

BYLAWS  
WISCONSIN TRACK CLUB, INC.  
A NON-PROFIT CORPORATION

AMENDED January 22<sup>rd</sup> 2014

(major amendment switching director and officer nomenclature)

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. The Wisconsin Track Club, Inc, will be maintained as a Registered Student Organization (RSO) at the University of Wisconsin, but shall have a subsidiary under the UW – Running Club within the Division of Recreational Sports.

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.
- (3) To be a contending club in NIRCA (National Intercollegiate Running Club Association) Regional, and National Championships

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 Officers:

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, hold an office or Board position, nor may they appear in competition.

### 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.

Members not attending meetings, at which matters are brought to a vote, void their right to a vote on those issues, unless they choose to vote by proxy.

### Section 7. TRANSFER OF MEMBERSHIP.

### Section 8. MEET ENTRY

All members signed up to participate in a paid or away meet shall be expected to be in attendance of that meet. Members may change their participation status up to the time and date set in the individual deadlines. Barring extraneous circumstances, in which the Executive Board may waive any penalties, if a member, signed up for the meet, is not in attendance, he shall be expected to pay for the whole cost of meet entry. The member must pay for the meet missed, before being allowed to sign up for any future

meets. Extraneous circumstances shall be defined as those that are completely unexpected and unavoidable, such as death in the family, incapacitating illness, injury, or state mandated events.

#### Section 9. Three Strike Rule

If a member should miss a meet for an inexcusable reason, he shall receive a strike, which shall be noted by the Meet Entry Coordinator (MEC) in a database. Each member can receive up to three strikes per semester, after which they will be barred from attending meets for that semester. If the MEC notices a trend across a year, he may submit a request to the Executive Board for the expulsion of the violating member.

Membership in the Corporation is not transferable or assignable.

### ARTICLE IV – MEETING OF MEMBERS

#### Section 1. ANNUAL ELECTION MEETING.

The annual meeting of the members shall be held in December of each year on the date and at the time set by the Board of Officers 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 Officers or by members having one twentieth of the votes entitled to be cast as such meeting.

#### Section 3. PLACE OF MEETING.

The Board of Officers 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 electronic 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. In special circumstance, members may request notice of meeting by mail. 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 OFFICERS

#### Section 1. GENERAL POWERS.

The affairs of the Corporation shall be managed by its Board of Officers. Explicit policies for the tenure of each elected Board of Officers may be established by a vote of a quorum at a general meeting.

#### Section 2. NUMBER AND TENURE.

The number of officers shall be not less than three (3) and not more than forty-five (45). Each elected officer 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 officers within such minimum and maximum shall be fixed by resolution of the Board of Officers from time to time. No decrease in number shall have the effect of shortening the term of any incumbent officer.

### Section 3. ELIGIBILITY.

Only UW-Madison Students shall be eligible to be Officers.

### Section 4. REGULAR MEETINGS.

The regular meetings shall occur on the second Wednesday of each month. The Executive Board maintains the right to change this date, with notice, under special circumstances, such as conflicting events or University breaks.

The Board of Officers may provide by resolution an alternative time and place for holding of regular meetings of the Board of Officers without other notice than the resolution.

### Section 5. SPECIAL MEETINGS.

Special meetings of the Board of Officers may be called by or at the request of the president or any six (6) officers. 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 Officers 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 Officers shall constitute a quorum for the transaction of business at any meeting of the Board.

Officers not present may vote by proxy on business transactions.

#### Section 8. MANNER OF ACTING.

The act of a majority of the officers present at a meeting at which a quorum is present shall be the act of the Board of Officers, unless the act of a greater number is required by these bylaws.

#### Section 9. VACANCIES.

Any vacancy occurring in the Board of Officers and any officer position to be filled by reason of an increase in the number of officers shall be filled by the affirmative vote of a majority of the remaining officers. An officer 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 OFFICERS.

