

BY-LAWS OF THE
GREATER BOSTON TRACK CLUB, INC.

I – ORGANIZATION

1. Name. This organization is a corporation which shall be known as the Greater Boston Track Club, Inc. (which shall hereinafter be referred to as the "Corporation").

2. Purpose. The Corporation is formed:

To foster national and international amateur sports competition; to support and develop amateur athletes for participation in national and international competition in track and field and long distance running events; to promote health, physical fitness and the opportunity to achieve competitive excellence by encouraging participation in track and field and long distance running events and by organizing and promoting, either by itself or in combination with other organizations and/or individuals, athletic competitions in which both members and others may participate; to educate the public concerning the healthful effects of the pursuit of athletic exercise; to provide instruction and coaching to persons desirous of obtaining such assistance, and to engage in any other activity describes in Section 4(e) of Chapter One Hundred Eighty of the General Laws, provided:

- (1) The Corporation's purposes shall be so interpreted as to be consistent with Section 501(c)(3) of the United States Internal Revenue Code (and successor provisions), no part of its net earnings, if any, shall inure to the benefit of any private shareholder or individual, and the Corporation shall not participate or intervene (by publishing or distributing statements or otherwise) in any political campaign on behalf of any candidate for public office;
- (2) Except to the extent permitted by said Section 501(c)(3) as amended from time to time, no substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

3. Government. The Corporation shall be governed by a majority vote of the Voting Members convened at their annual meeting or at a special meeting. Between meetings the Corporation shall be governed by majority vote of the Directors meeting from time to time.

II – MEMBERSHIP

1. Voting Members. The Voting Members of the Corporation shall be the Directors of the Corporation serving from time to time, and such other persons (including natural persons, corporations and unincorporated associations) elected as Voting Members by vote of the Voting Members or in accordance with such procedures for the election of such members as may be established by vote of the Voting Members.

2. Non-Voting Members. Non-Voting Members may be elected by vote of the Directors serving from time to time.

3. Rights of Members. (a) Voting Members. The Voting Members shall have the right to vote for the election of Directors. They shall have such additional rights as are conferred upon Members by statute.

(b) Non-Voting Members. The Non-Voting Members shall have the right to be kept informed of the activities of the Corporation and the right to be present at all meetings of the Members.

4. Term. A Member shall hold office until the next annual meeting of the Members and thereafter either (a) until a successor is chosen and qualified or (b) until notified by the Clerk of the Corporation that his term as a Member has expired and has not been renewed.

5. Termination of Membership. (a) Any Voting or Non-Voting Member may resign by filing his written resignation with the Board of Directors or with the Clerk of the Corporation.

(b) In addition, the membership of a Voting Member who is also a Director shall terminate when he ceased to be a Director, for whatever reason. Such a former member may thereafter be elected as Voting Member or Non-Voting Member in accordance with paragraphs II (1) and (2), above.

(c) Membership in the Corporation may be terminated at any time (i) in the case of a Voting Member, by a vote of a majority of all existing Voting Members, at any meeting duly held, and (ii) in the case of a Non-Voting Member by a vote of a majority of the Directors then in office, at any meeting duly held; provided that the person affected shall first receive notice of the alleged grounds for removal from the body proposing such removal, a full and fair opportunity to be heard and the right to be represented by the spokesman of his choice, before the body authorized to vote for such removal.

III – MEETINGS OF THE MEMBERS

1. Annual Meetings. The annual meeting of the Members shall be held on the third Tuesday of September of each year beginning with the year 1977 at seven o'clock in the evening at such place as shall be specified in the notice of each such meeting or at such other time and place as the Directors may appoint.

2. Special Meetings. Special meetings of the members entitled to vote may be called by the President, or by a majority of the Directors, and shall be called by the Clerk, or in the case of death, absence, incapacity, or refusal of the Clerk, by any other officer, upon written application of three or more members who are entitled to vote stating the time, place and purpose of the meeting. Upon receipt of such written application to the appropriate officer such officer shall promptly fix a time, not less than four (4) nor more than eight (8) weeks after the call, and a place for the meeting, and shall notify the members not less than three (3) weeks in advance; provided, however, that the Clerk shall not be obliged to honor the call of a meeting by 3 or more members unless such members shall have first deposited with the Secretary a sum sufficient to cover the cost of publication notice.

