

# **THE BY-LAWS OF THE BUFFALO TRIATHLON CLUB, INC**

**TO FURTHER THE COMMON PURPOSES of promoting and supporting athletes who participate in the sport of triathlon and/or duathlon in the Western New York area, the members (“Members”, “Membership” or singularly, a or any “Member”) of the Buffalo Triathlon Club, Inc. (“BTC”), a not-for-profit corporation, organized and existing pursuant to the Not-For-Profit Corporation Law of the State of New York, agree to abide by these By-Laws (“By-Laws”).**

## **ARTICLE I**

### **NAME**

The name of the organization, a not-for-profit corporation organized and existing under the laws of the State of New York shall be the “Buffalo Triathlon Club, Inc.”

## **ARTICLE II**

### **PRINCIPAL OFFICE**

The principal office of the BTC shall be 6161 Transit Road, Suite 2A, Town of Clarence, County of Erie and State of New York with a US Postal Zip Code of East Amherst, NY 14051. The BTC may have such other or further offices as it may from time to time designate through its Board of Directors (as that term is later defined) and may meet at such places and such times as the Board of Directors may from time to time agree and inform the Members.

## **ARTICLE III**

### **PURPOSES**

The purpose of the BTC shall be to promote the sport of triathlon and other multisport athletic events in the Western New York region, and enhance the triathlon and multisport experience for Members by providing them with information, training opportunities, travel opportunities, and opportunities to obtain triathlon and multisport-related equipment at a reduced price, in a social context comprised of other like-minded persons with similar athletic goals. The BTC shall acting through its offers, its Board of Directors, and its Member volunteers, act to advance the common purpose its Members, and do all things necessary and proper to accomplish of this purpose.

## **ARTICLE IV**

### **POWERS**

In furtherance of its purpose, but not in limitation thereof, the BTC shall, acting through its officers, its Board of Directors and its Member volunteers, conduct activities that are suitable and proper under the not-for-profit corporation laws of the State of New York, and in conformity with an Internal Revenue Code Section 501C3, which the BTC is.

## **ARTICLE V**

### **MEMBERSHIP**

(a) Qualification for Membership: Any person over the age of 18 years of age, is eligible to become a full active member (“Full Active Member”) of the BTC with full voting rights at Members’ meetings and general elections, and other privileges, provided he or she is neither banned nor suspended from the BTC or from competition in triathlons or other multisport athletic events, or membership in any of the following organizations, by USA Triathlon (“USAT”), the International Olympic Committee (“IOC”), the International Triathlon Union (“ITU”), the United States Olympic Committee (“USOC”), or the Ontario Association of Triathletes (“OAT”). Although active paid membership in USAT is not a requirement to become a BTC Member, the BTC realizes the benefits and advantages that becoming a USAT sanctioned club would entail, and therefore encourages and recommends that each person seeking membership in BTC consider becoming a member of USAT.

(b) Voting Rights of Members: Voting rights of members: each Full Active Member over the age of 18 years shall be entitled to vote in the affairs of the BTC at Members’ meetings and general elections. All persons belonging to the same family who are Family Members (as that term is later defined), who pay their dues to the BTC on that basis, and who are over the age of 18 years, shall be entitled to one (1) vote each in the affairs of the BTC. Proxy voting is permitted. Junior Members (as that term is later defined) and Associates Members (as that term is later defined) are not entitled to a vote in the affairs of the BTC, but may attend all BTC meetings and may be heard during discussions of all BTC issues.

(c) Membership Types: The BTC shall have the following type Members:

1. Full Active Member,
2. Associate Member,

- 3. Family Member,
- 4. Junior Member,
- 5. Youth Member, and
- 6. Collegiate Member

**ARTICLE VI**  
**DUES**

(a) Schedule of Dues for Membership: Except as otherwise provided herein, the annual dues for Members shall be as follows, payable in advance.

