



## GULF WINDS TRIATHLON CLUB

### BYLAWS

#### ARTICLE I

##### Organization

The Gulf Winds Triathlon Club, ("Club"), is a club that has been formed within the Gulf Winds Track Club. The Gulf Winds Track Club is a Florida not for profit corporation which serves as the parent entity for the Club. As such, the Club is subject to the Constitution and Bylaws of the Gulf Winds Track Club and shall take no actions that would be inconsistent with the Gulf Winds Track Club governing documents.

#### ARTICLE II

##### Purpose

The purpose of the Club shall be, but is not solely limited to, encouraging participation in the sport of triathlon, whether for competition, physical fitness, or pleasure; to stimulate the exchange of information about the sport of triathlon and to disseminate such information; to provide social opportunities for individuals participating in the sport of triathlon; to encourage individuals to pursue opportunities to compete in races and to provide and/or promote organized events in which interested individuals may participate

#### ARTICLE III

##### Club Membership

To be a member of the Club, individuals must first be a member in good standing of the Gulf Winds Track Club. Individuals wishing to join the club must complete an application and pay the applicable membership fee. The term of membership runs from January 1 to December 31 regardless of when an individual joins the Club. Individual memberships are renewed on annual basis.

#### ARTICLE IV

##### Membership Voting Rights

All adult Club members shall be eligible to vote to select the Club's Board of Directors and Officers.

#### ARTICLE V

##### Elections

Elections for the Club's Board of Directors and Officers shall be held concurrently with the elections held by



the Gulf Winds Track Club.

## ARTICLE VI

### Nominations for Officers and the Board of Directors

All adult members of the Club are eligible to serve on the Board of Directors either as a Director or as an Officer. The Club will accept nominations, for a period of 30 days beginning approximately two months prior to the election, for individuals who have been formally nominated and who have confirmed their interest in serving. All nominations shall be made to the Club Secretary within the prescribed time period.

## ARTICLE VII

### Board of Directors

Section I. **POWERS OF THE BOARD:** The full and entire management of the Club shall be vested in the Board of Directors, which shall have and may exercise all of the powers that may be exercised or performed by the Club. The Board of Directors shall have full and complete authority, power, and discretion to manage and control the business, affairs, and properties of the Club, to make all decisions regarding those matters and to perform any and all acts or activities customary or incident to the management of the Club's business. The Board shall take no action that would be contrary to the Constitution of Bylaws of the Gulf Winds Track Club.

SECTION II. **BOARD MEMBERS:** The Board of Directors shall consist of ten (10) members, (Five (5) officers, and five (5) At Large Directors. The At Large Directors shall serve for a period of one (1) year, beginning January 1 and ending on December 31. The Officers shall serve as set forth in Article VIII of these Bylaws There are no term limits for the At Large Directors.

SECTION III. **VACANCIES:** Any vacancy on the Board of Directors may be filled at the discretion of the Board. In such case, the individual selected by the Board to fill in the vacancy shall serve on the Board until the end of the term then in effect.

SECTION IV. **REMOVAL OF DIRECTORS:** A Director may be removed, for good cause, upon a majority vote of the Directors of the Club.

SECTION V. **MEETINGS:** The Board of Directors will hold monthly meetings immediately prior to the Club's monthly membership meetings. However, the Board of Directors may change meeting dates to meet the needs of the Board. The Board may also hold special meetings as may be needed from time to time.

SECTION VI. **QUORUM:** For general meeting purposes, a quorum shall be constituted by the presence of a majority of the members of the Board.

