

BYLAWS OF
THE CHATTANOOGA TRIATHLON CLUB

Revision: February 2023

Mission Statement

The mission of the Chattanooga Triathlon Club (CTRIC) is to encourage healthy lifestyles and build relationships with people of all ages, abilities, and backgrounds to participate in the sport of triathlon through education, training, and competitive triathlon activities.

Non-Profit

The name of the organization is CHATTANOOGA TRIATHLON CLUB. The organization is incorporated in accordance with the Tennessee Code Annotated, Title 48, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise

support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Membership

Members must display ethical and honorable conduct to other CTRIC Members and to the community as a whole. Members must display good sportsmanship at all times. Members can choose their own level of involvement: participant, volunteer, or sponsor. All are both welcomed and encouraged to participate. General membership meetings shall be held on a regular basis, usually following a monthly Board Meeting. These meetings will be held at a variety of locations, often with one of our sponsors, but also at other locations of interest to triathletes. In the event of meeting cancellation or change of venue, notification to the membership as a whole will occur by approved electronic means and on a timely basis.

Membership Dues

New membership fees are offered at different rates for individual memberships and family memberships, which include triathlete children under the age of 18 at one mailing address. Dues are non-refundable. Dues and annual renewal fees are subject to change on the recommendation of the Treasurer and voted on by the membership. CTRIC members shall pay annual dues at such times and in such amounts as are established by the Board. Timely payment of annual dues is a condition of membership in the CTRIC. Memberships will be validated upon payment of dues for a 12-month period rolling forward from date of payment.

Membership Benefits

Club membership entitles members to discounts from our sponsors, which far exceed the membership fee amount. Each member may cast one vote for each Director position open for election and other items requiring the voting approval of the membership. Each member may also participate as a member of a CTRIC competitive team for which the member meets the qualification criteria set by the team. Each member also shall enjoy such other benefits as may be extended from time to time by the CTRIC.

Membership Termination

A member who is greater than 60 days late in paying their annual dues shall cease to be a member of the CTRIC until such time as the required dues are paid. Any CTRIC member who disrupts an CTRIC meeting or event or otherwise brings discredit upon the CTRIC may have their membership revoked upon a two-thirds (2/3) majority vote of the Board.

Board of Directors

The CTRIC shall be governed by a Board of Directors consisting of 13 Members. Officers, Directors, and Board Members shall be elected by the general members of the CTRIC. The Board may elect to increase the number of Directors as needed. Officers and Directors shall consist of a President and a Vice President, each serving two-year staggered terms.

Additionally, the Board shall consist of the following positions: Secretary, Treasurer, Youth Director, Sponsorship Director, Tent/Volunteer Coordinator, and a Training Coordinator / Director. These positions shall have two-year terms of office. There shall also be five At Large directors serving two-year, staggered terms of office.

Eligibility And General Information

Board membership is open to anyone over 18 years of age, who has completed a current application for membership, has paid dues on a timely basis, has been a member for at least six months preceding the election date and remains a member in good standing. All board members must be able to attend eight regular board meetings. All board members must live in the local area; that is, the greater metropolitan Chattanooga area. Board members are not compensated but may be reimbursed for approved club-related expenses.

Terms of Directors

All terms of Board Members shall extend from the end of the first Annual January Business Meeting following the December election meeting to the end of the Annual January Business Meeting corresponding with the respective terms of their elected position. From year to year the transition of duties shall take place immediately after commencement of the Annual January Business Meeting. All relevant records, files, electronic or other, and reports shall also be transferred to the appropriate Officer or Director at this time.

Vacancies

If any position becomes vacant prior to the end of the designated term of that office, the President shall nominate a qualified CTRIC member to hold the office until the next election or the end of the term, whichever comes first. The Board shall approve or reject the nominee by a simple majority vote. Any officer or director thus appointed to fill the uncompleted term shall serve only for the balance of the unfulfilled term or until the next election.

Notice of Nominating Process

The Board shall communicate with club members by approved means and advise the membership that they as individuals may request to be considered to be nominated to the Board of Directors, and that they may also recommend another member to be considered for nomination. An expression of interest in being nominated or a recommendation of another member for nomination shall be submitted to the Nominating Committee in the form prescribed from time to time by the Board of Directors. The Board shall set the date by which expressions of interest in nomination or member-proposed nominees are required to be received by the Nominating Committee, but no later than the date of the November meeting.

Nomination of Elected Directors

A volunteer nominating committee will be formed at the October membership meeting to present a slate of candidates for the Board of Director positions and presented to the general membership. The Nominating Committee shall communicate to the Board a slate of candidates with no fewer than one candidate for each Board position that will become vacant at the end of that calendar year. The Board shall consider and vote on the candidates recommended by the Nominating Committee. A member, to become a nominee, must receive a majority vote of the Board. If a member or members proposed for nomination by the Nominating Committee does not receive the majority vote required for nomination, the Nominating Committee or the members of the Board may propose to the Board other candidates for nomination. The candidates who will be nominated shall promptly be advised of their nomination. Additional nominations for board members will be taken from the floor during the November membership meeting. After this meeting the nominations will be closed.