3. Notice of Meetings. A written notice of every meeting of all members stating the place, day and hour thereof, and the purpose for which the meeting is called shall be given by the Clerk or other person calling the meeting at least seven days before the meeting, by mailing, or by any other means reasonably calculated to reach a representative number of the Members, provided, that no failure to notify any individual Members shall effect the validity of any action by the Members. Notice is deemed given when deposited in the mails, postage paid and properly addressed.

4. Quorum. A quorum at a meeting of the Members shall be the number of Voting Members at least equal to the number of Directors which constitutes a majority of the Board of Directors. When a quorum is present any matter to be acted upon by the members shall be decided by a vote of a majority of the members entitled to vote unless otherwise provided by law, the Articles of Organization or other sections of these By-Laws.

5. Adjournments. Any meeting of the members may be adjourned to any other time and to any other place permitted by these By-Laws by the members entitled to vote and present or represented at the meeting, although less than a quorum, or by any officer entitled to preside or to act as Clerk of such meeting, if no such member is present or represented. It shall not be necessary to notify any member of any adjournment. Any business which could have been transacted at any meeting of the members as originally called may be transacted at adjournment thereof.

6. Voting. Each Voting Member shall have one vote.

IV – BOARD OF DIRECTORS

1. Powers. The Directors may exercise all the powers of the Corporation except such as are required by law or the Articles of Organization or the By-Laws to be otherwise exercised. They shall have the general direction, control, and management of the activities of the Corporation. Except as otherwise provided by the By-Laws, they shall have the power to purchase, lease, and sell such property, and to make such contracts and agreements as they deem advantageous. They may determine their own compensation and the compensation and duties in addition to those prescribed by the By-Laws, of all officers, agents, and employees of the Corporation. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

2. Election. A Board of Directors of not less than three nor more than nine shall be elected by the Voting Members at each Annual Meeting of the members of the Corporation. Nominations may be made in advance of the meeting or at the meeting.

3. Term. A Director shall hold office until the next annual meeting of Members following the selection and qualifications of the Members and thereafter until a successor is chosen and qualified. A Director may resign by delivering his resignation in writing to the other Directors or to the Clerk of the Corporation.

4. Removal. A Director may be removed by vote of a majority of the Board of Directors; provided, that the Board of Directors shall have first given the person affected notice of the alleged grounds of removal, a full and fair opportunity to be heard, and the right to be represented by the spokesperson of his choice.

5. Vacancies. A vacancy in the Board of Directors, however occurring, including a vacancy resulting from the enlargement of the Board, unless and until filled by the Voting Members, may be filled by vote of a majority of the Directors present at any meeting of Directors at which a quorum is present or by appointment by all of the Directors if less than a quorum shall remain in office.

6. Enlargement of the Board. The number of the Board of Directors may be increased at any annual or special meeting by vote of the majority of the Voting Members or by vote of a majority of the Directors present at any meeting of Directors at which a quorum is present or by appointment by all of the Directors if less than a quorum shall remain in office.

7. Meetings. The Directors shall hold a Regular Meeting each year as soon as practicable after final adjournment of the Annual Meeting of members, for the election of the President, and such other officers not elected by the members as they may determine. Special meetings shall be held as often as the needs of the Corporation may in their opinion require. Special meetings of the Directors may be called by the President, Vice President, the Treasurer, or any two or more Directors by delivery of a signed instrument to the Clerk whereupon the Clerk shall promptly fix a time, not less than two (2) nor more than twenty-one (21) days after the call, and a place for the meeting.

8. Notice of Directors' Meetings. Regular meetings of the Directors, including the first meeting of the Board of Directors following the Annual Meeting of the members, may be held without notice if the time and place of such meetings are fixed in the By-Laws or by the Board of Directors. Notice of the time and place of Regular Meetings, if required, shall be given by the Clerk, and of any special meetings by the Clerk or the officer calling the meeting. Notice must be given in writing; and notice must be given in time to enable the Directors to attend, or in any case notice sent by mail or telegraph to a Director's usual or last known place of business or residence, at least seven days before the meeting shall be sufficient. A notice or waiver of notice need not specify the purpose of any special meeting of the Directors.

