

## **Mission Statement Tri Gulf Coast Triathlon Club**

**The Mission of Tri Gulf Coast is to promote, support, and develop the sport of triathlon in the greater-Pensacola area through education and the promotion of amateur competition. The objective is to provide information, education, training, social, and sporting events for competitive and non-competitive multisport athletes of all ages, genders, and abilities.**

### **Bylaws of Tri Gulf Coast**

(a Florida corporation not-for-profit)

## **Article I. MEMBERS**

### **Section 1.01. Membership**

Tri Gulf Coast (“TGC” or “Club”) is a membership of multisport athletes. The membership consists of all levels of experience and expertise. TGC membership is not limited to any particular geographic region.

To be recognized as a Member of the Club, a person shall:

- a) Annually complete and sign the application and liability waiver as well as remit the appropriate dues.
- b) Display ethical and honorable conduct. This includes good sportsmanship within the sport of triathlon and at Club events and functions.

### **Section 1.02. Membership Dues**

- a) Rates for dues will be established by the Board of Directors.
  - i. Family Membership is defined as members of a family plus children under the age of 18 at one mailing address (household).
  - ii. Dues are paid for the twelve month period of June 1 to May 31 of the following calendar year. Dues are not pro-rated.
  - iii. Dues are non-refundable and non-transferrable.

## **Article II. DIRECTION AND MANAGEMENT OF THE CLUB**

### **Section 2.01. Management**

All powers shall be exercised by and under the authority of, and the business affairs of the Tri Gulf Coast shall be managed under the direction of, the Board of Directors.

### **Section 2.02. Annual Membership Meeting**

- a) The Annual Membership Meeting will be at the end of the calendar year at such time the Board of Directors may determine, with due notice of the time and place of the meeting to the membership of the Club.
- b) All Members are welcome to attend.

### **Section 2.03. Monthly Board of Directors Meeting**

- a) The Board of Directors shall meet monthly (Monthly Board Meeting).
- b) Time and location of upcoming meetings will be determined at the prior month's meeting and will be posted in the TGC monthly newsletter.
- c) All Members are welcome to attend.

### **Section 2.04. Special Meetings**

Special meetings of the Board of Directors may be called by the President or by a majority of the Directors by giving three (3) days written notice of the time and purpose of the meeting to all members of the Board of Directors.

### **Section 2.05. Quorum and Voting**

A majority of the Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The actions of a majority of those Directors present at a meeting at which a quorum is present shall be the actions of the Board of Directors, unless otherwise provided herein.

### **Section 2.06. Authorization to Act on Behalf of the Club**

Each Director and Chairperson shall have only such authority to act on behalf of the Club, including but not limited to the authority to accept, enter into, compromise or negotiate any contract, claim or otherwise, as is expressly provided herein. The foregoing notwithstanding, the Section shall not preclude the Board of Directors from collectively authorizing any Director or other person to perform specific ministerial and/or administrative functions on behalf of the Club.

## **Article III. BOARD OF DIRECTORS**

### **Section 3.01. General Information for Officers and Directors**

- a) To be considered for a position on the Board of Directors a member must be an Active Member of TGC. An Active Member is defined as a member whom is current on membership dues and regularly attends Club events.
- b) Directors must make every effort to attend all meetings. Directors shall contact the President by email no less than two (2) business days prior to the scheduled meeting if unable to attend.
- c) Directors must live within the greater-Pensacola area.
- d) Directors are required to perform, at a minimum, the applicable duties as prescribed by the bylaws.
- e) No Director will be financially compensated for their service.
- f) No Director shall hold more than one office at one time.
- g) The Board of Directors shall work within the confines of the budget and deviations from that budget will require Board of Directors approval upon the recommendation of the Treasurer.
- h) Each Director shall possess formal voting ability in all proposals to the Board.
- i) Missing two meetings in a row, without cause, [up to 50% of total annual meetings] a board member is subject to dismissal from the board by the board.