- 1. Full Active Member.....\$25.<sup>00</sup>
- 2. Family Member (any two adults and their children under the age of 18, living at the same address, the family unit shall pay ..... \$35.<sup>00</sup>
- 3. Associate Member (must reside outside a 100 mile radius from the Buffalo city proper).....\$15.<sup>00</sup>
- 4. Junior Member (age 16-19 years).....\$15.<sup>00</sup>
- 5. Youth Member (age 7-15 years)..... \$5.<sup>00</sup>
- 6. Collegiate Member (a full-time student under the age of 23, who shall, except with respect to annual dues, have all of the same rights and responsibilities of a Full Active Member) ..... \$15.<sup>00</sup>

(b) Payment of Dues, etc by Members: Except as otherwise provided herein, annual dues for Members shall be paid in advance, in the first month of the year or the first month of membership, as the case may be. All Memberships of the BTC shall run on a calendar basis, from January 1 to December 31. New Members of any membership type joining after Oct 1 and before Jan 1 shall have their dues carry forward from that time and for the next calendar year. Dues shall be paid annually by renewing Members in the first month of the year. Members who fail to pay their dues, subscriptions or other assessments within 30 days from the time that they are due shall be notified by the Treasurer, and if payment is not received by the BTC within the next succeeding 60 days, the same shall be reported to the Board of Directors as in arrears, and if so ordered by the Board of Directors, such Member shall be dropped from the BTC Membership roll and forfeit all rights and privileges of BTC Membership.

(c) Changes in Dues: The dues required of Members may be changed as determined by the 2/3 vote of the Board of Directors on recommendation of the Membership Committee. Dues for the various Membership types may be raised or lowered at different rates than other Membership types, as

recommended by the Membership Committee. After annual dues have been paid in full for a certain Membership type, an annual identification card shall be issued by the Membership Committee chairperson to such person or persons.

## **ARTICLE VII**

### **MEETINGS**

(a) Members' Meetings: There shall be a minimum of one (1) meeting(s) of the Members during each calendar year Jan 1<sup>st</sup> thru Dec 31<sup>st</sup>, and reasonable advance notice of the same shall be provided to the then BTC Members in good standing either via email notice, notice in the monthly BTC news letter, or other BTC forums reasonably designed to give Members adequate advanced notice of such meeting(s). However any Member in good standing who so notifies the Board of Directors in writing shall be given notice of all such Members' meeting(s) via regular mail. The Members shall also have the opportunity to vote once annual to elect the Board of Directors. Notice of such annual vote shall be provided to the Membership in a like manner as that set forth above for the Membership meeting and may include a ballot in either paper or electronic form. Proxy voting shall be permitted.

1. The date, location and time each such Members' meeting shall be set by the Board of Directors and the date of the same may be changed to accommodate the needs of Members. All Members in good standing, regardless of type (excluding Associate Members) shall be notified by the Board of Directors by e-mail, by telephone, verbally, or via any BTC forum reasonably designed to give adequate advance notice of such changes in the Members' meeting date, time, or place.
2. Meeting Schedule: The Members' meeting shall be called to order by the Vice -President (as that term is later defined) of the BTC if such officer is present. If the Vice-President is absent, the Secretary (as that term is later defined) shall call the meeting to order. The Vice-President shall also preside over the meeting and shall present an agenda for such meeting in the following order: ; greeting by the President (as that term is later defined), annual report of the Treasurer; reports of committees; report regarding the election of the Directors, unfinished/old business; new business; open forum; closing remarks by officers of the BTC. The Secretary, if present and if not, a designated representative, shall take notes at the meetings and shall present the notes transcribed into "Meeting

Minutes” to the President a maximum of one (1) month thereafter, for approval by the Board of Directors at the next scheduled meeting of the Board of Directors.

(b) Board of Directors Meetings: There shall be a minimum of nine (9) meeting(s) of the Board of Directors during each calendar year Jan 1<sup>st</sup> thru Dec 31<sup>st</sup>, and reasonable advance notice of the same shall be provided to each Director via email, the monthly BTC news letter, or such other forum or method reasonably designed to provide adequate advance notice of such meetings. Advanced notice of the date, time and place of such meetings shall also be posted on BTC forums and in the monthly BTC news letter. Any Member in good standing may attend any meeting of the Board of Directors, and be heard on or inquire into, or raise for further or future discussion, any BTC matter.

