

**Chico Triathlon Club
Bylaws
Revised 2010-10-23**

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Article I. Name, Legal Status, and Principal Office

Section A. The name of the organization shall be Chico Triathlon Club and the Organization shall be referred to in these Bylaws as the "Club."

Section B. The Club shall be incorporated as a mutual benefit corporation under the laws of California operated within the meaning of Internal Revenue Code section 501(c)(4).

Section C. The principal office of the Corporation is located at 45 Covell Park Ave Chico, CA 95926.

Section D. The Board of Directors ("Board") is hereby granted authority to change the location of the principal office of the Corporation within the County of Butte, CA. Any such change shall be noted by the Secretary in the Bylaws, but shall not be considered an amendment of these Bylaws.

Article II. Objectives

Section A. The objectives of the Club are:

1. To promote interest in all aspects of triathlon and its associated activities;
2. To promote the educational pursuit of triathlon, general physical fitness, and the representation of the sport of triathlon within the community;
3. To publish and otherwise disseminate information related to the sport of triathlon;
4. Generally engage in activities as may be necessary to accomplish the above, but not for the pecuniary profit or gain of its members, directors or officers.

Section B. The Club, through its Board of Directors, shall engage in such lawful programs and activities and take such lawful action as may be deemed necessary and advisable by the Board of Directors to accomplish the objectives of the Club as stated in these Bylaws.

Article III. Membership

Section A. Membership.

1. Active Membership

a. Eligibility. Any person is eligible to become an Active Member of the Club, regardless of locality, gender, age, religion, ethnicity, or ability.

b. Admission. Active Membership shall be accepted upon a properly submitted Application for Membership, which shall be made on forms prescribed by the Membership Director, and upon payment of annual dues.

c. Rejection of Active Membership. Applications shall be approved unless improperly made, or if the Membership Director has reason to believe that the applicant does not support the objectives of the Club. Any recommendation for rejection on the grounds that an applicant is not a desirable person for membership must be referred by the Membership Director to the Board for final determination.

2. Honorary Membership. Honorary membership may be conferred by the Board on any person who has rendered extraordinary service or who has made an outstanding contribution to the Club or any phase of triathlon and multisport.

Section B. Voting Rights. Each Active Member has one vote.

Section C. Term and Renewal of Active Membership. Each regular membership in the Club shall be for a term of one year from the date of membership.

Section D. Retirement. An Active Member retires if and when dues are not paid within 60 days of the renewal date or upon written notification by the Active Member. A Retired Member lacks the rights, duties, and responsibilities of an Active Member.

Section E. Censure or Termination of Membership. Any member of the Club may be censured or the Board of Directors for good cause may terminate any membership in the Club. Good cause shall be the failure or refusal of a member to comply with these Bylaws or any act by the member that in the judgment of the Board of Directors is contrary to the interests of the Club. A member shall be notified in writing of the information which may be the basis for the censure or termination of membership and shall be given an opportunity to reply in writing or in person to the Board of Directors. The Board may investigate the basis for the recommendation for censure or termination of membership. An affirmative vote of 2/3 of the Board voting shall be required to terminate a membership. A majority of the Board voting may censure a member.

Article IV. Officers and Board of Directors

Section A. Board of Directors. The Board shall consist of at least seven persons and no more than nine persons. The term of all Directors shall be two calendar years.

Section B. Eligibility Requirements. Directors shall be selected from Active Members. No one may hold more than one office at a time.

Section C. General Responsibilities of Directors. The Board shall be responsible for Club management and fulfillment of objectives. Directors must be familiar with the Club bylaws and articles of incorporation. Directors must submit all copies of official club correspondence to the Secretary. Directors should attend general Club meetings and

Board meetings. A Director shall perform whatever tasks, functions and/or responsibilities are necessary to properly conduct the business of the Board and the Club.

Section D. Officers. The officers of the Club shall be President, Vice President, Treasurer and Secretary. The term of all Officers shall be one calendar year.

1. President. The President shall be the chief executive officer of the Club and shall preside at meetings of the Club and of the Board of Directors with the right to vote. The President shall communicate such matters, suggestions and recommendations to Active Members and to the Board as, in the President's opinion, may tend to promote the welfare and increase the usefulness of the Club. The President shall appoint all committees and shall act as an ex officio member thereof, with the exception of the nominating committee. In the event an officer or director is unable to complete a term of office, the President shall be empowered to fill such vacancy for the remainder of the term by appointment, subject to ratification by the Board. The President shall perform such other duties as are incident to the office of President or as may be prescribed by the Board of Directors.

2. Vice President. The Vice President shall work in cooperation with the President and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President may be delegated by the President to perform one or more of the duties of the President. In the event of the resignation of the President during his term of office, the Vice President shall thereupon become President. The Vice President shall arrange for special presentations at the general meetings.

3. Treasurer. The Treasurer is responsible for the financial records of the Club. The Treasurer keeps an account of all moneys received and expended for the use of the Club and makes disbursements for the Club. The Treasurer maintains the necessary banking accounts and records, reports all financial transactions of the Board and general meetings, and is responsible for the filing of all appropriate tax reports.

4. Secretary. The Secretary shall record and preserve the minutes of Board meetings and conduct official correspondence assigned by the Board. The Secretary shall prepare the agenda for each meeting.

