

BY-LAWS
OF THE
STATEN ISLAND ATHLETIC CLUB, INC.

ADOPTED SEPTEMBER 9, 2019

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ARTICLE I – NAME

The name of this corporation shall be the "Staten Island Athletic Club, Incorporated," hereafter referred to as "this corporation," "corporation," "SIAC," "the Club," or "this Club."

ARTICLE II – OBJECTIVES

- A. The prime object of the corporation shall be the promotion and encouragement of short and long distance road and trail running, track and field, and other amateur athletics, including the fostering of local, national and international amateur competition and the education of the community on the benefits of physical fitness and sport, in the borough of Staten Island.
- B. The Corporation is organized and shall be operated exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. In furtherance of ARTICLE II.A this corporation may hold championships, races on the road, trails or track, sporting events, time trials, social and fun runs, fund raise, provide scholarships, lecture demonstrations and social events, print and publish books, magazines and newsletters, make awards, and do all such other things as may be conducive for the encouragement of running and amateur athletics. The Club supports the development of runners of all ages and abilities in pursuit of health and competition.
- D. Other objectives are to engage in community activities, to publicize by appropriate means the benefits of competitive amateur athletics, and to coordinate with other agencies advocating running as a means of physical fitness.

ARTICLE III – AFFILIATION

This club shall be a chapter of the U.S.A. Track & Field (USATF) organization and all measures adopted by the body shall be considered by this corporation.

ARTICLE IV - ORGANIZATION AND MEMBERSHIP

- A. SIAC shall consist primarily of individuals who promote the running and fitness purposes described above and have an interest in promoting running as a sport and as healthful exercise.
- B. Anyone can join the Club without regard to race, creed, color, national origin, gender, sexual orientation, physical condition, or age. Minors may be included in membership/participation only by signed parental/legal guardian consent; the Club reserves the right to require proof of Parental relationship and/or Legal Guardian.
- C. The only requirement for membership shall be the payment of dues.
- D. To obtain membership, the candidate's written application may be accepted at any time by a member of the Board. After receiving the application, the officers notify the applicant of membership status.
- E. Membership in the Club will be on a calendar year basis.
- F. New members shall be subject to whatever fees exist at the time of membership, subject to a pro rata change by the Treasurer.

- G. **Types of Membership.** SIAC may have the following class of members with the corresponding rights, privileges as set forth herein:
1. **Individual Member:** The right to vote at meetings of the membership.
 2. **Family:** Individuals listed on application will be entitled to all privileges of Individual Members except voting privileges; each Household will be entitled to two votes at meetings of the membership.
 3. **Complimentary:** No dues; designated annually by the President; entitled to all the privileges of Individual Members except voting privileges.
 4. **Honorary:**
 - i. No dues - lifetime membership; given to those for their service to the Club or contribution to the sport; designated by the President subject to ratification by the Board; entitled to all the privileges of Individual Members; shall have the right to vote and hold office.
 - ii. Pursuant to the process provided in the by-laws, persons of notable ability and who are in sympathy with the objects of this corporation may have honorary membership conferred upon them. The manner of conferring honorary membership shall be as follows:
 1. A written proposal to confer honorary membership shall be submitted to the Board with the name of the person upon whom honorary membership is to be conferred and state the reason thereof. The Board will bring the proposed honorary membership to the members for discussion and vote.
 5. **Life members:** Active members with membership of 10 years or more, and have turned 80 years old, shall be eligible to become Life Members; they have the right to vote and hold office.
- H. **Rights of Club Members:**
1. May participate in all club functions, including workouts, social affairs, and meetings.
 2. Are entitled to one complimentary piece of club merchandise designated by the Board.
 3. May purchase whatever club merchandise is in the online store, and utilize discount codes as available for other online retailers.
- I. **Responsibilities of Members.** Club members are expected to:
1. Assist with club races and functions as needed.
 2. Wear the club uniform to races.
 3. Represent the club appropriately in the running community and to the general public.
- J. All new applicants and present members shall be in good standing with the relevant governing body as it pertains to specific competitive races.
- K. Members shall comply with SIAC by-laws, rules, policies and procedures governing membership.
- L. Individuals who wish to participate in the activities of this corporation shall submit dues annually, agreeing to follow the Club's Code of Conduct, sign a waiver of liability for participation in all Club activities and agree to abide by the provisions set forth by these by-laws.

