

The Triathlon Club of Oklahoma City

SUMMARY OF CHANGES

IF APPROVED BY THE BOARD AND SUBSEQUENTIALLY THE MEMBERSHIP, THESE CHANGES WILL BE RETROACTIVE TO JANUARY 1, 2021.

Minor updates for consistency and clarity

- Replaced Organization with Club
- Removed the official address of the Club
- Corrected punctuation and spelling errors
- Added formatting, headings, and bullet points
- Strike verbiage from Article VIII Section 3 and move it to Article VII
 - Verbiage struck: “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.”

Officers, Executives, Directors

- Consolidated verbiage Executives, Officers, and Directors to Board of Directors / members of the Board
- Merged Article II and III
 - Article III Sections 1 and 2 move to Article II Section 1
- Renamed Article II Section 8. At Large Board Members
 - Reduced number from four to two
- Vacancy verbiage was clarified, Article II Section 14
 - Provides the option of a special election

Terms of Office / Eligibility

- Each office of the Board is a term of two years
- At Large Board Members continue to serve staggered terms
- The President must have served one term on the Board of Directors
- The President and Vice President may not serve more than one consecutive term
- Treasurer may not serve more than two consecutive terms

The Triathlon Club of Oklahoma City

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.

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 or Board of Directors.

Article III - GOVERNMENT AND MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Government and Management The government and management of this Club, except as otherwise provided by law or in the By-laws of this Club, shall be vested in the Board of Directors. 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 Club.

Section 2. Authority and Jurisdiction Any authority of government, management, or control not otherwise specified in either the Constitution or By-laws of this Club shall be reserved to the Board of Directors. The Board of Directors shall be vested with full power and authority to put into effect the laws, resolutions, and decisions of the Club.

Section 3. Non-Profit Status The Triathlon Club of Oklahoma City is a nonprofit organization. No members of this Club shall have any right or interest in or to the property or assets of this Club. In the event of the dissolution of this Club, 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 Club and in accordance with Section 501(c)(6) of the Internal Revenue Code of 1954.

The Triathlon Club of Oklahoma City

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 Club, except as otherwise provided for or specified in the By-laws of the Club.

Article V – AMENDMENTS

Section 1. Ballot by Members The Constitution of this Club may be altered or amended by a two-thirds majority of the votes cast by the members of the Club at the annual business meeting of the Club.

Section 2. Proposal Procedures Amendments to the Constitution of this Club may be proposed by:

- a resolution of the Board of Directors
- a resolution of a duly appointed Constitutional Committee
- a written resolution signed by one-quarter of the Active and Honorary Life membership of this Club

Section 3. Voting Procedure Any amendments shall be published by the Board of Directors in the Club newsletter or by other suitable means at least one month prior to the annual business meeting of this Club 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 majority favorable vote of the ballots cast at the annual business meeting shall be sufficient to amend the Constitution of this Club.

The Triathlon Club of Oklahoma City

BY-LAWS

Article I – MEMBERSHIP

Section 1. Membership Categories 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 Club shall be:

- Active Members
- Honorary Life Members
- Associate Members

Active Members shall be individuals engaged principally in triathlon sports. Honorary Life Members shall be those Active Members of this Club who, by unanimous vote of the Board of Directors, have made outstanding contributions to the sport of triathlon, the members of this Club, or the sports community in general as decided by the Board of Directors. 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 Board of Directors 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 Board of Directors and for the assessment of dues.

Section 3. Application for Membership Each candidate for admission to this Club shall apply on a form authorized by the Board of Directors of this Club. The Membership committee, chaired by the Secretary, shall screen applicants as to suitability for membership and make its recommendations to the Board of Directors for approval and assignment to one category of membership.