Any action required by law to be taken at a meeting of officers, or any action which may be taken at a meeting of officers, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the officers.

### ARTICLE VI – EXECUTIVE BOARD

#### Section 1. MEMBERS.

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

#### Section 2. POWERS.

The Executive Board shall have all the powers and authority held by the

Board of Officers, except to alter policies adopted by the Board of Officers 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 Officers. All action of the Executive Committee shall be subject to ratification by the Board of Officers at the next regular or special meeting of the Board of Officers. The Executive Board may also perform such tasks or duties as may be delegated to it from time to time by the Board of Officers.

## ARTICLE VII – DIRECTORS

### Section 1. Directors.

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other directors as may be elected in accordance with the provisions of this article. The Board of Officers may elect or appoint such other directors, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such directors to have the authority and perform the duties prescribed from time to time by the Board of Officers. Any two or more offices may be held by the same person, except the combined positions of President and Secretary. Each director shall be the head of a cabinet and will report the status of each at regular meetings.

### Section 2. ELECTION AND TERM OF OFFICE.

The officers of the corporation shall be elected annually by the Board of Officers. New offices may be created and filled at any meeting of the Board of Officers. 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 Officers 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 Officers 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 Board, and of the Board of Officers. The President may sign, with the Secretary or any other proper director of the corporation authorized by the Board of Officers, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Officers has authorized to be executed, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Officers 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 Officers from time to time.

The President shall be the head of the Executive Board, and preside over all of its' subsequent cabinets and committees. Directly under the President will be the Race and Meet Officials Committee

#### 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 Officers. The Vice President shall be the presiding member over the Special Events Committee.

#### 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 Officers; disburse the funds of the Corporation as ordered by the Board of Officers, making proper vouchers, checks, or drafts for such disbursements, and shall render to the



Board of Officers 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 Officers. 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 Officers. 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 Officers, 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 Officers shall determine. The Treasurer shall be the registered agent of the Corporation. With the permission of the Board of Officers, the Treasurer may establish a Scholarship Fund, should proper funding and logistics be in place. The Treasurer shall be the presiding member over the Finance and Membership Committee.

#### Section 8. SECRETARY.

The Secretary shall record the minutes of the meetings of the members, of the Executive Committee and of the Board of Officers 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 or officer 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 Officers. The Secretary will manage the corporation's email account, Facebook page, and listserv. The Secretary shall be the presiding member over the Media Committee.

## ARTICLE VIII – OFFICER COMMITTEES

### Section 1. STANDING OFFICER COMMITTEES.

The President, subject to the approval of the Board of Officers, 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 Officers 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 Officers. The chairperson of each committee must also sit on the Board of Officers. Each committee shall have elected officers with outlined duties that are inclusive but not exclusive to each activity.

Each committee shall organize, operate, expend funds, and commit the expenditure of funds strictly in accordance with its Charter. All fundraising projects of the committee shall be approved in advance by the Board of Officers and the proceeds thereof shall, unless otherwise authorized by the Board of Officers, 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 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 Officers.

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

The standing committees are:

- 1. Special Events Committee.
  - A. Social Events Coordinator
  - B. Community Outreach Coordinator

C. Volunteer Coordinator

2. Finance and Membership Committee.

A. Membership Coordinator

B. Fundraising Coordinator

C. Apparel Coordinator

3. Race and Meet Officials Committee.

A. Meet Entry Coordinator

4. Media Committee

A. Moosletter Editor

B. Webmaster

C. Public Relations

5. Masters and Sub-Masters Committee.

6 Youth Committee.

7. Elite Committee.

### Section 3. RACE AND MEET OFFICIALS COMMITTEE

The President shall chair the Race and Meet Officials Committee. In absence of the President the Vice President will become the chairman. A representative of the committee will report the status and doings of the committee at each regular meeting. The duties of this committee include organizing competition, and maintaining good standings and communications with the University of Wisconsin Athletic Department, and NIRCA Officers. In the case where the corporation hosts a competitive event, the President may appoint a member as a Meet Director, or Race Official, if the necessary certifications are held. This committee shall have a member that will preside over community races and events that are sponsored by the corporation.

