



By-Laws of the Sugarloaf Mountain Athletic Club, Inc. (SMAC)

Being approved by the Membership at the Annual Meeting on Sunday, January 6, 2019 in Hadley, MA, these by-laws shall supersede any previous version of the SMAC by-laws.

Section 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization, Sugarloaf Mountain Athletic Club, Inc.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization. The directors may change the location of said office effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal year. The fiscal year of the corporation shall, unless otherwise decided by the directors, end on December 31 in each year.

Section 2. MEMBERS

2.1 Membership. The Sugarloaf Mountain Athletic Club, Inc. (also referred to here as the “Club” or “SMAC”), is an open membership club. Anyone may join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, competitiveness, or age (minors may be excluded from participation at the discretion of club/event leadership for health, safety, or logistical reasons). Membership in the Club will be on an annual basis starting January 1. Individuals who wish to participate in the activities of this organization shall submit dues annually, complete an annual application for membership, which includes agreeing to follow the Club’s *Code of Conduct*, and sign a waiver of liability for participation in all Club activities. Members found to be in violation of the Club's Code of Conduct, or who have provided false information on their membership application, may be removed from the club by the Board (by two-thirds [2/3] vote of the entire Board). In an urgent situation that affects the health or safety of members, the President may immediately and temporarily suspend a member pending a meeting of the Board.

2.2 Powers and Rights. In addition to the right to elect directors, and such other powers and rights as are vested in them by law, the Articles of Organization, or these by-laws, the members shall have other such powers and rights as the members may designate.

2.3 Annual Meeting. The annual meeting of members is typically held at or around 12:00 pm on the first Sunday in January of each year. The annual meeting may be held at the principal office of the corporation or at such other place as the president, directors, or members shall determine.

No change in the date fixed in these by-laws for the annual meeting shall be made within thirty days before the date stated herein. Notice of any change in the date of the annual meeting shall be given to all members at least twenty days before the new date fixed for said meeting. For the purpose of these rules, notice may be given either in writing or via electronic media. If an annual meeting is not held as provided herein, a special meeting of the members may be held in place thereof, with the same force and effect as the annual meeting. In such case, all references in these by-laws to the annual meeting of the members shall be deemed to refer to such special meeting.

2.4 Regular Meetings. Regular meetings of the members may be held at such places within the United States, and at such times, as the members may determine.

2.5 Special Meetings. Special meetings of the members may be held at any time and any place within the United States. These meetings may be called by the president or by the directors. Special meetings shall be called by the clerk (or in the case of the death, absence, incapacity, or refusal of the clerk, by any other officer), upon the written application of three or more members.

2.6 Call and Notice. For annual and regular meetings, the Board shall give timely notice (of at least twenty days) to the membership of the time, location, and purpose of any such meeting. For special meetings, reasonable notice shall be given to the membership of the time, location, and purpose of any such meeting. Except as otherwise expressly provided, it shall be considered reasonable and sufficient notice to a specific member to be contacted by mail at least forty eight hours in advance, or by electronic or telephonic communication at least twenty-four hours in advance, of such meeting. Whenever notice of a meeting is required, such notice need not be given to a specific member if a written waiver of notice, executed by him or her either before or after the meeting, is filed with the records of the meeting.

2.7 Action by Vote. Each member shall have one vote at the annual meeting. For votes to be taken at the annual meeting, a quorum must be present. For purposes of annual meetings, a quorum shall be defined as 25 or more members, which shall include Board officers and directors at large. When a quorum is present, any question (including election to any office) shall be decided by a majority of the votes properly cast by members either present in person, duly represented, or via electronic ballot, unless otherwise provided by law, the Articles of Organization, or these by-laws. The same rules shall apply at regular or special meetings of the members. (See Section 4.12 for action by vote at meetings of the Board of Directors.)

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISERS, AND FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers, or friends of the corporation, or other such title as they deem appropriate. Such persons shall serve in an honorary capacity and, in such capacity, except as the directors shall otherwise designate, shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4. BOARD OF DIRECTORS

4.1 The Board of Directors shall consist of officers (president, vice president(s), treasurer, secretary, and clerk), and directors at large. All officers and directors at large shall be members in good standing of the corporation. There shall be a minimum of nine different individuals on

the Board at any given time. Within these by-laws, the word "directors" shall refer both to officers and to directors at large, unless otherwise specified.

4.2 Number and Election. The members at their annual meeting shall fix the number of directors and shall elect the number of directors so fixed. At any regular or special meeting of the directors, the Board may increase the number of directors and elect new directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal, or disqualification of one or more directors.

4.3 Tenure. Each director shall hold office until the next annual meeting of members, and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed, or becomes disqualified.

4.4 Powers. The affairs of the corporation shall be managed by the directors, who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the Articles of Organization, or these by-laws.

4.5 Committees. The directors may appoint one or more committees, and may delegate to any such committee or committees any or all of their powers. Unless the directors designate otherwise, committees shall conduct their affairs in the same manner as is provided for the directors in these by-laws. The members of any committee shall remain in office at the pleasure of the directors.

4.6 Suspension or Removal. A director may be suspended or removed with or without cause by vote of a majority of directors then in office. A director may be removed only after reasonable notice and opportunity to be heard.

4.7 Vacancies. Any vacancy in the Board of Directors (except a vacancy resulting from enlargement, which must be filled in accordance with Section 4.1) may be filled by the directors. Each director elected to fill such a vacancy shall hold office for the unexpired term or until he or she dies, resigns, is removed, or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.8 Regular Meetings. Regular meetings of the directors may be held at such places and at such times as the directors may determine. The dates of regular meetings of the directors shall be posted on the SMAC web site or some comparable electronic forum.