### **Section 3.02. Nominations for the Board of Directors**

- a) The Board of Directors will select candidates for the Board of Director positions that will be vacant for the following year. Nominations will be based on:
  - i. Status as an Active Member of TGC, as defined Section 3.01(a);
  - ii. Ability to consistently and effectively perform the duties of the position;
  - iii. Unanimous agreement by current voting members of the Board of Directors; and
  - iv. Attendance to TGC events prior to nomination as deemed appropriate by the Board of Directors.
- b) Members expressing interest in positions may contact any Director for details and consideration.
- c) President, President-Elect, and Secretary shall not serve more than three (3) consecutive years as an Officer.
- d) Treasurer shall have no term limits and will submit intentions for resignation prior to Nominations.
- e) President-Elect will succeed the President upon vacancy.
- f) Nominated Directors will be placed on a slate for election as defined in Section 3.03.

### **Section 3.03. Elections**

- a) Officers and Directors will be elected annually at the Annual Membership Meeting by a slate vote.
  - i. Voting will take place by either voice voting or show of hands, with a simple majority of Members then present required for passage.
  - ii. Members must be present at the Annual Membership Meeting to participate in the voting process.
  - iii. The election shall be on the slate from Section 3.02(f).
- b) Transition to the new Board of Directors will take place at the final Monthly Board Meeting of each calendar year.
- c) Official duties will begin at the first Monthly Board Meeting of each calendar year.

### **Section 3.04. Removal; Vacancies**

- a) Any Director elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the Board of Directors whenever, in its judgment, the best interest of the Club will be served thereby.
- b) Vacancies shall be filled through appointment as agreed upon by the Board of Directors in accordance with Section 3.02(a), with the exception of vacancy of the office of President which shall be filled in accordance with Section 3.07 (a).
- c) Filled vacancies shall expire following the remaining balance of the term, with the exception of President-Elect which shall progress according to Section 3.07(a).

### **Section 3.05. Board of Directors Positions**

The Board of Directors shall have the following positions:

- a) Officers
  - i. President
  - ii. President-Elect
  - iii. Secretary
  - iv. Treasurer
- b) At-large Member
- c) At-large Member
- d) At-large Member

### **Section 3.06. President**

- a) Subject to the Board of Directors, to act as Chief Executive Officer of the Club, and to have all power and duties which are customarily vested in the office of President of a corporation.
- b) Presides over meetings and appoints needed committees and/or chairpersons of committees as directed by the Board.
- c) Serves as spokesperson for the Club in public and makes presentations.
- d) Interfaces with USAT or other sport sanctioning bodies.
- e) Signs all official legal documents of the organization with approval of the Board of Directors.
- f) Maintains the Postal Office Box for TGC, or delegates this duty appropriately.
- g) Endeavors the Annual Membership Meeting, or delegates this duty appropriately.
- h) Maintains the TGC electronic mail account and mailing list, or delegates this duty appropriately.
- i) Shall watch the course for remaining tax-exempt on the IRS microsite <http://www.stayexempt.irs.gov/>.
- j) Performs other such duties as may be prescribed by the Board of Directors.

### **Section 3.07. President-Elect**

- a) Shall succeed the President following his/her term or in the event the President is unable to complete his/her term. In the event the current President is unable to complete his/her term the President-Elect will finish the current term as President and the act as President the following term pending the Elections as per Section 3.03.
- b) Shall preside over Board proceedings in the absence of the President.
- c) Assists with Monthly Board Meetings, business meetings, appoints needed committees, chairpersons, guides in devising and implementing goals, policies, and practices aimed at effective, coordinated pursuit of Club objectives for the best interests of the Club.
- d) Coordinates Club outreach via social media (or equivalent format), or delegates this duty appropriately.
- e) Coordinates annual giveaway items for Club members, or delegates this duty appropriately.
- f) Coordinates Club sponsor appreciation items for issuance in October/November every year, or delegates this duty appropriately.
- g) Coordinates annual Club awards ceremony (nominees, recipients, award), or delegates these duties appropriately.
- h) Shall watch the course for remaining tax-exempt on the IRS microsite <http://www.stayexempt.irs.gov/>.
- i) Performs other such duties as may be prescribed by the Board of Directors.

### **Section 3.08. Secretary**

- a) Prepares the monthly business meeting agenda.
- b) Keeps accurate minutes of the proceedings of all meetings of the Board of Directors, and preserves, or causes to be preserved the same minutes.
- c) Keeps, or causes to be kept, a copy of the Articles of Incorporation and a copy of the bylaws, as they may be amended from time to time, and maintains all corporate records (except financial records) of the Club.
- d) Handles correspondence for TGC.
- e) Shall preside over Board proceedings in the absence of the President and President-Elect.
- f) Performs other such duties as may be prescribed by the Board of Directors.

