

# Bylaws

## Chattahoochee Triathlon Club

*Draft*

*Effective: January 31, 2017*

### **ARTICLE I.**

#### **Name, Office, and Status**

Section 1. This organization shall be known as the "Chattahoochee Triathlon Club Inc. or herein referred to as "Club".

Section 2. The principal address of the Club shall be P.O. Box 1134 Columbus, Georgia 31904.

Section 3. It shall be a nonprofit organization incorporated under the laws of the State of Georgia.

### **ARTICLE II.**

#### **Purpose**

Section 1. The Club is a social club that is established for the purposes set out below:

- a) Promote and support the sport of triathlon as well as other endurance sports;
- b) To support club members by establishing a mutually beneficial team environment through group training, racing, education, and social opportunities focused in the Tri-City area of Columbus, Fort Benning, and Phenix City.

### **ARTICLE III.**

#### **Membership**

Section 1. Membership shall be open to any individual who shares in the common purpose of the Club. Membership shall be granted without discrimination upon the basis of ability, race, creed, color, religion, sex, national origin, sexual preference, and physical or mental abilities. Membership is granted after completion and receipt of a membership application and annual dues. Membership is contingent upon members upholding Code of Ethics and Conduct listed in Article III, Section 2.

Section 2. Code of Conduct

1. A flagrant or willful violation of the Club rules;
2. Gross or continued unsportsmanlike conduct;
3. Physical violence or threats directed toward a participant, volunteer, spectator, or other person;
4. Any fraudulent act, such as falsifying name or age or providing false information to the Club or affiliated sponsors or organizations;
5. Any act which disgraces or brings discredit to the Club.
6. Abiding by Facebook Code of Conduct

The Board will review any and all complaints and will act accordingly on violations. Depending on severity of the violation, the member will either be warned (one time) or removed from the Club.

### Section 3. Loss of Membership Rights

Any member removed from the club due to violation of code of conduct will forfeit all membership rights/fees paid to the club.

## **ARTICLE IV.**

### **Dues**

Section 1. Annual dues shall be set by the Executive Board and may be revised from time to time by the Board, as it deems necessary for the welfare and benefit of the Club. Any change in the amount of dues will be set and announced by the Board prior to December 1st. No vote of the membership will be required to effect a change to the annual dues. Currently, annual dues are \$40.00. The Club's membership cycle shall be based on calendar year (January to December).

Section 2. Any Couch to Tri "new" member that joins the Club during the initial training program will receive ½ off the current membership.

## **ARTICLE V.**

### **Executive Board**

Section 1. The Executive Board (Board) is responsible for managing the general business of the Club. The Board serves the members by working closely with Committee Directors to evaluate, plan, and execute events of interest and benefit to the members including *but* not limited to education, training, racing, and social events.

Section 2. The affairs of the Club shall be managed by the Board consisting of 4 elected officers and the immediate past president. These officers will be President, Vice President, Treasurer, and Secretary. Officers will be determined by simple majority vote of the general membership of the Club. Executive Board positions shall be for the term of two calendar years (January through December). When possible, positions will be staggered in order to have experienced Board Members alongside newcoming Board Members each year.

Section 3. Immediate Past President of this Club shall serve as an officer of the Club for the year immediately following his or her term as President.

Section 4. Honorary Advisory Directors (HAD). Each Past President of the Club shall automatically become an Honorary Advisory Director once he or she no longer serves on the Board and still remains an Active Member of the Club. Each Past President shall be an ex officio member of the Executive Board, entitled to attend meetings and participate in discussions; however, he or she shall not be entitled to vote on any issues before the Executive Board Meeting. The term of the HAD will extend for life unless revoked for cause by majority vote of the entire Executive Board and/or if he or she becomes inactive.

## Section 4. Positions and Duties

**PRESIDENT** - The primary objective of the President is to pursue the mission of the club through direct involvement and execution with directors and the membership and to lead the club with the best interests of the membership in mind. The President shall be a co-signer on Club's bank account.

