

**BY-LAWS
OF
ANN ARBOR TRACK CLUB
(As Amended and Restated Effective August 1, 2016)**

**ARTICLE I
OFFICES**

- 1.01** Principal and Other Offices. The principal office and any other office of the corporation shall be at such places as the Board of Directors from time to time determines or the business of the corporation requires, except that the registered office shall be located within the State of Michigan.

**ARTICLE II
SEALS**

- 2.01** Seals. The corporation may have a seal in such form as the Board of Directors may from time to time determine. The seal may be used by causing it or a facsimile to be impressed, affixed, reproduced, or otherwise.

**ARTICLE III
MEMBERSHIP**

- 3.01** Membership Determination. Timely payment of annual dues is a condition of membership in the corporation. The membership of the corporation shall be determined on the 1st of October each year. The membership shall consist of those persons having paid dues as determined by the Board of Directors. The Board of Directors shall also be included in the membership. For the purpose of electing directors at the Annual Meeting of the Membership, only members who have attained age eighteen (18) as of the 1st of October preceding the Annual Meeting of the Membership shall have the right to vote.

**ARTICLE IV
MEETINGS**

- 4.01** Place of Meetings. All meetings shall be held at the principal office of the corporation or such other place as shall be fixed by the Board of Directors and announced to the membership in the notice of the meeting.
- 4.02** Annual Meeting of the Membership. The Annual Meeting of the Membership of the corporation shall be held in the Fall of each year for the purpose of electing directors and transacting such other business as may be properly brought before the Membership at the meeting. Any changes in annual membership dues shall also be approved by the members in attendance at the Annual Meeting of the Membership.
- 4.03** Special Meetings. Special meetings of the membership may be called by the president or secretary and shall be called by either of them at the request of a majority of the Board of Directors or any ten members. Any such request by the Board of Directors or the members shall be in writing and shall state the purpose or purposes of the proposed meeting.
- 4.04** Notice of Meetings. Written notice of meetings of the membership stating time, place, and purpose

thereof shall be served upon, or mailed to, each member entitled to vote as such meeting at such address as appears on the records of the corporation at least five days before such meeting. Notice need not be given of any adjourned meeting of the members.

- 4.05** Waiver of Notice. Waiver of notice of a membership meeting may be made in writing before or after the holding thereof.
- 4.06** Agenda for Special Meeting. The business transacted at a special meeting of members shall be limited to the purpose or purposes of the meeting state in the call.
- 4.07** Quorum. The quorum at all meetings of members shall consist of ten (10) members. If, however, such quorum shall not be present or represented at a meeting, the meeting may be adjourned from time to time by a majority of those who attended until a quorum is present or represented. At such adjourned meeting, business may be transacted which might have been transacted as originally noticed. When a quorum is present or represented at any meeting, a majority vote at such meeting shall decide any question properly brought before such meeting, unless otherwise provided by law, in the articles of incorporation, or by these bylaws.

ARTICLE V DIRECTORS

- 5.01** Number. The business and affairs of the corporation shall be managed and controlled by a Board of Directors of not more than twelve (12) directors as shall be fixed from time to time by the Board of Directors.
- 5.02** Election, Resignation, and Removal. Directors shall be elected by the membership for a term of two (2) years. The election shall be conducted during the business portion of the Annual Meeting of the Membership through ballots that shall be handed out to all members of the corporation (as determined pursuant to Section 3.01) in attendance at the meeting. Only those persons who—
- (a) have expressed interest in being elected to the Board of Directors, or
 - (b) have been recommended to the Nominating Committee for election to the Board of Directors

in timely fashion (as determined pursuant to Section 5.13) may be listed on the ballot. Nominations from the floor prior to the distribution of ballots at the Annual Meeting of the Membership shall not be permitted.

Any member in attendance who is eligible to vote may do so during the business portion of the Annual Meeting of the Membership, and shall not be required to attend the social portion of the meeting or purchase food and/or drink as a condition to voting. Following the collection of the completed ballots, the votes shall be counted and the election results announced to the membership prior to the conclusion of the Annual Meeting of the Membership. Any candidate who fails to be elected shall be so notified within five (5) business days following the Annual Meeting of the Membership.

