

Fort Lauderdale Triathletes, Inc. Constitution and By-Laws

CONSTITUTION

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

Section 1. Name

This Club, which will be incorporated under the laws of the State of Florida, shall be called "The Fort Lauderdale Triathletes, Inc."

Section 2. Principal Office

The principal office of this Club shall be located in the State of Florida, where this Club intends to conduct the majority of its activities (current official address: 9441 NW 13 Street Plantation, FL 33322).

ARTICLE II

PURPOSES AND OBJECTIVES

Section 1. Purposes and Objectives

The purpose and objectives of this Club shall be:

The Ft. Lauderdale Triathletes (FLT) is an organized, non-profit group, interested in the development of triathlon and multisport disciplines in South Florida. Our goals are to provide training information and opportunities to our members, also to provide discount opportunities on multisport races and vendors throughout the year. The FLT strives to provide a healthy lifestyle, fun environment, and social atmosphere for members to pursue their individual development and achievements in the sport of triathlon. Ft. Lauderdale Triathletes truly represent a diverse group, with all manner of age, interest, ability, and experience, welcomed and valued equally. And Furthermore:

- a. To strengthen and advance the sport of triathlon;
- b. To promote the educational pursuit of triathlon, general physical fitness, and the representation of the sport of triathlon within the community;
- c. To publish and otherwise disseminate information related to the sport of triathlon;

d. Generally to do such things as may be necessary to accomplish the above, but not for the pecuniary profit or gain of its members, directors or officers, except as permitted under Florida State Non-Profit Corporation Law.

ARTICLE III

GOVERNMENT AND MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Government and Management

The government and management of this Organization, except as otherwise provided by law or in the By-laws of this Organization, shall be vested in the Executive Board of this Organization. The composition, manner of selection, terms of office and duties and responsibilities of the Executive Board shall be as provided in the By-laws of this Organization.

Section 2. Authority and Jurisdiction

Any authority of government, management or control not otherwise specified in either the Constitution or By-laws of this Organization shall be reserved to the Executive Board, and the Executive Board shall be vested with full power and authority to put into effect the laws, resolutions and decisions of the Organization.

Section 3. Non-Profit Status

The Fort Lauderdale Triathletes, Inc. is a nonprofit organization. No members of this Organization shall have any right or interest in or to the property or assets of this Organization. In the event of the dissolution of this Organization, any assets remaining after satisfaction of all liabilities shall be distributed for charitable or educational means as provided for in the By-laws of the Organization and in accordance with Section 501(c)3 of the IRC.

ARTICLE IV

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, as may be from time to time revised or amended, shall govern the proceedings of all meetings or bodies of this Organization, except as otherwise provided for or specified in the By-laws of the Organization.

ARTICLE V

AMENDMENTS

Section 1. Ballot by Members

The Constitution of this Organization may be altered or amended by a two thirds (2/3) majority of the votes cast by the members of the Organization at the annual business meeting of the Organization.

Section 2. Proposal of Amendments

Amendments to the Constitution of this Organization may be proposed by:

- a. A resolution of the Executive Board;
- b. A resolution of a duly appointed constitutional committee;
- c. A written resolution signed by one-quarter (1/4) of the Active and Honorary Life membership of this Organization.

Section 3. Voting Procedure

Any amendments shall be published by the Executive Board in the Organization newsletter or by other suitable means at least one (1) month prior to the annual business meeting of this Organization as established in its By-laws. Action must be taken during the annual business meeting. Any duly qualified member of record may attend and vote in person, or by a properly executed ballot received by the Secretary prior to the date of the annual business meeting or by a properly authorized and executed proxy. A two-thirds (2/3) majority favorable vote of the ballots cast at the annual business meeting shall be sufficient to amend the Constitution of this Organization.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Membership Categories

The membership categories of this Organization shall be: Active Members (1 year), Founding Members (3 years) and Lifetime Members

- a. All Members shall be endurance athletes and persons engaged principally in the sport of triathlon and shall be admitted to membership in this Organization upon receipt of annual membership dues and application.

Section 2. Fees and Dues

The Executive Board shall establish rates for membership dues and for all special services, and shall assign annual dues to be paid. Applicants for membership may be required to submit an application fee as established by the Executive Board. Upon admission to this organization, payment of dues will be required. Application fees and annual dues may be revised from time to time by the Executive Board, as it deems necessary for the welfare and benefit of this Organization.

