

By-Laws of the Syracuse Chargers Track Club, Inc.

GENERAL

1.1 Syracuse Chargers Track Club, Inc.

The corporation shall be known as the Syracuse Chargers Track Club, Inc.

1.2 Certificate of Incorporation

The certificate of incorporation of the corporation is hereby made a part of these By-Laws and all matters hereinafter contained in these By-Laws shall be subject to such provisions in regard thereto, if any, as are set forth in the certificate of incorporation.

1.3 Name and Purposes

The name and purposes of the corporation shall be as set forth in the certificate of incorporation.

MEMBERSHIP

2.1 Members

Members shall be those persons who have paid the current year's dues. The board of directors shall establish a schedule of dues.

2.2 Applications

The name of each member shall be carried on the rolls of the corporation. Applications for membership shall be on forms prescribed by the club.

MEETINGS OF MEMBERS

3.1 Annual Meeting

An annual meeting of members shall be held each year for the election of directors and the transaction of other business. Each individual or family membership shall have one vote.

The annual meeting shall be held in Onondaga County, State of New York, in March of each year or at such other time and place as may be designated by resolution of the board of directors.

3.2 Notice of Annual Meeting

Notice of time and place of the annual meeting shall be given all members entitled to vote not less than twenty (20) days nor more than sixty (60) days before the time of such meeting. The Newsletter of the corporation may be used for such notice.

3.3 Special Meetings of Members

A special meeting of members may be called at any time by the president, or in his absence, by a majority of the directors, or by 5% of the membership by petition in writing. Only such business may be transacted as is specified in the notice of the meeting. Notice of special meetings shall be given in the same manner as for the annual meeting and, in addition, shall state the purpose for which the meeting is called.

3.4 Adjournment and Notice

Any meeting of members may be adjourned because of the absence of a quorum or for any other reason. If the adjournment is for less than thirty (30) days, no new notice need be given if the time and place of the adjourned meeting is announced at the time of the adjournment. If the adjournment is for more than thirty (30) days, notice shall be given as required for the original meeting. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting.

3.5 List of Members

A complete list of members entitled to vote at any membership meeting shall be produced and kept at the time and place of the meeting and shall be subject to the inspection of any member who may be present.

3.6 Quorum of Members

The presence in person of 50 members at any meeting of members shall constitute a quorum for the transaction of business except as otherwise may be required by law. The members present at a duly called and held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of any members.

3.7 Inspector of Election

The board of directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting, or any adjournment thereof. If inspectors are not so appointed the person presiding at a meeting of members may, and on the request of any member entitled to vote thereat shall, appoint one or more inspectors. In the event that any person appointed fails to appear or act, the vacancy may be filled by appointment made by the board of director in advance of the meeting or at the meeting by the person presiding thereat.

3.8 Voting by Members

Except as otherwise provided by the laws of the State of New York, the certificate of incorporation or these by-laws, all actions taken at a meeting of members, other than the election of directors, shall be determined by a majority vote at a meeting at which a quorum is present. Each individual and family membership shall be entitled at every meeting of members to one (1) vote.

The board of directors may fix a date as the record date for the purpose of determining the members entitled to vote at any meeting of members or any adjournment thereof. The record date shall be not more than fifty (50) nor less than ten (10) days before the date of the meeting,

Directors shall be elected by a plurality of the votes cast at a meeting of members, except as otherwise required by law.

Proxy voting shall only be in those situations where the applicable law provides that the matter to be voted upon requires for approval the affirmative vote of a stated percentage of the membership entitled to vote.

3.9 Organization of Member Meetings

At every meeting of members the president, or in the absence of the president a vice president, or in the absence of such officers, a person selected by the meeting shall act as chairperson of meeting. The secretary or, in the absence of the secretary an assistant secretary, shall act as the secretary of the meeting. In the absence of both, a person selected by the meeting shall act as secretary of the meeting.

DIRECTORS

4.1 Number

The board of directors shall consist of sixteen (16) members, all of whom shall be members of the club.

4.2 Ex-officio Directors

Four (4) volunteer staff persons, including the treasurer, the editor of the Newsletter, and the road race director, shall be ex-officio voting members of the board of directors. These ex-officio directors shall serve a term of one year.

4.3 Elected Directors

The additional twelve (12) members of the board of directors will be elected by the membership for two (2) year terms.

4.4 Director Categories

The twelve (12) directors that are elected by the membership shall include persons from each of the following categories:

- a. One (1) male and one (1) female from the masters group (age 40 or older)
- b. One (1) male and one (1) female from open group (age 39 or younger)
- c. One (1) scholastic coach (male or female)
- d. One (1) adult (male or female) representing youth who participate in activities of the club.
- e. Six (6) members at large

4.5 Director Terms

The terms of the sixteen (16) directors shall be staggered as follows:

| Number | Categories | Term |
|--------|------------------|--|
| 4 | Ex-officio | Appointed annually by the board of directors |
| 1 | Male master | Elected 2-yr. term at annual meetings held in odd numbered years |
| 1 | Female open | " " " " " " " |
| 1 | Scholastic coach | " " " " " " " |
| 3 | Members-at-large | " " " " " " " |
| 1 | Female master | Elected 2-yr. term at annual meetings held in even numbered year |
| 1 | Male open | " " " " " " " |
| 1 | Parent | " " " " " " " |
| 3 | Members-at-large | " " " " " " " |

Directors may succeed themselves. There shall be no limitation on the number of term that a director may serve.

4.6 Nominating Committee and Nominating Procedures

At least 60 days before each annual meeting of the club, the president shall appoint a nominating committee consisting of one director whose term is not expiring, and not less than two nor more than four additional members of the club. The appointed director will serve as chairperson of the nominating committee.