### Section 3A. MEET ENTRY COORDINATOR

The Meet Entry Coordinator shall be elected at the annual officer meeting. The Board of Officers may open the vote to two positions if deemed necessary. The Meet Entry Coordinator will ensure the corporation has access to competition in Cross Country and Track and Field Events, and will keep a detailed meet record that is inclusive of the information for each meet. Two months before the start of each season the Meet Entry Coordinator shall present a meet schedule, at a regular meeting, to be approved by the Executive Board.

### Section 4. SPECIAL EVENTS COMMITTEE

The Vice President shall chair the Special Events Committee. A representative of the committee will report the status and doings of the committee at each regular meeting. The Special Events Committee shall be in charge of arranging events to promote team bonding, community activism, and to encourage sociability. The Board of Officers, at a regular meeting in advance of the event date, must approve any events for which the corporation must place a deposit.

### Section 4A. SOCIAL EVENTS COORDINATOR

The duties of the Social Events Coordinator shall be to plan and execute occasions for club members to socialize and foster team spirit. Attending members, unless approval is given from the Board of Officers, shall pay fees incurred from social events.

### Section 4B. COMMUNITY OUTREACH COORDINATOR

The Community Outreach Coordinator shall seek opportunities within Dane County for members to participate in altruistic activities. These will include occasions that will encourage physical activity, particularly running, in youths and the general public. However, there should be an emphasis on general civic engagement throughout the local area.

### Section 4C. VOLUNTEER COORDINATOR

The Volunteer Coordinator shall organize volunteers for community races and events that are sponsored by the corporation. Volunteers for community

outreach events may also be organized when the chair of the committee delegates such responsibility.

## Section 5. FINANCE AND MEMBERSHIP COMMITTEE

The Treasurer shall chair the Finance and Membership Committee. A representative of the committee will report the status and doings of the committee at each regular meeting. The responsibility of this committee shall be to regulate and obtain funds for the club, as well as to organize details important to membership.

### Section 5A. MEMBERSHIP COORDINATOR

The Membership Coordinator shall be given the charge of collecting, and maintaining a record of membership forms and dues. The Membership Coordinator may compile a member database to help connect members to one another based on interests outside of the corporation. The Membership Coordinator shall also be in charge of all matters of member retention and recruitment.

### Section 5B. FUNDRAISING COORDINATOR

The Fundraising Coordinator shall be in charge of raising funds for the corporation. The Board of Officers must approve these projects in advance. Any projects undertaken on the University of Wisconsin grounds must obtain the permission from the University before being presented to the Board of Officers.

### Section 5C. APPAREL COORDINATOR

The Apparel Coordinator shall preside over designing and purchasing apparel for the members. Each member must order apparel in advance. Any deposits for apparel that require usage of corporation funds must be approved by the Board of Officers, and must be refunded by purchasing members.

## Section 6. MEDIA COMMITTEE

The Secretary shall chair the Media Committee. A representative of the committee will report the status and doings of the committee at each regular meeting. The Media Committee shall be in charge of maintaining the corporations public image, and to provide corporation information to the

general public, prospective recruits, and members.

#### Section 6A. Moosletter Editor

The Moosletter Editor shall write and publish a monthly newsletter for the corporation. Under extenuating circumstances, the Moosletter Editor may appeal to delay publishing.

#### Section 6B. Webmaster

The Webmaster shall maintain the website of the corporation and will make sure that it is kept up to date. The Webmaster shall work in conjunction with the Board of Officers to publish relevant information to the website.

#### Section 6C. Public Relations Officer

The Public Relations Officer shall promote the corporation's public image in social media and among the general public. This includes maintaining the corporation's Twitter, and Facebook accounts.

#### Section 7. 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 Officers 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 Officers 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 Officers 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.