Voting

Voting may be conducted by ballot for any of the open positions, or by a show of hands, at the discretion of the Board, at the December general membership meeting. If voting is done by ballot, the ballot is to be prepared by the Secretary. Results of the elections will be counted and documented by two members of the general membership selected by the presiding officer. In the event of a tie, the top two candidates will have a re-vote by ballot. In the event of a second tie, the membership can choose by a show of hands to continue voting by ballot until the tie is broken or have the President break the tie. Results will be announced before the meeting is adjourned and posted on the CTRIC website.

Voting by Proxy

Any CTRIC member who desires to vote by proxy at the December election and general membership meeting, or at such other times during which members are entitled to cast votes, may do so by giving their proxy to another CTRIC member. This proxy may exist in written form or may also be communicated electronically via email or telephone.

Powers of the Board of Directors

The Board is authorized to exercise the powers conferred by the Tennessee Nonprofit Corporation Code so long as the exercise is consistent with Sections 501(c)(3) of the Internal Revenue Code, as amended (the "Internal Revenue Code"), and applicable Internal Revenue Service regulations. These powers also must be exercised consistent with these Bylaws provided that the Directors may not exercise any power in a manner that is inconsistent with the CTRIC's tax-exempt status.

Quorum for Director Meetings

A quorum is required to conduct business at a meeting of the Board. The presence of at least a majority of the duly-elected and appointed Directors shall constitute a quorum. "Presence" shall mean actual presence or attendance by electronic means such as telephone or other means as approved by the club Board. Voting by proxy may be allowed and can take the forms of written letter, electronic correspondence, or telephone call.

Frequency and Notice of Director Meetings

The Board shall strive to meet on a monthly basis; however, when circumstances prohibit such monthly meetings, notice shall be given to the Board, and also to the general membership, of any change of venue or time. An Annual Business Meeting shall be held in January following the December Election Meeting. Additional meeting dates may be set by the President, in consultation with the Board of Directors.

Notice

Notice of any meeting or other matter addressed in these Bylaws may be oral or in writing. If in writing, notice may be given by email or other electronic transmission and notice shall be deemed given when the notice is transmitted. Notice may be waived, in writing, or by attendance by a member, in person, at a meeting.

Removal of Directors

Failure of a Director to attend three or more consecutive Board meetings constitutes grounds to remove a Director from the Board. Removal based on failure to attend meetings requires a

majority vote of the Board at a regular or specially-called meeting of the Board. A Board member may also be removed for conduct that jeopardizes the tax-exempt status of the CTRIC, or otherwise brings discredit upon the Board, or the CTRIC, as determined by the Board. “Reason-based” removal by the Board requires a two-thirds (2/3) vote of all of the Board members.

Board Responsibilities

President

The President shall preside over meetings of the Board and the annual business meeting of the Members and shall perform those other duties set out in these bylaws. The President appoints the members of standing committees and such other ad hoc committees or groups as the President deems necessary or beneficial to the CTRIC. The President also performs those other duties that are delegated by the Board. The President will automatically be re-nominated unless he/she declines, and/or cannot serve more than two consecutive terms, for any reason whatsoever. The President guides the members of the Board in devising and implementing goals, policies, and practices aimed at effective, coordinated pursuit of club objectives for the best interests of the club. The President is spokesperson for the club in public and makes presentations. The President issues calls for special meetings when necessary, interfaces with USA Triathlon, or other sport sanctioning bodies, and signs all official legal documents of the organization with Board approval.

Vice President

The Vice President assumes the responsibilities and duties of the President if the President is unable or incapable of performing these duties. The Vice President shall serve other functions as requested or delegated by the President. The Vice President serves as Chairman of membership committee. The Vice President presides at board and/or business meetings in the absence of the President. The Vice President accepts and processes new applications, renewals, and resignations of all members through the membership committee.

Secretary

The Secretary shall accurately record the minutes of the meetings of the Board, Executive Committee, the annual business meeting of members, and shall serve as the custodian of the minutes of all such meetings. The Secretary shall send to members of the Board and to the membership notice of all duly-called meetings. The Secretary offers guidance on points of order and procedure during Meetings, determines and decides issues of quorum, and accepts assignments of correspondence and keeping of records as requested by the President. The Secretary handles all correspondence for the organization, keeps all of the official books and supplies needed for the meetings, and maintains current copies of the club bylaws.