9. Waiver of Notice. Notice of a meeting need not be given to any Director, if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him.

10. Quorum of Directors. At any meeting of the Directors, a majority of the Directors then in office, shall constitute a quorum. A lesser number than a quorum may adjourn any meeting from time to time without further notice. If a quorum is present, a majority of Directors present may take any action on behalf of the Board of Directors except to the extent that a larger number is required by law, the By-Laws or the Articles of Organization of the Corporation.

If, within ten (10) days after any meeting of the Directors, a majority of the Directors who did not attend that meeting deliver, to an officer of the Corporation who is authorized to call a meeting of the Directors, written notice requesting a meeting of Directors to reconsider specific action taken at the previous Director' meeting on the basis of a quorum of less than a majority of the Directors then in office, the action so taken on that basis shall be subject to such rescission, modification, ratification or further action as may be duly taken at the meeting so called at the request of Directors absent from the previous meeting.

11. Executive and Other Committees. The Directors may elect an Executive Committee from their number, at any regular or special meeting of the Directors, provided that the President and the Treasurer or Assistant Treasurer of the Corporation shall, for their respective terms of office, be members of any Executive Committee and shall be entitled to vote equally with the other members of such Executive Committee. A nominating committee of three or more Voting Members may be appointed by the President to nominate Directors for the Committee; provided, that other Directors may be nominated by the Directors for election to the Executive Committee.

The Directors may, from time to time, appoint one or more other committees, for such special purposes and, consisting of such Directors, Voting Members or other persons, as the Directors shall determine. The Directors may delegate such authority and duties to such committee not in excess of those required for it to function for the special purpose it was created.

Unless otherwise voted by the Board of Directors, any Executive Committee of the Corporation shall have the authority to act in lieu of an on behalf of the full Board of Directors; provided that any action taken by the Executive Committee may be amended or repealed by vote of the Board of Directors at a meeting duly held.

Except as otherwise provided in these By-Laws, the members of any Executive Committee of the Corporation shall serve until the next Annual Meeting of Directors or special meeting in lieu thereof and until their successors are chosen and qualified, and the members of any other committee appointed by the Directors shall have such term as the Directors shall determine.

12. Action of Directors Without a Meeting. Any action require or permitted to be taken at any meeting of the Directors may be taken without a meeting, if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

V – OFFICERS

1. Enumeration. The officers of the Corporation shall consist of a President, Treasurer, Clerk and such other officers, including a Chairman of the Board, one or more Vice Presidents, Assistant Treasurers or Assistant Clerks as the Directors may from time to time elect.

2. Qualifications. The President shall be a Director. No officer need be a member of the Corporation except as provided elsewhere in these By-Laws. Any two or more offices may be held by the same person, provided that the President and Clerk shall not be the same person. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Director to give bond for the faithful performance of his duties to the Corporation in such amount and with such sureties as the Directors may determine.

3. Election. The President, Treasurer, and Clerk shall be elected annually by the Directors at their first meeting following the Annual Meeting of the members of the Corporation. Other officers may be appointed by the Directors at such meeting or at any other meeting.

4. Term. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, Treasurer and Clerk shall hold no office until the first meeting of the Directors following the Annual Meeting of members and thereafter until his successor is chosen and qualified; and all other officers shall hold office until the first meeting of the Directors following the Annual Meeting of members, unless a different term is specified in the vote choosing or appointing them. Any officer may resign by delivering his written resignation to the Corporation President, Clerk or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal. The Board of Directors may remove an officer by a vote of a majority of the entire number of Directors then in office, provided that the Board of Directors shall have first given the person affected notice of the alleged grounds for removal, a full and fair opportunity to be heard, and the right to be represented by the spokesperson of his choice.

6. Vacancy. A vacancy in any office may be filled for the unexpired balance of the term by vote of a majority of the Directors present at any meeting of Directors at which a quorum is present or by appointment by all of the Directors if less than a quorum shall remain in office.

7. Chairman of the Board. If the Directors appoint a Chairman of the Board, he shall, when present, preside at all meetings of the Directors and shall have such other powers and duties as are usually vested in the office of Chairman of the Board or as may be vested in him by the Board of Directors.