The nominating committee shall recommend a slate of director nominees that it deems to be fully qualified for election to the board of directors. The recommendations shall be for the specific categories called for by section 4.5 of these By-Laws.

The recommendations of the nominating committee shall be reported to the president at least 10 days in advance of the "annual meeting".

The chairperson of the nominating committee shall report the recommendations of the nominating committee to the membership at each annual meeting.

Any individual nominations of a director nominee made by an individual member at the annual meeting (in addition to those recommended by the nominating committee) must be specifically for by one of the categories called for by section 4.5 of these By-Laws.

4.7 Vacancies

Any vacancy in the board of directors occurring during the term of any director, caused by death, resignation or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the directors then in office at any regular or special meeting of the board. Any vacancy shall be filled by a person from the same By-Law 4.5 category as the person being replaced.

4.8 Regular Director Meetings

Regular meetings of the board of directors may be held at such time and place as may be designated by the board, which time may be changed from time to time. One such meeting shall be held within 45 days after each annual meeting for the purposes of organization, election of officers, and the transaction of other business. The board of directors shall meet at least quarterly.

4.9 Special Director Meetings

A special meeting of the board of directors shall be held whenever called by the president, or by any five (5) directors. Any and all business may be transacted at a special meeting.

4.10 Notice of Meetings of Directors

No notice of regular meetings of the directors need be given except that in case of a change in the time for regular meetings notice of such change shall be given to directors who were not present at the meeting when such change was made. Notice of special meetings shall be given. Notices of regular and special meetings may be given orally in person or by telephone not less than one day before the meeting, or by mail not less than three days before the meeting.

4.11 Quorum of Directors

A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any director.

4.12 Organization of Board Meetings

At each meeting of the board of directors, the president or, in the absence of the president, a vice-president, shall preside; or in the absence of such officers, a chairperson chosen by a majority of the directors present shall preside. The secretary shall act as secretary unless absent, whereupon the directors present shall designate a secretary for the meeting.

4.13 Compensation of Directors

Directors shall receive no compensation for their services. Directors may be reimbursed for any reasonable travel expenses incurred by them in the performance of their duties, providing the trip resulting in such travel expenses has been approved in advance by a majority of the directors in office.

4.14 Removal for Cause

A director may be removed for failure to attend three (3) consecutive meetings without adequate cause or for other neglect of duty, or for any other cause. Such removal may be effected by the affirmative vote of three-fourths (3/4) of the entire board (excluding the director in question) or by a majority vote of members present at any regular or special meeting duly called.

4.15 General Powers

Subject to the limitations of the certificate of incorporation, of the by-laws, and of the statutes of the State of New York, all corporate powers shall be exercised by or under the authority of the board of directors, and the affairs of the corporation shall be controlled by the board of directors. Each director shall have one (1) vote and must be of the minimum age.

4.16 Resignation of Directors

Any director may resign at any time by giving written notice to the board of directors, the president, or the secretary. Any such resignation shall take effect at the time specified therein, or if no time be specified, then upon delivery of such notice.

4.17 Restricted Reserve Funds

A fund shall be established by the vote of the Directors as a restricted reserve fund. The use of these funds shall require a 2/3 vote of the Directors.

4.18 Syracuse Chargers Track Club Scholarship Fund

The Directors shall establish and maintain a Scholarship Fund for the sole purpose of student scholarship awards.

COMMITTEES OF THE BOARD

5.1 Executive Committee

An executive committee may be established by resolution passed by a majority of the whole board, to consist of such number of directors as may be specified, which shall have and may exercise, in the intervals between meetings of the board, the powers of the board of directors.

5.2 Other Committees of the Board

Other committees may be established, from time to time, by resolution of the board specifying the number of members and prescribing the committee function and duties. Such other committees shall include one or more directors and may include individuals who are not members of the board. The chairpersons of committees of the board shall be appointed by and serve at the pleasure of the president.

CORPORATE OFFICERS

6.1

The officers of the corporation shall be elected by the board of directors and shall be a president, one or more vice presidents, a secretary, a treasurer and such other officers as the board in its discretion may determine. The president shall be elected by the directors from their number. Any two offices may be held by the same person except the office of president.

6.2 Election and Term of Office

Officers shall be elected annually at the first meeting of the board of directors following the annual meeting of members in accordance with by-law 4.8. Unless sooner removed by resignation or a majority vote of the board of directors, all officers shall hold office until their successors are chosen. Officers may be elected to succeed themselves.

6.3 Duties of Officers

Subject at all times to the control and direction of the board of directors, the officers shall perform such functions as usually appertain to the offices held by them in membership corporations.

6.4 Vacancies of Officers

A vacancy occurring in any office may be filled by a majority of the directors then in office at any regular or special meeting of the board.

6.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the board of directors, the president, or the secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery of such notice.

MISCELLANEOUS

7.1 Section 501 (C)(3)

Notwithstanding any other provisions of these articles, the club is organized exclusively for educational purposes as specified in section 501 (C)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954.

7.2 Club Year

The club year shall be the calendar year.

7.3 Amendments

The by-laws may be amended or repealed or new by-laws adopted as follows.

a. At any meeting of members, by a vote of a majority of the members present and voting, provided that the notice of the meeting shall have set forth the substance of the proposed amendment, repeal or new by-law provision upon which the vote is taken, or

b. By vote of three-fourths (3/4) of the directors in office.

(Approved by the Board of Directors, November 11, 1986)

(4.4 (b) (d) and 4.5 amended by the Board of Directors, October 17, 2000)

(4.17, 4.18 added by the Board of Directors, May 18, 2004)

(4.2 modified by the Board of Directors, June 15, 2004)