

BY-LAWS OF THE SYRACUSE TRACK CLUB INC.

ARTICLE I – NAME

The name of this organization shall be SYRACUSE TRACK CLUB, INC., herein called the Corporation.

ARTICLE II – STATEMENT OF PURPOSE

To promote, in a spirit of cooperation and sportsmanship, all aspects of track, road, and cross-country running for men and women of all ages and at all levels of ability in the Central New York area, as an independent organization, in affiliation with the YMCA of Syracuse, NY.

ARTICLE III – MEMBERSHIP

Section 1. Requirements for Membership:

Complete the Corporation's membership application form.

Pay the requisite annual dues.

Refrain from any activities that conflict with the statement of purpose.

Memberships are renewable annually. Members whose dues are 30 days in arrears shall be automatically dropped from membership.

Section 2. Classes of Membership and Dues:

There shall be four classes of membership with annual dues determined by the Board of Directors:

Family Membership

Individual Membership

Youth Membership

Lifetime Membership – dues waived

Section 3. Honorary Members:

The Board of the Corporation, at a duly convened meeting, may elect honorary members by a majority vote of the Board members present. Dues are waived.

Section 4. Resignation:

Any member in good standing may resign from the Corporation by giving written notice to the President.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual Meetings:

The Annual Meeting of the membership of the Corporation shall be held in December or January or an alternative convenient date, as determined by the Board of Directors. Each member shall receive a notice of this meeting at least 10 days before the meeting.

Section 2. Special Meetings:

Special meetings may be called by the President or the Board of Directors or may be called upon the written request of five (5) members of the Corporation. The purpose of the meeting shall be stated in the call. Except in the cases of emergency, at least ten (10) days written notice shall be given to members of the Corporation by the Secretary.

Section 3. Quorum:

Fifteen members of the Corporation shall constitute a quorum. A majority vote is required in all instances unless otherwise indicated.

Section 4. Voting:

Each member of the Corporation shall be entitled to vote at any meeting thereof. Inspectors of Election shall be chosen by the Board of Directors. It shall be their duty to act as Inspectors of election at that meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Number:

The Policies, programs, property, affairs business and concerns of the Corporation shall be vested in a Board of Directors consisting of no less than 12 and up to 20 members. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All directors shall be members of the Corporation.

Section 2. Election of Directors and Term:

Directors shall be elected by the members at the Annual Meeting. The term of each director shall be three years and thereafter until his successor shall have been duly elected and qualified. At the first annual election, 1/3 of the directors shall be elected for a term of three years; 1/3 shall be elected for a term of two years; and 1/3 shall be elected for a term of one year. At each annual election thereafter, 1/3 of the directors shall be elected for a term of three years.

Section 3. Duties of Directors:

The Board of Directors shall have the power to hold meetings at such times and places as they may deem proper, elect officers, establish policies, approve programs, audit bills and approve disbursements of the funds of the Corporation, invest the funds of the Corporation, and otherwise devote the funds of the Corporation to the objectives set forth in the Statement of Purpose (Article II) and devise and carry into execution such other measures as they may deem proper and expedient to promote the objectives of the Corporation.

Section 4. Meetings of the Board:

An organizational meeting of the Board of Directors shall be held following the Annual meeting of the members of the Corporation. At such meeting, the Directors shall elect officers for the coming year.

Regular meetings of the Board of Directors shall be held at the times and places determined by a majority of the Board.

The President may, when he deems necessary, or the Secretary shall, at the request of five members of the Board, call for a special meeting of the Board and only five days notice shall be required for such special meeting.

Section 5. Quorum:

A majority of members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum be not present, a lesser number may adjourn the meeting to a later date not later than ten days after the adjourned meeting.

Section 6. Absence:

Should any member of the Board of Directors absent himself unreasonably from three consecutive meetings of the Board without sending a communication to the President or Secretary stating his or her reason for absence or should his excuse not be accepted by the members of the Board, his seat on the Board may be declared vacant, and the Board of Directors

may forthwith proceed to fill the vacancy. In addition, it is expected that members of the Board of Directors attend at least 75% of the monthly meetings.

Section 7. Vacancies:

When any vacancy shall occur in the Board of Directors the same shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting or at a special meeting which shall be called for that purpose. The person so chosen shall hold office for the balance of the term of the Director whom he succeeds and thereafter until his or her successor shall have been chosen.

Section 8. Removal of Directors:

Any one or more of the Directors may be removed either with or without cause at any time, by a vote of two-thirds of the directors present at any special meeting called for that purpose.

