

BYLAWS

WISCONSIN TRACK CLUB, INC.

A NON-PROFIT CORPORATION

AMENDED MARCH 11, 2009

ARTICLE I – NAME

The name of the Corporation is Wisconsin Track Club, Inc. This is a non-profit organization, and in the event of dissolution, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America, or other 501(c3) non-profit organization.

ARTICLE II – PURPOSE

The purpose or purposes for which the Corporation is organized are:

- (1) To promote and encourage interest and participation in track and field sports;
- (2) To promote, support and encourage track and field athletic and running contests for all age groups so as to better the physical and moral welfare of the people of the State of Wisconsin.

ARTICLE III – MEMBERSHIP

Section 1. All persons who are in harmony with the purposes of this Corporation are eligible to apply for membership.

Section 2. CLASSIFICATION OF MEMBERSHIP. The Corporation shall have the following classifications of members with dues for each classification to be set by the Board of Directors:

1. UW-Madison Student
2. Other

Section 3. COMPOSITION OF MEMBERSHIP. Membership shall be at least 75% composed of UW-Madison Students.

Section 4. PROSPECTIVE STUDENT-ATHLETES. Prospective Student-Athletes, as defined by NCAA Division I Operating Bylaws 13.02.11 and 13.02.11.1, may not be members of the Wisconsin Track Club.

Section 5. PAYMENT OF DUES. Annual dues are due and payable at the time of acceptance into membership and thereafter on or before thirty days from the date of billing. No

member whose dues are in arrears may vote or be elected to office or hold an office or Board position.

Section 6. VOTING RIGHTS. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 7. TRANSFER OF MEMBERSHIP. Membership in the Corporation is not transferable or assignable.

ARTICLE IV – MEETING OF MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of the members shall be held in October of each year on the date and at the time set by the Board of Directors for the purpose of electing officers and for the transaction of other such businesses as may properly come before the meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the members may be called by the president of the Board of Directors or by members having one twentieth of the votes entitled to be cast as such meeting.

Section 3. PLACE OF MEETING. The Board of Directors may designate any place within Dane County as the place of the meeting for any annual meeting or any special meeting of members.

Section 4. NOTICE OF MEETING. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail to each member entitled to vote at such meeting at least seven days in advance. In case of a special meeting or one required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of this Corporation, with postage thereupon prepaid.

Section 5. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if a consent in writing, setting for the action to be taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof.

Section 6. QUORUM. A quorum for the transaction of business at any membership meeting shall be five (5) or more members entitled to vote.

Section 7. PROXIES. A member may vote by use of a written proxy executed by the member to cast the vote and is presented to the secretary prior to a vote being taken at the meeting.

ARTICLE V – BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. NUMBER AND TENURE. The number of directors shall be not less than three (3) and not more than forty-five (45). Each elected director shall hold office for a period of one year and shall begin immediately upon election and shall continue until his/her successor shall be elected and qualified. The exact number of directors within such minimum and maximum shall be fixed by resolution of the Board of Directors from time to time. No decrease in number shall have the effect of shortening the term of any incumbent director.

Section 3. ELIGIBILITY. Only UW-Madison Students shall be eligible to be Directors.

Section 4. REGULAR MEETINGS. The Board of Directors may provide by resolution the time and place for holding of regular meetings of the Board of Directors without other notice than the resolution.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or any six (6) directors. The person or persons authorized to call special meetings of the Board may fix any place within Dane County, Wisconsin, as the place for holding any special meeting called by them.

Section 6. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or shall be given at least 5 days previously thereto by mail or telegram to each director at their 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 paid thereon. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive the requirement of 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. The purpose of, or the business to be transacted at, any regular or special meeting of the Board shall be specified in the notice or waiver of notice of such meeting if known, but such notice shall not restrict the consideration of additional business at such meeting.

Section 7. QUORUM. One-third of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 8. MANNER OF ACTING. The act of a majority of the 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 these bylaws.

Section 9. 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 affirmative vote of a majority of the remaining directors. A director elected to fill a

vacancy shall be elected for the unexpired term of his/her predecessor in office or until the next annual meeting of members.

Section 10. 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 a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. MEMBERS. The Executive Committee of the Board of Directors shall consist of the elected officers of the corporation and the immediate past president of the corporation. A quorum for the transaction business by the Executive Committee shall be three members provided not less than 24 hours notice of any meeting for the Executive Committee has been given to at least four members of the Executive Committee. The act of the majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee. If the action taken is not approved unanimously, the same shall be reported to the Board of Directors.

Section 2. POWERS. The executive committee shall have all the powers and authority held by the Board of Directors, except to alter policies adopted by the Board of Directors and to expend non-budgeted funds, provided the business sought to be transacted is of an emergency nature and the action taken need be accomplished prior to the next regular meeting of the Board of Directors. All action of the Executive Committee shall be subject to ratification by the Board of Directors at the next regular or special meeting of the Board of Directors. The Executive Committee may also perform such tasks or duties as may be delegated to it from time to time by the Board of Directors.