1. The location and time each meeting of the Board of Directors shall be set by the Board of Directors and the date of the same may be changed to accommodate the needs of Directors.
2. Meeting Schedule: Each meeting shall be called to order by the Vice-President (as that term is later defined) of the BTC if such officer is present. If the Vice-President is absent, the Secretary (as that term is later defined) shall call the meeting to order. The Vice-President shall also preside over the meeting and shall present an agenda for such meeting in the following order: submission of minutes of prior meeting to Members for approval; reports of officers; reports of committees; election of officers (once per annum), unfinished/old business; new business; open forum; closing remarks. The Secretary, if present and if not, a so designated representative, shall take notes at the meetings and shall present the notes transcribed into “Meeting Minutes” to the President at least one week prior to the next scheduled meeting.

## **ARTICLE VIII**

### **OFFICERS and COMMITTEES**

(a) Elected Officers: The elected officers of the BTC shall be a president (the “President”), a vice-president (the “Vice-President”), a secretary (the “Secretary”), and a treasurer (the “Treasurer”). These elected officers shall all serve terms of one (1) year unless such term is sooner terminated by resignation of such officer, or by a ¾ vote of the Members present at any meeting where a quorum of the Members are present, which specifically includes a regularly scheduled Board of Directors’ meeting, or a special

meeting of the Members properly noticed to the Members using the methods set forth above. An elected officer's term may also be shortened by voluntary resignation. Should the President resign or be terminated during his or her term, the Vice-President shall become President and the remainder of the former's Vice-President's term shall be served by a new Vice-President elected by a majority of the Board of Directors at the meeting immediately following the President's voluntary resignation, or at the meeting at which the vote was taken to terminate the President's term.

(b) The elected officers shall receive such salary or compensation as the Board of Directors determines by a unanimous vote of the Board of Directors at a Directors' meeting at which a quorum is present. Each elected officer shall be given a dues waiver for his or her service for the year in which he or she serves. In no event shall any such salary or compensation violate the not-for-profit Corporation Law of the State of New York or jeopardize the BTC's status as a Internal Revenue Code Section 501c3 charity pursuant.

(c) Quorum: For the purposes of these By-Laws, a quorum of the Membership shall be at least 1/8 of all Members who are eligible to vote, and a quorum of the Board of Directors shall be six (6) Directors.

(d) General Qualification of Officers and Directors: To be nominated for and hold any office or board seat for the BTC, a Member must be a Member in good standing as set forth above, and must be capable of putting the best interests of the Members of the BTC ahead of the personal and business interests of the person seeking such office or board seat. Grounds for "for cause" removal of an officer or Director from such office or seat, shall be that person's placing that person's personal or business interests ahead of the best interests of the Members or of the BTC. Further qualifications for specific offices shall be set forth below.

(e) Standing Committees: The BTC shall have at least one (1) standing committee.

1. Membership Committee (the "Membership Committee"): consisting of the Membership Chairperson and three (3) persons who shall be Members of the BTC, appointed by the Board of Directors and who shall serve at the sufferance of the Board of Directors for any duration until replacement or resignation. The "Membership Chairperson" shall be elected and/or replaced by the majority vote of the Board of Directors at any meeting of the Board of Directors. The Membership Chairperson shall be responsible for maintaining the BTC Membership roll which shall be a written list of the BTC Members, their names, addresses, phone numbers, membership type,

dues status, and good standing status. The purpose and function of the Membership Committee shall be to promote the BTC at BTC events and local events of an athletic or health-related nature, attempt to increase the membership in the BTC in so doing, forward informational materials and membership applications to prospective members, and to coordinate their membership promoting activities with the rest of the BTC activities.

2. Temporary Committees: The BTC shall have such temporary committees as the Board of Directors, by a majority vote shall constitute and discharge.