- M. **Default and Termination of Membership.** Any member who has not paid his/her dues within 90 days of January 1, shall be subject to probationary status. Any member placed on probation shall have his/her name brought before the Board, which can recommend action appropriate to each individual case.
- N. **Removal.** A Member may be removed for cause by a unanimous vote of the entire Board. For purposes of these by-laws, “cause” shall mean any of the following:
1. Conviction of a felony involving dishonest acts;
 2. Any willful and material misrepresentation of the Club;
 3. Any behavior or action that directly violates the purpose of the club;
 4. Any other action which the Board has determined to be in direct conflict with the purpose of the Club and which the Board feels will affect the Club and/or its members.

ARTICLE V – MANAGEMENT AND GOVERNANCE

- A. The governance of this corporation shall be vested in a Board consisting of elected Officers - A President, a Vice President, a Treasurer, a Secretary and a Senior Fun Run Coordinator shall constitute the official personnel of the corporation.
- B. Each Board member must be at least eighteen (18) years of age.
- C. Board members will be those club members in good standing who have attended at least four (4) general membership meetings per year, receive a majority vote of members present at the meeting at which their appointment to the Board is moved, and not be a current member or Officer of a competing running club.
- D. Term of Office:**
1. Term of office for elected officers shall be for one (1) year beginning with the Club’s January meeting until the December meeting, but in no case longer than fifteen (15) months.
 2. Offices filled by resignation shall also expire at the time of the Club’s December meeting.
- E. Elections:**
1. Officer positions will go up for nomination at the November membership meeting with an election to be held at the December meeting.
 2. An officer may be re-elected to the same office or to a different office.
 3. Officers shall be elected by majority vote of members in good standing, present at the December meeting.
 4. Each open position is voted on separately and is filled by the candidate receiving a majority of votes cast. When more than two candidates are nominated and a majority vote is not reached on the first ballot, the candidates having the two highest number of votes are put on a ballot for a runoff.
 5. Election of Board members shall be conducted by ballot. The Secretary shall ensure that all members in good standing and present, have the opportunity to cast a ballot.
 6. If a member running for a particular office runs unopposed, the deciding vote will be cast and recorded by the Secretary.
 7. Anyone holding an individual membership is entitled to one vote; those holding family memberships are entitled to two votes, but said votes are not to be cast by

the same person.

8. The President shall appoint the captains to act as “Inspectors of the Election” who shall at the conclusion of balloting certify in writing the results. No inspector of the election shall be a candidate for office.

9. Procedural Requirements:

- a. A majority vote of the members in good standing and present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing a by-laws amendment.
- b. A quorum shall consist of twice the number of elected officers plus one. No official meeting shall be held unless a quorum is present.

10. Board Responsibilities:

- a. The Board is the governing authority and has total oversight over the management of the Club’s affairs. It carries out all the objectives and purposes for which the Club is organized. This general mandate includes, but is not limited to, setting Club policy, financial oversight, strategic planning, fundraising, recruiting candidates for Board service, determining and monitoring the Club’s programs and services, elevating the Club’s public image, and hiring of any independent contractors. The Board shall meet at least once quarterly or more often, as determined by the President.
- b. The Board sets policies on all disputes and grievances.
- c. The Board may delegate to specific officers and committees the powers provided for in these by-laws.

11. Duties of the President:

- a. The President will conduct and chair meetings, coordinate committees, officiate at all club functions, call general monthly meetings and shall act as a member ex-officio of all committees. The President may call emergency meetings of the Board at any time. The emergency meeting may be held electronically provided a majority of the Board members are available;
- b. provides leadership to the Board by proposing policies and practices;
- c. presides at all Board meetings and membership meetings;
- d. oversees all of the SIAC provisions, objects and purposes
- e. appoints the members (including chairpersons) of committees and task forces;
- f. recommends to the Board the creation and disbanding of temporary committees;
- g. is an ex-officio member of each committee except the Nominating Committee;
- h. reports on the state of the club at the January meeting;
- i. delegates or assigns specific functions or program responsibilities to other members of the Board; and
- j. performs all other duties that pertain to the office or that may be specified in these by-laws or specified by the Board.

12. Duties of the Vice President:

- a. In the absence of the President or in the event of the President's disability or refusal to act (as agreed upon by at least a majority of the Board), the

Vice President performs the duties of the President, and when so acting, has all the powers of and is subject to all restrictions of the President as if he/she has been elected. The Vice President also discharges such other duties as may from time to time be required of the Vice President by the President or by the Board. In addition, the Vice President shall either (1) oversee the permanent committees of the corporation, or (2) serve as a race director for at least one of the club's annual events.

