



Tallahassee, FL

Gulf Winds Track Club

Gulf Winds Track Club
Amended and Restated Bylaws
February 10, 2016

ARTICLE I - Name

The name of this club shall be the GULF WINDS TRACK CLUB.

ARTICLE II - Purpose

The purpose of this club shall be to encourage health and fitness, especially through participation in jogging and running, whether for competition, physical fitness, or pleasure; to stimulate the exchange of information about health, fitness and running and to disseminate such information; and to encourage individuals to pursue opportunities to participate and compete in races and other fitness activities and to provide organized events in which interested individuals may participate.

ARTICLE III - Membership

Section 1 Eligibility

- A. Membership will be granted upon completion of an application and payment of a membership fee to any individual without regard to age, gender, race, religion, or national origin who expresses an interest in the club's activities. Membership shall be effective on the date the application is postmarked or receives an online registration date stamp.
- B. Members must agree to abide by the organizational documents and guidelines of the club.
- C. All members in good standing shall have the rights and privileges of membership including voting and holding office.
- D. Membership terminates whenever a person fails to timely pay membership dues.

Section 2 Dues

A membership year shall run from January 1 to December 31 of each calendar year. Renewal membership fees are due by December 31 of each year. The Board shall set the dues.

ARTICLE IV - Officers and Officials

Section 1 Designation

A. The Officers of the club shall be:

President
Vice-President
Secretary
Treasurer

B. Additional voting Officials shall be:

Seven Directors at Large
Immediate Past President
Newsletter Editor
Membership Chairman

Race Director Coordinator
Social Coordinator
Gulf Winds Triathletes President
Education and Lecture Coordinator

C. Additional non-voting Officials shall be:

Equipment Manager
Clothing and Merchandise Manager
Racing Team Coordinator
School Grant Coordinator
Training Group Coordinator
Trail Training and Racing Coordinator

Section 2 Duties

- A. The President shall be the chief executive officer of the club. It shall be the President's duty to preside at all regular meetings of the club and to call special meetings of the club or any of its committees. The President shall, subject to confirmation of the board, appoint the Newsletter Editor, Membership Chair, Equipment Manager, Directors for Club Races, Clothing and Merchandise Coordinator, Trail Running and Racing Coordinator and such ad hoc committees as needed to carry out specific duties and functions of the club. If the Immediate Past President is unable or unwilling to serve on the Board, the President shall appoint a replacement who shall be a club member who has served on the Board for at least one year. The appointment shall be subject to approval of the Board. The President shall preside over the Board meetings as chair and shall not vote except to resolve ties. The President or his or her appointed representative shall formally represent the club in all relationships with other organizations or agencies and shall have the power to execute documents on behalf of the club. The President may add (or delete) additional official positions and appoint (or dismiss) additional officials as required to accomplish the purposes of the club, subject to confirmation by a two-thirds majority of the Board members serving.
- B. The Vice-President shall serve as assistant to the President in all matters concerning the club, and in the event of vacancy of the office of President, shall assume the President's office and responsibilities. The Vice-President may also preside over Board meetings when the President is not able to attend and perform any other task the President can perform when such duty is delegated to the Vice President by the President or the Board.
- C. The Secretary shall be responsible for recording and maintaining the corporate documents including the regular minutes of all official meetings of the club. The Secretary shall receive and maintain copies of reports of officers and committees.
- D. The Treasurer shall be responsible for all fiscal transactions of the club. The Treasurer's accounts shall be subject to audit. The Treasurer shall be responsible for collecting club dues. The Treasurer shall keep the membership informed concerning the club's financial expenditures. The President may appoint such Vice Treasurers as appropriate to assist in carrying out the operations of the club. Such appointments and the delegation of duties to them shall be subject to confirmation by a majority of members of the Board.
- E. The Membership Chair shall promote club membership and maintain a current roster of club members.