## **ARTICLE IX** **BY-LAWS**

(a) Amendment: The By-Laws of the BTC may be amended or repealed in whole or in part by a majority vote of a quorum of the BTC Membership in good standing and entitled to vote (specifically including proxy voting on membership renewal and membership applications or otherwise, email voting and other electronic means) provided that notice of such proposed changes, amendments or repeals are provided to such Members at least 1 month in advance, in the manner prescribed above for the annual Members' meeting. "Eligible Voter" status will be finally determined by the Membership Committee as of the closing date of the vote that is being held. In no event shall the By-Laws of the BTC be amended to restrict the eligibility for membership of any person or persons based upon age, race, color, national origin, sexual orientation, religion, disability, or socio-economic level. Amendments to the By-Laws shall be binding on all Members, including those who may have voted against them.

(b) Adoption: The By-Laws of the BTC and all amendments thereto, shall be voted upon for adoption in whole or in part by a majority vote of a quorum of the BTC Membership in good standing and entitled to vote at any meeting or voting established by notice in advance therefore. All members in good standing, regardless of type (excluding Associate and Junior Members) shall be notified by the officers of the BTC either in writing, by e-mail, by telephone, or verbally at least 1 month in advance of said vote to facilitate attendance or proxy voting. All such notices may be accompanied by the text of the changes or amendments to the By-Laws proposed, or in the case of telephonic notice, by subsequent email or postal mailing of such text of the proposed changes or amendments.

**ARTICLE X**  
**RULES AND REGULATIONS**

The Board of Directors on majority vote of the same, may promulgate any rules and/or regulations necessary and proper for the furtherance of the purposes of the BTC, provided the same are consistent with the By-Laws of the BTC, local, State, and Federal Laws.

**ARTICLE XI**  
**FINES, PENALTIES, SUSPENSIONS, AND REMOVALS**

The BTC may, through its Board of Directors, impose such fines, penalties, suspensions, and/or removals from the BTC membership roll upon any Member who violates its rules, regulations, By-Laws, local, state, or federal law, or any rule or regulation of USAT, ITU, IOC, USOC, or OAT. Any BTC Member may be suspended for a period of time or removed from the BTC membership roll without a refund or abatement in dues for a violation of the BTC rules, regulations, or By-Laws or any conduct or omission prejudicial to the best interests of the BTC, any violations of USAT, ITU, IOC, USOC, or OAT rules, regulations or By-Laws, or for any violation of local, State, or Federal law.

Suspension or Removal from the BTC membership roll shall be by a two thirds vote of the Board of Directors at a scheduled meeting or special meeting of the Board of Directors, provided that a statement of charges of the violations(s) shall have been mailed by the Secretary, certified mail, return receipt requested, to the Member under charges at his or her last reported address as shown on the BTC Membership roll, at least 7 calendar days prior to the date of the meeting of the Board of Directors during which the membership status determination and vote is to be taken. Such statement shall be accompanied by a notice of the time when and place where the Board of Directors is to meet to consider the issue. The Member shall be afforded the opportunity to present a defense at the time and the place mentioned in such notice. Unless an "Emergency Temporary Suspension Pending Hearing" has been issued to a Member by the President, the Board of Directors shall make no official decision on such violation until the date for the defense presentation has passed. The President may unilaterally issue an Emergency Temporary Suspension Pending Hearing of any Member that he or she determines, after a careful review of the facts and circumstances available at that time, such Member's continued good



standing status on the BTC membership roll would materially harm or adversely affect the BTC or its Members' interests as they pertain to the purposes of the BTC as set forth in these By-Laws. Any such Emergency Temporary Suspension Pending Hearing shall be issued in writing, sent by the President via regular mail to the Secretary, Membership Chairperson, and Member concerned, and shall be effective only for a maximum period of 21 days from the date of the notice.