Key Responsibilities:

- Lead monthly BOD meetings and provide leadership and direction for BOD members
- Attend regular workouts and events and be available to members both in person and via email
- Kick off Monthly Membership meetings
- Oversee the elections process and recruit members and nominations for the next BOD
- Voting Member

**VICE PRESIDENT** - In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board. The Vice President shall be responsible for helping organize club events (e.g. recruit guest speakers, planning activities for Club meetings). The Vice President is responsible for the integrity of the bylaws and for creating or planning training and education opportunities for the members. Additionally, the Vice President will strive to ensure all training goals of the club are met. This position may choose to have a committee to assist with these functions.

- Assist President with planning activities as needed
- Takes on special actions, activities or events as designated by the Board
- USAT National Challenge coordination
- Represents President (when delegated)
- Signing officer
- Promote Sponsors throughout the year
- Nominating committee with Past President
- Oversee Committees (Coordinators, Directors)
- Voting Position
- May choose to utilize an assistant

**TREASURER** -The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club, and deposit all such monies in the name of the Club in the Club's bank account; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. The Treasurer shall present the Executive Board with a comprehensive summary of revenues and expenses at Board meetings. The Treasurer shall also prepare and make available at the Annual Meeting a year-to-date summary of revenue and expenses.

Key Responsibilities:

- Perform bookkeeping duties for the Club
- Prepare and monitor budgets over the course of the year
- Update Board members on income/expenses pertaining to specific projects or functions

- Manage bank relationship and account
- May choose to utilize an assistant
- Voting Member

**SECRETARY** - The Secretary shall keep the minutes of the meetings of the Board and of the Annual Meeting. The primary objective of the Secretary is to act as the record keeper for the club.

**Key Responsibilities:**

- The Secretary is the "club historian", and he/she keeps a record of the club bylaws and minutes from past meetings for future reference. Main responsibility is for the monthly CTC Board meetings; including compiling agenda, confirming location, ordering food if needed, taking and distributing minutes. The majority of the Secretary's duties occur within a several day window around the monthly board meeting.
- Club promotion through emails, newsletters, social media.
- Assist with Sponsor Promotion
- The Secretary assists the President with the election process.
- Maintains records of the board and members including having current Board and Member Roster.
- Liaison between USAT and Ironman Club Officials.
- Compiles and distributes monthly newsletters and flyers
- May choose to utilize an assistant

**Section 5: Election Requirements**

- (a) Nominees must be an active Chattahoochee Triathlon Club member for a minimum of 3 months.
- (b) Nominees must be able to attend regular Board meetings as well as membership meetings.

**Section 6. Election Protocol**

Open Board positions will be announced during the fourth week of September and nominations will be accepted only via [ctcboardelections@gmail.com](mailto:ctcboardelections@gmail.com). Candidates must receive two nominations in order to run for any position. Members may nominate themselves or any other member to run for a position. No nominations will be accepted before or after this window (exact dates will be posted via FB page and email each year).

Individual members will be notified as soon as he/she receives the required nominations and will have 48 hours to accept the nomination.

All candidates will be announced during the first week of October and voting will open for a three-day period. Voting announcements will go out via FB, email, and any other form of social media needed (newsletter, survey website, etc.). After the three-day period, votes will be tallied and announced to the membership.

If no one is nominated or runs for an open position, the Board will appoint the position. Current officers may opt to stay on, if needed.

If a current board member is nominated for a new position, the current position must be vacated in order to run for the new position.

## Section 7. Resignation

Any officer or director of the club may resign at any time by tending his or her resignation to the President. The Board will appoint a replacement until the next election period.

## Section 8. . Removal from Office

Board members may be removed from office for flagrant misconduct, mismanagement of club funds, or not upholding current Club Bylaws.