ARTICLE VI – OFFICERS

Section 1. Number and Titles:

The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. These officers shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by the Corporation.

Section 2. Method of Election:

The Board of Directors shall elect all officers.

Section 3. Term of Office:

Officers shall serve for one year or until their successors are elected. Their term of office shall begin at the close of the meeting or at a meeting specifically called for that purpose.

Section 4. Filling of Vacancies:

All vacancies in any office shall be filled by election by the Board of Directors without any undue delay at its regular meeting or at a meeting specifically called for that purpose.

Section 5. Duties of Officers:

The duties and powers of the Officers of the Corporation shall be as follows:

PRESIDENT

The President shall be the Chief executive Officer of the Corporation and shall be responsible for ensuring that the policies and programs of the Corporation are properly carried out. The President shall also preside at all meetings of the Board of Directors and of the members of the Corporation, and shall, with the approval of the Board of Directors, appoint all committees.

VICE PRESIDENT

The Vice President shall assist the President in the performance of his or her duties and in the case of the absence of the President or of his or her inability from any cause to act, the Vice President shall perform the duties of the President.

SECRETARY

The Secretary shall keep the records and minutes of meetings of the Corporation, conduct all correspondence of the Corporation, give notice of and attend all meetings of members and the Board of Directors, and generally devote his or her best efforts in forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary, the President, subject to the approval of the Board of Directors, may appoint a Secretary Pro Tempore.

TREASURER

The Treasurer shall be the Chief Fiscal Officer of the Corporation. He or she shall maintain the Corporation's bank accounts, making deposits and withdrawals thereto and there from as appropriate and render financial reports at the meetings of members of the Corporation or when called upon by the President.

The funds, books and vouchers in his or her hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control; and at the expiration of his or her term in office, the Treasurer shall deliver over to his or her successor, all books, monies, and other property, or, in the absence of the Treasurer-elect, to the President.

In the case of the absence or disability of the Treasurer, the President, with the approval of the Board of Directors, may appoint a Treasurer Pro Tempore.

Section 6. Bond of Treasurer:

The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his or her duties as the Board may direct.

Section 7. Signatures on Checks:

Corporation funds may be drawn from the Corporation bank accounts only upon the signature of the Treasurer and one other officer.

ARTICLE VII – COMMITTEES

Section 1. Executive Committee:

The Board of Directors may by resolution, appoint an Executive Committee. When appointed, the Executive Committee shall have power to act on behalf of the Corporation, in any matter, when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their actions at each regular or special meeting. A majority of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the Chairman and shall be called when requested by two members. Members of the Executive Committee shall be Directors.

Section 2. Committee on Nominations for Directors:

The President shall appoint a Nominating Committee of three members. It shall be the duty of this committee to nominate candidates for Directors to be elected at the Annual Meeting. Nominations for Directors may also be made from the floor at the Annual Meeting.

Section 3. Committee on Nominations for Officers:

The President shall appoint a Nominating Committee of three Directors. It shall be the duty of this committee to nominate candidates for officers to be elected by the Directors at their next organizational meeting.

Section 4. Audit Committee:

An Auditing Committee of three members shall be appointed by the President, whose duty it shall be to audit the Treasurer's accounts at the close of the fiscal year and to report at the Annual Meeting.

Section 5. Budget Committee:

A committee known as the Budget Committee shall be appointed to prepare an annual budget for the Corporation. The Treasurer shall be a member of this committee.

Section 6. Other Committees:

The President may, at any time, appoint other committees on any subjects for which there are no standing committees of the Corporation.

Section 7. Members of Committees and Powers of Committees:

Committee members, except for the Executive Committee, need not be members of the Board of Directors. The action of all committees, except the Committee on Nominations and the Audit Committee, shall be subject to the approval, modification or rejection by the Board of Directors.

All committees shall report to the Board of Directors as directed by the Board of Directors.

Section 8. Committee Vacancies:

Vacancies in committees shall be filled by the President with approval of the Board of Directors.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX – NICKNAME, COLORS AND EMBLEM

Section 1. Nickname:

The nickname of the Corporation shall be STC.

Section 2. Colors:

The colors of the Corporation shall be blue and white.

Section 3. Emblem:

The emblem or logo of the Corporation shall be as depicted:



ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any rules of order the Corporation may adopt.

ARTICLE XI – AMENDMENTS

These by-laws may be amended by the members at any regular or special meeting by a 2/3 vote of the members present and voting, provided notice, including the subject of the proposed amendment, has been given in the notice of the meeting.

Amended July, 1999