

RESTATED CONSTITUTION
INDIANHEAD TRACK CLUB
(Adopted April 7, 2003)

Article 1. Object and Purpose. The object and purpose of the Indianhead Track Club is to promote the running, fitness, and healthy lifestyles. The club will do this by organizing and sponsoring competitive and noncompetitive running races, providing resources for runners, and promoting fellowship, companionship, and physical fitness thorough the sport of running.

Article 2. Name. The official name of the club is Indianhead Track Club, Inc., which is a Wisconsin nonprofit corporation. It shall also be known as the Indianhead Track Club.

Article 3. Affiliation. The club may affiliate with one or more national organizations that promote running and fitness.

Article 4. Membership.

- a) Any person may become a member of the club regardless of running ability, age, sex, color, creed, or place of residence.
- b) Annual dues shall be established from time to time by the board of directors.
- c) Payment of dues entitles a person to all rights and privileges of a voting member. A membership year may either be a calendar year or any other 12 month period, as determined from time to time by the board of directors. The board of directors may suspend membership rights and privileges for those persons whose dues are more than 60 days delinquent.

Article 5. Officers.

- a) **Officers.** The officers of the club consist of a president, a vice president, a secretary, and a treasurer, and such assistants as determined from time to time by the board of directors.
- b) **Election.** Officers shall be elected annually for one year terms at the annual meeting of members. The officers will assume their duties on January 1 following their election, and shall hold office until their successors shall have been elected.
- c) **Vacancy.** In the event of a vacancy in an officer position, the board of directors may appoint a successor to complete the unexpired term of office.

Article 6. Duties of Officers.

- a) **President.** The President shall: preside at all meetings, administer the business of the club, and in general promote the activities of the club.

- b) Vice President. The Vice President shall, in the absence of the President, carry out the duties of the President. The Vice President shall also, upon completion of the President's term, become the new President.
- c) Secretary. The Secretary shall: keep accurate minutes of all meetings of the club, maintain records of the club, attention to correspondence for the club, and perform such other duties as may be necessary.
- d) Treasurer. The Treasurer shall: act as custodian of all funds and properties of the club; maintain the monies of the club in one or more accounts in the name of the club in federally insured financial institutions; keep accurate financial record of the club's finances; provide accurate accountings to the board of directors at such intervals as directed by the board, which accountings shall be published in the club's newsletter; and perform such other duties as may be necessary.

Article 7. Board of Directors.

- a) Number of directors; Election. The board of directors of the club shall consist of not less than **11** members. Each President, Vice President, Secretary, Treasurer, and immediate past President shall serve as members of the board of directors. Additionally, at least **6** additional directors shall be elected for one year terms at the annual meeting of members.
- b) Meetings, Quorum. The board of directors shall meet regularly at such times and at such places as it shall determine. Special meetings of the board of directors may be called by any five members of the club. At least three members must be present at any meeting to constitute a quorum. All members are welcomed and encouraged to attend any meeting of the board of directors.
- c) Conduct of Meetings. The President shall preside over all meetings of the board of directors. Any action taken by the board of directors must be approved by majority vote.
- d) Races and other Events. The board of directors shall determine what races, fun runs, picnics, banquets and other events the club shall conduct, and shall schedule the same.
- d) Vacancy. In the event of a vacancy in a director position, the remaining members of the board of directors may appoint a successor to complete the unexpired term of office.

Article 8. Meeting of Members.

- a) Annual Meeting. An annual meeting of all members of the club shall be held in October, November, or December of each year. Notice of the meeting shall be given to all members in the club's newsletter or by such other method determined by the board of directors. At the annual meeting each member shall be entitled to one vote. The President shall preside over the annual meeting and shall give a report to the members on the status of the club. At the annual meeting officers and directors for the

upcoming year shall be elected and such other business as may come before the meeting shall be conducted.

- b) Special Meetings. Special meeting of all members of the club may be called by: the President; the board of directors; any five members of the club. Notice of special meetings shall be given in the same manner as notice of the annual meeting, provided that the notice of a special meeting shall indicate the purpose of the meeting.

Article 9. Race Directors.

- a) Appointment. The board of directors shall appoint one or more race directors for each race that the club sponsors.
- b) Duties. The race director or directors for each race shall: obtain additional sponsors for the race as are necessary; advertise the race; obtain insurance coverage as needed for the race; obtain awards, tee shirts, other prizes, and refreshments for the race; obtain volunteers to assist in conducting the race; coordinate the layout of the race course with local officials; account for income and expenditures for the race; and perform such other duties as are necessary to carry out the race.
- c) Assistance. All club members shall provide assistance for races when requested. All members are expected to volunteer for at least one club sponsored race each year.

Article 10. Committees.

- a) Standing and Special Committees. The President shall appoint standing and special committees as deemed necessary to carry out the functions of the club. The standing committees shall include:
 - 1. Banquet Committee – to arrange for and conduct an annual banquet in January of each year.
 - 2. Newsletter Committee – to publish a club newsletter on a regular basis,
 - 3. Membership Committee – to promote membership in the club.

Article 11. Amendments.

- a) Amendments. This constitution may be amended from time to time by majority vote at any regular or special meeting of members.
- b) Notice of Proposed Amendment. Any proposed amendment to this constitution must be announced at least 30 days prior to the vote taken on the amendment.