8. President. The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Directors have general supervision and control of its business. Unless otherwise provided by the Directors the President shall preside, when present, at all meetings of members and of the Directors (except as provided in section 7 of this Article V).

9. Vice President. The Vice President, or if there shall be more than one, the Vice Presidents in the order determined by the Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

10. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction of the Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities and valuable documents of the Corporation, except as the Directors may otherwise provide.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determine by the Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

11. Clerk and Assistant Clerks. The Clerk shall attend all meetings of the members and Directors, and shall record upon the record book of the Corporation minutes of the proceedings at such meetings. He shall have custody of the record books of the Corporation and shall have such other powers and shall perform such other duties as the Directors may from time to time prescribe.

The Assistant Clerk, or if there shall be more than one, the Assistant Clerks in the order determined by the Directors, shall, in the absence or disability of the Clerk, perform the duties and exercise the powers of the Clerk and shall perform such other duties and shall have such other powers as the Directors may from time to time prescribe.

In the absence of the Clerk and an Assistant Clerk from any meeting, a temporary clerk shall be appointed by the meeting.

12. Other Powers and Duties. Each officer shall, subject to these By-Laws, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his office, and such duties and powers as the Directors may from time to time designate.

VI – MISCELLANEOUS PROVISIONS

1. Fiscal Year. Except as otherwise determined by the Directors, the fiscal year of the Corporation shall end on August 31.

2. Seal. Subject to change by the Directors, the Corporation shall have a seal which shall bear its name, the word, "Massachusetts", and the year of its incorporation, and such other device or inscription as the Directors may determine.

3. Execution of Instruments. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an officer of the Corporation in its behalf shall be signed by the President or the Treasurer if the property subject to such document equals \$2500 or less in value; otherwise both officers shall execute said document, except as the Directors may generally or in particular cases otherwise determine.

4. Corporate Records. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Directors and Voting Members shall be kept in Massachusetts at the principal office of the Corporation, or at an office of the Corporation's Clerk or resident agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any Voting Member for any proper purpose, but not to secure a list of Voting Members for a purpose other than in the interest of the applicant, as a Voting Member, relative to the affairs of the Corporation.

5. Evidence of Authority. A certificate by the Clerk or an Assistant Clerk, or a temporary Clerk, as to any action taken by the Voting Members, Directors, Executive Committee or any officer or representative of the Corporation shall as to all persons who rely thereon in good faith be conclusive evidence of such action.

6. Articles of Organization. All references in these By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

7. Transactions with Interested Parties. In the absence of fraud, no contract or other transaction between this Corporation and any other corporation or any firm, association, partnership or person shall be affected or invalidated by the fact that any Director or Officer of this Corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other organization or person or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or it in any way connected with any person or organization so interested therein; provided that the fact that he individually or as a director, member or officer of such organization is such a party or is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority of such member thereof as shall be present at a meeting of the Board of Directors at which action upon any such contract or transaction shall be taken, any Director may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors of this Corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not so affiliated with an interested organization, provided that any vote with respect to such contract or transaction must be adopted by a majority of the Directors.

8. Tax Exemption. It is intended that the Corporation be treated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and notice shall be given to the Secretary of the Treasury or his delegate as provided in Section 508(a) of said Code. Notwithstanding any other provision in these By-Laws to the contrary, for so long as the Corporation is a private foundation as defined in Section 509 of said Code, all requirements and prohibitions described in Section 508(e)(1) of said Code are applicable to the Corporation; and, without limitation of the foregoing, the Corporation shall act or refrain from acting so as not to subject itself to the taxes imposed by the following sections of the Code, to wit: 4941 (relating to taxes on self-dealing), 4942 (relating to taxes on failure to distribute income), 4943 (relating to taxes on excess business holdings), 4944 (relating to taxes on investments which jeopardize charitable purpose), and 4945 (relating to taxable expenditures).

