

**BY-LAWS OF THE
Team Rocket Tri Club
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Article I

Name

1. **Name:** The name of the club is **Team Rocket Tri Club** (herein sometimes referred to as “Club” or “TRTC”).
2. **Mailing Address:** The address of the Club is P.O. Box 10075, Huntsville, AL 35801

Article II

Purpose

1. Team Rocket Tri Club is a group of triathletes of all levels, from beginner to seasoned Ironman racers. The clubs mission is to promote a fit and healthy lifestyle, and at the same time, become an asset in our community through our involvement in fundraising for charity programs.
2. Team Rocket Tri Club was originally incorporated in the State of Alabama as Spring City Triathletes on July 19, 1999 under the leadership of Robert A Mulkey, Mike Ekbundit, Chris Currence and Don Masterson.
3. The official name of the corporation was changed to Team Rocket Tri Club on March 30, 2010 under the leadership of President Rick Grief, Vice President Larry Newman and Treasurer/Secretary Janine Nesin.
4. There being no know record of articles of incorporation or bylaws these bylaws were developed and approved by the Executive Council at the annual meeting of the Executive Council meeting held on October 29th, 2013. These bylaws were then approved by a majority vote of active club members at the annual fall meeting held on November, 7, 2013.

Article III

Membership

1. Membership is open to any persons interested in promoting the mission of the club.
2. Members are considered “in good standing” and eligible to vote in any matters brought to a vote before the general membership and participate in club activities as a member when their membership fees for the current year are paid in full.
3. Each member shall have one vote on matters brought before the general membership for a vote.

4. No applicant for membership shall be denied membership due to race, color, sexual orientation, age or religion.
5. A member may only be denied or removed from membership by a two-thirds majority vote of the executive council.

Article IV

Membership Dues

1. Membership dues and parameters for the upcoming year will be set by the executive council at their annual meeting and presented to the general membership at the annual fall meeting of the club.
2. Membership dues may be waived or modified for specific members when approved by a majority of an executive council vote.
3. Membership dues will be waived for club officers and directors during the year(s) that they serve in the official capacity on the executive council.

Article V

Executive Council

1. The executive council is the steering and decision making body for the club. All decisions made by the executive council should be made considering what is best for the club and its mission and should be a result of considering as much feedback from club members as possible.
2. The executive council will be made up of the following members:
 - a. Elected officers:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - b. Appointed directors:
 - i. Equipment director
 - ii. Membership-communications director
 - iii. The race director of each active TRTC race
3. Elected officers
 - a. President
 - i. The president of the organization shall preside at all meetings of the organization and of the executive council. The president shall be responsible for the conduct of all business and negotiations performed in the name of the organization. He/she shall make every reasonable effort to further the policies of the organization. He/she shall appoint any

committees deemed necessary, subject to approval of the executive council.

b. Vice President

- i. The vice president shall assist the president as necessary and perform the duties of the president when so directed or in the event of the president's inability to act. The vice president shall be in charge of all regular programs and special programs conducted in the name of the organization. He/she will schedule and make arrangements for all regular club meetings.

c. Secretary

- i. The Secretary shall keep the minutes of all meetings in written form and shall maintain the organization's files on all official business. Meeting minutes shall be prepared and supplied to the club members. He/she shall maintain the organization's membership roster. He/she shall prepare a year-end report detailing the primary organizational business for the past year and present this report to the executive committee at the meeting immediately preceding the end of year club meeting/party. The secretary shall support and prepare as required all official organizational reports, documents and business letters required by the president.

d. Treasurer

- i. The Treasurer shall maintain the organization's general fund finances in an account authorized by the executive committee. He/she shall also oversee the race accounts and provide assistance as required to the race directors as they collect and distribute funds in the execution of each race's business. All funds received and paid in the name of the organization must be through the organization's accounts and handled by the treasurer for activities involving the club's general fund and by each race director for their respective race activities. He/she shall disburse all monies from the general fund under the direction of the executive committee and shall present an annual written financial report. This report must be presented to the executive council and then to the membership at the end of year meeting. He/she shall arrange for an audit of the accounts (general and race) of the organization if so directed by the executive council. He/she shall receive all monies and fees collected in the name of the organization that are associated with the general fund and keep records of such transactions. It shall be possible for the executive council to determine from the Treasurer's records the source of all income and expenses associated with the general fund. No income or fees shall be received and no expenditures made in the name of the organization except through the organization's general fund account and/or each race director account. Records shall be kept by the Treasurer for the general fund and by each race director for the race accounts. The Treasurer shall be responsible for compiling the general fund operating budget for the organization. If required he/she shall prepare and file an income tax return for the organization.