- b. It is the duty of the Vice President to take the chair upon the President withdrawing from the proceedings. Upon the resignation of the President, the Vice-President shall succeed immediately as President with all powers of the President until the next election.
- c. The Vice-President shall be in charge of membership, the collection of membership dues and keeping a complete roll of members.

13. Duties of the Treasurer:

- a. the Treasurer will handle all financial matters of the club;
- b. ensures that SIAC finances are managed according to generally accepted accounting principles (GAAP) for non-profits and that funds are secured, deposited, invested, spent and reported according to the Board's policies and procedures;
- c. shall be one of the officers who signs checks for the corporation;
- d. is responsible for timely filing of tax returns; and
- e. may recommend that any or all of the above duties be delegated to volunteers or independent professionals as the Board may choose, provided, however, that the Treasurer is responsible for oversight of such tasks.

14. Duties of the Secretary:

- a. The duties of the Secretary shall be the handling of all official internal and external correspondence, filing all records and communications, and the recording of all the proceedings of the specific meetings, committees, and all business in general that comes before and is disposed of by the corporation. He/she shall, as a member, be ex-officio of all committees. The Secretary is also responsible for:
 - b. recording the minutes of all Board and membership meetings;
 - c. effectively managing and authenticating the SIAC records;
 - d. verifying the voting list for the December meeting;
 - e. counting ballots at the December meeting;
 - f. presenting to the membership at any meeting any correspondence addressed to the corporation;
 - g. submitting to the Board any communications addressed to the Club;
 - h. keep complete and correct records and books of account for the club, including minutes, which shall contain a copy of the club's 501(c)(3) status, a copy of these by-laws and all minutes of membership, Board and committee meetings; and
 - i. all other duties normally associated with the office of Secretary.

15. Duties of the Senior Fun Run Coordinator:

- a. The Senior Fun Run Coordinator will plan and coordinate each fun run

and at least one race that the club sponsors, along with fellow fun run coordinators and/or additional race committee members.

- b. In addition, it is the responsibility of said coordinator to report at the monthly meeting on the weekly sponsored club fun run activity; and
- c. fulfill the functions assigned by the President, and as may be set forth in these by-laws.

16. Board meetings:

- a. The Board holds at least one regular meeting each quarter, as called by the President. Additional (special) meetings may be called (a) by the President or (b) at the written request of at least one-third of the Board.
- b. Each Board member is notified in writing of the time and place of a meeting at least ten calendar days prior to the meeting.
- c. Quorum. A majority of the Board members sets quorum for the transaction of business. The act of the majority of those present and voting is binding.
- d. Board members may attend a meeting by telephonic or similar equipment by means of which everyone participating in the meeting can hear each other. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.
- e. The Board may act without meeting in person if consent, in writing, setting forth the action so taken, is signed by all of the Board members. The consent must show the Board member's signatures.
- f. In the case of an emergency, including but not limited to a death, financial constraint, permitting requirement, safety requirement, etc., the Board may act without the consent of the membership. After acting, the Board must inform the general membership within seven calendar days.

17. Vacancies:

- a. No vacancy created by the resignation of a Board member may be filled until the resignation has been submitted in writing to the President.
- b. If the office of the President becomes vacant, the Vice President automatically becomes President to fulfill the unexpired portion of the term. If the Vice President declines the position, the Vice President convenes a special meeting of the Board to elect a person to fulfill the unexpired portion of the term. The meeting must take place within 30 days after the vacancy has occurred.
- c. The President fills any vacancy in other Board positions with an eligible person, although the Board may, by majority vote, overrule any particular choice. That person fulfills the unexpired portion of the term.

18. Removal from Office:

- a. As determined by a majority vote of the other Board members, an officer may be removed from office for:
 - i. missing two consecutive regular Board or membership meetings without an excuse approved by a majority of the Board;
 - ii. illegal activity;
 - iii. violating the conflict of interest policy of these by-laws; or
 - iv. not carrying out or fulfilling the duties of the position.
 - v.

19. Resignations:

- a. A Board member may resign from office at any time.
- b. All resignations of officers shall be made in writing and presented to the remaining officers but no resignation shall cancel the dues of a member for that calendar year.