VII – INDEMNIFICATION

1. Indemnification of Officers and Directors. The Corporation may, by vote of a majority of the Directors not affected or by the members indemnify each of its officers or Directors, or former officers or Directors against liabilities and expenses (other than judgments, penalties, amounts and other liabilities paid or payable to the Corporation) actually and necessarily paid or incurred by him in connection with the defense or settlement of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or Director of the Corporation; provided, however, that no indemnification shall be provided in relation to matters as to which any such officer or Director shall have been adjudged to be liable by reason of his negligence or willful misconduct in the performance of his duties as such officer or Director. As to whether or not an officer or Director was liable for negligence or willful misconduct in the performance of his duties, the Board of Directors of the Corporation, and each officer and Director, may, in the absence of a court adjudication on that point, rely conclusively upon an opinion of legal counsel selected by the Board of Directors.

VIII – DISSOLUTION

In the event of the termination, dissolution or winding up of this Corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed in accordance with the provisions set forth in the Corporation's Articles or so long as it is a private foundation in accordance with Section 507 of the Internal Revenue Code as amended from time to time.

IX – AMENDMENTS

These By-Laws may be amended by the affirmative vote of the Voting Members of the Corporation at any meeting of members, provided that the substance of any proposed amendment is stated in the notice of such meeting. If authorized by the Articles of Organization, the Directors, by a majority of their number then in office, may also make, amend or repeal these By-Laws, in whole or in part, except with respect to (a) the provisions of these By-Laws governing (i) the removal or Directors, (ii) the indemnification of Directors and (iii) the amendment of these By-Laws and (b) any provisions of these By-Laws which by law, the Articles of Organization or these By-Laws, requires action by the Voting Members.

No later than the time of giving notice of the meeting of Voting Members next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all Voting Members, and any By-Law adopted by the Directors may be amended or repealed by the Voting Members.

A true record.

ATTEST: _____

Amendment A

Ability to Provide for Continuity in the Leadership of the Greater Boston Track Club, Inc.¹

If determined by the Board of Directors that the common expiration all Director's Terms as provided in Section IV. 3. Term, of the By-Laws of the Corporation, may result in organizational difficulties caused by the lack of continuity in the strategic or tactical direction of the Corporation, the existing Board of Directors may remedy the potential discontinuity in terms by any one of the following:

1. Voting the President of the existing Board of Directors, with the President of the existing Board of Directors' approval, to become the President Emeritus, or Past-President, of the consequent Board of Directors, in which case the President Emeritus, or Past-President, will have rights, privileges, and authority equal to any newly elected member to the Board of Directors from the Annual Meeting, with the exception that the President Emeritus, or Past-President, cannot hold any other office on the consequent Board of Directors.

2. Voting individuals from the existing Board of Directors, with those individual Board of Directors' approvals, to become automatic members of the consequent Board of Directors, in which case the carry-over members of the Board of Directors will have rights, privileges, and authority equal to any newly elected member to the Board of Directors from the Annual Meeting, including the right to run for any office of that consequent Board of Directors. Without exception, the total number of individuals from an existing Board of Directors that may be voted to automatically serve on the consequent Board of Directors, is limited to be no more than one less than one-half of the number of existing Board of Directors, rounded up to the nearest whole number provided the existing Board of Directors totals an uneven number of members.

At the Annual Meeting and prior to the close of nominations for new Board members, in the event that the number of prospective automatically carried-over members equals or exceed the number of new candidates nominated for the ensuing board, then by volunteering or by lottery draw, the number of prospective automatically carried-over members shall be reduced until the number of nominees exceeds the number of prospective automatically carried-over members. Each previous Board member removed from the prospective automatically carried-over ranks may be nominated for election to the Board, thereby decreasing the number of prospective automatically carried-over members by one (1), while simultaneously increasing the number of nominees by one (1).

3. Voting to hold elections at the next Annual Meeting for nominees to the Board of Directors, consistent with all the provisions of the By-Laws of the Corporation,

¹ As voted by the general membership in attendance at the October 18, 1995, Annual Meeting, allowing the 1995/96 Board of Directors to change the Corporate By-Laws to provide for continuity of leadership.

with the exception that two slates of Board of Directors' elections will be held. The first slate will be for 2-Year Terms, and the second slate will be for 1-Year Terms, with the number of 2-Year Terms, based upon the number of Directors of the existing Board of Directors, and limited to be no more than one less than one-half of the number of existing Board of Directors, rounded up to the nearest whole number provided the existing Board of Directors totals an uneven number of members.