Treasurer

The Treasurer has the responsibility to account for the funds and securities of the CTRIC, to maintain accurate and current records of all accounts maintained by the CTRIC at any bank, brokerage firm or other financial institution, and to prepare, or have prepared by a competent professional, quarterly statements of the CTRIC's financial condition, and to present such statements to the Board, orally and in writing, at least quarterly. The Treasurer may delegate

the responsibility of maintaining the CTRIC financial records to a member of the CTRIC staff upon approval by a majority of the Board; provided, however, that the Treasurer shall take necessary and prudent actions to monitor the financial records of the CTRIC.

Quarterly financial reporting includes:

- o Income Statement
- o Balance Sheet
- o Outstanding Invoices
- o Expenditures Detail
- o Deposits Detail

The Treasurer shall present special financial reports as requested by the president or board, maintain check register and reconcile monthly. The Treasurer shall ensure payment of all obligations of the CTRIC and collect all debts owed to CTRIC, including membership dues. The Treasurer will file all necessary annual forms with the Internal Revenue Service and the Tennessee Secretary of State. The Treasurer will present an operating budget to the Planning Committee for inclusion in each one-year planning report. The Treasurer shall be responsible for ensuring that all expenditures are valid and appropriate and shall set up and maintain a system to accomplish this goal. At a minimum, the Treasurer is required to have some documented or verbal verification for all debts, obligations, and expenditures of the CTRIC before paying them. The purpose of this provision is to prohibit the payment of bills and other obligations without first verifying that the obligation is a valid obligation of the CTRIC. The

Treasurer shall notify the board members when paying expenses in excess of three hundred dollars (\$300.00).

Sponsorship Coordinator / Director

The Sponsorship Coordinator works with local, regional, and national organizations for club sponsorship. The Sponsorship Coordinator meets and communicates with sponsors throughout the year to foster relationships.

Training Director

The Training Director creates a schedule of regular training programs and routines, that includes training partners for all levels, as well as providing routes or maps as needed.

Youth Director

The Youth Director manages the CTRIC Youth Committee and designs opportunities and ideas to engage and educate youth on the sport of triathlon. The Youth Director also is a liaison with local youth races to provide CTRIC support.

At-Large Members

Duties of all At-Large Members shall be flexible and it is anticipated that the At-Large Members will be called upon to assist the CTRIC with various functions and activities throughout the course of each year.

Notice of Meetings, Agenda and Other Information

The Secretary shall give notice to members of the time and place of all meetings of the general membership, including notice of the annual business meeting. If members are entitled to vote at such meeting the Secretary shall provide a pre-printed ballot for the member to cast their vote(s) before the meeting. The Secretary shall also advise members that they may request a proxy form from the Secretary for use by a member who wishes to designate another CTRIC member to cast the member's vote at such upcoming meeting. The notice also should include the agenda for the meeting and the text of any amendment to the bylaws or other item upon which members will be requested to vote. Notice of the annual business meeting shall be given at least 20 days before the meeting. Notice of other meetings shall be given at least 10 days before the meeting unless the Board, by a two-thirds (2/3) majority vote, determines that less notice is required and is in the best interests of the CTRIC.

Specially-called General Meetings

The Directors, upon a majority vote, may call a Special Meeting of the members when the Directors believe a meeting is in the best interests of the CTRIC. Notice for a specially-called meeting shall be given no less than 7 days and no more than 20 days before the meeting.

Amendments to the Bylaws

These bylaws may be amended by a majority vote of the members voting during, or before, the January Annual Business meeting, or during, or before, a specially-called members meeting. Any CTRIC member may propose a Bylaw change by submitting the proposed change to the Board no later than the December Board Meeting. The Board must either endorse or oppose the proposed change, and the Board's position shall be included with the notice of the

proposed Bylaw change. Minor clerical and administrative changes to the Bylaws shall be allowed as circumstances dictate. Any such revisions shall be preceded by notice to the Board and subject to Board approval. Substantive amendments to the Bylaws shall be subject to the above-outlined procedures.

Recording of Amendments

Amendments passed by the vote of the members shall be recorded by the Secretary and archived in the corporate records of the CTRIC. Members shall have access to these records (or accurate copies thereof) upon their reasonable request. Amendments to the Bylaws shall become effective on the date of approval by the members, unless an alternative date is stipulated in the body of the amendment passed.

Board Meetings

As previously addressed in these Bylaws, the Board will plan to meet on the third Thursday of each month. The Board will strive to conduct regular Board Meetings on a monthly basis, or as otherwise determined by the Board. The Secretary shall issue notices of Board Meetings in the CTRIC newsletter and in any other approved manner. Any Member or invited guest may attend, but only members of the Board may make motions or vote.

Indemnification

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law. Proof of Officer and Director liability insurance, such as

currently held by USA Triathlon, shall be furnished to new Officers and Directors at the January Annual Business meeting and shall also be made available on request.

Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organizations, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.