### **Section 3.09. Treasurer**

- a) Shall create an annual budget 30 days prior to the end of the fiscal year projecting a change in net assets of not less than \$0, to be adopted by the Board at the last meeting of the fiscal year. Fiscal year end shall be December 31 of each year.
- b) Shall maintain an accurate account of all monies and shall present a complete accounting of all transactions of the previous month/fiscal year at the monthly meetings.
- c) Shall report such financial information as is reasonably requested at meetings.
- d) Receives dues and other monies and deposits such funds in the Club's appropriate accounts.
- e) Pays all accounts payable associated with the organization as authorized by the Board.
- f) Shall provide receipts on request for all monies paid to the organization.
- g) Maintains the care and custody of all of the funds and securities of the Club and deposits same in the name of the Club.
- h) Maintains an accurate listing of paid Members.
- i) Shall make following financial payments prior to due date:
  - i. File all tax returns (Form 990 – N) prior to May 15 – Annually
  - ii. File Sunbiz.org filing with State of Florida by December 31 – Annually
  - iii. File USAT Annual Club Membership by December 31 – Annually
  - iv. Pay for General Liability Insurance for TGC by December 31 – Annually
  - v. Pay D&O Insurance for Directors by November 01 – Annually
  - vi. Pay Post Office Box Fee by April 30 – Annually
- j) Shall watch the course for remaining tax-exempt on the IRS microsite <http://www.stayexempt.irs.gov/>.
- k) Performs other such duties as may be prescribed by the Board of Directors.

### **Section 3.10. At-large Board Member**

There shall be three (3) At-large Members of the Board. They shall:

- a) Attend meetings of the Board of Directors in accordance with Article III, Section 3.01, subsection (i).
- b) Represent the general TGC membership by offering insight, input, suggestions, and ideas at all meetings.
- c) Support and attend all TGC organized events.
- d) Performs other such duties as may be prescribed by the Board of Directors.

## **IV. CHAIRPERSONS**

### **Section 4.01. General Information for Chairpersons**

- a) To be considered for a position as a Chairperson, a member must be an Active Member of TGC as defined in Section 3.01(a).
- b) The Chairperson shall conduct general supervision of their position, shall make recommendations to the Club, and shall perform such other duties as specified in these bylaws and additional responsibilities outside of the stated bylaws as required to continue the mission of TGC.
- c) Chairpersons must make every effort to attend all meetings. They shall contact the President by email no less than two (2) business days prior to the scheduled meeting if unable to attend.
- d) Chairpersons must live within the greater-Pensacola area.
- e) Chairpersons are required to perform, at a minimum, the applicable duties as prescribed by the bylaws.
- f) No Chairperson will be financially compensated for their service.
- g) Chairpersons shall work within the confines of the budget and deviations from that budget will require Board approval upon the recommendation of the Treasurer.
- h) The Board of Directors may assign new and necessary Chairpersons as deemed necessary.
- i) Chairpersons shall have no term limits and will submit intentions for resignation prior to nominations for the Board of Directors.
- j) Chairpersons have no formal voting ability in necessary proposals as proposed by the Board.

### **Section 4.02. Chairperson Positions**

- a) Club Kit
- b) Youth Multisport
- c) Newsletter Editor
- d) Mere Mortals

### **Section 4.03. Club Kit Chairperson**

- a) Shops kit vendors, provides samples and presents options to the Board for final selection.
- b) Liaison with manufacturer for the TGC Club kit.
- c) Does all necessary ordering, kit layout, and design.
- d) Reviews sponsorship tiers, price points, and agreeable sponsorship terms with President and Treasurer to create a package for sponsoring the Club and/or its events (the "Club Sponsorship Package").
- e) Presents Club Sponsorship Package to potential sponsoring businesses.
  - i. Club Sponsorship Package will be offered with first right of refusal to prior year sponsors.
- f) Obtains necessary logo/artwork to provide to kit manufacturer.
- g) Receives and distributes kits to the Club membership.
- h) Supports any of the Officer and At-large Member positions with respective duties.