## **ARTICLE XII**

### **MEMBERSHIP OBLIGATIONS**

The following shall be the obligations of the BTC Members, by membership type:

#### **Full Active Member:**

1. Pay the required dues in a timely fashion;
2. Volunteer at a minimum of one BTC activity per year;
3. Abide by the rules, regulations and By-Laws of the BTC;
4. Attend annual Members' meeting if possible;
5. Be courteous to all other athletes, officials, and volunteers when participating in any BTC event or BTC associated event;
6. Inform the Membership Chairperson of any change in type of membership, address, phone number, as soon as possible after the change;
7. If bringing a guest to participate in any BTC event, inform the event organizer of the name, address, and phone number such guest, make sure that such guest pays the required guest fee at such event if any, and make sure that such guest signs any event waiver;
8. Sign the participation waiver upon application as a Full Active Member, or as the same is from time to time amended.

**Family Member(s):** Each person constituting a Family Membership in the BTC shall:

1. Be responsible for the dues of the Family Membership, and see to it that the same are paid by the family in a timely fashion;
2. Volunteer at a minimum of one BTC activity per year;
3. Abide by the rules, regulations and By-Laws of the BTC;
4. Attend annual Members' meeting if possible;
5. Be courteous to all other athletes, officials, and volunteers when participating in any BTC event or BTC associated event;

6. Inform the Membership Chairperson of any change in type of membership, address, phone number, as soon as possible after the change;

7. If bringing a guest to participate in any BTC event, inform the event organizer of the name, address, and phone number such guest, make sure that such guest pays the required guest fee at such event if any, and make sure that such guest signs any event waiver;

8. Sign the participation waiver at the time of application, and when the same is from time to time amended.

Associate Member:

1. Pay the required dues in a timely fashion;

2. Abide by the rules, regulations and By-Laws of the BTC;

3. Be courteous to all other athletes, officials, and volunteers when participating in any BTC event or BTC associated event;

4. Inform the Membership Chairperson of any change in type of membership, address, phone number, as soon as possible after the change;

5. If bringing a guest to participate in any BTC event, inform the event organizer of the name, address, and phone number such guest, make sure that such guest pays the required guest fee at such event if any, and make sure that such guest signs any event waiver;

6. Sign the participation waiver upon application for Associate Membership, and as the waiver is from time to time amended.

Junior Member:

1. Pay the required dues in a timely fashion;

2. Volunteer at a minimum of one BTC activity per year;

3. Abide by the rules, regulations and By-Laws of the BTC;

4. Attend the annual Members' meeting if possible;

5. Be courteous to all other athletes, officials, and volunteers when participating in any BTC event or BTC associated event;

6. Inform the Membership Chairperson of any change in type of membership, address, phone number, as soon as possible after the change;

7. If bringing a guest to participate in any BTC event, inform the event organizer of the name, address, and phone number such guest, make sure that such guest pays the required guest fee at such event if any, and make sure that such guest signs any event waiver;

8. Sign the participation waiver and have his or her parent or legal guardian sign the participation waiver, upon application for Junior Membership or as the same is from time to time amended.

**Youth Member:**

1. Pay the required dues in a timely fashion;
2. Abide by the rules, regulations and By-Laws of the BTC;
3. Be courteous to all other athletes, officials, and volunteers when participating in any BTC event or BTC associated event;
4. Inform the Membership Chairperson of any change in type of membership, address, phone number, as soon as possible after the change;
5. If bringing a guest to participate in any BTC event, inform the event organizer of the name, address, and phone number such guest, make sure that such guest pays the required guest fee at such event if any, and make sure that such guest signs any event waiver;
6. Sign the participation waiver and have his or her parent or legal guardian sign the participation waiver, upon application for Youth Membership or as the same is from time to time amended.

**ARTICLE XIII****NOMINATION/ELECTION OF OFFICERS**

Nominations for the seats on the Board of Directors for the upcoming calendar year will be accepted for a period of one month, beginning November 1<sup>st</sup>, and ending December 1<sup>st</sup> of the current calendar year from any BTC Member deemed in good standing. It is the responsibility of the nominating member to ensure, prior to their submission, that the nomination(s) is/are accepted by the individual being nominated for said position. Nominations must be submitted either in writing, by e-mail, by telephone, or verbally to the Election Coordinator (as that position is later defined). After the nomination period, the Election Coordinator will prepare and mail or email, a ballot (paper ballot only to those Members in good standing who have so requested the same in advance) containing the positions and their nominated candidates to all voting Members in good standing. The Election Coordinator will email and mail the ballots (paper ballots via USPS) in a timely fashion after the nomination period closes. The Election Coordinator will notify all voting members either in writing, by email, by telephone, or verbally as to the last date for ballot submission. Under no circumstances shall the date for ballot submission be later than January 15<sup>th</sup> of the upcoming calendar year. Upon collection of all ballots the Election Coordinator shall tabulate the votes and make the results known to the BTC membership either in writing, by e-mail, by telephone, or verbally prior to the Annual Members' meeting, at which the newly elected

