

## **ARTICLE I**

### Name and Location

**Name and location.** The name of this organization is the Seattle Green Lake Triathlon Group (SGLTG). It is located in Seattle Washington and the metropolitan area.

## **ARTICLE II**

### Definitions

**SGLTG.** "SGLTG" or "the Club" is used herein to mean the Seattle Green Lake Triathlon Group, an organization registered with USA Triathlon (USAT), Inc. and recognized by the Internal Revenue Service as a tax-exempt 501(c)(3) organization.

## **ARTICLE III**

### Membership

**Member.** Every SGLTG member (herein referred to as "member") shall be currently registered as a member of SGLTG and shall have paid their annual SGLTG dues. Members are also responsible for meeting any applicable rules or codes of conduct issued by the Club. A member may be expelled from SGLTG for failing to meet any applicable rule or code of conduct by a majority vote of the Board of Directors. Such decision shall be final and not subject to review.

## **ARTICLE IV**

### Meeting of Members

**Section 1. Place of meetings.** Meetings of the membership shall be held at any suitable place convenient to the membership as may be designated by the SGLTG Board of Directors (hereinafter referred to as "Board")

**Section 2. Annual Meetings.** The annual meeting of the members of SGLTG shall be held between October 1 and December 31. At such meeting there shall be elected by ballot of the members a board of Directors in accordance with the requirements of Article V of the Bylaws. The members may also transact such other business of the organization as may properly come before them.

**Section 3. Special Meetings.** It shall be the duty of the President to call a special meeting of the members upon receiving any one of the following items: 1) a resolution of the Board of Directors, or 2) a petition signed by members representing at least twenty-five percent (25%) of the total membership having been presented to the Secretary. The notice of any special meeting shall state the time of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

**Section 4. Notice of Meetings.** It shall be the duty of the Secretary to send a notice by post or electronic mail of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each person who is currently a member in good standing at their address of record, at least fourteen (14) days, but not more than thirty (30) days prior to such meeting. Service may be accomplished by the delivery of any such notice to the member. Notice in person or through electronic means shall be considered as notice served. Attendance by a member at any meeting of the members shall be a waiver of notice by them of the time, place, and purpose thereof.

**Section 5. Quorum.** The presence, either in person, by absentee ballot, by electronic ballot or by proxy on one or more of the issues specified in the notice, of the members representing at least ten (10%) of the total membership shall constitute a quorum for the transaction of business at all meetings of members. If the number of members at a meeting drops below the quorum and the question of a lack of quorum is raised, no business may thereafter be transacted.

**Section 6. Adjourned Meetings.** If any meeting of members cannot be organized because a quorum has not attended, the members who are present may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

**Section 7. Voting.** At every meeting of the members, the members shall have the right to vote. The vote of the members representing a majority of the quorum at a duly called meeting shall decide any question brought before such a meeting, unless the questions is one upon such, by express provision of the Bylaws, a different vote is required, in which case such express provision shall govern and control. No person shall be eligible to vote unless he/she is a member of SGLTG as defined in Article III. Votes shall be cast in closed ballot.

**Section 8. Absentee, Proxy and Electronic Ballot.** A member may vote by absentee ballot, proxy ballot, or by electronic means on any one or more issues specified in the notice received for the meeting. Any absentee ballot must be in writing, must be signed and dated, and must be given to the Secretary. A member may also designate a proxy to vote his or her ballot by designating the authority in writing, signed and dated. For the purposes of this provision, receipt of an electronic mail from the e-mail address of record for a member shall be considered a writing that has been signed and dated by the member. A member may also vote by means of an electronic voting system established by the Club. In addition, a proxy designation through such electronic voting system shall be sufficient to satisfy the requirements for designating a proxy pursuant to this section.

**Section 9. Order of Business.** The order of business at all regularly scheduled meetings of the members shall be as follows:

- Determination of quorum.
- Proof of notice of meeting or waiver of notice.
- Reading of minutes of preceding meeting.
- Reports of officers. The report of the Treasurer shall include a report of all expenditures made by the Board of Directors since the previous meeting of the membership.
- Reports of committees.
- Unfinished business.
- New business.

## **ARTICLE V**

### Directors

**Section 1. Number.** The affairs of this organization shall be governed by the Board of Directors composed of a minimum of five (5) and a maximum of ten (10) members. The number of Directors may be changed by a vote of the members at any annual or special meeting; provided, however, that no such change shall operate to extend or curtail the term of any elected Director.

**Section 2. Election of Directors.** The elected Directors shall be elected at SGLTG's annual meeting with a quorum present, or by means of an electronic voting system. Each candidate for Director shall have the opportunity to submit a statement in writing to the membership. No person shall be eligible

to be elected to the Board of Directors unless he/she has Member Dues paid current and has been a member of SGLTG as defined in Article III for at least one year unless unanimously approved by the current Board of Directors. All qualified members may be listed on the election ballot. If there are more candidates than the required number of Director positions up for election, then the number of members receiving the most votes shall be the elected Directors. If there are fewer candidates than the required number of Director positions up for election, no member shall be elected to the Board of Directors unless such member has received at least a majority vote of the quorum.

