

BY-LAWS OF GREATER ROCHESTER TRACK CLUB, INC.

Article I – Name and Location

Section 1 Name:

The name of the corporation shall be GREATER ROCHESTER TRACK CLUB, INC., a not-for-profit corporation incorporated in New York State, hereinafter referred to as the “Corporation.”

Section 2 Location:

The principal office of the Corporation shall be located IN New York State at such place or places as may be determined by the Board of Directors. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

Article II – Purposes

The purpose for which this corporation has been organized is to make Rochester the best place to live for runners of all ages and skill levels by providing information and opportunities to participate in sporting and/or social events. The corporation will:

- Provide comprehensive race and running information,
- Provide training, mentoring and education,
- Encourage youth and new runners,
- Provide running-related social activities,
- Provide unique race opportunities (not offered by others), and
- Be an advocate for the running community.

The intention of the corporation is to maintain a "not-for-profit" status. The corporation will be intent on furthering itself solely for the purpose of the Rochester running community. All moneys and assets of the corporation will be used to educate, train, provide sporting or social opportunities, and advocate for the running community. All new funds and assets will be returned to the corporation for furthering its endeavors. The corporation is, and will continue its "not-for-profit" status, as filed with the federal government and other agencies. The corporations filing is that of a 501 -C 3.

Article III - Membership

Section 1 Qualification for membership:

Any person of any age, who is current in his or her dues, shall be a member in good standing in that year, to the end of the month in which their membership expires. Each member shall be entitled to vote on any issue put to the membership.

Section 2 Membership meetings:

An annual meeting of the membership shall be held yearly at the discretion of the Board of Directors with sufficient notification being given to the Club membership. An agenda shall be communicated in advance.

Regular meetings of the membership may be held upon notice by any director with approval of a quorum of the directors.

The presence at any membership meeting of not fewer than ten (10) members, including three (3) of the following: the President, Vice President, Secretary, and the Treasurer, shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the by-laws and the Secretary shall cause a notice of the rescheduled date of the meeting to be communicated to those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting. A membership roll showing the list of members as of the record date, certified by the Secretary of the corporation, shall be produced at any meeting of members upon request therefore of any member who has given written notice to the corporation that such request will be made at least ten (10) days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

Section 3 Special meetings:

Special meetings of the corporation may be called by any director with the approval of a majority of current directors. The secretary shall cause a notice of such meeting to be communicated to all members at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such a special meeting without the unanimous consent of all present at such meeting.

Section 4 Fixing record date:

For the purpose of determining the members entitled to notice of or to vote at any meeting of the members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting or other action.

Section 5 Voting by members without a meeting:

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 6 Proxies:

Every member entitled to a vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him or her by proxy.

Every proxy must be signed by the member or his or her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof or otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Article IV – Board of Directors

Section 1 Power of board and qualification of directors:

The corporation shall be managed by the board of directors. Each director shall be at least eighteen (18) years of age and a member of the club in good standing.

Section 2 Number and term of directors:

The board of directors shall consist of no fewer than five (5) directors nor more than twenty three (23) directors.

At or within three months before each annual meeting of the members, the membership shall elect directors to hold office for a term of office. Term of office of the directors shall be three years, with approximately 1/3 of the board being elected each year. Each director shall hold office until the expiration of the term for which he or she was elected and until the successor has been elected and shall have qualified, or until his or her prior resignation or removal. Each director shall have one vote.

Section 3 Increase or decrease in number of directors:

The number of directors may be increased or decreased by amendment of this by-law, by vote of the members or by a vote of a majority of all the directors. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 4 Resignations and removal of directors:

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. The resignation shall take effect upon the time specified therein or, if no time is specified, upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

Any director may be removed for cause by an affirmative 2/3 vote of the members or by affirmative 2/3 vote of the board present in person at the meeting of directors at which such action is taken. Directors may be removed without cause only by a 2/3 vote of the members.

Section 5 Newly created directorships and vacancies:

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board of directors for any reason shall be filled by vote of a majority of directors then in office, regardless of their number. Directors elected to fill newly created directorships shall hold office in accordance with their classification and until their successors have been elected and qualified. Directors elected to fill vacancies shall serve out the term of office of the directors whose vacancies they were elected to fill.