SECTION VII. **VOTING:** All questions at a meeting of the Board of Directors shall be decided by a majority vote of the members of the Board entitled to vote and present in person at the meeting, unless otherwise



specified herein. Each Director shall be allowed one vote. Directors may from time to time be unable to be present to vote on matters concerning the corporation, such Director may have an alternate, who shall also be a board member, cast a vote for said member pursuant to the following conditions: 1) the item to be voted on shall be an item which has been previously presented to the member for their consideration and be an item that the member has sufficient knowledge about in order to direct their alternate's vote. At no time shall an alternate be allowed to cast a vote on behalf of a board member with regard to any item that board member in question has no prior knowledge, 2) prior to casting a vote on behalf of the member to be absent, the alternate shall present to the board a valid proxy form (authorizing the alternate to vote on behalf of the member in question. A vote cast by an alternate (subject to the proxy requirements stated herein) shall be considered valid.

**SECTION VIII. COMPENSATION:** Directors shall serve without compensation, except reasonable expenses may be paid as approved by the Board of Directors. Directors are prohibited from engaging in activities that would be deemed a breach of their fiduciary duty to the Club.

## ARTICLE VIII

### Officers

**SECTION I. OFFICERS:** Effective as of January 1, 2013, the officers of the Club shall consist of the President, Vice-President/President-Elect, Past President, Secretary and Treasurer.

**SECTION II. PRESIDENT:** The President shall preside over all meetings of the board. He/She shall be kept advised of the general affairs of the Club and insure that all orders, resolutions and policies of the board are carried into effect. He/She shall have the usual powers and duties customarily vested in the office of the President and shall perform other duties as may be assigned to him/her by the Board. The President shall serve for a period of one (1) year, beginning January 1 and ending on December 31. At the conclusion of the President's term, he/she, assume the office of Past President for Club's next calendar year. Effective January 1, 2017, the Gulf Winds Triathletes President shall become a voting member of the Gulf Winds Track Club with all powers outlined in the Gulf Winds Track Club's governing documents.

**SECTION III. VICE-PRESIDENT/PRESIDENT ELECT:** In the absence of the President, the Vice-President shall perform duties of the President, and when so acting, shall have all the power and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties as may be assigned to him/her by the Board. The Vice-President/President Elect shall serve for a period of one (1) year, beginning January 1<sup>st</sup> and ending on December 31<sup>st</sup>. At the conclusion of the Vice President's term, he/she shall assume the office of President for the Club's next calendar year.

**SECTION IV. PAST PRESIDENT:** The immediate Past President shall serve as an advisor to both the President and Vice-President to ensure continuity of operations within the Club. The Past President shall also perform such other duties as may be assigned to him/her by the Board. In the absence of both the President and Vice-President, the Past President shall perform the duties of the President subject to all the restrictions upon the President. The Past President shall serve for a period of one (1) year, beginning January 1 and ending on December 31. At the end of the Past President's term, he/she shall no longer be an Officer



of the Club. However, a former Past President shall be eligible to seek election either as an Officer or as an At Large Director.

**SECTION V. SECRETARY:** The Secretary shall attempt to attend all meetings of the Board and shall preserve or cause to be preserved in true minutes of the meetings of the Board. The Secretary shall also be responsible for providing meeting announcements and other announcements to the general membership. The Secretary shall serve for a period of one (1) year, beginning January 1 and ending on December 31. There shall be no term limits on the position of Secretary.

**SECTION VI. TREASURER:** The treasurer shall attempt to attend all meetings of the Board and shall preserve or cause to be preserved in the financial books of the Club the receipt and disbursement of funds and all other revenues required by Federal or State law or resolution of the Board and shall perform other duties as may be designated by the Board. As all Club accounts must be opened under the name of the Gulf Winds Track Club the Club treasurer shall coordinate with the Gulf Winds Track Club treasurer and put in place such accounting processes as may be requested by the Gulf Wind Track Club. The Treasurer shall serve for a period of one (1) year, beginning January 1 and ending on December 31. There shall be no term limits on the position of Treasurer.

## ARTICLE IX

### Committees of the Board of Directors

**SECTION I. GENERAL:** Persons may be appointed by the Board President to committees in an advisory and consulting capacity who are not members of the Board of Directors. However, in all committees, the chairperson of the committee shall be a voting Board member. The President of the Board of Directors or his/her designee shall be an ex-officio advisory and consulting member of each committee. All advisory and consulting members of each committee shall have non-voting status with regard to the Board of Directors. The committees shall make recommendations to the Board of Directors and shall not have the authority to take affirmative actions without Board approval.