**Section 3. Powers and Duties.** Each Director shall serve as an officer of SGLTG with the powers and duties accorded each officer by Article VI of these Bylaws. The Board of Directors shall have all powers and duties necessary for the administration of the affairs of SGLTG. It shall be the duty of each at-large Director to serve as Chair or Co-chair of at least one of the Club's committees. The powers and duties of the Board of Directors shall include, but not be limited to, the following:

- To ensure that SGLTG is primarily a non-profit athletic and social organization available to all adults in the Seattle, WA. metropolitan area who wish to participate and/or compete in triathlons or other multisport events;
- To provide for the establishment of and collection of membership dues and special assessments in accordance with Article VIII;
- To promulgate and enforce such rules and regulations as may be deemed proper respecting membership rights and obligations, all of which shall be consistent with the provisions of these Bylaws;
- To appoint members of committees as the Board of Directors may from time to time designate; and
- Insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors will promote the purposes of the SGLTG and is not inconsistent with the provisions of these Bylaws.

**Section 4. Election and term of office.**

- a. Each Director shall serve a term of office fixed at two (2) years, except if necessary to comply with subsection (b). The Directors shall hold office until their successors have been elected and hold their first meeting. .
- b. Terms shall be staggered such that the terms of approximately one-half of the elected Directors shall expire each year.
- c. For the next election of Directors occurring after December 1, 2011, there shall be two classes of Directors, Class A and Class B and 50% of the Directors shall be designated to each class. Class A Directors shall be elected for a two year terms. In the first election of Directors after December 1, 2011, Class B Directors shall be elected only for a term of one year, but shall be elected for terms of two years for any subsequent election.
- d. A Director may be re-elected to an additional term, without limit

**Section 5. Vacancies.** Vacancies of the Board of Directors caused by any reason other than the removal of a Director by a vote of the membership shall be filled by vote of the majority of the remaining Directors, even though they may constitute less than a quorum; or by the members at a special meeting to be called by the Board; and each person so elected shall be a Director who shall serve out the unexpired portion of the term.

**Section 6. Removal of Directors.** At an annual or special meeting duly called, any Director may be removed with or without cause by the affirmative vote of the majority of members present with a quorum present, and a successor may then be elected to fill the vacancy thus created. In addition, a Director may be removed for cause by unanimous vote of the remaining Directors. A Director who

fails to attend more than three meetings of the Board during any given term may be removed with cause.

**Section 7. Compensation.** No compensation shall be paid to Directors for their services as Directors.

**Section 8. Organization meeting.** The first meeting of a newly elected Board of Directors shall be held within thirty (30) days of election with written notice to the elected Directors of the date, time, and location of such meeting.

**Section 9. Regular meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by the President, or a majority of the Directors, but at least four (4) such meetings shall be held each year. Notice of such regular meetings of the Board of Directors shall be given to each Director, personally or by mail, electronic mail or telephone, at least seven (7) days prior to the day named for such meeting.

**Section 10. Special meetings.** Special meetings of the Board of Directors may be called by the President or by any three (3) Directors on at least a three (3) day advance notice to each Director, given personally or by mail, electronic mail or telephone, which shall state the time, place and purpose of the meeting.

**Section 11. Waiver of notice.** Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the board of Directors shall be a waiver of notice by them of the time and place thereof. If all Directors are present at any meeting of the Board of Directors, no notice shall be required and any business may be transacted at such meeting.

**Section 12. Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors, except as otherwise provided within the Bylaws.

**Section 13. Action without meeting.** Any actions by the Board of Directors required or permitted to be taken at any meeting may be taken without a meeting if all of the members of the Board of Directors shall individually or collectively consent to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

**Section 14. Expenditures.** All SGLTG expenditures made by any member, including any Director, on the behalf of SGLTG for which SGLTG will be liable must be subject to prior approval in accordance with Article IX, Section 4.

## **ARTICLE VI**

### Officers

**Section 1. Designation.** The principal officers of SGLTG shall be a President, a Vice President, a Secretary, a Treasurer, and a Communications Chair. In its first meeting after the election, the Board of Directors shall designate a Director to serve in each of the principal officer positions.

**Section 2. Qualifications.** Each officer shall be a member of the Board of Directors.

**Section 3. Removal of officers.** Any officer may be removed either with or without cause by the affirmative vote of a majority of the entire Board of Directors. The office will then be transferred to one of the remaining Directors until a special meeting of the members is called to either remove the Director and elect a new Director, or to reappoint the office to the original Director. This special meeting must be called within 45 days of the removal of the officer, unless the annual meeting will occur within that 45 day period.

**Section 4. Terms.** Officers shall serve for terms of one year, unless they otherwise resign from the Board or the Officer position, are removed pursuant to these Bylaws, or become ineligible to serve as an Officer of the corporation. In the event that an individual replaces an Officer, he or she shall serve the remaining portion of term for the Officer he or she replaces.

