

Bylaws

Yorktown Triathlon Club

*Effective: January 31, 2016
(rev 2/22/2016,
7/23/2017)*

ARTICLE I. NAME

This organization shall be known as the "Yorktown Triathlon Club or herein referred to as "Club".

ARTICLE II. PURPOSE

The Club is established for the purposes set out below:

To support Club members by establishing a mutually beneficial team environment through group training, racing, education, and social opportunities focused on the Greater Peninsula Area.

ARTICLE III. ADDRESS

PRINCIPAL OFFICE: The principal address of the Club shall be:

Yorktown Triathlon Club
9913 Warwick Blvd
Newport News, VA 23601

ARTICLE IV. MEMBERSHIP

Membership shall be open to any individual who shares in the common purpose of the Club. Membership shall be granted without discrimination upon the basis of ability, race, creed, color, religion, sex, national origin, sexual preference, and physical or mental handicap.

Associate Membership shall be open to any individual pursuant to all other tenants of Membership including all activities of the club except that Associate Members shall not be listed on the club's USAT Roster or otherwise be considered members outside of the club for purposes of competitions recognizing participation by members of this club. The purpose of such Associate Membership is to be inclusive of such Members who would otherwise be excluded by virtue of arrangements with other clubs. Specifically Associate Members, pay dues, sign the club waiver and are entitled to all other drawings, discounts etc. offered at club events. It shall be the sole responsibility of such Associate Members to ensure that their membership in this club under the terms of the clubs By Laws herein are consistent with those of the other clubs and activities that they participate in.

ARTICLE V. EXECUTIVE BOARD

The Executive Board (Board) is responsible for managing the general business of the Club. The Board serves the members by working closely with Committee Coordinators to evaluate, plan, and execute events of interest and benefit to the members including but not limited to education, training, racing, and social events.

The affairs of the Club shall be managed by the Board consisting of 4 elected officers. Officers will be determined by simple majority vote of the general membership of the Club. An individual may not hold more than one position on the Board at any given time. All Board positions will be brought up for nominations and vote annually. Executive Board positions shall be for the term of one calendar year (January through December).

PRESIDENT - The President shall be the principal executive officer of the Club, shall generally oversee all of the business and affairs of the Club under the supervision of the Board and Committees, and shall facilitate Board and General Membership meetings. The President shall be a co-signer on Club's bank account.

VICE PRESIDENT - In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board. The Vice President shall be responsible for helping organize club events (e.g. recruit guest speakers, planning activities for Club meetings). The Vice President is responsible for the integrity of the bylaws and for creating or planning training and education opportunities for the members. Additionally, the Vice President will strive to ensure all training goals of the club are met. This position may choose to have a committee to assist with these functions.

TREASURER -The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club, and deposit all such monies in the name of the Club in the Club's bank account; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. The Treasurer shall present the Executive Board with a comprehensive summary of revenues and expenses at Board meetings. The Treasurer shall also prepare and make available at the Annual Meeting a year-to-date summary of revenue and expenses.

SECRETARY - The Secretary shall keep the minutes of the meetings of the Board and of the Annual Meeting.

ELECTION, TERM of OFFICE, TERM LIMITS and QUALIFICATION.

NOMINATION AND ELECTION. Nominations for Executive Board Officers will be opened at the Annual Meeting and may remain open for a reasonable period thereafter. The Board will notify the members once nominations have been closed and provide opportunity for all members to vote for each Board position either in person or via online means.

REQUIREMENTS.

(a) Nominees must be an active Yorktown Triathlon Club member for a minimum of 3 months.

(b) Nominees must be able to attend regular Board meetings as well as membership meetings.

TERM OF OFFICE. One calendar year (January through December)

RESIGNATION. Any Board member may resign at any time by giving written notice to the President of the Club. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be required.

REMOVAL. Any Board member may be removed for cause at any time by a simple majority vote of the Executive Board.

VACANCIES. If any vacancy shall occur in the Board, such vacancy may be filled by the affirmative vote of a majority of all remaining Board members, even though the number of such remaining members is less than a quorum of the Board. A Board member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

ATTENDANCE. Board members are expected to attend all Board meetings and Club meetings. Board members shall be responsible for notifying the President in the event they are going to be absent from a Board meeting. If a member misses two (2) Board meetings per year, the remaining board members may vote on the removal of the aforementioned member.

CONFLICT OF INTEREST. No Board member shall vote on any motion before the board if he/she has a financial interest in the outcome of the motion. The Directors and Officers must declare any and all real or perceived conflicts of interest prior to a vote. Failure to be forthcoming with conflicts of interest may result in immediate removal from the Club.

GENERAL POWERS. In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board may exercise all such powers of the Club and do all such lawful acts and things as are not by law, or these By-Laws directed or required to be exercised or done by the members.

ARTICLE VI. COMMITTEES AND COORDINATORS

The Club shall maintain three standing functional coordinators, and associated committees if desired. Coordinators and their committees support the Board and Club members to further the purpose of the Club as set forth in Article II.