Each director shall hold office until the Annual Meeting of the Membership during which his/her successor is elected and qualified. A director may resign by written notice of resignation. A director may be removed for cause by a majority vote of the members at a special meeting called for that purpose at which meeting a quorum is present. Replacement directors shall be appointed by the President to complete the term of any Director who has resigned or been removed for cause prior to the expiration of his or her term.

- 5.03 Annual Meeting of Board of Directors.** The annual meeting of the Board of Directors shall be held within two (2) months after the Annual Meeting of the Membership. The Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting, provided that, if less than a quorum of the directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and the matters which might have been taken up therein may be taken up at any later special or annual meeting or by consent resolution.
- 5.04 Regular and Special Meetings.** Regular meetings of the Board of Directors may be held at such times and places as the majority of the directors may from time to time determine at a prior meeting or shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board of Directors may be called by the chairperson of the Board of Directors (if such office is filled) or the president and shall be called by the president or secretary upon the written request of any two (2) directors.
- 5.05 Notices.** No notice shall be required for annual or regular meetings of the Board of Directors or for adjourned meetings, whether regular or special. Three days written notice shall be given for special meetings of the Board of Directors, and such notice shall state the time, place, and purpose of the meeting.
- 5.06 Quorum.** Six (6) members of the Board of Directors constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the acts of the Board of Directors or of the committee, except as a larger vote may be required by the laws of the State of Michigan. Any action required or permitted to be taken without a meeting if all members of the Board of Directors consent thereto in writing and the writings are filed with the minutes of proceedings of the Board of Directors.
- 5.07 Dissents.** A director who is present at a meeting of the Board of Directors, or a committee thereof of which he or she is a member, at which action on a corporate matter is taken, is presumed to have concurred in that action unless that Director's dissent is entered in the minutes of the meeting, or unless a written dissent to the action is filed with the person acting as secretary of the meeting before the adjournment thereof or such dissent is forwarded by registered mail to the secretary of the corporation promptly after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action. A director who is absent from a meeting of the Board of Directors, or a committee thereof to which he or she is a member, at which any such action is taken, is presumed to have concurred in the action unless a written dissent is filed with the secretary of the corporation within a reasonable time after he or she has knowledge of the action.
- 5.08 Conflicts of Interest.**
- (a) Any possible conflict of interest with respect to any issue on the part of any director shall be disclosed to the other directors prior to any discussion or action by the Board of Directors or a committee of the Board of Directors where the issue could become a matter of action. Disclosure may be made by way of an annual report of affiliations or verbally to all directors. A conflict of interest shall be made a matter of record.
 - (b) Any director who has a possible conflict of interest with respect to any matter shall neither vote nor exercise any personal influence in the disposition of such matter. The minutes of the meeting shall reflect the disclosure and the director's abstention from participation.

- (c) Although any director with any possible conflict of interest shall not vote or exercise personal influence in the disposition of such a matter, the director shall report fully all pertinent knowledge about the matter and answer freely why a proposed decision or transaction would or would not be in the best interest of the corporation.
- (d) Annually, the chairperson may circulate to all directors such questionnaires and other forms as may be necessary to further the policy of this action.

5.09 Compensation. The Board of Directors shall serve without compensation for services to the corporation as directors or officers.

5.10 Executive and Other Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, appoint three or more members of the Board of Directors as an executive committee to exercise all powers and authorities of the Board in management of the affairs of the corporation, provided, however, that such committee shall not have power or authority to:

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) recommend a dissolution of the corporation or revocation of a dissolution;
- (d) amend these By-Laws;
- (e) fill vacancies on the Board of Directors; or
- (f) fix the compensation of the directors for serving on the Board of Directors or on a committee.

The Board of Directors from time to time may, by like resolution, appoint such other committees of one or more Directors to have such authority as shall be specified by the Board of Directors in the resolution making such appointments. The Board of Directors may designate one or more directors as alternate members of any committee who may replace an absent or disqualified member at any meeting thereof.