**Section 4. President.**

The President shall preside over all meetings of the Board of Directors and of the general membership. He/She shall have all powers and perform all duties accorded to him/her by these Bylaws. The President may serve consecutive terms as President if elected by majority vote of the current Board of Directors.

**Section 5 Vice President.**

The Vice President shall fulfill all duties and exercise all powers of the President in his/her absence. He/she shall have all powers and perform all duties accorded him/her by these Bylaws.

**Section 6. Treasurer.**

The Treasurer shall perform all the duties incident to the office of Treasurer, including but not limited to:

- Serving on the Board of Directors;
- Preparing an annual SGLTG budget for submission to the Board of Directors for approval. Upon approval by the Board, the budget will be presented to the membership;
- Collecting all funds raised by SGLTG through fundraising efforts;
- Maintaining full and accurate records of all money raised by SGLTG through fundraising;
- Disbursing all funds as authorized by the Board of Directors in accordance with these Bylaws; • Collecting all Club dues and special assessments, maintaining a record of all members' payments and making monthly financial statements available to the board and/or Club members upon request; and filing any and all tax reports and returns.

**Section 7. Secretary.**

The Secretary shall perform all duties incident to the office of Secretary, including but not limited to:

- Serving on the Board of Directors;
- Keeping the minutes of all meetings of the Board of Directors and of the general membership; • Maintaining a SGLTG membership roster consisting of the members' names, telephone numbers, addresses, and dates of birth as specified in Article III of these Bylaws. In no event shall this roster be loaned, sold, or given to any organization or any person not a member of SGLTG, except legal counsel, or as otherwise authorized by a unanimous vote of the Board of Directors for purposes of providing the benefits of Club membership to members; A roster containing only member names may be given to USAT officials and race directors.
- Determining any member's eligibility to vote at any meeting of the general membership; • Certifying as valid any absentee ballot given to the Secretary in advance of any meeting of the board of Directors or of the general membership; and
- Preparing and distributing all notices of meetings to Club members.

### **Section 8. Communications Chair.**

The Communications Chair shall perform all the duties incident to the office of Communications, including but not limited to:

- Serving on the Board of Directors;
- Production and distribution of regular newsletters and special announcements to enable communication between Leadership and SGLTG membership.
- Maintaining the SGLTG Facebook fan page and Twitter account.

## **ARTICLE VII**

Liability and Indemnification of Officers and Directors

**Liability and Indemnification.** The officers and directors of SGLTG shall not be liable to the members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of SGLTG shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of SGLTG, SGLTG shall forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment, and the SGLTG shall indemnify such officer and director for any such liability.

## **ARTICLE VIII**

Dues and Assessments

**Section 1. Dues.** Membership dues may be established and assessed by an affirmative vote of the majority of the Board of Directors.

**Section 2. Special assessments.** In addition to any dues established by these Bylaws, the Board of Directors may levy a special assessment on members of the Club for any purpose that the Board of Directors may consider appropriate or necessary, provided that any such assessment shall have the assent of the majority of the Board of Directors.

**Section 3. Non-payment of dues or assessments.** Any dues or assessments levied pursuant to these Bylaws which are not paid on the date when due shall be delinquent and any member owing such dues or assessments shall lose the right to vote and compete with SGLTG until such payment is made. Any dues or assessments may be waived, postponed or reduced by the Board of Directors for an individual member for reasons of financial hardship as determined by the Board.

## **ARTICLE IX**

Fiscal Management

**Section 1. Fiscal Year.** The SGLTG fiscal year shall be January 1 to December 31 of the calendar year.

**Section 2. Books.** The Treasurer shall maintain books containing accurate and timely record of all monies raised by SGLTG fundraising efforts and all monies raised by SGLTG from members as dues or assessments.

**Section 3. Inspection of books.** Any member may inspect SGLTG's books upon request to the Treasurer. The outgoing President and newly elected President shall review the books after the Treasurer has closed the books at the end of the fiscal year.

**Section 4. Expenditures.** All expenditures exceeding \$75 made by any member on behalf of SGLTG for which SGLTG will be held liable or accountable must have prior approval of, at a minimum, one of the Officers. The Officers shall establish policies defining who has spending authority for the organization and at what thresholds.

**Section 5. Annual budget.** The Board will establish and adopt an annual budget no later than March 1 of each term. Upon the Board's approval of the budget, it shall be available to the membership upon request.

## **ARTICLE X**

### Amendments

**Amendments.** The Bylaws may be amended by the affirmative vote of members representing at least sixty-seven percent (67%) of the members present at a duly noticed meeting with a quorum present, or by unanimous vote of the Board of Directors, provided that the Board of Directors may not amend Article V, Section 7, addressing Board compensation.

## **ARTICLE XI**

### Compliance – Interpretation

**Compliance and Interpretation.** Any disputes with regard to the interpretation of these Bylaws shall be resolved by a majority vote of the Board of Directors.