the Corporation's purposes in any other capacity as officer, employee, or otherwise, and receiving reasonable compensation or a reasonable fee for such services.

Section 15. Action of Board of Directors Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board
of Directors or of any committee thereof may be taken without a meeting if all members of the Board or the committee, as the case may be, consent thereto in writing setting forth the action so taken, and the writing or writings are filled with the minutes of proceedings of the Board or the committee. If an email vote is taken, the vote must be unanimous to be passed and filed with the minutes.

Article III
Officers

Section 1. Officers Designated. The officers of the Corporation shall be President, a Vice President, a Secretary, and a Treasurer. No one person can be elected to multiple officer positions.

Section 2. Tenure of Office. The officers in Group A and Group B, the officers of the Corporation, shall hold office for a period of two (2) years commencing at the start of the Corporation's next fiscal year and continuing until their respective successors are chosen and seated. A vacancy, however created, in any position may be filled for the unexpired portion of the term by election by a majority vote of the Directors.

Section 3. Powers and Duties of Officers. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and generally pertain to their respective offices, subject to the control of the Board of Directors.

Section 4. President. The President shall be the principal officer of the Corporation and, subject to the Board of Directors, he or she shall, in general, be responsible for the overall direction and control of the Corporation, in charge of the properties and affairs of the Corporation; shall serve as Chairman and preside at all meetings of the Board of Directors and the Executive Committee; and in furtherance of the purposes of the Corporation and subject to the limitations contained in
the Articles of Incorporation, these Bylaws, or where expressly
dele gated by the Board of Directors or by statute to some other office or
agent of the Corporation may sign and execute all bonds, deeds,
conveyances, franchises, assignments, mortgages, notes, contracts, and
other obligations in the name of the Corporation. The President may
authorize and approve expenditures and take such other steps as he or
she shall deem necessary to advance the purposes of the Corporation,
provided such steps do not exceed the scope of authority granted him or
her by the Board of Directors.

Section 5. Vice President. The Vice President shall assume the duties of
the President upon the death, absence, or resignation of the President, or
upon the President’s inability to perform the duties of his or her office.
The Vice President shall perform such other duties as may be assigned
by the President or the Board of Directors.

Section 6. Secretary. The Secretary shall ensure that the minutes of the
meetings of the Board of Directors are recorded and shall oversee the
keeping, preparation, and filing of all other records required by law or
by the policies of the Board; be custodian of the corporate records and of
the seal of the Corporation and see that the seal of the Corporation is
affixed to all documents, the execution of which on behalf of the
Corporation under its seal is duly authorized in accordance with the
provisions of these Bylaws; keep a register of the post office address,
email address, and telephone and fax numbers 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 7. Treasurer. The Treasurer is responsible for the financial affairs
of the Corporation and shall have charge and custody of and be
responsible for all funds and securities of the corporation. The Treasurer
shall be responsible for the oversight of the Corporation's financial
records, initiation of audits, compliance with statutory reporting
requirements, tax returns, and tax payments. The Treasurer shall ensure that there is an independent audit and/or financial review of the Corporation's financial records at least once annually, or as required for other purposes, and that the results are provided to the Board of Directors.

Section 8. Event Director. The Event Director shall be the Chief Executive Officer of the Corporation. He or she shall be responsible for the management of the Cherry Blossom race event, and for any additional events or activities approved for conduct by the Board, and for ensuring that the administrative and operational conduct of the affairs of all approved events or activities are carried out in consonance with the policies established by the Board of Directors. The Event Director shall not be a voting member of the Board of Directors but shall advise the Board as to all matters of operational, administrative, or financial interest or concern regarding any and all approved events or activities.

Section 9. Compensation. The Board of Directors is authorized to determine, to provide the method of determining, or to empower a committee of the Board of Directors to determine the compensation, if any, of all officers. Officers shall be entitled to receive such reasonable salary or compensation for personal services as are necessary and reasonable to carry out the Corporation's purposes, consistent with applicable tax laws. The Board of Directors may operate as a committee of the entirety, or designate a specific number of members as a Compensation Committee, to recommend to the Board the salaries, benefits, or remuneration for salaried employees including the Event Director, and any staff member hired or appointed by the Event Director.

Section 10. Bond. Any officer, if so required by the Board of Directors, shall be bonded by the Corporation in such sum and with such security as the Board of Directors may require.
Article IV
Executive Committee

Section I. Designation. The Board of Directors may, by resolution passed by a majority of the Board, designate an Executive Committee, such committee to consist of the four officers specified in Article III. The Event Director will act as the principal adviser to the Executive Committee. The Event Director and any Deputy Director will serve in an ex officio, non-voting capacity. The committee may appoint a person to record minutes of meetings (who need not be a member of the committee, but if not a member of the committee, shall not be entitled to vote), who shall keep its records and who shall hold office at the pleasure of the committee.

Section 2. Powers and Authority. Except as set forth below, such committee, to the extent provided by resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; but the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it, or him or her, by law. No such committee shall have the power or authority to amend the Articles of Incorporation or these Bylaws or to adopt an agreement of merger or consolidation, or the remove officers or a directors, or to dissolve the corporation.

Section 3. Regular Meetings. Regular meetings of such committee shall be held at such times and places as the committee may from time to time determine.