5.11 Qualifications for Service on Board of Directors. To qualify for service as a member of the Board of Directors, a member must—

- (a) be at least twenty-one (21) years of age; and
- (b) have been a member of the corporation, in good standing, for at least one (1) year immediately preceding the date on which he or she is elected or appointed to the Board of Directors.

5.12 Nominating Committee. The Nominating Committee shall, no later than August 1st of each year, be appointed by the chairperson of the Board of Directors, with approval by a two-thirds (2/3) majority vote of the Board of Directors. The Nominating Committee shall be composed of at least four (4) current members of the Board of Directors and such other members of the corporation who are not current members of the Board of Directors as the chairperson may determine. The Nominating Committee shall begin its identification of candidates for election to the Board of Directors promptly upon being appointed. The Nominating Committee shall seek to recommend for election to the Board of Directors individuals who possess qualities that are commensurate with service on

the Board of Directors, taking into consideration the skills, expertise, experience, and leadership that may enhance the function and operation of the Board of Directors in its leadership role.

The Nominating Committee shall prepare a slate of candidates that the Nominating Committee recommends for election to the Board of Directors at the Annual Meeting of the Membership. The Nominating Committee shall complete its work in a timely fashion such that it presents a recommended slate of candidates to the Board of Directors at or before the November Board of Directors meeting. Those members who have been recommended by the Nominating Committee for election to the Board of Directors shall be approved upon a majority vote of the Board of Directors in accordance with Section 5.14. Those members who have not been recommended by the Nominating Committee for election to the Board of Directors shall be promptly notified of the Nominating Committee's determination and shall be listed, subject to the member's consent, as non-slated candidates on the ballot that is distributed pursuant to Section 5.02 to the members who are eligible to vote and are in attendance at the Annual Meeting of the Membership.

5.13 Notice of Process for Nominating Committee's Consideration of Members for Election to Board of Directors. The Board of Directors shall, by appropriate means of communication to the members, advise the membership that members may request to be considered for election to the Board of Directors or that, in the alternative, members may recommend another member for such consideration. An expression of interest in being considered for election or a recommendation of another member for such consideration shall be submitted to the Nominating Committee in the form prescribed from time to time by the Board of Directors. The Board of Directors shall set the date by which the Nominating Committee must receive a member's expression of interest in being considered for election or, in the alternative, a recommendation of another member for such consideration in order for such expression of interest or recommendation to be timely. The date by which a member's expression of interest in being considered for election or another member's recommendation for such consideration shall be specified in the communication sent to the membership.

5.14 Nominating Committee's Recommendation of Candidates for Election to Board of Directors. A member may be recommended for election to the Board of Directors by the Nominating Committee (see Section 5.12). The Nominating Committee shall, at or before the November Board of Directors meeting, communicate to the Board of Directors a slate of candidates that the Nominating Committee recommends for election to the Board of Directors at the Annual Meeting of the Membership. At its November meeting, or at such other time as the Board of Directors may determine, the Board of Directors shall consider and vote on the candidates who have been recommended by the Nominating Committee. To become a slated candidate, a member who has been recommended by the Nominating Committee must receive a majority vote of the Board of Directors. If a member who has been recommended by the Nominating Committee does not receive the majority vote required to be a slated candidate, the Nominating Committee or the members of the Board of Directors may propose to the Board of Directors another member(s) for consideration to be a slated candidate. Any member on whom the Board of Directors has voted for approval as a slated candidate shall be notified of the result of such vote within five (5) business days after the meeting at which such vote took place.

ARTICLE VI NOTICE AND WAIVERS OF NOTICE

6.01 Notices. All notices of meetings required to be given to members, directors, or any committee of directors may be given by mail, email, text, or other electronic means to any member, director, or committee member at his or her last address, email address, or cell phone number as it appears on

the records of the corporation. Such notice shall be deemed to be given at the time when it is mailed or otherwise dispatched.