## Section 9. Vacancies

A vacancy in the office President shall be filled by the VP. A vacancy in any other office, excepting that of Immediate Past President, which will remain vacant, shall be temporarily filled by another member of the Executive Board. An interim appointment will be named by The Board until the next election period. A Director's vacancy shall be filled by an Active Member and appointed by the Board.

Section 10. Attendance. Board members are expected to attend all Board meetings and Club meetings. Board members shall be responsible for notifying the President in the event they are going to be absent from a Board meeting. If a member misses six (6) Board meetings per year, the remaining board members may vote on the removal of the aforementioned member.

Section 11. Conflict of Interest. No Board member shall vote on any motion before the board if he/she has a financial interest in the outcome of the motion. The Directors and Officers must declare any and all real or perceived conflicts of interest prior to a vote. Failure to be forthcoming with conflicts of interest may result in immediate removal from the Club.

Section 12. GENERAL POWERS. In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board may exercise all such powers of the Club and do all such lawful acts and things as are not by law, or these By-Laws directed or required to be exercised or done by the members.

## ARTICLE VI.

### *Directors*

The Club shall maintain four standing functional Directors, and associated committees if desired. Directors and their committees support the Board and Club members to further the purpose of the Club as set forth in Article II.

**SPORTS DIRECTOR:** The Sports Director shall be responsible for establishing a list of club races, with input from the members, and fostering a team atmosphere at these races. The Race Coordinator will provide information about Club events, communicate race ratings, team pictures, etc. This coordinator may choose to have a committee to assist with these functions.

### Key Responsibilities:

- Manages our organization's aquatic programs, including the open water swims, master swim program(s), and supplemental swim clinics.
- Manages our organization's bike programs to provide opportunities for CTC members to develop and improve their cycling and prepare for races with club workouts and clinics.
- Manages CTC's run programs to be fun, informative, and challenging for all abilities
- Manages the Club's Couch to Tri Program
- Recruits volunteers/Assistant to help with specific tasks or events, if needed.
- Compiles list of races for members.
- Voting Position

**SOCIAL EVENTS DIRECTOR:** The primary objective of the Social Director is to organize club social functions including but not limited to: Kick-off social, Training weekends, Chattahoochee Challenge events, year-end party and post-workout or other club social events.

Key Responsibilities:

- Plans social events throughout the year and manages the guest lists and budget for each event, per BOD approval
- Communicates event details to members
- Has an open ear to the membership at large with suggestions for other events.
- Recruits volunteers/Assistant to help with specific tasks or events, if needed.
- Voting Position.

**MERCHANDISE DIRECTOR:** The primary objective of the Merchandise Director is to maintain inventory of CTC gear and make it available for sale to members and communicate with merchandise vendors.

Key Responsibilities

- Communicate with merchandise vendor for club apparel to maintain online store and approve design changes.
- Host club gear fittings 2-3 times per year for members to try on gear before purchasing.
- Communicate and answer member questions about gear ordering process.
- As needed, scope alternative vendors and merchandise items and prepare information to be discussed & approved by the full board.
- Voting Position

**WEBMASTER DIRECTOR:** The primary objective of the Webmaster is to maintain the CTC website and maintain and support other CTC web services

- Website infrastructure changes (creation of pages, menus, forums/discussion lists) and support.
- Assist other Directors with web site postings
- Image formatting
- Research new web/mobile/other services as needed
- Assists in promoting club via social media
- Maintains creative continuity for club promotion.
- Non-Voting Position

**MENTORSHIP PROGRAM DIRECTOR:** The primary objective of the Membership Program Director is to provide guidance on the Club Mentor/Mentee program and oversee matching of members

- Create Mentor/Mentee Application Forms
- Oversee applications and "Match" qualified candidates for the program
- Be liaison between the matched pairs
- Communicate with the Board on progress of program and notify of any conflicts.
- Non-Voting Position

**ARTICLE VII.**  
**Meetings**

Section 1: EXECUTIVE BOARD MEETINGS. The Executive Board shall hold monthly closed meetings as necessary to conduct the business of the Club in order to further the purpose of the Club as set forth in Article II, Section 1. Directors may be requested to attend Executive Board meetings.