officers and Directors shall be introduced and announced. The newly elected Board of Directors will be installed at the Annual Members' Meeting. For the purposes of these By-Laws, the "Election Coordinator" shall mean, the person or persons selected by the Executive Committee as that term pertained to prior By-Laws, or the Board of Directors upon request for a volunteer for the position to serve for the upcoming election only. There is no limit to the successive terms an elected officer or Director may serve, provided he or she is a Full Active or Family Member, in good standing with the BTC membership roll. No one nominated for elected office or for a seat on the Board of Directors shall be so serve unless such nominated Member is either a Full Active Member or a Family Member, such Member is in good standing with the BTC membership roll, such Member accepts the nomination, and is elected by a majority of Members eligible to vote, or as in the case of the President, Secretary, Treasurer and Vice-President by a majority of the Board of Directors.

#### **ARTICLE XIV** **MISCELLANEOUS**

(a) Seal: The BTC shall not have a corporate seal, unless the same is necessitated by the Not-For-Profit Corporation Law of the State of New York.

(b) Signing Authority: The President shall have the authority to bind the BTC by his or her signature alone, on any note, check or bank draft. The Treasurer may bind the BTC by his or her signature alone on any check, bank draft, or banking agreement. In all other instances, at least two members of the Board of Directors must sign for the BTC to legally bind the BTC, and before any such two Directors are authorized to so sign to bind the BTC, they must be approved to do so at a meeting by a majority vote of the Directors present thereat where a quorum is present.

(c) Special Meetings of Members: Special meetings of the BTC Members may be called by the President at any time on his or her own initiative or by the President and Treasurer upon request of five (5) or more Members to such officers made in writing. Notice of such special meeting of the BTC Members shall be mailed, faxed, or e-mailed to each Full Active and Family Membership in good standing on the BTC Membership roll at least 7 days prior to such meeting and at such special meeting there shall only be considered such business as is specified in the notice of meeting.

(d) Special meeting of the Board of Directors: A special meeting of Board of Directors may be called by any Director on 5 days verbal or written

notice, given to other members via telephone, e-mail, fax, or in person. Such special meetings may address any items or matters brought before them by any Director. The Board of Directors may vote to exclude any non-Member of said Board of Directors from such special meeting by a majority vote of Directors present thereat. No one but Directors may be heard at such special meeting, however exceptions to this rule may be liberally granted by a majority of the Directors present. Notes or minutes of the special meeting need not be recorded by the Secretary.

(e) All notices to Members and/or Directors shall be mailed, faxed, e-mailed, or hand delivered to their addresses as given on the BTC Membership roll, and such mailing, faxing with confirmation sheet, e-mailing or hand delivery shall constitute presumptive evidence of service thereof. Notices may also be posted on BTC websites or forums as set forth above in these By-Laws. Only one (1) notice need be mailed to all persons constituting one Family Membership.

## **ARTICLE XV**

### **EXECUTIVE OFFICER JOB RESPONSIBILITIES**

#### **President**

The President's job responsibilities require a substantial and ongoing time commitment. The President is elected by the Board of Directors by a majority vote for a one year term, and shall if any vote of the Board of Directors is tied, have the tie breaking vote on the Board of Directors. The President need not be a Director, but must be a Full Active Member in good standing. Responsibilities include the following:

1. Set forth the vision and path for the BTC during the upcoming year.
2. Preside at all meetings of Members and Board of Directors, whether special or regular.
3. Issue written statement to be included in each month's edition of the BTC's monthly newsletter.
4. Make decisions concerning Emergency Temporary Suspensions Pending Hearings.
5. Make contact with USAT or OAT, or other such national or international governing body to further the purpose of the BTC set forth in Article III of these By-Laws.