#### **Section 4.04. Youth Multisport Chairperson**

- a) Responsible for all TGC youth multisport events.
- b) Duties include, but are not limited to:
  - i. Advance planning, permitting and sanctioning
  - ii. Financial planning
  - iii. Event sponsor development
  - iv. Marketing
  - v. Athlete registration
  - vi. Volunteer recruiting and coordinating
  - vii. Awards and t-shirts
  - viii. Pre-race activities and procurement
  - ix. Race day events
  - x. Post-race closeout
- c) Supports any of the Officer and At-large Member positions with respective duties.

#### **Section 4.05. Newsletter Editor Chairperson**

- a) Coordinates publishing monthly news communication to the Club membership.
- b) Works with the President in regard to content of the newsletter.
- c) Supports any of the Officer and At-large Member positions with respective duties.

#### **Section 4.06. Mere Mortals Chairperson**

- a) Coordinates annual Mere Mortals training program.
- b) Completes appropriate permitting and safety plan with the Santa Rosa Island Authority for Mere Mortals and Members Only Triathlon.
- c) Implements and oversees the execution of the Members Only Triathlon.
- d) Designs the Mere Mortals annual training plan as well as proposed speakers and lecture topics.
- e) Works with President in regard to coordinating Club sponsor speakers.
- f) Maintains appropriate stock of disposable items (wristbands, daily waivers, cups, beverages).
- g) Supports any of the Office and At-large Member positions with respective duties.



## **Article V. BYLAW AMENDMENTS**

### **Section 5.01. Proposed Bylaws**

- a) Any Member of TGC may submit a proposed bylaw or amendment to an existing bylaw to the Secretary.
- b) Proposed bylaws and amendments will be taken on a first reading in the Monthly Board Meeting following submittal. All proposed bylaws and amendments must then wait until second reading the next Monthly Board Meeting following the first reading to be voted upon.
- c) All proposed bylaws and amendments must pass with a two-thirds simple supermajority vote.

## **Article VI. LOCATION**

### **Section 6.01. Location**

The principal place of business and mailing address of this corporation shall be:

Tri Gulf Coast Inc  
P.O. Box 544  
Gulf Breeze, FL 32562-0544

## **Article VII. NON-PROFIT STATUS**

### **Section 7.01. Tax-exempt status of Tri Gulf Coast**

- a) Tri Gulf Coast is a not-for-profit organization under the laws of the state of Florida and a tax-exempt 501(c)(7) organization under federal tax laws.
- b) Tri Gulf Coast must not be organized or operated for the benefit of private interests, and no part of the Club's net earnings may inure to the benefit of any private shareholder or individual.
- c) Tax-exempt status is based on educational aspect of the Club as well as through the fostering of amateur sports competitions.
- d) Tri Gulf Coast may not attempt to influence legislation as a substantial part of its activities and it may not participate in any campaign activity for or against political candidates. As such, the Club shall not participate in any campaign activities.
- e) Tri Gulf Coast is restricted in how much political and legislative (Lobbying) activities it may conduct. As such, the Club shall not participate in any Lobbying activities.

## **Section 7.02. Purpose and Dissolution**

The Club is organized exclusively for education purposes by conducting public discussion groups, forums, panels, lectures, or other similar programs on the sport of triathlon, as well as foster amateur sports competition without providing athletic facilities or equipment, as allowable under Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **Article VIII. POWERS**

### **Section 8.01. Powers**

In order to promote the purposes of this Club, it may acquire property by grant, gift, purchase, devise or bequest and hold and dispose of such property as the Club shall require for the benefit of the Club and not for any individual financial gain.

## **Article IX. POLICIES AND PROCEDURES**

### **Section 9.01. Policies and Procedures**

The Club shall have a set of policies and procedures outlining strategic and daily implementation of programming and administration of the Club (the "Policies and Procedures"). These Policies and Procedures shall be used to outline and implement actions including, but not limited to, financial controls, risk management, event management, and any other such policy or procedure so desired by the Club.

## **Article X. EFFECTIVE DATE**

### **Section 10.01. Effective Date**

These bylaws will take effect upon approval by the Board of Directors and take precedence over any and all previous bylaws of the Club.

*Adopted by the Board of Directors*

**EFFECTIVE:** 10/13/2021\_\_\_\_\_