ARTICLE II

OFFICERS AND DIRECTORS

Temp. Section A. Formation of Board of Directors

The initial and temporary Fort Lauderdale Triathletes, Inc. Board of Directors was

appointed by the Incorporator at the first meeting of the Board of Directors. Subsequently, Directors and Officers shall be selected by the temporary Board of Directors. Those selected will be subject to the annual elections in January of each successive year.

Section 1. Designation

The Officers of this Organization shall be the following: President, Vice President, Secretary, Treasurer, and Immediate Past President.

Section 2. Eligibility

Only Active (paid) Members shall be eligible to hold the elected offices.

Section 3. President

The President shall be the chief executive officer of this Organization. The President shall preside at all meetings of the membership and serve as chair of the Executive Board. The President shall appoint the members of all committees within the limits prescribed in the Constitution and By-Laws, and shall serve as a member ex officio of all Organization committees. In the absence of the Treasurer, the President shall pay monies duly authorized by this Organization or the Executive Board. The President, as chair of the Executive Board, shall enforce the laws and execute the will of the Organization, and shall perform all such other duties as are properly required by the Executive Board.

Section 4. Vice President

The Vice President shall in the absence or disability of the President, or at the President's request, perform the duties and exercise and powers of the President. The Vice President shall assume the office of the President in the event of a vacancy in that office for any cause.

Section 5. Secretary

The Secretary shall be responsible for recording the actions of the Executive Board, and keep the minutes of all business meetings of this Organization. The Secretary shall maintain all membership records, attend to all ordinary correspondence of this Organization, and shall be responsible for the publication of the Organization newsletter and the annual membership directory of the Organization. The Secretary shall perform all such other duties as are properly required by the Executive Board.

Section 6. Treasurer

The Treasurer shall generally supervise the custody and care of the assets and monies of this Organization, entering into the books of the Organization an accurate and full account of all monies received by or paid on account of this Organization. The Treasurer shall present a financial statement to the Executive Board whenever so requested, and shall chair the Finance Committee. The Treasurer, upon ceasing to hold office, shall surrender to the Executive Board all monies, goods and other property under the Treasurer's control. The Treasurer shall perform all such other duties as are properly required by the Executive Board.

Section 7. Immediate Past President

The Immediate Past President of this Organization will serve as an officer of the Organization for the year immediately following his or her term as President.

Section 8. Directors

Four (4) Directors, elected by the Membership to two-year, staggered terms shall function in a judicial and advisory capacity to the Officers of this Organization. They shall perform all such other duties as are properly required of them by the Executive Board.

Section 9. Honorary Directors

Each Past President of this Organization shall automatically become an Honorary Director at such time that he or she no longer serves on the Executive Board and still remains an Active or Honorary Life Member of the Organization. Each Past President shall be an ex officio member of the Executive Board, entitled to attend its meetings and participate in its discussions; he or she shall not, however, be entitled to vote on any issues before the Executive Board at its meetings. The Term of Honorary Director will extend for life unless revoked for cause by a majority vote of the entire Executive Board.

Section 10. Terms of Office

Each Officer shall serve a one-year term, with no incumbency in a given office. Each Director shall serve a two-year, staggered term; two Directors shall be elected each year. Directors may be elected to consecutive terms. Each Officer and Director shall hold office until his or her successor has been duly elected and qualified. Terms of office excepting as provided herein shall run concurrent with the fiscal year of the Organization.

Section 11. Election

a. Except as otherwise provided by law or these By-laws, Officers and Directors shall be elected from among the members of this Organization by proxy which will be sent to all qualified members in good standing prior to the annual business meeting of the Organization. Said election shall be held at said annual business meeting. In the event of a tie vote, the Executive Board, as a whole shall cast one deciding ballot. Candidates for election shall be open to all active and paid members for consideration.

Section 12. Resignation

Any Officer or Director of this Organization may resign at any time by tending his or her resignation to the President. Said resignation shall take effect at the time specified therein.

Section 13. Removal from Office

Any Officer or Director may be removed for cause at any meeting of the Executive Board, proper notice of which shall have referenced the proposed action, by a vote of three-fourth (3/4) majority of the entire Executive Board.