- 6.02** Waiver of Notice. Notice of the time, place, and purpose of any meeting of members, directors, or committee of directors may be waived by telegram, radiogram, cablegram, or other writing, either before or after the meeting, or in such other manner as may be permitted by the laws of the State of Michigan. Attendance of a person at any meeting of directors, or of a committee of directors, constitutes a waiver of notice of the meeting except when the person attends the meeting for the express purpose of objecting, and does object at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE VII OFFICERS

- 7.01** Number. The Board of Directors shall elect or appoint a president, secretary, and a treasurer, and may select a chairperson of the Board of Directors and one or more vice presidents, assistant secretaries, and/or assistant treasurers. The president and chairperson of the Board, if any, shall be members of the Board of Directors. Any three of the above officers, except those of president and vice president, may be held by the same person, but no officer shall execute, acknowledge, or verify an instrument in more than one capacity.
- 7.02** Terms of Office, Resignation, and Removal. An officer shall hold office for the elected or appointed term and until a successor is elected or appointed and qualified, or until resignation or removal from office. An officer may resign by written notice to the corporation or at a subsequent time specified in the notice of resignation. An officer may be removed by the Board of Directors with or without cause. The removal of an officer shall be without prejudice to his or her contract rights, if any. The election or appointment of an officer does not of itself create contract rights.
- 7.03** Vacancies. The Board of Directors may fill any vacancies in any office occurring whatever reason.
- 7.04** Authority. All officers, employees, and agents of the corporation shall have such authority and perform such duties in the conduct and management of the business and affairs of the corporation as may be designated by the Board of Directors and these By-Laws.
- 7.05** Compensation. The compensation of all officers of the corporation shall be fixed by the Board of Directors.
- 7.06** Bonds. The Board of Directors may, by resolution, require any and all officers, agents, and employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VIII DUTIES OF OFFICERS

- 8.01** Chairperson of the Board. The chairperson of the Board, if such office is filled, shall be the chief executive officer of the corporation and shall preside at all meetings of the Board of Directors at which he or she is present. The chairperson shall see that all orders and resolutions of the Board are carried into effect. In addition, the chairperson shall have the general powers of supervision and management usually vested in the chief executive officer of a corporation, including the authority to vote all securities of other corporations and business organizations which are held by the

corporation.

- 8.02** President. If the office of chairperson of the Board of Directors is filled, the president shall be the chief operating officer of the corporation and shall have the general powers of supervision and management over the day-to-day operations of the corporation. In the absence or disability of the chairperson of the Board of Directors, or if that office has not been filled, the president shall perform the duties and execute the powers of the chairperson of the Board as set forth in these By-Laws.
- 8.03** Vice-Presidents. The vice presidents, in order of their seniority, shall in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such duties as the Board of Directors or the president may from time to time prescribe.
- 8.04** Secretary. The secretary shall attend all meetings of the Board of Directors and shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the Board of Directors. He or she shall keep in safe custody the seal of the corporation, and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his or her signature, or by the signature of the treasurer or an assistant secretary. The secretary may delegate any of his or her duties, powers, and authorities to one or more assistant secretaries unless such delegation is disapproved by the Board.
- 8.05** Treasurer. The treasurer shall have the custody of the corporate funds and securities, shall perform the duties and exercise the powers and authorities of the secretary in case of his or her absence or disability. The assistant treasurers, in order of their seniority, shall perform the duties and exercise the powers and authorities of the treasurer in case of his or her absence or disability. The assistant secretaries and the assistant treasurers shall perform such duties as may be delegated to them by the secretary and treasurer, respectively, and also such duties as the Board of Directors may prescribe.
- 8.06** Assistant Secretaries and Treasurers. The assistant secretaries, in the order of their seniority, shall perform the duties and exercise the powers and authorities of the secretary in case of his or her absence or disability. The assistant treasurers, in the order of their seniority, shall perform the duties and exercise the powers and authorities of the treasurer in case of his or her absence or disability. The assistant secretaries and the assistant treasurers shall perform such duties as may be delegated to them by the secretary and treasurer, respectively, and also such duties as the Board of Directors may prescribe.

