

**BY-LAWS OF THE MAINE CORPORATE TRACK ASSOCIATION**

January 16, 2013 Revision

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**ARTICLE I  
NAME**

The name of this corporation shall be the **MAINE CORPORATE TRACK ASSOCIATION** and shall also be designated as **MECTA** hereafter referred to as MECTA or "the Association."

**ARTICLE II  
OFFICES**

The principal office for the transaction of business by **MECTA** is hereby designated as UNUMProvident, 2211 Congress Street, Portland, Maine 04102. THE BOARD OF DIRECTORS, hereinafter referred to as THE BOARD, may change the location of the principal office as they deem necessary.

**ARTICLE III  
PURPOSE**

The purpose of MECTA shall be to:

1. Promote, publicize and encourage physical fitness through track and field;
2. Develop and administer athletic events, particularly track and field events, road racing, cross country events, and the like within and between the MEMBERSHIP. Said events should be administered in such a manner as to minimize the cost to the participants while ensuring high quality;
3. Receive, hold and disperse funds, gifts and the like for these purposes;
4. Enter into, make, perform and carry out contracts for any lawful purpose which is determined by THE BOARD to be consistent with these purposes;
5. Purchase and sell merchandise for promotional and fund raising purposes related to inter-corporate track and field.

**ARTICLE IV  
MEMBERSHIP**

**SECTION 1.** The GEOGRAPHIC JURISDICTION of MECTA shall encompass the State of Maine.

**SECTION 2.** The MEMBERSHIP of this organization shall be open to any company, partnership, joint venture or government entity that conducts business or engages in business activities in the State of Maine. There shall be only one class of MEMBERSHIP in MECTA. Following MECTA's team merger guidelines, up to three companies, partnerships, joint ventures or government entities; may combine together to form one MECTA membership.

**SECTION 3.** Each MEMBER in good standing must pay, within the time and on the conditions set, an initiation fee and/or annual dues in the amounts to be fixed by THE BOARD. The initiation fees and/or dues shall be equal for all MEMBERS. If entities combine to form one MEMBERSHIP, initiation fees and/or dues must be paid by each entity.

**SECTION 4.** MEMBERSHIP shall be terminated upon occurrence of any of the following events:

1. Failure to pay initiation fees and/or dues within the time set;
2. Determination by THE BOARD that the member has failed in a material and serious degree to observe the By-laws or rules governing participation in events sponsored by MECTA. The actions of THE BOARD to terminate a member under this clause may be overturned by a majority vote of the MEMBERSHIP present and voting at any REGULAR or SPECIAL MEETING;
3. The entity no longer fulfills the requirements of membership as stipulated in SECTION 2 of this ARTICLE.

**SECTION 5.** Any MEMBER expelled from MECTA shall receive no refund of dues or assessments paid.

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**SECTION 6.** Any entity eligible for MEMBERSHIP in MECTA that has had its MEMBERSHIP terminated under provisions of Article IV, Section 4, Clause 2 may reapply for MEMBERSHIP after having been excluded from membership for one entire track season.

**SECTION 7.** THE BOARD shall meet to review violations of MECTA rules and shall determine appropriate sanctions.

## **ARTICLE V PARTICIPATION IN MECTA ACTIVITIES**

Participation in MECTA activities shall be limited to REGULAR EMPLOYEES of MEMBERS. For purposes of these By-laws, REGULAR EMPLOYEES shall be determined to include:

1. One who is on the MEMBER'S payroll, a minimum of twenty hours a week, or
2. One who is eligible for and receives the benefits programs provided by the MEMBER to its employees as part of their employment agreement, or
3. One who owns and directs the activities of a MEMBER entity, or
4. One who has retired from a MEMBER, or
5. Contractors and consultants whose primary work has been at the member company for forty-five days prior to a meet.

To accomplish the purposes of MECTA as outlined in ARTICLE III of these By-laws, the MEMBERSHIP may vote to allow individuals other than REGULAR EMPLOYEES to participate in MECTA activities.

## **ARTICLE VI OFFICERS AND THE BOARD**

**SECTION 1.** MECTA shall be governed by THE BOARD, which hereby is charged with powers and responsibilities to:

1. Schedule, conduct and administer all activities of MECTA;
2. Enter into such contracts as may be necessary to accomplish the purposes of MECTA as articulated in ARTICLE III of these By-laws;
3. Represent MECTA in all matters not expressly reserved for the MEMBERSHIP;
4. Purchase, distribute and maintain such personal property as is required to accomplish the purposes of MECTA as articulated in ARTICLE III of these By-laws;
5. Delegate its powers and responsibilities to the OFFICERS of MECTA as deemed necessary to accomplish the purposes of MECTA as articulated in ARTICLE III of these By-laws;
6. Establish rules of conduct for all MECTA activities and sponsored events.