Section 2: QUARTERLY MEMBER MEETINGS. General member meetings shall be held quarterly in order to conduct Club business, facilitate discussion and feedback from members regarding opportunities and services they desire, discuss the general direction and development of the Club, and provide a forum for the Executive Board to update members on Club business. Quarterly meeting will be held approximately March, August, and November and may be adjusted based on member availability and logistic considerations.

Section 3: ANNUAL MEMBER MEETING. The November quarterly meeting will serve as the annual meeting of the Club. The annual meeting shall be at a place and time selected by the Executive Board after considering availability of the members. The President shall facilitate the annual meeting. The Treasurer shall make available to members at the annual meeting a year-to-date financial summary of the Club's revenues and expenses.

Section 4: MEMBER MEETING PLACE AND TIME. Quarterly and annual meetings will be held at a place and time to be determined by the Executive Board after considering availability of members.

Section 5: MEETING MINUTES. Once meeting minutes have been approved they will be available on request by any member. Members should send request via club email [chattahoocheetriclub@gmail.com](mailto:chattahoocheetriclub@gmail.com)

**ARTICLE VIII.**  
**General Provisions**

Section 1. INSPECTION OF BOOKS AND RECORDS. The books and records of the Club may be inspected by any Member for any proper purpose at any reasonable time upon request. Requests can be made via email at [chattahoocheetriclub@gmail.com](mailto:chattahoocheetriclub@gmail.com).

Section 2. COMPENSATION. Executive Board Officers and Committee Chairs shall not receive any compensation in the form of salary for their services in such capacities, provided that nothing herein shall be construed to preclude any Officer or Chair from being reimbursed by the Club for reasonable expenses actually incurred in the performance of their duties, or from serving the Club in any or other capacity and receiving compensation therefore.

Section 3. CHECKS, NOTES, ETC. All checks of the Club shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate. In the absence of such designation by the Board, such instruments shall be signed by the Treasurer and may be countersigned by the President or Vice President. No board member is authorized to

spend over \$50 or contract on behalf of the Club without the approval of two Executive Board members. No Board member is authorized to spend over \$100 without majority Board approval.

Section 4. DEPOSITS. All funds of the Club shall be deposited from time to time to the credit of the Club in such bank as the Board may select. The Executive Board and Merchandise Director are the only signing members on the account. All Members may make a deposit to the account. Photo documentation of deposit should be sent directly to the Treasurer and hardcopies saved for the next meeting.

Section 5. GIFTS. The Board may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or for any specific or special purpose of the Club.

Section 6. DISSOLUTION. In the event the club is dissolved, any debts owed will be paid from the club account and remaining funds will be donated to a local charity to be decided by the Executive Board.

#### **ARTICLE IX. INDEMNIFICATION OF OFFICERS**

Section 1: INDEMNIFICATION. Each person who is or was an Officer of the Club, or who serves or may have served at the request of the Club and who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether criminal, civil, administrative or investigative, including appeals, shall be indemnified by the Club as a matter of right to the full extent permitted or authorized by the State of Georgia, as it may from time to time be amended, against any expense (including attorneys' fee), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in his/her capacity as an Executive Board officer, or arising out of his/her status as an Executive Board officer.

#### **ARTICLE X. Amendments**

Section 1. These bylaws will be reviewed and may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. Amendments to these bylaws may be proposed by any member in good standing and will be considered at quarterly member meetings. Proposals should be made to the Executive Board and presented to the members at least 1 week prior to the next quarterly meeting. Proposals should include 1) the proposed amendment, precisely worded, 2) the current bylaw to be amended, and 3) the bylaw as it will read if the amendment is adopted. All proposals must be emailed to [chattahoocheetriclub@gmail.com](mailto:chattahoocheetriclub@gmail.com).