ARTICLE VI – CODE OF CONDUCT

A. Members shall:

1. Conduct themselves in a manner that will ensure a welcoming, respectful and comfortable Club environment for all. Show respect to your fellow club members, volunteers, event staff, spectators and members of the community, at all times.
2. Practice proper race etiquette at all times, including maintaining awareness of your surroundings and of the announcements and instructions from event officials.
3. Not engage in any verbal or actual misconduct that is abusive, harassing, insulting, or offensive. Refrain from using negative or derogatory language when interacting with teammates, other running clubs, participants at club events, group runs, races, activities, social events, clinics, seminars, or via the Internet in public forums and social media sites.
4. Never make unwanted sexual or physical contact with other members.
5. Never yell, taunt, or threaten physical violence upon another member of the club, a volunteer or event spectator.
6. Respect the age, religion, ethnic background, gender and sexual orientation when interacting with teammates, other running clubs, participants at group runs, races, activities, social events, clinics, seminars, or via the Internet in public forums and social media sites.
7. Behave in a manner that is safe, and does not put themselves or others at risk of physical harm or legal liability.
8. Observe and obey all rules and regulations governing each respective event, including those governing the sale or transfer of race bibs, and running without a race bib (banditing).
9. No member shall benefit from, or participate in, any conflict of interest involving the Club, including but not limited to bidding, providing services, purchasing, securing and using permits, etc.
10. Members are asked to immediately report any inappropriate actions or behaviors, in writing, to the President.
 - a. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation.

ARTICLE VII – PRIVACY POLICY

- A. The only people with access to the full contact information of our members are the Board and captains.
- B. Information collected during registration is used solely for club-related purposes and is not shared with outside corporations without a member's express consent.
- C. Members should not use or share the contact information of other members without their express consent.
- D. The SIAC Insiders Facebook group is for members only. Those who request to join the group are manually approved by the administrators after cross-checking their information with our roster.

ARTICLE VIII — DUES

- A. **Annual Dues.** The annual dues rate for the Club membership will be set on an annual basis by the Board and shared annually with the membership as part of the regular join and renew process for the Club.
- B. **Payment of Dues.** Dues shall be payable for a calendar year.

ARTICLE IX – MEETINGS OF THE GENERAL MEMBERSHIP

- A. The corporation shall hold twelve (12) meetings each year on the first Monday of the month.
- B. Meetings shall be called to Order by the President. An agenda shall be provided prior to commencement of the meeting. The President will call for a Motion to Adjourn; once a Motion is made it must be seconded and a meeting shall be considered complete. Meeting Minutes shall be produced shortly after any and all Membership Meetings and every and all Board Meetings.
- C. **Special Meetings.** Upon written request of $\frac{1}{4}$ of the members of this corporation, or by decree of at least one officer and the President, a special meeting may be called. Other meetings may be conducted as deemed necessary by the President. Minutes shall be sent out.
- D. **Notice.** Written notice stating the location, day and time of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than seven nor more than ten days prior to the date of the meeting to each member club and other members entitled to vote at the meeting.
- E. **Voting.** At any meeting of the Members, each Member present in good standing shall be entitled to one vote. Voting may be by voice, by hand or in writing, determined by the presiding Officer of the meeting. Any vote for Officers shall be by written ballot. No voting by proxy shall be allowed.

ARTICLE X - STANDING AND AD-HOC COMMITTEES

- A. The Board has the authority to create committees and ad-hoc task forces, appoint members, and dissolve committees and task forces as it deems appropriate to carry out the purpose of the Club. The Board will define the duties and deliverables for all committees and task forces and outline the performance expectations for all members of a committee or task force. All committee and task force members serve for one year or a term as defined by the Board of Directors. The Board is kept informed of the activities and progress of all committees and ad-hoc task forces, and the Board has oversight duties in regard to the final outcome approval, acceptance or rejection, ratification of the actions of a committee or task force.
- B. **Permanent committees.** Anyone who has been a member in good standing of the corporation for at least one year may join a committee. Officers of permanent committees shall attend the meetings of the Board as a non-voting participant.
 - 1. **Fundraising Committee.** chaired by the Treasurer; oversees all fundraising for the club, including the scholarship fund; also oversees any fundraising event planned by the club, as well as the formation of the annual budget proposed to the Officers and the club;
 - 2. **Communications Committee.** chaired by the Secretary; oversees all updates to the website, all print and digital materials, and any promotional efforts for the club;
 - 3. **Outreach Committee.** chaired by the Vice President; oversees all publicity with print and digital press, and recruitment efforts of the club;
 - 4. **Race Committee.** chaired by the Senior Fun Run Coordinator; oversees the weekly Fun Run, as well as all other race-related events .
- C. **Ad-Hoc committees.** All ad-hoc committees, proposed by the Board, are chaired by the President.
- D. **Quorum.** A majority of a committee constitutes a quorum, and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board.
- E. The Board may eliminate or add permanent committees at its discretion.

