

# CONSTITUTION

## ARTICLE I

### **NAME AND PRINCIPAL PLACE OF BUSINESS**

Section 1. Name This Club, which is incorporated under the laws of the State of Oklahoma, shall be called “The Triathlon Club of Oklahoma City”, and may be referred to hereafter and in other proceedings and records as “TRI-OKC”.

Section 2. Principal Office The principal office of this Club shall be located in the State of Oklahoma, where this Club intends to conduct the majority of its activities (current official address: 53 NW 42, Oklahoma City, OK 73118).

## ARTICLE II

### **PURPOSES AND OBJECTIVES**

Section 1. Purposes and Objectives The purpose and objectives of this Club shall be: To strengthen and advance the sport of triathlon; To promote the educational pursuit of triathlon, general physical fitness, and the representation of the sport of triathlon within the community; To publish and otherwise disseminate information related to the sport of triathlon; 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.

## 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 Triathlon Club of Oklahoma Cit 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)(6) of the Internal Revenue Code of 1954.

## 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 resolution of the Executive Board; A resolution of a duly appointed constitutional committee; 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 shall be granted without discrimination upon basis of race, creed, color, religion, age, sex, national origin, and physical or mental handicap, A member does not need any previous experience in triathlons and need not have a desire to compete in races. The membership categories of this Organization shall be: Active Members, Honorary Life Members and Associate Members; Active Members shall be individuals engaged principally in triathlon sports. Honorary Life Members shall be those Active Members of this Organization who, by unanimous vote of the Executive Board, have made outstanding contributions to the sport of triathlon, the members of this Organization, or the sports community in general as decided by the Executive Board. Honorary Life Members shall have all the privileges of Active Membership, but will not be required to pay annual dues. Associate Members shall be individuals or corporations whose business

relates to or serves the triathlon community, or who want to utilize their influence and assets to promote the sport of triathlon in our community (e.g., retail storeowners).

**Section 2. Assignment of Membership Class** The Executive Board shall as sole authority, and upon application of any prospective member or at any time thereafter, assign or reassign each party to one category of membership, as defined in Section 1 of this article, for the purposes of membership, election of members to the Executive Board and for the assessment of dues.

**Section 3. Application for Membership** Each candidate for admission to this Organization shall submit an application on a form authorized by the Executive Board of this Organization. The Membership committee, chaired by the secretary, shall screen applicants as to suitability for membership and make its recommendations to the Executive Board for approval and assignment to one category of membership.

**Section 4. 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 by members in each category of membership. Applicants for membership may be required to submit an application fee as established by the Executive Board. Upon admission to this Organization, payment of annual 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. 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 5. Membership Year** The membership year will coincide with the fiscal year of this Organization. Applications received after December 1 will, upon approval by the Executive Board, be carried over into the following year.

**Section 6. 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 and a vote of the Executive Board. Notice of suspension shall be made in writing by the Executive Board to any member at the time such suspension occurs. i) No member shall be expelled or suspended as foresaid without being notified of the charge or complaint against him or without first being given the opportunity to be heard by the Executive Committee at a meeting of the said Executive called for that purpose. ii) Notice of intention to suspend or expel a member, setting forth the reasons for such intended suspension and fixing the time and

place for the meeting at which the resolution to suspend shall be heard by the Executive shall be sent by registered mail to the last known address of such member not less than fourteen (14) days prior to the meeting. iii) Notice of the Executive Committee meeting shall be conclusively deemed to have been properly given if mailed to the last known address of such member at least fourteen (14) days prior to the day of the meeting. iv) A suspended or expelled member may appeal his suspension to a general meeting of the membership by giving written notice of intention to appeal to the Secretary setting out in such notice the grounds for his appeal. The Secretary shall give notice to the subject member, the registered members and the Executive fixing a date for the appeal hearing not more than thirty (30) days after receipt of such notice by the expelled or suspended member.

## 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.

**Section 2. Eligibility** Only Active and Honorary Life Members shall be eligible to hold 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. The President shall have previously served for one year as an Officer or Director of this Organization, excepting as otherwise provided for in the By-laws of the Organization.

**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 act as chair of the Program Committee at all membership meetings of the Organization, and shall perform all such other duties as are properly required by the Executive Board. 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 the offices of President and Vice President. 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** Except as otherwise provided by law or these By-laws, Officers and Directors shall be elected from among the members of this Organization. Said election shall be held at the annual business meeting of the Organization. In the event of a tie vote, the Executive Board, as a whole shall cast one (1) deciding ballot. Candidates for election shall be designated by a Nominating Committee appointed by the

President of this Organization. The Nominating Committee will accept candidates for office commencing with the September membership meeting. The Nominating Committee shall present the candidates at the October membership meeting, at which time the President shall accept nomination of candidates from the floor. Nominations will be closed thereafter, and the candidates qualified and presented to the Executive Board. .

**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 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. 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 By-laws, 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 and 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:

Program Committee. Chaired by the Vice President, the Program Committee is charged with the development, design, and implementation of diverse professional and social activities for the Organization.

Newsletter Committee. Chaired by the Secretary, 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.

Finance Committee. Chaired by the Treasurer, the Finance Committee is charged with monitoring the Organization's financial security and stability.

Nominating Committee. Chaired by a member of the Executive Board, the Nominating Committee shall recommend suitable candidates for election as Officers and Directors of this Organization to the Executive Board.

**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.

**Section 3. Appointments** 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

### MEETINGS

**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 in November. 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 (25) 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 communicated to each member in good standing by mail or email delivery of the monthly club newsletter directly to the address or email 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 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**

**Section 1. Right to indemnification** In the event that a claim is asserted, either actual or threatened, or litigation is commenced, whether civil, criminal, administrative or investigative, against an Officer or Director of this organization by reason of the fact that he or she was a director or officer of the Organization, while a director or officer, he or she is or was serving at the request of the Organization shall be indemnified and held harmless by the Organization, to the fullest extent permitted by applicable law as then in effect, against all expense, liability and loss actually and reasonably incurred or suffered by such person in connection therewith until the claim or litigation is resolved to a final disposition.

**Section 2. Nonexclusivity of Right** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of

any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members, if any, or disinterested directors or otherwise.

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 at 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 on 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

### **AMENDMENTS**

**Section 1. Proposal** Amendments to the By-laws of this Organization may be proposed as follows: By resolution of the Executive Board; 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.

**Section 3. Advertising** The board will vote on advertising guidelines on a yearly basis. The current (2009) agreement is that only sponsors of TRIOKC are allowed to advertise on the TRIOKC website and at TRIOKC events. If you are interested in advertising with TRIOKC, you may contact the president or treasurer.