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BYLAWS OF ROCHESTER TRACK CLUB

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be **Rochester Track Club (the Club)**. It shall be a nonprofit organization in compliance with the laws of the State of Minnesota.

Section 2 — Purpose: **Rochester Track Club** is organized exclusively for charitable, scientific or education purposes.

The purpose of this corporation is:

- To promote and encourage running and fitness in Rochester and the surrounding communities;
- To provide running support, information and events for people of all abilities and levels of fitness;
- To provide support to community organizations engaged in sponsoring running-related events; and
- To promote and encourage running as a life-long activity among youth.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: Application for voting membership shall be open to any current person who supports the purpose statement in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. Membership may be denied or terminated for any reason, with or without cause, with three-fourths of the Board of Directors' members voting in favor of denying or terminating membership.

Section 2 — Annual dues: The amount required for annual dues shall be determined by the Board of Directors. Dues are to be reviewed on annual basis and may be changed provided the change occurs prior to January 1st. Changing the amount of the dues shall require a majority vote of the Board of Directors. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 — Rights of members: Each member shall be eligible to one vote in matters that by these By-laws require a membership vote.

Section 4 — Resignation and termination: Any member may resign by notifying any officer of the Board of Directors. Any member who becomes three (3) or more months in arrears of paying membership dues will be considered to have terminated their membership and shall be removed from the membership roles. Under no circumstances shall dues already paid be refunded should a member voluntarily resign or be terminated.

Section 5 — Non-voting membership: The Board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Regular meetings: Regular meetings of the members shall be held at least annually, at a time and place designated by the Board of Directors.

Section 2 — Annual Meetings: An Annual Meeting of the members shall take place between January 1 and five days prior to the scheduled February meeting of the Board of Directors. The specific date, time and location will be designated by the Board of Directors. *Section 3 — Special meetings:* Special meetings may be called by the president, the executive committee, or a simple

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majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

Section 4 — Notice of meetings: Printed notice of each meeting shall be given to each voting member by mail or email or other electronic means not less than two weeks prior to the meeting.

Section 5 — Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The Board is responsible for overall policy and direction of the Club. The Board shall have up to 13, but not fewer than 10 members. The Board receives no compensation other than reasonable expenses.

Section 2 — Terms: All Board members shall serve three-year terms, but are eligible for re-election with no term limits.

Section 3 — Meetings and notice: The Board shall meet at least 10 times per calendar year, at an agreed upon time and place. These meetings are open to the Club's general membership unless a majority of the Board votes to close a meeting or any portion thereof. No prior notice of a closed meeting is required.

Section 4 — Board elections: New directors and current directors whose terms are ending shall be elected or re-elected by the voting representatives of members no later than January 31st each year (only one vote may be cast per family membership). The Board of Directors at its discretion shall choose the method or combination of methods by which the voting shall be conducted. Irrespective of the voting method(s), completed ballots shall be sent to a third party not affiliated with the Board of Directors for the collection and counting of the ballots. Board members shall be elected or re-elected by a simple majority of votes cast by eligible Club members.

Section 5 — Election procedures: A Board Nominating Committee shall be responsible for nominating a slate of Board member candidates representing the Clubs' diverse constituency. The Nominating Committee shall be composed of a minimum of three Board members and chaired by the Vice-president. In addition to the Nominating Committee's slate of candidates, any member can nominate a candidate to the slate of nominees by notifying a member of the Nominating Committee.

Section 6 — Quorum: A quorum must be attended by at least forty percent of Board members for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There shall be four officers of the Board, consisting of a *president, vice president, secretary, and treasurer*. Officers are elected by a simple majority vote of sitting members of the Board of Directors. Each officer shall serve a one year term, but may be re-elected up to three consecutive terms. Election of Officers must occur no later than the February meeting of the Board of Directors each year.

Officer duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice president, secretary, treasurer.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The secretary will be responsible for filing the appropriate forms with the State of Minnesota as required by law.

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The Treasurer shall make a financial report at each Board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, make financial information available to Board members and the public, and file the appropriate IRS forms on an annual basis.

The Vice-president shall in the absence of the President perform the duties of the President with the full power of the president and subject to all restrictions on the President. The Vice-president shall chair the Nominating Committee. The vice-president shall perform other duties as may be assigned by the president.

Section 8 — Vacancies: When a vacancy on the Board exists mid-term, the secretary shall receive nominations for new members from present Board members two weeks prior to the Board meeting where the vote to fill the vacancy is taken. Members elected to fill these vacancies shall serve only to the end of the term of the Board member who is being replaced. The replacement member then may run for a full term if he or she chooses to do so.

Section 9 — Resignation, termination, and absences: Resignation from the Board will be in writing and received by the secretary. A Board member shall be terminated from the Board due to excess absences defined as missing more than forty (40) percent of the regularly scheduled Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11 — Special meetings: Special meetings of the Board shall be called upon the request of the president, or one-third of the Board. Notices of special meetings shall be sent out by the secretary to each Board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The Board may create committees as needed, such as fundraising, public relations, race management, etc. The Board president appoints all committee chairs.

Section 2 — Executive Committee: The four officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, and subject to the direction and control of the Board, the Executive Committee shall have the authority of the Board of Directors between meetings of the Board of Directors.

ARTICLE VI—CHANGES TO BYLAWS

Section 1—Bylaw Changes: The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors by a three-fourths vote of all Board Directors.

Section 2—Notice: A two week written notice prior to a Board of Directors' vote on Bylaw changes must be provided to the Club's membership. Notice may be sent via mail or email or other electronic means. In addition, the notice must be posted on the Club's official website for a minimum of two weeks prior to the official vote of the Board.