**SECTION 2.** The MEMBERSHIP by affirmative vote of two-thirds of those present and voting at an ANNUAL, REGULAR or SPECIAL meeting may overturn any action taken by THE BOARD except as stipulated elsewhere in these By-laws.

**SECTION 3.** THE BOARD shall consist of four officers (President, Vice President, Secretary, and Treasurer) and two additional members. The duties of the officers are as follows:

1. **PRESIDENT** - who shall be empowered to preside at all meetings of THE BOARD and who shall be the chief executive of MECTA. The PRESIDENT shall have responsibility to see that all orders and resolutions of the MEMBERSHIP and THE BOARD are carried into effect. The PRESIDENT may call special meetings of the MEMBERSHIP or of THE BOARD when necessary and subject to the requirements stipulated herein. The PRESIDENT shall be an ex officio member of all committees established by THE BOARD.
2. **VICE PRESIDENT** - who shall, in the absence or disability of the PRESIDENT or upon the request of the PRESIDENT, have all powers to perform all duties of the PRESIDENT.

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3. SECRETARY - who shall have responsibility to give notice and keep minutes of all meetings of THE BOARD and of the MEMBERSHIP. The SECRETARY also shall distribute correspondence, minutes of all meetings and MEMBERSHIP information as stipulated herein.
4. TREASURER - who shall have responsibility to collect all moneys and other valuables in a prompt fashion in depositories designated by THE BOARD and pay all bills of MECTA as stipulated by THE BOARD or the MEMBERSHIP.

**SECTION 4.** THE BOARD shall be elected by majority vote of MEMBERS present and voting at the ANNUAL MEETING of MECTA. Uncontested positions of THE BOARD will be filled by a majority affirmative vote of the MEMBERSHIP present and voting at the ANNUAL meeting of MECTA. To be eligible for election to THE BOARD, an individual must be eligible to participate in MECTA events as stipulated in ARTICLE V of these By-laws. Any MEMBER of MECTA can nominate eligible individuals for election to THE BOARD. It is the goal of MECTA to have six different MEMBERS represented on THE BOARD, but it is not required.

**SECTION 5.** Members of THE BOARD shall be elected to serve a term of office of two years or until their successor has been duly elected from the elected members of THE BOARD, except:

1. If an individual is elected to serve the remaining portion of a vacating BOARD member's term, the tenure of that term shall be limited to the remaining portion of the vacating BOARD member's term or until a successor is duly elected.

**SECTION 6.** A member of THE BOARD shall be considered to have vacated his/her BOARD membership if:

1. Said BOARD member sends a letter of resignation to the President or Vice President of MECTA;
2. Said BOARD member ceases to be eligible to participate in MECTA activities as stipulated in ARTICLE V of these By-laws for a period in excess of ninety days; or
3. Said BOARD member is removed from BOARD membership by a two-thirds affirmative vote of the MEMBERSHIP present and voting at an ANNUAL, REGULAR or SPECIAL meeting of MECTA.

**SECTION 7.** BOARD members shall receive no salary or compensation by MECTA. Expenses incurred by BOARD members may be reimbursed as stipulated by a majority affirmative vote of the MEMBERSHIP at an ANNUAL, REGULAR or SPECIAL meeting.

## **ARTICLE VII COMMITTEES**

The BOARD or the MEMBERSHIP may establish and empower any committees it deems necessary so long as their purpose, duties, responsibilities or powers are not inconsistent with the provisions of these By-laws.

## **ARTICLE VIII MEETINGS**

**SECTION 1.** The meetings of MECTA shall consist of:

1. An ANNUAL meeting of the MEMBERSHIP at which time the size of the initiation fees and/or dues may be set. There shall be an election of all OFFICERS and of those members of THE BOARD whose terms have expired or are scheduled to expire within thirty days at the ANNUAL meeting. By-laws can be amended at an ANNUAL meeting as stipulated in ARTICLE XII of these By-laws. Any business that may be transacted at a REGULAR or SPECIAL meeting of MECTA can also be transacted at an ANNUAL meeting. The ANNUAL meeting shall take place in OCTOBER at a time and place set by THE BOARD and communicated in writing to THE MEMBERSHIP at least thirty days in advance. Twenty-five percent of the MEMBERSHIP shall constitute a quorum for ANNUAL meetings.
2. REGULAR meetings of MECTA at which the MEMBERSHIP can fill vacated terms of OFFICERS or members of THE BOARD. Any actions not stipulated to occur at the ANNUAL meeting may take place at a REGULAR meeting. At least seven days written notice shall be given to all MEMBERS of any REGULAR meeting. Twenty-five percent of the MEMBERSHIP shall constitute a quorum for REGULAR meetings.
3. SPECIAL meetings of MECTA at which the MEMBERSHIP can fill vacated terms of OFFICERS or members of THE BOARD. Any actions not stipulated to occur at the ANNUAL meeting may take place at a SPECIAL