e. Terms

- i. Elected officers will serve a 2 year term and will be elected by a majority vote of club members present at the annual fall membership meeting of the club
 - ii. In the event that an elected officer is unable to complete their term for whatever reason the executive council will vote on and appoint an interim replacement to serve until the next occurring annual fall meeting.
 - iii. An officer may be involuntarily removed as an officer by a 2/3 majority vote of the executive council due to, but not limited to, any of the following reasons:
 - 1. Any illegal activities
 - 2. Conduct that reflects negatively on the club
 - 3. Financial mismanagement resulting in the clubs mission not being met
- f. Nominations
 - i. The president will communicate open officer positions and the duties associated with the positions to club membership seeking nominations prior to the fall annual meeting.
 - ii. Self-nominations are encouraged.
 - iii. The president will review incoming nominations, verify that they are club members in good standing and will communicate with the individual to ensure that they understand the duties of the position they are nominated for and are willing to serve in the position.
 - iv. Nominated individuals will be asked to provide a brief bio of their qualifications and interest in serving the position.
 - v. The president will work with the membership/communications director to compile a communication to the club membership prior to the annual meeting detailing the positions up for election and the slate of nominees up for election for each position.
- g. Election
 - i. All current members present at the annual fall meeting will be provided with a private ballot with the positions and slate of nominees up for election.
 - ii. All votes will be tallied at the annual fall meeting and the winners will be announced.
 - iii. In the event no nominations for an open position are received for voting on at the general membership meeting the executive council will appoint by majority vote a member in good standing to fill the position.

4. Directors and Race Directors

- a. All directors and race directors will be appointed and approved by a majority vote of the executive council.
 - i. Established directors will be presented and approved at the annual meeting of the executive council

- ii. New directors or those filling vacancies will be approved by a vote of the executive council when presented as part of an agenda at a regularly scheduled meeting.
- iii. A director may be involuntarily removed as a director by a 2/3 majority vote of the executive council due to, but not limited to, any of the following reasons:
 - 1. Any illegal activities
 - 2. Conduct that reflects negatively on the club
 - 3. Financial mismanagement resulting in the clubs mission not being met
 - 4. If a race director, failure to secure the proper insurance to protect the club and its members
 - 5. If a race director, failure to conduct the race to the standards established by the “Team Rocket Tri Club Race Guidelines”.
- b. Race Directors
 - i. A race director will be appointed for each club race. Race directors are expected to conduct their duties in accordance with the then current “Team Rocket Tri Club Race Guidelines” as approved by the executive council.
- c. Equipment Director
 - i. The Equipment director shall maintain accountability of club equipment at all times and maintain a schedule that de-conflicts equipment needs among race directors and outside clubs which the executive council permits to use club equipment. The director shall ensure proper storage facilities for all the equipment including electronics which cannot be stored in the non-environmentally controlled facility. The director will provide and keep in account keys to the storage facility. He/she will provide a status of all equipment to the executive committee at the end of the year to assist in budgeting capital expenditures for new or replacement equipment. The director shall be responsible for acquisition of equipment approved by the executive committee. The director will purchase and maintain adequate consumable supplies to support all club races (spray chalk, caution tape, body marking pens, etc.).
- d. Membership-communications Director
 - i. The membership-communications director shall be responsible for maintaining the imAthlete member registration page and an up to date roster of paid members such that appropriate determination of quorum and voting rights are maintained. He/she shall update the treasurer prior to each monthly meeting so that up to date balances can be presented. He/she will present and coordinate ideas to proliferate the club name and values with the goal of increasing membership. He/she will maintain the club Facebook page and work with the club webmaster to ensure news and member-relevant information is properly disseminated.