"Cause" shall include malfeasance, neglect or refusal to perform the customary duties of office as defined in this Article.

Section 14. Vacancies

- a. A vacancy in the office of President shall be filled by the Vice President. A vacancy in any other office, excepting that of Immediate Past President, which will remain vacant, shall be filled by another member of the Executive Board. A Director's vacancy shall be filled by a Member.
- b. All Officers' vacancies, excepting that of President, shall be filled for the unexpired term by majority vote of the general membership at a special election called by the Executive Board. The position of Director shall remain vacant until the annual business meeting of this Organization, at which time the unexpired term shall be filled by majority vote of the general membership.

Section 15. Compensation

No Officer or Director of this Organization shall receive salary, compensation or emolument from the Organization. No Officer or Director shall have any expenses paid, or receive reimbursement for travel to or from, for any committee, Executive Board, annual or general membership meeting of this Organization.

ARTICLE III

EXECUTIVE BOARD

Section 1. Executive Authority

The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President and four (4) Directors, each with equal voting powers. The President shall chair the Executive Board.

Section 2. Management of Organization Affairs

Except as otherwise provided by law or this Constitution, the Executive Board shall have the management and control of the property and affairs of this Organization, and is charged with promoting and furthering the purposes and objectives of this Organization.

Section 3. Meetings

The Executive Board of this Organization shall meet at such times during the year and at such places as designated by the President. Notice of said meeting must be made to all serving members of the Executive Board at least seven (7) days prior to the scheduled date, unless waived. The notice of meeting need not specify the purpose(s), for which the meeting is called, except as provided by law or these

By-laws. The order of business at each meeting of the Executive Board may be determined by the presiding officer at each meeting. A majority of the entire Executive Board, upon written notice to all Board Members, shall petition the

President to call a meeting of the Executive Board, which petition the President shall honor.

Section 4. Quorum

At all meetings of the Executive Board, except as provided by law and these Bylaws, a quorum shall be required for the transaction of business. For the purposes of this Organization, a quorum shall consist of not less than three (3) Members of the Executive Board. Except as otherwise provided for in the Constitution or these By-laws, the vote of a majority of those directors present shall decide any question which may be brought before the Executive Board.

Section 5. Acts

The Executive Board shall constitute the governing body of the Organization, with full power and authority to act upon the laws and resolutions of the Organization. All acts initiated and all authority conferred by the Executive Board within the definition of its authority shall be considered to be the act or acts of this Organization.

ARTICLE IV

COMMITTEES

Section 1. Standing Committees

The Executive Board, by a resolution or resolutions adopted by a majority of the entire Board, shall have the power to establish, maintain an dissolve standing committees as it deems necessary to protect and further the interests, purposes and objectives of this Organization. The standing committees of the Organization are:

- a. Program Committee. Chaired by the Executive Vice President, the Program Committee is charged with the development, design, and implementation of diverse professional and social activities for the Organization.
- b. Finance Committee. Chaired by the Treasurer, the Finance Committee is charged with monitoring the Organization's financial security and stability.
- c. Membership Committee. Chaired by the Secretary, the membership Committee shall review all membership applications as to qualifications and suitability for membership, and shall recommend assignment of membership category. The Membership Committee shall make its recommendations to the Executive Board pursuant to the Article I of these By-laws.
- d. Newsletter Committee. Chaired by the President, the Newsletter Committee shall recommend suitable candidates for editor of the Organization's newsletter; and shall develop and design the newsletter; and assist in reviewing, selecting, and editing articles to be published by the newsletter. The Executive Board

shall have full authority as to the content and publication of the newsletter.

Section 2. Special Committees

The President, with the consent of a majority of the Executive Board, may authorize and designate special committees for only those purposes specifically delegated to them. Members of special committees shall be appointed for a term of one (1) year only.

The President, excepting as where otherwise specified in these By-laws, shall appoint all committee chairpersons and members with the approval by majority vote of the Executive Board. Committee members shall be Active or Honorary Life Members unless otherwise specifically authorized by a vote of the Executive Board. The term of office of member of a standing or special committee, unless otherwise provided for in these By-laws, shall be one (1) year only.

