

CTC BYLAWS

BY-LAWS
OF
THE COLUMBIA TRACK CLUB

ARTICLE I
Membership and Dues

- Section 1: Membership shall be open to anyone in the Central Missouri Area.
- Section 2: Membership shall be determined by the payment of annual dues, said dues to be fixed by the Board of Directors (hereinafter referred to as "the Board"). Dues shall not be assessed against anyone who is less than 18 years of age. Only those persons who have paid the current year's dues may officially represent the Columbia Track Club (hereinafter referred to as "CTC") at any event, except this restriction shall not apply to anyone less than 18 years of age. Only dues-paying members shall have the right to vote at any meeting.

A family (defined as all family members living in the same household) shall be assessed only one dues payment per year; however, any such family shall be entitled to no more than two votes at any meeting, and then only if at least two age 18+ family members shall have participated, as a participant or volunteer, in at least one CTC event in the particular year a vote is being taken.

ARTICLE II
Principal Office

- Section 1: The principal office of the corporation shall be located at the home of the President of the Board.
- Section 2: The resident agent of the corporation shall be Joseph W. Duncan and the registered office of the corporation shall be 2605 Chapel Wood Terrace, Columbia, Missouri, 65203.

ARTICLE III
Meetings

- Section 1: Annual Meeting. The annual meeting of the membership of the corporation shall be held in November

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of each year at a time and place to be determined by the Board. Members shall be duly notified of the same not less than ten (10) days prior thereto.

Section 2: Special Meetings. Special meetings of the members of the corporation may be called at any time by the president, provided he/she first obtains consent of a majority of the Board. Special meetings shall be called by the president upon the request, in writing, of not less than fifteen (15) members. Due notice of special meetings showing the purpose thereof shall be given not less than ten (10) days prior thereto.

Section 3: Quorum and Procedure When No Quorum. A quorum shall consist of not less than 10% of the voting members. If a meeting of the members of the corporation has been duly called for any purpose and there is an absence of a quorum at such meeting the voting members present may by majority vote call a further meeting of the members for the same purpose. Fifteen (15) days notice of the time, place and purpose of such further meeting shall be given by mail communication to each member. At such further meeting the voting members present may approve or authorize a proposed action and take any other action which might have been taken at the original meeting if a sufficient number of members had been present; and the notice of such further meeting shall so state.

ARTICLE IV Management, Officers

Section 1: Management of the Corporation. The business and property of the corporation shall be managed and controlled by a Board of nine (9) Directors elected for staggered terms of three (3) years each, three (3) Directors to be elected at the annual meeting. No one shall be eligible to become a member of the Board without first having been a member of CTC for at least three (3) years.

The president shall appoint a nominating committee to select at least three nominees for Directors to be voted upon by the members at the annual meeting. Any person who desires to be nominated to the Board shall submit his or her name, in writing, to any member of the nominating committee at least ten (10)

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days prior to the date of the annual meeting.

In the event of any vacancy on the Board, the remaining Directors may elect a successor to hold office until the next annual meeting.

Section 2: Officers. Within thirty (30) days following the annual meeting the Board shall organize itself by choosing from its members a president, vice-president, secretary and treasurer to serve until the next annual meeting. No one shall be eligible to be president without first having been a member of CTC for at least five (5) years.

Section 3: President. The president shall preside at all meetings of the membership of the corporation. He/she shall have the power to sign membership cards, to sign and execute all contracts and instruments of conveyance in the name of the corporation with the approval of the Board, and perform all of the duties incident to the office of president.

Section 4: Vice-President. In the absence or disability of the president, the vice-president shall perform the duties and exercise the powers of the president.

Section 5: Secretary. The secretary shall keep the minutes of all meetings of the Board and of the membership meetings of the corporation, and any other meeting to which the secretary is designated by the president to attend, in books provided for the purpose; he/she shall attend to the giving and service of all notices; sign with the president or vice-president in the name of the corporation, all contracts and instruments of conveyance and shall affix the seal of the corporation thereto; and shall have charge of the membership books and such other books and papers as the Board directs.

Section 6: Treasurer. The treasurer shall have custody of all funds and securities of the corporation and shall deposit them in a bank designated by the Board and shall make such disbursements as the Board may authorize. He/she shall keep a true and accurate record of all income and expenditures and submit to the Board an accounting for inclusion in a report to the membership of the corporation.

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Section 7: Employees of the Corporation. The Board shall have the power to employ persons for the proper conduct of the business and activity of the corporation and may delegate such power to them as it sees fit. The Board may enter into such contracts as it deems necessary for the best operation of the corporation and its facilities.

Section 8: Scholarship Fund. If the Board establishes a CTC Scholarship Fund, then any such fund, and the income therefrom, shall be held for and used for the sole purpose of providing scholarships, as determined by the Board or any committee appointed by the Board for that purpose, to deserving Boone County High School graduates.

Section 9: Annual Report. The Board shall submit a financial statement of the corporation at the annual meeting.

ARTICLE V
Amendments

These by-laws may be amended, repealed, or any new by-laws made, by a vote of at least five of the members of the Board at any meeting providing notice of the contemplated by-law change(s) is set out in the notice of the meeting given to the Board.

Adopted this 7th day of November, 2004 as witnessed by the following Board of Director signatures:

Richard M. Hensler
Marc Seep
Jeanne Pagan
Joffe
Amy Gundy
Tom Allen
Linda Fontaine

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AMENDMENT TO BY-LAWS

ARTICLE IV, Section 8 is hereby amended by deleting the phrase "to deserving Boone County High School graduates."

Approved this 5th day of February, 2005 as witnessed by the following Board of Director signatures:

Linda Lafontaine

Joe Duncan

~~Steve Honer~~ Fisher

Amy Chucky

Tom Allen

Marc Lays

Dirk Herster