MEMBERSHIP AND OUTREACH COORDINATOR. The Membership and Outreach Coordinator shall be responsible for maintaining a current club roster, revised on a monthly basis, emailing a “President’s Welcome Letter” to new members, forwarding a current club roster to the Webmaster on a monthly basis, forwarding a current club roster to any club sponsor wishing to receive same. This coordinator may choose to have a committee to assist with these functions.

SOCIAL & MEDIA COORDINATOR. The Social Media Coordinator shall be responsible for the membership newsletters, updating social media, and website content. The coordinator will also be responsible for scheduling and planning social events such as monthly happy hours and special events. The Social Media Coordinator will support all positions in communications and club promotion. This coordinator may choose to have a committee to assist with these functions.

RACE COORDINATOR. The Race Coordinator shall be responsible for establishing a list of club races, with input from the members, and fostering a team atmosphere at these races. The Race Coordinator will provide information about Club events, communicate race ratings, team pictures, etc. This coordinator may choose to have a committee to assist with these functions.

ARTICLE VII. MEETINGS

EXECUTIVE BOARD MEETINGS. The Executive Board shall hold meetings as necessary to conduct the business of the Club in order to further the purpose of the Club as set forth in Article II, Committee Chairs may be requested to attend Executive Board meetings. Executive Board meetings shall be open to all members for observation.

QUARTERLY MEMBER MEETINGS. General member meetings shall be held quarterly in order to conduct Club business, facilitate discussion and feedback from members regarding opportunities and services they desire, discuss the general direction and development of the Club, and provide a forum for the Executive Board to update members on Club business. Quarterly meeting will be held approximately November, February, May, and August and may be adjusted based on member availability and logistic considerations.

ANNUAL MEMBER MEETING. The November quarterly meeting will serve as the annual meeting of the Club. The annual meeting shall be at a place and time selected by the Executive Board after considering availability of the members, at which time the nomination and election process for the slate of officers of the Club for the coming calendar year will be initiated, and transact such other business as may be properly brought before such meeting. The President shall facilitate the annual meeting. The Treasurer shall make available to members at the annual meeting a year-to-date financial summary of the Club's revenues and expenses.

MEMBER MEETING PLACE AND TIME. Quarterly and annual meetings will be held at a place and time to be determined by the Executive Board after considering availability of members. Notice of quarterly and annual meetings will be announced no less than 30 days prior to the designated meeting date.

MEETING MINUTES. Summary meeting minutes and associated information will be made available to members through any of the following: website, online discussion forum, electronic newsletter, and social media.

ARTICLE VII. MEMBERSHIP & ANNUAL DUES

MEMBERSHIP CYCLE. The Club's membership cycle shall be based on each individual's joining date.

ANNUAL DUES. Annual dues shall be set by the Board. Any change in the amount of dues will be set and announced by the Board prior to January 1st. No vote of the membership will be required to effect a change to the annual dues.

ARTICLE VIII. GENERAL PROVISIONS

AMENDMENT OF BYLAWS. Amendments to these bylaws may be proposed by any member in good standing and will be considered at quarterly member meetings. Proposals should be made to the Executive board and presented to the members at least 1 week prior to the next quarterly meeting. Proposals should include 1) the proposed amendment, precisely worded, 2) the current bylaw to be amended, and 3) the bylaw as it will read if the amendment is adopted. All amendments will be put to member vote and require 2/3 majority of members present to pass.

INSPECTION OF BOOKS AND RECORDS. The books and records of the Club may be inspected by any Member for any proper purpose at any reasonable time upon request.

COMPENSATION. Executive Board Officers and Committee Chairs shall not receive any compensation in the form of salary for their services in such capacities, provided that nothing herein shall be construed to preclude any Officer or Chair from being reimbursed by the Club for reasonable expenses actually incurred in the performance of their duties, or from serving the Club in any or other capacity and receiving compensation therefore.

CHECKS, NOTES, ETC. All checks of the Club shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate. In the absence of such designation by the Board, such instruments shall be signed by the Treasurer and may be countersigned by the President or Vice President. No board member is authorized to spend over \$50 or contract on behalf of the Club without the approval of two Executive Board members. No Board member is authorized to spend over \$100 without majority Board approval.

DEPOSITS. All funds of the Club shall be deposited from time to time to the credit of the Club in such bank as the Board may select. The President and Treasurer are the only signing members on the account.

GIFTS. The Board may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or for any specific or special purpose of the Club.

DISSOLUTION. In the event the club is dissolved, any debts owed will be paid from the club account and remaining funds will be donated to a local charity to be decided by the Executive Board.

ARTICLE X. INDEMNIFICATION OF OFFICERS

INDEMNIFICATION. Each person who is or was an Officer of the Club, or who serves or may have served at the request of the Club and who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether criminal, civil, administrative or investigative, including appeals, shall be indemnified by the Club as a matter of right to the full extent permitted or authorized by the State of Virginia, as it may from time to time be amended, against any expense (including attorneys' fee), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in his/her capacity as an Executive Board officer, or arising out of his/her status as an Executive Board officer.