

Headwaters Triathlon Club

Constitution

ARTICLE I: Club Purpose

Headwaters Triathlon Club is an organized club dedicated to the educational pursuit of multisport (such as triathlon and duathlon), general physical fitness, and the representation of multisport within the community.

Mission Statement

Headwaters Triathlon club exists

- (1) To promote a healthy lifestyle through multisport training and participation
- (2) To provide a place for everyone to experience multisport,
- (3) To organize and unify multisport athletes and help them achieve their goals
- (4) To establish a support and training network and
- (5) For the promotion, development, and representation of multisport within the communities of the headwaters region

ARTICLE II: Club Name

The official name shall be **Headwaters Triathlon Club**

ARTICLE III: Club Membership

Membership shall be open to any individual who shares in the common purpose of **Headwaters Triathlon Club**. Membership shall be granted without discrimination upon basis of race, creed, color, religion, age, sex, national origin, and physical or mental handicap.

ARTICLE IV: Club Officers

Four officers and three directors shall comprise the **Headwaters Triathlon Club Executive Committee**. Terms of office are from January 1 until December 31 of the calendar year.

The offices are:

President

- Presides over meetings, can appoint to fill board vacancies.

Vice President

- Acts as president in the absence of the president.
- Responsible for guest speakers at club meetings.

Secretary

- Responsible for keeping accurate minutes at officer's meetings.
- Keeps a current roster of club members.
- Responsible for public relations, e.g. news releases, etc.

Treasurer

- Collects club's dues, pays club debts, and accounts for club's finances with an annual report.

Directors

- Participate in officer's meetings and vote on club's policies.
- Whenever possible, the following areas should have representation on the executive board: Bemidji, Park Rapids, Walker

ARTICLE V: Executive Committee

Executive Committee meetings shall be held quarterly (March, June, September, December). Dates and times of Executive Committee meetings and agenda items posted on both, the club's Facebook page and its own internet site. Special meetings may be called by the President and seven current club members who petition the Executive Committee in writing.

All Executive Committee meetings are open to the membership.

The Executive Committee can appoint committees as needed for club business or activities.

There must be more than 50% of the members of the Executive Committee present to have a quorum.

Robert's Rules of Order will govern all Executive Committee meetings.

Article VI: Committees

The Executive committee shall establish two committees: (a) Social Committee, and (b) Community Outreach Committee. Each committee shall consist of one Executive committee member and at least one but not more than three current club members. Other committees may be formed as necessary.

1. Social Committee: organize social events designed to encourage participation in club events,
2. Community Outreach Committee: organize community outreach programs to educate both members and non-members on multisport.

ARTICLE VII: Club Meetings

Club meetings shall be held annually (between September 1 and November 30). Dates, times, and location are posted on both, the club's Facebook page and its own internet site.

ARTICLE VIII: Club Elections

The Executive committee will ask for nominations 15 days before the annual meeting through postings on both, the club's Facebook page and its own internet site. A slate of candidates will be prepared by the Executive committee and presented at the annual meeting to be elected by a plurality of present club members.

ARTICLE IX: Amendments to the Constitution

The constitution must be reviewed annually by the Executive Committee.

Proposed amendments will be recommended by the Executive Committee, and shall be posted on both, the club's Facebook page and its own internet site fifteen days before the next club meeting.

Amendments shall be voted on by the club membership at a regularly scheduled meeting.

ARTICLE X: Miscellaneous

This constitution shall comply with applicable state and federal regulations.

Headwaters Triathlon Club

Addendum to Constitution

ARTICLE A-I: Payment of Officers/representatives of HT

1. All Headwaters Triathlon (HT) offices are volunteer/non-paid positions.
2. HT shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the HT.

ARTICLE A-II: Contracts, Checks, Deposits and Funds

1. HT disbursement procedures/ Checks, Drafts and Orders of Payment:
 - a. for disbursements under \$100.00, written requests to the treasurer of HT must be made by a standing member of the HT board. Payment will be made by check upon written approval by HT president.
 - b. for disbursements over \$100.00, written requests to the treasurer of HT must be made by a standing member of the HT board. Payment will be made by check upon written approval by a majority of HT board members.
2. All payments by check prepared by HT treasurer and signed by HT president.
3. Deposits: All HT funds are to be deposited Affinity Plus Credit Union, Bemidji, MN.
4. Loans: No Director, Officer or agent shall have the authority, on behalf to HT, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.
5. Contracts: The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of HT.

ARTICLE A-III: Restrictions on Actions

All the assets and earnings of HT shall be used exclusively for its purposes as stated in these bylaws, including the payment of incidental expenses. No HT funds shall benefit of any member or be distributed to its directors, officers, or any private person. The HT board may pay reasonable compensation for services rendered and make payments for things furthering the purposes of HT set forth in these bylaws. Examples of non-allowable expenses:

- a. travel cost for member/directors.
- b. food costs for member/directors.
- c. cost for uniforms, racing and/or training equipment, race entry fees.

Non-exclusive list of allowable expenses:

- a. promotional material for HT.
- b. insurance premiums for HT.

- c. c. race development/event costs.
- d. d. administrative costs such as but not limited to postage fees, website costs, bank fees.

ARTICLE A-IV: Dissolution

Upon dissolution of the HT, the Board of Directors shall, after paying or making provision for payment of all liabilities of HT, including the costs and expenses of such dissolution, dispose of all the assets of HT exclusively for the exempt purposes of the HT or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of HT. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.