4.9 Special Meetings. Special meetings of the directors may be held at any time and at any place, when called by the president of the Board or by any two or more directors.

4.10 Call and Notice.

Reasonable and sufficient notice of the time and place of any special meeting of the directors shall be given to each director. Such notice shall specify the purpose of the meeting. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a specific director to send notice by mail at least forty-eight hours, or by electronic or telephonic communication at least twenty-four hours, before the meeting. Whenever notice of a meeting of the directors is required, such notice need not be given to any specific director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting.

4.11 Quorum. At any meeting of the directors, a majority of the directors then in office shall constitute a quorum, being present either in person, via conference call, or via electronic virtual presence. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.12 Action by Vote. During the course of regular or special meetings of the directors, officers and directors-at-large of the Board shall have one vote each. A quorum must be present (as

defined in Section 4.11) in order for any vote to be taken. Votes shall be taken only after discussion is completed. When a quorum is present, a majority of the directors present and voting shall decide any question, unless otherwise provided by law, the Articles of Organization, or these by-laws. All members of SMAC are encouraged to attend Board meetings and participate in discussions, but only directors shall have a vote, unless the directors present decide on an ad hoc basis that all members present shall have the opportunity to vote on a particular issue.

4.13 Votes Taken in Between Meetings. Certain issues may arise in between scheduled meetings of the directors that may require a vote of the directors. In such cases, a director may circulate a motion to the other directors via email or other electronic medium, and the directors may discuss and vote on the motion electronically. Provided that a quorum of the directors responds within a specified time frame, the vote shall be considered valid.

4.14 Compensation. Directors shall be entitled to receive for their services such amount, if any, as the directors may from time to time determine, which may include expenses of attendance at meetings. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a president, vice-president, treasurer, secretary, and clerk, and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. The clerk shall be a resident of Massachusetts, unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The president, vice-president, treasurer, secretary, and clerk shall be elected annually by the members at their annual meeting. Directors at large shall also be voted on by the members at the annual meeting. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. All officers and directors at large shall each hold office until the next annual meeting of the members, and until his or her successor is chosen and qualified, or until he or she sooner dies, resigns, is removed, or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the directors.

5.4 President. The president shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the members, and at all meetings of the directors, except as the members or directors otherwise determine.

5.5 Vice President(s). The vice president, or vice presidents, shall have such duties and powers as the directors may determine. The vice president, or the first vice president if there is more than one, shall have and may exercise all the powers and duties of the president in the absence of the president, or in the event of his or her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities, and valuable papers, and shall keep full and accurate records thereof. He or she shall have such other

duties and powers as designated by the directors or by the president. He or she shall also be in charge of the corporation's books of account and accounting records, and of its accounting procedures. Annual audits shall be conducted in such manner as approved by the Board of Directors.

5.7 Secretary. The secretary shall record and maintain written or electronic records of all proceedings of the members and directors. These records shall be open at all reasonable times to the inspection of any member. Such records shall also contain the original, or attested copies, of the Articles of Organization and by-laws, any policy statements, and the names of all directors. If the secretary is absent from any meeting of members or directors, a temporary secretary shall be chosen at the meeting and shall exercise the duties of the secretary at the meeting.

5.8 Clerk. The clerk maintains the seal of the corporation, and shall also be available to receive legal communications on behalf of the corporation. The clerk shall sign legal documents as needed.

5.9 Suspension or Removal. Any officer may be suspended or removed with or without cause, by vote of a majority of directors then in office, at any regular meeting or at any special meeting called for the purpose. An officer may be removed only after reasonable notice and opportunity to be heard.

5.10 Resignation. An officer may resign by delivering his or her written resignation to the president, treasurer, or clerk, to a meeting of the members or the directors, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.11 Vacancies. If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed, or becomes disqualified.

Section 6. EXECUTION OF PAPERS

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the corporation shall be signed by the president or by the treasurer, except as the directors may generally or in particular cases authorize the execution thereof in some other manner.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers (of whom one is the president or vice president, and the other is the treasurer or an assistant treasurer), shall be binding on the corporation in favor of a purchaser or other person relying on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, by-laws, resolutions, or votes of the corporation.

Section 7. AMENDMENTS TO THESE BYLAWS

These bylaws may be amended by two-thirds of those voting at an annual meeting, as follows:

(a) a proposed amendment must be submitted in writing to the Club president at least 60 days preceding the annual meeting; (b) the Board by majority vote determines its position for, against, or for with a recommended change; and (c) the Board returns the proposal along with its position to be included in the notice of the annual meeting, at least 30 days before the meeting.

In emergency or extraordinary situations, as defined by the Board, the Board (by two-thirds [2/3] vote of the entire Board) may waive the 60-day submission deadline and bypass the requirement of including the proposed amendment in the notice of the annual meeting. In such emergency cases the Board must communicate the proposed amendment and Board position to the membership at least 15 days prior to the meeting.

A proposed amendment, which has not been recommended by the Board and has been defeated at the annual meeting may not be resubmitted until at least one annual meeting has intervened. The Board determines, in its sole discretion, whether an amendment is sufficiently similar to one previously considered to be governed by this subsection.

An amendment becomes effective upon adoption, unless another date is specified as part of the amendment. The Secretary will amend and post the amended bylaws on the club's website.