- F. The Newsletter Editor shall produce and edit the club newsletter.
- G. The Equipment Manager shall maintain all equipment and shall provide for the use of the equipment to interested parties pursuant to such policies and directives as the Board may establish and so long as not inconsistent with any such policy or directive, as determined appropriate by the Equipment Manager. The equipment manager or the board may delegate duties with respect to specific equipment, for example the chip timing system, to other individuals.
- H. The Race Director Coordinator shall serve as the advocate and representative of the directors of club races and shall prepare policies for directing Gulf Winds Track Club races. The Race Director Coordinator shall also coordinate schedules for club races and maintain, where possible, a schedule of local races. The Race Director Coordinator shall be a voting member of the Board and shall be elected to a one year term by the membership.
- I. The Gulf Winds Triathletes President shall administer the operations of Gulf Winds Triathletes whose membership is limited to current Club members who choose to join. The Triathletes President shall serve as a voting member of the Board of Gulf Winds Track Club. The purpose of Gulf Winds Triathletes shall be, but is not solely limited to, encouraging participation in the sport of triathlon, whether for competition, physical fitness, or pleasure; to stimulate the exchange of information about the sport of triathlon and to disseminate such information; to provide social opportunities for individuals participating in the sport of triathlon; to encourage individuals to pursue opportunities to compete in races and to provide and promote organized events in which interested individuals may participate. Gulf Winds Triathletes shall maintain bylaws that do not conflict with the Club's bylaws and whose revenues and expenses shall be jointly administered by both organizations and reported under the Club's governmental filings.
- J. The Education and Lecture Coordinator shall look for and design ways to stimulate the exchange and dissemination of information about health, fitness and running among members and the community. The Education and Lecture Coordinator shall be a voting member of the Board and shall be elected to a one year term by the membership.
- K. The Social Coordinator shall be responsible for planning, coordinating, and putting on the Club's annual Holiday Party and Awards Ceremony. The Social Coordinator shall be responsible for organizing, scheduling, planning, and coordinating social gatherings for the club membership. The President may appoint such Assistant Social Coordinator(s) as appropriate to assist in carrying out the operations of the club. Such appointments and the delegation

of duties shall be subject to confirmation by a majority of the members of the Board. The Social Coordinator shall be a voting member of the Board and shall be elected to a one year term by the membership.

- L. The Racing Team Coordinator shall be responsible for organizing teams to represent GWTC compete in local events in competition. The Racing Team Coordinator shall be responsible for selecting club members to compete as part of the Club team(s). The Racing Team Coordinator shall be responsible for designing and distributing team clothing to members of the team. The Racing Team Coordinator shall collect and to the extent possible fairly distribute any award that GWTC racing teams earn. The Coordinator shall be appointed by the President subject to a vote of the Board and shall serve as a nonvoting member of the Board.
- M. The School Grant Coordinator shall be responsible for managing the Club's school grant operation. The School Grant Coordinator shall communicate with local schools to advertise the Club's grant program, oversee applications for grant funds, make recommendations to the Board regarding the distribution of grant funds, and monitor the operations put in to place with grant money. The Coordinator shall be appointed by the President subject to a vote of the Board and shall serve as a nonvoting member of the Board.
- N. The Training Group Coordinator shall be responsible for coordinating existing groups, organizing additional groups, and advertising and promoting training events. When reasonable and possible, the Training Group Coordinator shall target a specific Club race as the goal race for at least some of the training groups. The Training Group Coordinator shall work with Club Race Directors to promote the target events. The Coordinator shall be appointed by the President subject to a vote of the Board and shall serve as a nonvoting member of the Board.
- O. The Trail Training and Racing Coordinator shall be responsible for encouraging and overseeing a schedule of organized trail runs and races and shall serve as the GWTC liaison to local parks and trails system or recommend someone to carry on such duties. The Coordinator shall be appointed by the President subject to a vote of the Board and shall serve as a nonvoting member of the Board.
- P. The Clothing and Merchandise Manager shall be responsible for buying and selling GWTC merchandise. The Manager shall be appointed by the President and shall serve as a nonvoting member of the Board.

ARTICLE V - Board of Directors

Section 1 The following positions constitute the Board of Directors (hereinafter the “Board”) and shall each have vote rights:

Seven Directors at Large
Officers listed in Section 1 A., Article IV
Officials listed in Section 1 B., Article IV

Section 2 Duties

The President shall preside over the meetings of the Board and the membership. In the event the President is unavailable, the Vice President shall preside over such meetings. If neither is available, the Board members in attendance shall agree to appoint one of the members of the Board in attendance. The Board is responsible for making club policy and has authority over expenditures of club funds. Each member of the Board identified in Section 1 shall have one vote.

The Board may adopt official guidelines and policies to direct the day to day business of the club. Guidelines and policies should be uniquely numbered and a copy maintained with the Secretary of the club.

Section 3 Meetings of the Board

The Board shall meet on the second Wednesday of each month of the year at a place and time designated by the Secretary in consultation with the President. The President or a majority of the Board may call additional meetings as necessary or reschedule the monthly meeting, provided at least 2 weeks of notice is given and no board members object. The notice requirement may be waived by a vote of 75% or more of the voting members of the Board and the President may then set the meeting for anytime the President deems appropriate.