Section 6 Quorum of directors:

Unless otherwise provided in the certificate of incorporation, five (5) members of the entire board shall constitute a quorum for the transaction of business or of any specified item of business, excluding amendment to the by laws. These five members must include three of the following: president, vice president, secretary, treasurer.

Section 8 Action of the board:

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board.

Section 9 Place and time of board meetings:

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

Section 10 Notice of meetings of the board, adjournment:

Regular meetings of the board will be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to directors and may be called by the president upon three days notice to each director either personally or by mail, by phone or email; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors.

A majority of directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 11 Chairperson:

At all meetings of the board the president shall preside, or in his or her absence, his designee from the officers present.

Article V - Committees

Section 1 Nominating Committee:

The Nominating Committee shall consist of three (3) members, to be appointed by the President of the Board of Directors, one of whom, who shall be chair, shall be immediate past President of the Board of Directors, if able and willing to serve. The Nominating Committee shall prepare a slate of director and officer candidates to be presented and voted upon at the annual and organizational meetings. The slate shall be furnished to the Secretary of the Board of Directors at least two (2) weeks before the Annual Meeting, and the Secretary shall communicate it to each member of the Board of Directors with or in addition to the notice of Annual Meeting.

Section 2 Executive Committee:

There shall be an Executive Committee, whose members shall be the President, the Vice President or Vice Chairs, the Secretary, the Treasurer as well as such other officers and Directors as the Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members. The Executive Committee shall have all the authority of the Board, except that no such committee shall have the authority as to the following matters:

- (a) The filling of vacancies in the Board or in any committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (c) The amendment or repeal of any resolution of the Board which, by its terms, shall not be so amendable or repealable.

Any reference in these by-laws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise indicates.

Section 3 Other committees:

There shall be such other standing committees and special committees as are deemed necessary by the President in consultation with the Board of Directors. The chair of each standing and special committee shall appoint the members of the committee, subject to the approval of the President, and shall report such appointments to the Secretary. The chair of each standing or special committee shall call and preside at all meetings of the committee, shall give the President notice of each committee meeting, and shall keep the President informed about committee meetings and activities. The chair of each standing and special committee may attend any and all meetings of the Board of Directors.

Section 4 Meetings:

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Corporation or the chair of the committee or by vote of a majority of all of the members of the committee.

Section 5 Quorum and manner of acting:

Unless otherwise provided by resolution of the Board of Directors, a majority of all the members of a committee shall constitute a quorum for the transaction of business. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

Section 6 Tenure of members of committees of the board:

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Article VI - Officers

Section 1 Offices, election, term:

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint from its members a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of the members. Each officer shall hold office for the term of which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified. Each officer and/or director must be a member of the club. Any two or more offices may be held by the same person, except the offices of the President and Secretary.

Section 2 Removal, resignation, salary:

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.

Section 3 President:

The president shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the members and of the board. The president shall have the general management of all affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

Section 4 Vice-President:

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have the powers of the president. Each vice-president shall perform such other duties as the board shall prescribe.

Section 5 Treasurer:

The treasurer shall have the care and custody of all funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he or she shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by another authorized member of the board; he or she shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the board of directors. The treasurer shall at all reasonable times exhibit the books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. The treasurer shall present an annual report at the annual meeting of the members, setting forth in full the financial conditions of the corporation.

Section 6 Assistant Treasurer:

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary of the board, shall have the powers and functions of the treasurer.

Section 7 Secretary:

The secretary shall keep the minutes of the board of directors and also the minutes of the membership meetings. He or she shall have custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. The secretary shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct: He or she shall attend to such correspondence as may be assigned to him or her, and perform all the duties incidental to the office. The secretary or his or her designee shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

The mailing list of the membership will not be given or sold to any organization. The mailing list will be available to members of the board of directors for corporate business only.

Section 8 Assistant Secretaries:

During the absence or disability of the secretary, the assistant secretary, or if there are more than one, the one so designated by the secretary of the board, shall have the powers and functions of the secretary.

Article VII - Seal

The seal of the corporation shall be as follows: the form of a circle, inscribed Greater Rochester Track Club.

Article VIII - Construction

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern.

Article IX – Fiscal Year

The fiscal year will be June 1 to May 31.

Article X - Amendments

The by-laws may be adopted, amended or repealed by the majority of a quorum of the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended or repealed by two thirds (2/3) of the board of directors, but any bylaws adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

Approved by the Board of Directors on October 10, 2006