Section 4. Special Meetings. Special Meetings of such committee may be held upon notice of the time, place, and purposes thereof. Until otherwise ordered by the committee, special meetings shall be held at any time and place at the call of the President.
Section 5. Actions at Regular and Special Meetings; Minutes. At any regular or special meeting, the committee may exercise any or all of its powers, and any business which shall come before any regular or special meeting may be transacted thereat, provided a majority of the committee is present, but in every case the affirmative vote of a majority of all of the members of the committee shall be necessary to take any action. The committee shall keep regular minutes of its proceedings and distribute a copy thereof to each of the other directors and the Secretary of the Corporation after each committee meeting.

Section 6. Term. Each member of the Executive Committee shall serve for a period consistent with their term on the Board of Directors, following the meeting of the Board of Directors at which they are designated, and until their respective successors are chosen and seated.

Section 7. Chairman. The President shall serve as Chairman of the Executive Committee.

Article V
Dissolution

In the event of dissolution of the Corporation, the funds remaining in the treasury after all creditors have been paid shall go to the Road Runners Club of America if it is then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any other organization that has been recognized as tax exempt under Section 501 (c)(3) of the Internal Revenue Code and consistent with the mission and purposes of the Corporation.

Article VI
Indemnification of Directors and Officers
Indemnification.

(a) Right to Indemnification. The Corporation shall indemnify and hold harmless any director of the Corporation to the maximum extent allowed by §§ 29-406.51 and 29-406.52 of the District of Columbia Nonprofit Corporation Act of 2010. In providing indemnification under this Article VI, the Corporation shall follow the procedures described in § 29-406.55 of the District of Columbia Nonprofit Corporation Act. Further the Corporation shall indemnify and advance expenses to an officer who is party to a proceeding because he or she is or was an officer of the Corporation
(A) to the same extent as a director, and
(B) if he or she is an officer but not a director, to such further extent as may be provided by the Articles of Incorporation, the Bylaws, a resolution of the board of directors, except for:
(1) Liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with proceeding; or
(2) Liability arising out of conduct that constitutes:
(i) Receipt by the officer of a financial benefit to which the officer is not entitled;
(ii) An intentional infliction of harm on the corporation; or
(iii) An intentional violation of criminal law except in relation to matter as to which he shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty, to the greatest extent permitted. Notwithstanding the foregoing, the indemnification called for in the article shall be to the full extent allowed under the laws of the District of Columbia.

No director, officer, or employee shall admit liability for or settle any claim, action, suit, proceeding, or appeal or incur any costs or expenses in connection therewith without the written consent of the Board of Directors, which shall be entitled at any time to take over and conduct in the director’s, officer’s, or employee’s name the defense of any claim, action, suit, proceeding or appeal.
No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

(b) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses conferred in this Section 2 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Bylaws, Articles of Incorporation, agreement, vote of disinterested directors, or otherwise. The Board of Directors is expressly authorized to adopt and enter into indemnification agreements for directors and officers.

(c) Limitation on Amount. The amount paid to any person entitled to indemnification under the provisions of this Section 2 shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with any such action, suit, or proceeding.

Article VII
Miscellaneous

Section 1. Seal. In the discretion of the Board of Directors the Corporation may have a seal which shall have inscribed thereon the name of the Corporation and the words "Corporate Seal". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 2. Books. The books of the Corporation may be kept (subject to any provision contained in the District of Columbia Nonprofit Corporation Act) outside the District of Columbia at such place or places as may be designated from time to time by the Board of Directors. 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 having any of the authority of the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 4. Amendment of Bylaws. These Bylaws may be changed, altered, amended or repealed, and new bylaws made, by two-thirds (2/3) of the Board of Directors present at any regular meeting or at any special meeting, if at least seven (7) days’ written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. The Board of Directors has latitude to determine when and how amendments to the Bylaws will be implemented.

Section 5. Saving Clause. Failure of literal or complete compliance with provisions of the Bylaws with respect to dates and times of notice, the sending or receipt of notice, errors in phraseology of notice of proposals, or any other action, which in the judgment of the directors do not cause substantial injury to the rights of directors, shall not invalidate the actions or proceedings of the members at any meeting.

Section 6. 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 7. Checks. 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. Any person empowered to make a payment or incur a debt on behalf of the Corporation over a threshold determined by the Board of Directors must
notify an officer other than himself or herself.

**Section 8. 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 after receiving recommendations of the Treasurer.

**Section 9. Funds.** 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.

**Section 10. Records.** The Corporation shall keep as permanent records minutes of all meetings of its board of directors, and any designated body, a record of all actions taken by the board of directors, or members of a designated body without a meeting, and a record of all actions taken by a committee of the board of directors or a designated body on behalf of the Corporation. The Corporation shall keep a copy of the following records at its principle office: (1) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect; (2) These Bylaws and all amendments to them currently in effect; (3) minutes and records described in the section for the past three (3) years; (4) A list of the names and business addresses of its current directors and officers; and (5) The most recent biennial report filed with the District of Columbia.

These Bylaws were adopted by vote of the Board of Directors at the Corporation’s Annual Meeting on October 29, 2018, and are to be effective as of November 1, 2018 at the start of the Corporation’s 2019 Fiscal Year.