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meeting. SPECIAL meetings shall be held only when the urgency of business makes it impractical to call a REGULAR meeting. Seventy-two hours notice must be given to all MEMBERS of any SPECIAL meeting. Twenty-five percent of the MEMBERSHIP shall constitute a quorum for SPECIAL meetings.

**SECTION 2.** The meetings of THE BOARD shall occur at a place and time determined by THE BOARD. At these meetings all members of THE BOARD will have equal voting power. All meetings of THE BOARD shall be open to all MEMBERS of MECTA. The time and place of all meetings shall be communicated to all MEMBERS and members of THE BOARD at least seventy-two hours in advance. Quorum for all meetings of THE BOARD shall be two-thirds of those currently serving in their term of office.

**SECTION 3.** Each MEMBER shall appoint a REPRESENTATIVE who shall have voting power for the MEMBER entity. Each MEMBER is entitled to one vote in all MECTA ANNUAL, REGULAR and SPECIAL meetings. A MEMBER may appoint proxies as deemed necessary. Proxies shall have the same voting power as the REPRESENTATIVE. A MEMBER may choose to vote by conference call.

**SECTION 4.** New MEMBERS may not vote at ANNUAL, REGULAR or SPECIAL meetings until initiation fees and/or dues are paid. Existing MEMBERS may vote provided that initiation fees and/or dues for the previous season have been paid and continue to be paid at the beginning of each new season. Members of THE BOARD, who do not have teams, are not required to pay any initiation fees and/or dues to be eligible to vote.

**SECTION 5.** THE BOARD may set the time and place of REGULAR meetings of MECTA. THE BOARD also must schedule a REGULAR or SPECIAL meeting to occur within thirty days of receipt by the PRESIDENT of a request for such a meeting if signed by REPRESENTATIVES of twenty percent of MEMBERS of MECTA.

## **ARTICLE IX RULES OF ORDER**

All ANNUAL, REGULAR and SPECIAL meetings of MECTA and all meetings of THE BOARD shall be conducted by Robert's Rules of Order, Newly Revised.

## **ARTICLE X INFORMATION SHARING**

**SECTION 1.** The minutes of all meetings of MECTA and of THE BOARD shall be distributed to all MEMBERS and members of THE BOARD within seven days following said meeting. Said minutes shall contain information concerning all decisions made, rules of conduct established or monies expended.

**SECTION 2.** Each MEMBER is entitled to receive upon written request to the SECRETARY a current listing of all MEMBERS of MECTA and all REPRESENTATIVES along with their addresses and phone numbers. Said listings shall be distributed at no cost to the MEMBER and should be sent within seven days.

**SECTION 3.** MEMBERS, members of THE BOARD and OFFICERS are prohibited from selling or distributing the MEMBERSHIP listings of MECTA to any person not expressly authorized to receiving it by THE MEMBERS at an ANNUAL, REGULAR or SPECIAL meeting.

## **ARTICLE XI FINANCIAL RECORDS**

Financial records, kept by the TREASURER, will be available to MEMBERS at seventy-two hours notice. The TREASURER will prepare a financial report for presentation at the ANNUAL meeting.

## **ARTICLE XII AMENDMENTS TO THESE BY-LAWS**

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These By-laws may be amended by:

1. A twenty-five percent affirmative vote of those MEMBERS present and voting at an ANNUAL meeting.
2. A majority vote of those MEMBERS present and voting at an ANNUAL, REGULAR, or SPECIAL meeting.

All proposed amendments to the By-laws must be sent to all MEMBERS at least thirty days before an ANNUAL, REGULAR or SPECIAL meeting. Proposed By-law amendments may be further amended at an ANNUAL, REGULAR or SPECIAL meeting without complying with the thirty day notice requirement provision of this ARTICLE.<sup>1</sup>

<sup>1</sup> Revision history: These By-laws were revised on 4/21/98, 2/18/03, 10/18/06, and 1/16/13.

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