Section 4. 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 by members in each category of membership. Applicants for membership may be required to apply as established by the Board of Directors. Upon admission to this Club, payment of annual dues will be required. Application fees and annual dues may be revised from time to time

The Triathlon Club of Oklahoma City

by the Board of Directors, as it deems necessary for the welfare and benefit of this Club. 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 Club. Applications received after December 1 will, upon approval by the Board of Directors, 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 Club. Any member whose dues are in arrears for more than ninety days shall be suspended from membership in this Club until such time the default is corrected. Any member whose dues are in arrears for more than one-hundred twenty days shall be deemed to have resigned from the Club and may be reinstated only upon resubmission of an application and a vote of the Board of Directors.

Notice of suspension shall be made in writing by the Board of Directors to any member at the time such suspension occurs.

- 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 Committee meeting called for that purpose.
- 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 days prior to the meeting.
- 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 days prior to the day of the meeting.

A suspended or expelled member may appeal their 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 their appeal. The Secretary shall give notice to the subject member, the registered members and the Executive Committee fixing a date for the appeal hearing not more than thirty days after receipt of such notice by the expelled or suspended member.

The Triathlon Club of Oklahoma City

Article II – BOARD OF DIRECTORS

Section 1. Designation and Authority The Directors of this Club shall be the following: President, Vice President, Secretary, Treasurer, Immediate Past President, and two At-Large Board Members, each with equal voting powers.

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 Club and is charged with promoting and furthering the purposes and objectives of this Club

Section 2. Eligibility Only Active and Honorary Life Members in good standing shall be eligible to serve on the Board of Directors. The President shall have previously served one term on the Board of Directors.

Section 3. President The President shall be the Chief Executive Officer of this Club. 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 Club committees. In the absence of the Treasurer, the President shall pay monies duly authorized by this Club or the Board of Directors. The President, as chair of the Board of Directors, shall enforce the Constitution and By-laws, execute the will of the Club, 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 and powers of the President. The Vice President shall act as chair of the Program Committee at all membership meetings of the Club and shall perform all such other duties as are properly required by the Board of Directors. 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 Club. The Secretary shall maintain all membership records, attend to all ordinary correspondence of this Club, and shall be responsible for the publication of the Club newsletter and the annual membership directory of the Club. 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 Club, entering into the books of the Club an accurate and full account of all monies received by or paid on account of this Club. The Treasurer shall

The Triathlon Club of Oklahoma City

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 Club will serve as a Board Member of the Club for one term immediately following his or her term as President.

Section 8. At-Large Board Members Two members, elected by the Membership to staggered terms shall function in a judicial and advisory capacity to the Board of Directors of this Club. They shall perform all such other duties as are properly required of them by the Board of Directors.

Section 9. Honorary Directors Each Past President of this Club shall automatically become an Honorary Director at such time that he or she no longer serves on the Board of Directors and still remains an Active or Honorary Life Member of the Club. Each Past President shall be an ex officio member of the Board of Directors, 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 Board of Directors at its meetings. The term of Honorary Director will extend for life unless revoked for cause by a majority vote of the entire Board of Directors.

Section 10. Terms of Office Terms of office, except as provided herein, are two years and shall run concurrent with the fiscal year of the Club. The President and Vice President may not serve more than one consecutive term. At-Large Board Members shall serve staggered terms. A Treasurer may not serve more than two consecutive terms. Each Board Member shall hold office until their successor has been duly elected and qualified.

Section 11. Election Except as otherwise provided by law or these By-laws, the Board of Directors shall be elected from among the Active and Honorary Life Members of this Club. Said election shall be held at the annual business meeting of the Club. In the event of a tie vote, the Board of Directors, as a whole shall cast one deciding ballot.

Candidates for election shall be designated by a Nominating Committee appointed by the President of this Club. 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

The Triathlon Club of Oklahoma City

shall accept nomination of candidates from the floor. Nominations will be closed thereafter, and the candidates qualified and presented to the Board of Directors.

Section 12. Resignation Any member of the Board of Directors 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 member of the Board of Directors 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 majority of the entire Board of Directors. "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 the position of Immediate Past President will remain vacant until the current President completes their term. If any other position on the Board of Directors becomes vacant, it shall be at the Board's discretion to have a special election following the parameters of Section 11 or leave the position vacant until the next scheduled election.