Section E. Vacancies. Vacancies occurring during the calendar year may be filled by nomination from the Board and a majority vote of the Board.

Section F. Compensation or Reimbursement. No Directors may receive any compensation for services to the Club, but the Board may authorize reimbursement for expenses incurred in the performance of duties of office.

Section G. Removal.

1. Grounds for Dismissal. The Board may remove a Director by a vote of 2/3 of the Board on grounds of incapacity, failure to comply with these Bylaws, substantial failure to perform his or her duties as a Director, failure to attend any meeting of the Board without prior notice to the President, or any act which is found to be contrary to the objectives of the Club.

2. Notice. Prior to the removal of a Director, there shall be submitted to that Director a written statement of the alleged grounds for removal and the Director shall be afforded an opportunity to answer such allegations in writing and to appear before the Board.

3. Investigation. The Director may investigate the basis for recommending the removal of a Director as it deems necessary or appropriate in the circumstances and may appoint a special committee for the purpose.

4. Resignation. Any Director choosing to resign should notify the President in writing.

Article V. Nominations and Elections

Section A. Nominations.

1. Nominating Process. Election Committee. Prior to November of each year, the Board shall form an Election Committee. The election committee shall solicit nominations for election to the Board for the succeeding year. Active Members may submit nominations for the Board for the succeeding year to the Election Committee.

2. Eligibility. All Active Members are eligible for nomination and only Active Members may be nominated. An Active Member may nominate him or herself.

Section B. Election.

1. Report of the Election Committee. The report of the Election Committee shall be made in writing to the Board at the December general meeting or, if there is no December general meeting, at the first subsequent general meeting.

2. Election. The Elections shall be held at the December general meeting or, if there is no December general meeting, at the first subsequent general meeting. Each Active Member voting may vote for a number of candidates on the ballot equal to the number of open Board positions. An Active Member voting may only allocate one vote to each candidate.

3. Elected members of the Board shall select officers. Officers shall be approved by majority vote of the Board.

Article VI. Meetings

Section A. General Meetings. General meetings shall be held on a day, time and location to be selected by the Board.

Section B. Annual Meeting. The annual meeting shall be the general meeting in December or, if there is no December general meeting, at next subsequent general meeting.

Section C. Board Meetings. The Board shall meet one or more times each month at a time and place designated by Board resolution.

Section D. Special Meetings. Special meetings of the Board may be called by the President or by any two Directors. Notice of each special meeting shall be communicated by telephone or written notice at least one day in advance of such meeting.

Section E. Quorums.

1. Board Meetings. A simple majority of the Board shall constitute a quorum at any regular or special meeting of the Board.

2. General Meetings. A quorum for general meetings shall consist of 10 Active Members. No proxy voting shall be permitted.

Article VII. Budget and Finance

Section A. Dues. The amount of dues shall be adopted annually in November by the Board of Directors.

Section B. Budget. The Treasurer shall propose a budget to the Board prior to the December meeting. The Board will provide a recommended budget to the Board-elect for their acceptance or modification at their January meeting.

Section C. Expenditures. No money shall be expended except in accordance with the budget as approved or amended by the Board. The Board shall authorize the disbursement of all unbudgeted funds.

Section D. Independent Financial Review. The Board may pay for a “Review” of the financial records at any time. The Board shall arrange for an independent inspection of the financial records at any time. Results of all “Reviews” and all “Inspections” shall be presented at a Board meeting.

Article VIII. Committees

Section A. Designation of Committees. The Board shall have power to create committees, define the functions of committees, and terminate committees. The Board may not redefine functions of committees if such functions are specified in the Bylaws. Neither may the Board terminate a committee whose work is specified in the Bylaws before the committee has completed its required work.

Section B. Selection of Committee Members.

1. Chair. The Board shall select each committee chair person by nomination and majority vote.

2. Members. The Chair of a committee may appoint members to the committee. Directors may serve as committee members. Committee members must be Active Members. Committee members do not have to be Directors.

Section C. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments.

Section D. Duties. Each committee shall perform the functions specifically for which it was created.

Section E. Quorum. A simple majority of the members of a committee shall constitute a quorum.

Section F. Committees shall include, in addition to others created by Board:

1. Membership
2. Training
3. Sponsorship
4. Outreach

Article IX. Contracts, Checks, and Deposits

Section A. Contracts. The President, with the approval of the Board of Directors, may enter into any contract on behalf of the Club which is consistent with the Club objectives and the policies established by the Board of Directors.

Section B. Checks. All checks shall be signed by a designated official of the Club and in such manner as prescribed by the Board.

Section C. Deposits. All funds of the Club shall be deposited in a financial institution the Board may select.

Article X. Fiscal Year

The fiscal year shall begin on the first day of January and end on the last day of December.

Article XI. Conduct of Meetings

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order the Club may adopt.

Article XII. Amendments to the Bylaws

These Bylaws may be amended or repealed and new Bylaws may be adopted by a 2/3 majority of the members present at any general membership meeting.

Article XIII. Indemnification

Section A. Indemnification by Corporation of Directors, Officers, Employees and Other Agents. To the extent that a person who is, or was, a Director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section B. Insurance for Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.