

Fort Lauderdale Triathletes, Inc. Constitution and By-Laws

CONSTITUTION

ARTICLE I

NAME, PRINCIPAL PLACE OF BUSINESS AND DEFINITIONS

Section 1. Name

This Organization, 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 Organization shall be located in the State of Florida, where this Organization intends to conduct the majority of its activities, where the current year's Board of Directors defines as the current address. (Current official address: 2900 NE 12th Terrace, Oakland Park, FL 33334).

Section 3. Definitions

- **Organization** – Includes all the Members and the Board of Directors of the Fort Lauderdale Triathletes.
- **Member** – A Member shall be current on membership dues, have completed a membership application and signed a waiver of liability for the Organization. They shall be active in endurance sports, triathlons, aqua-bikes, duathlons, or similar disciplines.
- **Board of Directors** – Includes the President, Vice President, Treasurer, Secretary, Past President and Directors.
- **Officers** – Includes the President, Vice President, Treasurer, Secretary and Past President or Officer in place of Past President.
- **Directors** – Shall function in a judicial and advisory capacity to the Officers of this Organization.

ARTICLE II

PURPOSES AND OBJECTIVES

Section 1. Purposes and Objectives

The purpose and objectives of this Organization shall be:

The Fort 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, and 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. The FLT truly represents

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 Board of Directors of this Organization. The composition, manner of selection, terms of office and duties and responsibilities of the Board of Directors 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 Board of Directors, and the Board of Directors 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)4 of the Internal Revenue Code.

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, or another meeting of the Organization provided a minimum of seven (7) days' notice of the meeting date and time is provided to the Members.

Section 2. Proposal of Amendments

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

- a. A resolution of the Board of Directors.
- b. A resolution of a duly appointed constitutional committee.
- c. A written resolution signed by one-quarter (1/4) of the Members.

Section 3. Voting Procedure

Any amendments shall be published by the Board of Directors 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: One-year, Three-year and Lifetime Members, collectively referred to as Members.

Section 2. Fees and Dues

The Board of Directors 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 Board of Directors. 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 Board of Directors, as it deems necessary for the welfare and benefit of this Organization.

ARTICLE II

OFFICERS AND DIRECTORS

Section 1. Designation

The Officers of this Organization shall be the following: President, Vice President, Secretary, Treasurer, and Immediate Past President or other duly elected Officer.

Section 2. Eligibility

Only 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 Board of Directors. 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 Board of Directors. The President, as chair of the Board of Directors, shall enforce the laws and execute the will of the Organization, and shall perform all such other duties as are properly required by the Board of Directors.

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 all 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 Board of Directors and keep the minutes of all business meetings of this Organization. The Secretary shall maintain all membership records and attend to all ordinary correspondence of this Organization. The Secretary shall perform all such other duties as are properly required by the Board of Directors.

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 Board of Directors whenever so requested and shall chair the Finance Committee. The Treasurer, upon ceasing to hold office, shall surrender to the Board of Directors 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 Board of Directors.

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. If the Past President is unwilling or unable to fulfill his or her term, another Member shall be elected to fill the position.

Section 8. Directors

Up to four (4) Directors, 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 Board of Directors. The current Board of Directors will assign specific responsibilities to each Director such as but not limited to athletic director, sponsorship director, communications director, social director, etc. If the positions cannot be filled, then the position will remain vacant.

Section 9. Terms of Office

- Each Officer shall serve a one-year term. Officers may be elected to consecutive terms.
- Each Director shall serve a two-year term. 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 from July 1 to June 30.

Section 10. 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 Members 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 Board of Directors, as a whole shall cast one deciding ballot. Candidates for election shall be open to Members for consideration.

Section 11. Resignation

Any Officer or Director of this Organization may resign at any time by tendering his or her resignation to the President. In the event the President resigns prior to the expiration of his or her term, the President shall submit his or her resignation to the Board of Directors in writing. Said resignation shall take effect at the time specified therein.

Section 12. Removal from Office

Any Officer or Director may be removed for cause at any meeting of the Board of Directors, proper notice of which shall have referenced the proposed action, by a vote of three-fourth (3/4) majority of the Board of Directors. "Cause" shall include malfeasance, neglect, or refusal to perform the customary duties of office as defined in this Article.

Section 13. Vacancies

- a. A vacancy in the office of President shall be filled by the Vice President.
- b. If any other Officer position becomes vacant, that position will be elected by a majority vote of the Board of Directors for the remainder of the unexpired term.
- c. A Director's vacancy shall be filled by a Member to be elected by a majority vote of the Board of Directors for the remainder of the unexpired term.

Section 14. Vacancies

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, Board of Directors, annual or general membership meeting of this Organization.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Executive Authority

The Board of Directors 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 Board of Directors.

Section 2. Management of Organization Affairs

Except as otherwise provided by law or this Constitution, the Board of Directors 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 Board of Directors 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 Board of Directors 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 Board of Directors may be determined by the presiding officer at each meeting. A majority of the Board of Directors, upon written notice to all Board Members, shall petition the President to call a meeting of the Board of Directors, which petition the President shall honor.

Section 4. Quorum

At all meetings of the Board of Directors, 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 Board of Directors. 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 Board of Directors.

Section 5. Acts

The Board of Directors 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 Board of Directors 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

a. The Board of Directors, by a resolution or resolutions adopted by a majority of the Board of Directors, shall have the power to establish, maintain and dissolve standing committees as it deems necessary to protect and further the interests, purposes and objectives of this Organization. The committees of the Organization shall be determined by the Board of Directors on an as needed basis. Examples of possible committees are Finance Committee, Membership Committee, Legal Committee, Marketing Committee, Athletic Committee, Social Committee, etc.

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 the Board of Directors shall be held each year at such place and time as the Board of Directors shall determine. Generally, said meeting shall be held in May. 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 meetings shall be determined by the Board of Directors but shall be no less than once per year. 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 Board of Directors or upon written request by twenty-five (25) Members. 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 (electronic or regular USPS mail or through a social media platform) to each Member directly to the address as it appears on the record of members held by the Secretary.

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 shall be entitled to one (1) vote. Voting may be held in person or through electronic methods and will be determined by the Board of Directors. In the case of the election of the Board of Directors, each 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 the

Board of 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 member of the Board of Directors, 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 Board of Directors.

Section 2. Finances

The funds of this Organization shall be deposited in its name with such depositories as the Board of Directors may designate. Any monies paid on behalf of this Organization by the Treasurer shall require the approval of the Board of Directors.

ARTICLE VIII

MEMBERSHIP AND DUES

Section 1. Membership Year

An applicant's membership will run twelve (12) or thirty-six (36) months from the date payment is received and membership is approved depending on membership level.

Section 2. Dues Benefit

The payment of membership dues entitles all membership classes to receive, without further charge, copies of the newsletter, the privilege of participating in group events, opportunities for discounts from our sponsors, and a new member gift from a list of choices.

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 Board of Directors 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 Board of Directors or.
- b. By written proposal of ten (10) Members.

Section 2. Procedure

The Board of Directors, 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 Board of Directors by a three-quarters (3/4) majority vote of the Board of Directors 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.