ARTICLE IX SPECIAL CORPORATE ACTS

- 9.01** Orders for Payment of Money. All checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.
- 9.02** Contracts and Conveyances. The Board of Directors of the corporation may designate the officer and/or agent who shall have authority to execute any contract, conveyance, mortgage, or other instrument on behalf of the corporation, or who ratify or confirm any execution. When the execution of any instrument has been authorized without specification of the executing officers or agents, the chairperson of the Board, the president or any vice president, the secretary or assistant secretary, or treasurer or assistant treasurer may execute the same in the name and on behalf of this corporation and may affix the corporate seal thereto.

- 9.03** Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
- 9.04** Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

ARTICLE X BOOKS AND RECORDS

- 10.01** Maintenance of Books and Records. The proper officers and agents of the corporation shall keep and maintain such books, records, and accounts of the corporation's business and affairs, minutes of the proceedings of its Board and committees, if any, as the Board of Directors shall deem advisable and as shall be required by the laws of the State of Michigan and other states or jurisdictions empowered to impose such requirements. Books, records, and minutes may be kept within or without the State of Michigan in a place that the Board shall determine.
- 10.02** Reliance on Books and Records. In discharging the duties of office, a director or an officer of the corporation, when acting in good faith, may rely upon the opinion of counsel for the corporation, upon the report of an independent appraiser selected with reasonable care by the Board of Directors, or upon financial statements of the corporation, represented to him or her to be correct of its books of accounts or stated in a written report by independent public or certified public accountant or firm of such accountants, fairly to reflect the financial condition of the corporation.

ARTICLE XI FISCAL YEAR

- 11.01** Fiscal Year. The fiscal year of the corporation shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December.

ARTICLE XII AMENDMENTS

- 12.01** Amendments. Except as otherwise provided herein, the By-Laws of the corporation may be amended, altered, or repealed, in whole or part, by the Board of Directors at any meeting duly held in accordance with these By-Laws, provided that notice of the meeting include notice of the proposed amendments, alternative, or repeal.

ARTICLE XIII NONDISCRIMINATION

- 13.01** Nondiscrimination. No person shall be excluded from participation in the corporation, denied benefits or be otherwise subject to unlawful discrimination under any program or activity of the corporation on the grounds of age, sex, race, color, creed, or national origin.

ARTICLE XIV DISTRIBUTION OF ASSETS UPON DISSOLUTION

- 14.01** Distribution of Assets. Upon dissolution of the corporation, the assets remaining after satisfaction of all liabilities and obligations shall be distributed to such organizations as are qualified as tax exempt under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding

provisions of a future United States Internal Revenue Code.

Restated: March 17, 1986

Restated: January 18, 1999 (changed maximum number of directors in Section 5.01 from 15 to 17)

Restated: November 11, 2002 (changed dates/times of the Annual Meeting of the Membership in Section 5.02 and the Annual Meeting of the Board of Directors in Section 5.03).

Restated: November 17, 2002 (changed election process in Section 5.02 so that the election is conducted before the Annual Meeting of the Membership).

Restated: December 15, 2003 (corrected spelling of treasure(s) in all instances to treasurer(s). Corrected spelling of Officer in the title of Article VIII to Officer).

Restated: October 10, 2006 (changed maximum number of directors in Section 5.01 from 17 to 12).

Restated: November 1, 2007 (corrected grammar in item Section 8.03 Vice-President from “absence of disability” to “absence or disability”).

Restated: November 3, 2014 (corrected and restated maximum number of directors in Section 5.01 as 12, consistent with amendment adopted on October 10, 2006).

Restated: August 1, 2016 (membership determination in Section 3.01 changed to October 1st each year; purpose of Annual Meeting of Membership in Section 4.02 clarified; process for electing members of Board of Directors in Section 5.02 modified to require candidates to express interest and/or be recommended to Nominating Committee and to describe voting procedure at Annual Meeting of Membership; Section 5.09 modified to prohibit members of Board of Directors from receiving compensation for service to Board of Directors; method of providing notices in Section 6.01 modified to permit notice to members by mail, email, text, or other electronic means; Section 5.11 added to describe qualifications for service on Board of Directors; Section 5.12 added to describe functions and duties of Nominating Committee; Section 5.13 added to describe process for Nominating Committee’s consideration of members for election to Board of Directors; Section 5.14 added to describe process for Nominating Committee to recommend candidates for election to Board of Directors).

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