ARTICLE XI - FINANCES

- A. This is a non-profit corporation, and therefore dues, race entry fees and other monies received by the club will be spent entirely for carrying out the stated purposes of SIAC.
- B. The members of the Board of SIAC shall serve without salary, and no part of the net earnings of the club shall inure to the benefit of its officers, individual members of the club, or other private persons, provided, however, that SIAC may make payments and distributions to third-parties in furtherance of the purposes set forth in ARTICLE II, including payments to defray the reasonable operating expenses of SIAC. The Board may authorize for reimbursement, in accordance with SIAC's policies on reimbursements, the reasonable expenses incurred by members of the Board in the performance of their duties. The Board shall maintain a conflict of interest policy and

require each Board member to complete annually a disclosure statement, which statement shall be reviewed annually by the Board.

- C. Members using club funds for any purpose shall give a full record of expenditures to the Treasurer and will be reimbursed for out of pocket expenses provided a full record of expenditures and receipts are provided.
- D. This club shall be empowered to participate in fundraising activities.
- E. **Expenditures.** Any expenditure over \$300 must be approved by the Board.
- F. **Charitable donations.** Defined as giving of funding without an expectation of consideration. Donation to any one corporation shall be limited to \$250 per calendar year. Donations for the year shall not exceed \$1,500.
- G. **Sponsorships.** Defined as giving of funding to promote SIAC in return for consideration, shall be limited to \$1,500 annually.
- H. Any payment to a member of the corporation for professional services must be approved in advance by the Board, in compliance with established conflict of interest rules
- I. The Board shall hire and fix compensation of any and all service providers that they in their discretion may determine to be necessary to conduct of business of the corporation.
- J. **Contracts.** The Board may authorize the President and/or any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of SIAC.
- K. **Checks.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SIAC are signed by authorized officers and in accordance with policies and procedures adopted by the Board.
- L. **General Funds.**
 - a. All monies are deposited to the credit of SIAC in banks that are members of or whose deposits are insured by the Federal Deposit Insurance Corporation or other government insurance agency.
 - b. The President and Treasurer reviews the status of the general fund at least quarterly. At the same time, they review a forecast of estimated deposits and disbursements for the succeeding quarters. If the President and the Treasurer determine that the balance of general funds exceeds the amount required for routine operating expenses, then the excess funds may be invested as authorized by the Board.
- M. No loans shall be made by SIAC to the members of the Board.

ARTICLE XII - TAX STATUS REQUIREMENTS

- A. Notwithstanding any other provision of this Certificate, the Corporation is organized exclusively for charitable purposes, and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code, and in connection therewith:
 - a. the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any director, officer or other private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;

- b. no substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in, including the publication or distribution of statements regarding, any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation will not engage in any other activities that would cause it to be characterized as a corporation, as defined in Treasury Regulation §1.501(c)(3)-1, promulgated under the Code; and
- c. the Corporation shall not engage in or include among its purposes any activities not permitted to be carried on by either a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or a corporation to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE XIII – DISSOLUTION

Upon the dissolution of the Corporation, assets and property of the Corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to such charitable corporations as shall qualify under the Code, or the federal government, or to a state or local government, for a public purpose.

ARTICLE XIV – INDEMNIFICATION

- A. To the full extent authorized under the laws of New York State, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any by-law, agreement, resolution of the Board, or otherwise.
- B. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

- C. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XV – AMENDMENTS AND CHANGES TO BY-LAWS

- A. The Board may amend these by-laws by majority vote of members in good standing at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected shall be given to the membership seven (7) days prior to any regular or special meeting.
- B. All voting rules outlined in ARTICLE IX.E shall apply to all votes on proposed amendments and changes to the by-laws.
- C. An amendment becomes effective upon adoption, unless another date is specified as part of the amendment.

ARTICLE XVI – APPLICABLE LAWS AND RULES

Nothing in these by-laws shall be interpreted to contravene the laws of the State of New York, the United States, or the constitution or by-laws of U.S.A. Track and Field.

ARTICLE VII - CERTIFICATION OF ADOPTION OF BY-LAWS

I do hereby certify that the above stated by-laws of the Staten Island Athletic Club were approved by the SIAC Board and membership on September 9, 2019 and constitute a complete copy of the by-laws of this corporation.



Yolande Rose, Secretary

September 9, 2019