Section 15. Compensation No member of Board of Directors shall receive salary, compensation, or emolument from the Club. No member of the Board of Directors shall have any expenses paid, or receive reimbursement for travel to or from, for any committee, member of the Board of Directors, annual or general membership meeting of this Club.

Section 16. Meetings The Board of Directors of this Club 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 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 Board Member at each meeting. A majority of the entire 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 17. Quorum At all meetings of the Board of Directors, except as provided by law and these By-laws, a quorum shall be required for the transaction of business. For the purposes of this Club, a quorum shall consist of not less than three Members of the Board of Directors. Except as otherwise provided for in the Constitution or these By-laws, the

The Triathlon Club of Oklahoma City

vote of a majority of those directors present shall decide any question which may be brought before the Board of Directors.

Section 18. Acts The Board of Directors shall constitute the governing body of the Club, with full power and authority to act upon the laws and resolutions of the Club. 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 Club.

Article III - COMMITTEES

Section 1. Standing Committees The Board of Directors, by a resolution(s) 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 Club. The standing committees of the Club 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 Club.

Newsletter Committee Chaired by the Secretary, the Newsletter Committee shall recommend suitable candidates for editor of the Club's newsletter; and shall develop and design the newsletter; and assist in reviewing, selecting, and editing articles to be published by the newsletter. The Board of Directors 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 Club's financial security and stability.

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

Section 2. Special Committees The President, with the consent of a majority of the Board of Directors, 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 year only.

Section 3. Appointments The President, except as where otherwise specified in these By-laws, shall appoint all committee chairpersons and members with the approval by majority vote of the Board of Directors. Committee members shall be Active or Honorary Life Members unless otherwise specifically authorized by a vote of the Board of Directors. The term of office of member of a standing or special committee, unless otherwise provided for in these By-laws, shall be one year only.

The Triathlon Club of Oklahoma City

Article IV - MEETINGS

Section 1. Annual Business Meeting The annual business meeting of the members of this Club 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 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 Board of Directors. 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 Club shall be those members present.

Section 3. Special Meetings A special meeting of this Club may be called at any time by order of the Board of Directors or upon written request by twenty-five members in good standing of the Club. 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 Club 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 Club in good standing shall be entitled at every meeting to one vote and, in the case of election of the Board of 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 the Board of Directors, voting shall not be made by ballot unless any member, present in person or by proxy, shall so demand.

The Triathlon Club of Oklahoma City

Article V - 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 a member of the Board of Directors of this Club by reason of the fact that he or she was a director of the Club, while a director, he or she is or was serving at the request of the Club shall be indemnified and held harmless by the Club, 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. Non-exclusivity 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, By-laws, agreement, vote of members, if any, or disinterested directors or otherwise. Further, this right shall not be deemed exclusive of any other right of a director in any proceedings to have assessed in his or her favor at his or her costs and expenses connected therewith.

Article VI - FISCAL YEAR AND FINANCES

Section 1. Fiscal Year The fiscal year of the Club shall begin on January 1 and end on December 31 of each year unless otherwise determined by a vote of the Board of Directors.

Section 2. Finances The funds of this Club shall be deposited in its name with such depositories as the Board of Directors may designate. Any monies paid on behalf of this Club by the Treasurer shall require the approval of the Board of Directors and the countersignature of either the President or Vice President of the Club.

Section 3. Advertising The Board of Directors will vote on advertising guidelines on a yearly basis.

Article VII - AMENDMENTS

Section 1. Proposal Amendments to the By-laws of this Club may be proposed as follows:

- By resolution of the Board of Directors.
- By written proposal of ten members in good standing.

The Triathlon Club of Oklahoma City

Section 2. Procedure The Board of Directors, upon receipt of a proposed amendment, shall publish the amendment in the Club 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 Club may be adopted, altered, or amended:

- at any meeting of the Board of Directors by a three-quarters majority vote of the entire Board of Directors
- at any meeting called in accordance with the By-laws of the Club by a majority vote of the entire membership of record on the date of said meeting

DRAFT