ARTICLE VII – OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a president, a vice president, a secretary, and a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the combined officers of president and secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one year and until his/her successor shall have been duly elected and shall have qualified. A person who is an officer of the Corporation shall not vote nor attempt to influence the vote of any officer or director of the Corporation on any issue related to the direct or indirect compensation of that person as an employee, independent contractor, or agent of the corporation.

Section 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed from office whenever in the judgment of the directors the best interest of the corporation would be served thereby.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. PRESIDENT. The president shall be the chief executive officer of the corporation. The president shall preside at all meetings of the members of the Executive Committee, and of the Board of Directors. The president may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general the president shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. VICE PRESIDENT. In the absence of the president or in the event of his/her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restriction upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Section 7. TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks or other depositories as shall be selected by the Board of Directors; disburse the funds of the Corporation as ordered by the Board of Directors, making proper vouchers, checks, or drafts for such disbursements, and shall render to the Board of Directors at each regular monthly meeting or whenever they require it, a written statement in full of his/her transactions as treasurer, and of the financial standing of the Corporation; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors. The treasurer shall also make a financial report to the annual meeting of members. All checks, vouchers, drafts, or other orders for payment of money of and for the Corporation shall be signed by the treasurer or such other member of the Board as designated by the Board of Directors. In the event of his/her resignation, retirement, or removal from office, the treasurer shall return to the Corporation or turn over to his/her successor all monies, securities, vouchers, books, paper, and property of every kind and description in his/her personal possession or under his/her control belonging to the Corporation. If required by the Board of Directors, the treasurer, and any person authorized to sign checks, vouchers, drafts, or other orders for payment of money of the corporation, shall at the expense of the Corporation, give a bond for the faithful discharge

of their duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall be the registered agent of the Corporation.

Section 8. SECRETARY. The secretary shall record the minutes of the meetings of the members, of the Executive Committee and of the Board of Directors in one or more books provided for that purpose; be the custodian of the Corporation's non-financial records and keep the same available for inspection by any director at any reasonable time; send written notices of the time and place of all Board meetings and membership meetings and see that all notices are duly give in accordance with the provisions of these Bylaws and as required by law; keep a register of the post office address of each member which shall be furnished to the secretary by such member; 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.

ARTICLE VIII – COMMITTEES

Section 1. STANDING COMMITTEES. The president, subject to the approval of the Board of Directors, may appoint not less than one (1) member of the Board to each of the following activity committees and such other committees as the president and the Board of Directors shall authorize, provided that prior to the appointment of any such committee a written Charter of the committee is presented to and approved by the Board of Directors. The chairperson of each committee must also sit on the Board of Directors.

Each committee shall organize, operate, expend funds, and commit the expenditure of funds strictly in accordance with its Charter. All fund raising projects of the committee shall be approved in advance by the Board of Directors and the proceeds thereof shall, unless otherwise authorized by the Board of Directors, be delivered to the corporate treasurer to be used for the general benefit of the corporation. An accounting of all monies received and expended on each project shall also be delivered to the corporate treasurer.

The standing committees are:

1. Special Events Committee.
2. Membership Committee.
3. Masters and Sub-Masters Committee.
4. Youth Committee.
5. Elite Committee.
6. Race and Meet Officials Committee.

The charter of each standing committee shall contain:

- A. The purpose or purposes of the committee.
- B. The organization of the committee.
- C. Provision for submitting a proposed annual budget with "line-item" priorities.
- D. Any other provisions deemed useful or necessary by the Board of Directors.

The charter of any such standing committee may be amended or revoked by a majority vote of the Board of Directors.

Section 3. OTHER COMMITTEES. The president may create such special or other committees as the president may deem advisable or delegate such specific authority thereto as may be necessary to officially carry out the purposes of the committee. The president shall appoint the members of any such committees created.

ARTICLE IX – AMENDMENT TO BYLAWS

The Board of Directors shall have the power to amend these Bylaws by a two-thirds (2/3) vote of the members present at a meeting at which a quorum is present. Amendments to these Bylaws may be offered for consideration at any regular meeting of the Board of Directors and shall be voted upon at the next regular meeting thereafter or at a special meeting called for that purpose. Copies of the proposed amendments, together with notice of the regular or special meeting of the Board of Directors at which the amendments will be offered for adoption, shall be mailed not less than seven days in advance of such a meeting to all officers and directors of the Corporation.

ARTICLE X – NON-DISCRIMINATION

No limits to the eligibility of any person to be member, officer, or Director of the Corporation, or to participate in the Corporation's activities, shall be made on the basis of his or her sex, race, color, creed, religion, national origin, disability, ancestry, age, sexual orientation, pregnancy, marital status, parental status, or veteran status.

ARTICLE XI – RULES OF ORDER

Order of business at meetings and all questions of procedure shall be governed by Roberts Rules of Order, except as otherwise stated herein.

ARTICLE XII – NON-PROFIT STATUS

This is a non-profit organization, and in the event of dissolution, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America, or other 501(c3) non-profit organization.