6. Present the State of the BTC report at the Annual Members' meeting.
7. Convene new Board of Directors, as the President and Chairperson of the Board to discuss plans for the year (February).
8. Convene Race Directors meetings to discuss upcoming BTC races and the corresponding budgets / plans (March or April through race season).
9. Work with BTC Attorney and Treasurer to ensure all IRS paperwork is finished and sent (February and March).
10. Work with BTC Committees to help them fulfill their responsibilities properly.
11. Responsible for monitoring of the BTC forums, website, and news letter for appropriate content. Content deemed inappropriate will be rejected, and Members may be sanctioned for the same depending upon the severity frequency, etc..
  - Inappropriate Content is deemed as the following:
    - a. lewd or vulgar remarks or comments
    - b. information pertaining to non-club related functions
    - c. information pertaining to personal profit or information relating to the sale of items for personal gain.
12. Attend as many meetings of the Board of Directors as possible.
13. Attend the Annual Members' meeting.
14. Review and approve preliminary budget from race director/management prior to race.
15. Respond to emails from the BTC website and provide requested information.
16. Proof read monthly newsletter.
17. Perform other tasks determined to be beneficial to the BTC.

### **Vice President**

The Vice President is selected by the majority of the Board of Directors for a 1 year term, and job responsibilities require approximately 7 - 8 hours of work on a monthly basis. The Vice President need not be a Director, but must be a Full Active Member in good standing. Responsibilities include the following:

1. Responsible for calling all Annual, special and Board of Directors meetings to order and facilitating the BTC meetings, both of the Directors and the Members.

2. Fill in for the President's organizational responsibilities during meetings from which the President is absent.
3. Send out reminders to club Members about the upcoming meetings.
4. Work with President to cultivate event speakers.
5. Arrange meeting locations, if necessary.
6. Write up meeting agenda and distribute to Directors prior to monthly Directors' meetings.
7. Receive updates from Committee chairpersons who cannot attend the monthly Directors' meetings. Present that information during the meeting.
8. Work with BTC Committees to help them fulfill their responsibilities properly.
9. Attend as many monthly Directors' meetings as possible.
10. Attend the Annual Members' meeting.
11. Review and approve preliminary budget from race director/management prior to BTC sponsored races.
12. Proof read monthly newsletter.
13. Perform other tasks determined to be beneficial to the BTC.

### **Treasurer**

The Treasurer, shall be in charge of the BTC's financial records, accounts, and the receipt and expenditure of all sums of money concerning the BTC. The Treasurer shall, if required by the Board of Directors, give to the BTC such security for the faithful discharge of his or her duties as the Board of Directors may direct. However, the fee for any such bond of security shall be paid by the BTC. The Treasurer shall be elected by a majority vote of the Board of Directors for a one (1) year term, and to be qualified for such office, must have accounting and/or financial experience and skills. The Treasurer must be a Full Active Member in good standing.

The Treasurer's job responsibilities require approximately 7-8 hours of work on a monthly basis. Responsibilities include the following:

1. Prepare monthly Financial Statement, based on accrual basis of accounting, for distribution to the Board of Directors at monthly meetings and the Members at the Annual Members' meeting.
2. Reconcile bank statement on a monthly basis.
3. Pay club debts upon receipt of written invoice utilizing BTC checks to ensure proper audit trail.

4. Process all membership applications by depositing monies into BTC checking account and updating membership database.
5. Mail/email/fax BTC Roster to USAT office quarterly (February, May, August, & November).
6. Provide updated Members list to BTC Secretary and Membership Chairperson in December and March to facilitate purchase of BTC Insurance and issuance of BTC membership cards.
7. Coordinate receipt of payment for the BTC banquet, apparel, winter activities, or other BTC related activities with appropriate Members.
8. Deposit all monies received from activities and events into BTC checking account.
9. Ensure compliance with Federal and State tax reporting requirements.
10. Attend as many monthly Board of Directors meetings as possible and if not in attendance, email a financial snapshot to the President prior to the same.
11. Attend Annual Members' meeting.
12. Obtain preliminary budget from race director/management prior to BTC sponsored races.
13. Proof read monthly newsletter.
14. Perform other tasks determined to be beneficial to the BTC.