**SECTION II. STANDING COMMITTEES:** The Board of Directors shall have the following Standing Committees:

1. **Grand Prix Committee:** The President, on or before the Club's February Membership Meeting, shall appoint five (5) club members, including one (1) Director, who shall be the Chair, to the Grand Prix Committee. This committee shall provide recommendations to the Board for the selection of Grand Prix events for club members for the next calendar year. Such recommendations shall also include proposed scoring criteria and methodology for the various events. The committee shall meet as needed and will provide its recommendations to the Board at the Board's October meeting. Absent a compelling reason, the Board shall adopt the committee's recommendations and shall publicize the next year's Grand Prix schedule to Club members on or before the Club's December meeting.
2. **Revenue Committee:** The President shall appoint five (5) club members, including one (1) At Large Director, who shall be the Chair, and the Treasurer to the Revenue Committee. The



Revenue Committee shall provide recommendations to the Board on generating revenue for the club with the express purpose that such revenue be used for bona fide Club purposes and/or charitable purposes relating to the sport of triathlon.

3. **Awards Committee:** The President, on or before the Club's November Membership Meeting, shall appoint five (5) club members, including one (1) Director, who shall be the Chair, to the Awards Committee. The Committee shall solicit nominations from among the Club membership for the following awards:
  - a. **Grand Masters Male and Female Triathlete of the Year:**  
This award is given to both a male and female, over-50 member of Gulf Winds Triathletes, active in the club, whose love of triathlon is demonstrated not only in competition, but also in commitment, service, & inspiration.
  - b. **Masters Male and Female Triathlete of the Year:**  
This award is given to both a male and female, over-40 member of Gulf Winds Triathletes, active in the club, whose love of triathlon is demonstrated not only in competition, but also in commitment, service, & inspiration.
  - c. **Male and Female Rookie of the Year:**  
This award is given to both a male and female member of Gulf Winds Triathletes, active in the club, with less than 3 years in the sport, who has shined brightly this year.
  - d. **Most Improved Male and Female Athlete of the Year:**  
This award is given to both a male and female member of Gulf Winds Triathletes, active in the club, who has shown a great deal of improvement during this calendar year. For this award, we compare improvements in time of several races as well as taking into account their placing in more challenging events.
  - e. **Service Award:**  
This award is given to the individual member of Gulf Winds Triathletes, active in the club, who has contributed hours of time assisting activities specifically benefiting the club at large and providing the most to the Tallahassee triathlon community this year.
  - f. **Youth Award:**  
This award will be given to the individual member of Gulf Winds Triathletes, active in the club, who is under the age of 19.
  - g. **Special Awards:**  
The Awards Committee shall have the power to propose special awards recognizing unique actions or achievements outside of the criteria of the other, listed awards.

Nominations to the Committee shall be opened during the month of November and closed by the end of the second week in December. Once the nomination process has closed the Committee shall meet and evaluate the nominees. The Committee shall provide the Board with the list of recommend winners by the end of the second week in December. Absent a compelling reason, the Board shall adopt the Committee's recommendations.

**NOTE:** The Male and Female Triathlete of the Year is awarded by the Gulf Winds Track Club. Those nominations are submitted to the Gulf Winds Track Club Awards Committee, in accordance with their



published guidelines.

SECTION III. **AD HOC COMMITTEES:** The Board of Directors may create such other committees as may be necessary for the proper functioning of the Club.

SECTION IV. **MEETINGS:** All committees of the board shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

## **ARTICLE X**

### **Amendments**

The Bylaws may be amended by a majority vote of the Board of Directors, using the voting structure described herein, at any regular or special meetings, provided prior notice in writing has been given of such amendment. All proposed amendments must not conflict with the Constitution and Bylaws of the Gulf Winds Track Club.