ARTICLE V

MEETING

Section 1. Annual Business Meeting

The annual business meeting of the members of this Organization for the transaction of business and election of officers shall be held each year at such place and time as the Executive Board shall determine. Generally, said meeting shall be held on or near the second week of February. The notice of meetings need not refer to the approval of minutes or other matters normally incident to the conduct of the annual business meeting.

Section 2. Membership Meetings

Regular membership meeting shall be generally held each month or as determined by the Executive Board. The business which may be transacted at said meetings shall be limited to such items or purposes as set forth in the notice of meeting. A quorum at general membership meetings of the Organization shall be those members present.

Section 3. Special Meetings

A special meeting of this Organization may be called at any time by order of the Executive Board or upon written request by twenty-five (10) members in good standing of the Organization. No business may be transacted at a special meeting which is not specified in the notice of meeting.

Section 4. Notice of Meeting

In the case of the annual business meeting, notice of the time and place shall be mailed to each member in good standing directly to the address as it appears on the record of members held by the Secretary. In lieu of direct mail, 2 forms of electronic communication may be used.

Section 5. Procedure

At each meeting of the membership of this Organization the order of business and all such other matters of procedure shall be determined by the President, as chair, or his or her designee or as otherwise provided for in these By-laws.

Section 6. Voting

All members of this Organization in good standing shall be entitled at every meeting to one (1) vote and, in the case of election of Officers and Directors. Each qualified member may authorize another member to act for him or her as proxy, having first delivered to the Secretary a signed proxy or attorney-in-fact. Any proxy shall be revocable at the pleasure or direction of the member executing it. Excepting the election of Officers and Directors, voting shall not be made by ballot unless any member, present in person or by proxy, shall so demand.

ARTICLE VI

RIGHT OF INDEMNIFICATION

Each Officer and Director of this Organization, whether or not then in office, shall be indemnified by the Organization for the defense of civil or criminal proceedings to the fullest extent permitted by law for matters related to the activities of the Organization. This right of indemnification shall not be held exclusive of any other rights to which an Officer or Director may be entitled. Further, this right shall not be deemed exclusive of any other right of an Officer or Director in any proceedings to have assessed in his or her favor his or her costs and expenses connected therewith.

ARTICLE VII

FISCAL YEAR AND FINANCES

Section 1. Fiscal Year

The fiscal year of the Organization shall begin on January 1 and end December 31 of each year unless otherwise determined by a vote of the Executive Board.

Section 2. Finances

The funds of this Organization shall be deposited in its name with such depositories as the Executive Board may designate. Any monies paid on behalf of this Organization by the Treasurer shall require the approval of the Executive Board and the countersignature of either the President or Vice President of the Organization.

ARTICLE VIII

MEMBERSHIP AND DUES

Section 1. Membership Year

The membership year will coincide with the fiscal year of this Organization. Applications received after November 1 will, upon approval by the Executive Board; be carried over into the following year.

Section 2. Dues Benefit

The payment of membership dues for any fiscal year entitles all membership classes to receive, without further charge, copies of the monthly newsletter and a copy of the annual membership directory.

Section 3. Loss of Membership Rights

Any member who resigns, or forfeits membership for non-payment of dues or is expelled for ethical reasons, ceases to hold membership privileges in the Organization. Any member whose dues are in arrears for more than ninety (90) days shall be suspended from membership in this Organization until such time the default is corrected. Any member whose dues are in arrears for more than one-hundred twenty (120) days shall be deemed to have resigned from the Organization and may be reinstated only upon resubmission of an application. Notice of suspension shall be made in writing by the Executive Board to any member at the time such suspension occurs.

ARTICLE IX

AMENDMENTS

Section 1. Proposal

Amendments to the By-laws of this Organization may be proposed as follows:

- a. By resolution of the Executive Board;
- b. By written proposal of ten (10) members in good standing.

Section 2. Procedure

The Executive Board, upon receipt of a proposed amendment, shall publish the amendment in the Organization newsletter or by other suitable means for review and comment by the membership. After a thirty-day comment period, which period shall include a general membership meeting, the By-laws of this Organization may be adopted, altered or amended (1) at any meeting of the Executive Board by a three-quarters (3/4) majority vote of the entire Executive Board or (2) at any meeting called in accordance with the By-laws of the Organization by a majority vote of the entire membership of record on the date of said meeting.