### **Secretary**

The Secretary's job responsibilities require approximately 6 - 8 hours of work on a monthly basis. The Secretary is elected by a majority vote of the Board of Directors to a one (1) year term, but need not be a Director, only a Full Active Member in good standing. Responsibilities include the following:

1. Responsible for taking a head count of the Members present at Annual Members meeting and Board of Directors meetings. If the Vice-President is not in attendance the Secretary will officiate at such meetings.
2. Take notes at all BTC and Director meetings (with the exception of special Board of Directors meetings) and transcribe these notes into the BTC minutes and Board of Directors minutes for submission to the BTC Members, Directors and legal department.
3. Have the minutes available from the previous month's meetings at each successive meeting for review.
4. Appoint Membership Committee members as necessary.



5. Contact and obtain USAT insurance for the BTC from ESIX (January). Involves paperwork and having a check written by Treasurer.
6. Coordinate with BTC sponsors to obtain literature to be passed out at BTC meetings, BTC banquet, and BTC sponsored events.
7. Responsible for the collection and maintenance of all BTC sponsored non-race event attendance lists, including all Brick, Swim, or other BTC sponsored activities.
8. Responsible to ensure that all BTC injury/accident reports are filled out properly. If additional information is needed the Secretary will obtain said information before submitting the injury/accident report to the BTC officers, Board of Directors and legal department.
9. Responsible for monitoring of the BTC forums for appropriate content. Content deemed inappropriate will be rejected.  
Inappropriate Content is deemed as the following:
  - a. lewd or vulgar remarks or comments
  - b. information pertaining to non-club related functions
  - c. information pertaining to personal profit or information relating to the sale of items for personal gain.
10. Responsible for an annual review of the BTC By-Laws with the legal department. At that time the BTC secretary will present the recommended revisions to the By-Laws to the legal department for review.
11. Receive and review the BTC bank statements. Bring any discrepancies to the attention of the Board of Directors. If none exist, transfer statement to Treasurer via USPS service or at a Board of Directors meeting if deemed timely.
12. Issue statement of charges against any Member being considered for suspension by the BTC. See Article XI of the BTC By-Laws for guidance.
13. Attend as many monthly Board of Director meetings as possible, and if absent arrange for someone else present to take notes.
14. Attend Annual Members meeting.
15. Proof read monthly newsletter.
16. Perform other tasks determined to be beneficial to the BTC.

**ARTICLE XVI**  
**THE BOARD OF DIRECTORS**

The BTC's affairs shall be managed by a board of directors comprised of Members only, with no more than 11 such directors and no fewer than six (6) such directors, each serving for a term of two (2) years (the "Board of Directors" or singularly a "Director", or in the plural "Directors"). Half of the Directors elected by the Membership in the first year under which the BTC shall have a Board of Directors shall serve for a term of one (1) year, and the other half shall serve for a term of two (2) years. The decision as to which Directors initially serve for one or two years shall be made at the first meeting of the Board of Directors by drawing straws and shall be announced to the Membership at the Annual Meeting or such other method reasonably designed to provide the Members with notice of the same.

Any Director may shorten his or her term by voluntary resignation, and unless such resignation results in there being less than six (6) Directors, such resigning Director shall not be replaced until the next annual election. If a Director is removed pursuant to the same process as set forth for the removal of an officer above in these By-Laws, then that Director may be replaced by special election provided a majority of the remaining Directors so elect to call for a special election to fill such Director's open seat.

No Director shall be compensated for his or her service, except to the extent of a waiver of such person's annual Membership dues to the BTC for the time of such person's service, but only upon request by such Director.

The Board of Directors shall elect the President, Treasurer, Secretary and the Vice-President as set forth above in these By-Laws.