Article VI

General Membership and Executive Council Meetings

1. Regular General Membership Meetings:
 - a. There will be one regular general membership meeting in the fall of each year. Date to be set by the executive council. General membership meetings are open to every member in good standing and guests. Notice of the annual fall general membership meeting shall be given at least two (2) weeks before the meeting.
 - b. The fall general membership meeting will be used to elect officers to any open positions and to present the current state of the club, to include:
 - i. Current membership status
 - ii. Current club financial overview
 - iii. Race director reports to include:
 1. Review of current year race performance and financial results
 2. Sponsor recognition
 3. Recognition of charities and presentation of checks if appropriate
 4. Upcoming year race plans
 - iv. Membership dues and structure for the upcoming year
 - v. Club priorities and goals for the upcoming year
 - vi. Club budget and spending priorities for the upcoming year
 - c. Special Meetings of the general membership may be called by the president and/or by a majority vote of the executive council. These meetings are intended to be social and club building in nature.
 - d. The executive council will determine fees for members and or guests, if any, associated with general membership meetings.
2. Executive Council meetings
 - a. The annual meeting of the executive council will be held in the fall prior to the general membership annual meeting at a time and place determined by the President.
 - i. The annual meeting of the executive council will not be open to general members or guests
 - b. Regular meetings of the executive council will be held and at a time and place as determined by the president.
 - i. Notice of all regular meetings shall be given at least one (1) week in advance.
 - ii. Executive council meetings shall be open to all members and invited guests, though only executive council members may vote.
 - iii. Regular members or invited guests attending the executive council meetings will be present only to observe the meeting and may not participate or hold discussion during the meeting.
 - iv. Regular members or invited guests may ask to be on the agenda to make presentations/proposals or discussion with the executive council.
 - v. The executive council has the right to close meetings when items of a sensitive or personal nature that need to be discussed.
 - vi. A special meeting of the executive council may be called without the consent of the president when done so by a majority vote of the executive

council. In the event of a special meeting, an email will be sent to all executive council members announcing the time, place, and purpose of the meeting at least one week in advance of the meeting.

3. Quorum:
 - a. A quorum at general membership meetings shall consist of those members present at the meeting.
 - b. A quorum for the executive council is a majority of the executive council.
 - i. Each executive council member will count as one member towards quorum regardless of the number of executive council positions held.
4. Voting:
 - a. All votes will pass with a simple majority of the votes when a quorum is reached unless otherwise stated in these bylaws or supporting documents.
 - b. For executive council voting each executive council member will have one vote regardless of the number of vote eligible positions held.
 - c. E-mail voting by the executive council is permitted when time is of the essence on a particular matter.
 - i. A quorum is reached when all executive council members have been e-mailed the issue and a majority of executive council members reply with a vote.
 - ii. The secretary will retain records of all e-mail votes
5. Procedure: When not in conflict with these By-Laws, procedure for all meetings shall be governed by the latest edition of Robert's Rules of Order. All decisions are made by majority vote, except where By-Laws are amended as described in Article X – Amendments.

Article VII

Team Rocket Tri Club Races

1. All Team Rocket Tri Club Races will be subject to the then current "Team Rocket Tri Club Guidelines" as approved by the executive Council.

Article VIII

Accounting and Disbursement of Funds

1. All club funds will be held in either the main club account or individual race accounts.
 - a. The main clubl account will be maintained by the club treasurer at the direction of the president and the executive council.

- i. All funds will be maintained in one account but will be recorded in a format to distinguish between membership income/expense related and race equipment income/expense related.
 - 1. Income recorded as membership funds will be from membership dues, membership related sponsorships and any other membership related income. Income recorded as membership funds will only be used for expenses related to member services and benefits unless approved by a majority vote of the executive council.
 - 2. Income recorded as race equipment funds will be from each races contribution to the general fund according to the "Team Rocket Tri Club Guidelines", and any other funds that a race director may choose to designate as so. Income recorded as race equipment funds will be used for race equipment and supplies unless approved by a majority vote of the executive council.
- ii. The president will propose, and the executive council will approve by majority vote an annual budget of income and expenses prior to the beginning of each calendar year.
 - 1. The president and treasurer are authorized to disburse funds for budgeted expenses throughout the calendar year.
 - 2. The president can approve up to \$500.00 in unbudgeted expenditures without executive council approval throughout the calendar year.
 - 3. Any additional non budgeted expenditures must be approved by a majority vote of the executive council.
- b. Individual race accounts will be managed by the race director and presented to the treasurer and executive council in the then current approved format.
 - i. Account reports will be presented when race accounting is completed for the current calendar year and at the annual executive council meeting.

Article IX

Non-Profit Organization

The club shall at all times be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the club shall be paid by the club to its members. No part of the earnings of the club shall insure to benefit of, or be distributed to, its members, officers, or any other private persons or corporations, except that the club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein. No substantial part of the activities of this club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the club shall not participate in any political campaign on behalf of any candidate for public office.

Article X
Amendments

These By-Laws may be amended as necessary with a two-thirds majority vote of the Executive Council that is affirmed by a majority vote of the general membership at the annual meeting.

Article XI
Dissolution

In the event that the Team Rocket Tri Club shall dissolve itself for any reason, assets remaining after payment of all obligations shall be donated to a recognized tax exempt or triathlon related organization by a vote of the executive council.

These By-Laws were:

Adopted November 7th, 2013