Section 4 Action Without a Meeting

Any action permitted or required to be taken at a meeting of the Board may be taken without a meeting and without prior notice if a consent, in writing, setting forth the action so taken, is signed by 75% of voting members of the Board. Such consent shall have the same force and effect as a vote taken at a meeting and may be stated as such in any document or instrument filed with the Secretary of State of Florida, and the execution of such consent or consents shall constitute attendance or presence in person at a meeting of the Board or any committee, as the case may be. A facsimile reproduction of a writing signed by a person, shall be regarded as signed by that person for the purposes of this Section. Additionally, action may be

taken by electronic vote. Any proposed action the President determines necessary or appropriate to be decided before the next regularly scheduled Board meeting shall be emailed by the President or his designee to the email address of record for each Board member maintained by the Secretary. If a majority of those responding and voting favorably on the request constitute a quorum, such action shall be approved by at least a quorum of the Board and by a majority of those voting. Voting may be by mail or by electronic mail. No such vote shall be valid if 4 or more members of Board object to considering the action while not at the Board meeting. Such action may only be initiated by the President or by a call of at least 2/3 of the Board members entitled to vote.

ARTICLE VI – Standing Committees

Section 1 Committee on Nominations

The Committee on Nominations shall consist of three club members: two who are appointed by the President, and the immediate past President, who shall act as chair. In the event the immediate past President is unable or unwilling to serve, then the President shall appoint a replacement. All Committee appointments are subject to the approval of the Board. The Committee shall prepare nominations for the offices of President, Vice-President, Secretary, Treasurer, Race Director Coordinator, Social Coordinator, Education and Lecture Coordinator and the seven at large members of the Board. The nominees shall be selected and the slate presented to the Board at a board meeting prior to the election.

Section 2 Committee on Awards

The Committee on Awards shall be comprised of the following: five club members to be approved by the Board and each of whom shall serve a three-year term, one term expiring each consecutive year; and two members of the Board, one being the President or Vice President who shall serve ex officio and the second being appointed by the President. The Committee Chair shall be elected by the Committee members

The Committee on Awards shall consider at least the following awards: **Hall of Fame, Male and Female Runner of the Year; Community; Rex Cleveland/Michael Caldwell Advancement of the Sport; Race Director; and Bill Lott Volunteer Award.** Recipients shall be selected according to criteria established by the Committee. The Committee shall publish award criteria and invite written nominations from the membership.

The Committee on Awards shall also be known as the Grand Prix Committee and is responsible for administering and scoring the club's grand prix competition. Administration shall include developing the next year's grand prix race schedule,

scoring the current year's competition and other matters necessary to conducting the grand prix. The Committee shall present the grand prix schedule to the Board for its approval.

Section 3 Chenoweth Fund Committee

The Chenoweth Fund Committee shall review applications for assistance from the Chenoweth Endowment Fund and make recommendations to the Board concerning awards. The Committee shall adopt policies and procedures subject to approval by the Board for the administration of the Fund. The Chenoweth Fund Committee shall consist of up to five club members, at least one of whom shall be a member of the Board, appointed by the President and subject to confirmation by the Board.

Section 4 Corporate Document Review Committee

The Corporate Document Review Committee shall, not less than once each 5 years, review the club's corporate documents including the Bylaws and Policy Statements, and make recommendations regarding the need for any revisions, changes or additions. The Committee will include two club members appointed by the President (subject to board approval), the Past President (if active and attending board meetings), the Vice President and one additional Board Member selected by the President. The President shall serve Ex Officio but shall not serve as chair and may vote only to break a tie.

ARTICLE VII - CONDITIONS OF OFFICE

Section 1 Terms of Office

The terms of office for all officers and officials shall be one year.

Section 2 Vacancies

If a vacancy occurs, other than the office of President as specified under Article IV, Section 2 **B** of the Bylaws, the position shall be filled by a majority vote of the Board at **a** meeting of the Board. The President shall be empowered to appoint a person pro tem to fill the vacancy until the Board votes for a replacement.

ARTICLE VIII - ELECTIONS

Section 1 Nominations

- A. The Committee on Nominations shall prepare a slate of officers and at large members of the Board to be submitted to the membership. Candidates must be members of GWTC.
- B. Members of the Committee on Nominations are ineligible for nomination.
- C. Additional nominations from the club members will be accepted provided that the nominee gives an oral or written statement agreeing to serve and is a member of the club. Nominations shall be made in writing to a Committee member.

Section 2. Election Procedures

A. Election of officers and board members shall be by vote of the membership of the club. The election shall be conducted by the Committee on Nominations. Voting shall be by written or electronic ballot.

B. For officers a majority vote constitutes election. If a majority vote is not received on the first ballot, the two candidates with the most votes will be presented on a second ballot. In cases of a tie on the second ballot, the President shall break the tie by a coin toss. After counting the votes the Committee on Nominations shall certify the results to the Board.

C. For members at large of the Board, the seven nominees with the highest vote on the first ballot are elected. In cases of a tie, a second ballot will be presented to the membership to break the tie. If that proves unsuccessful, the President shall break the tie by a coin toss.

D. Certifications and Recounts – A candidate for election may request a recount of the vote if the margin was less than ten votes, provided a written request for recount is submitted to the chair of the Committee on Nominations within three business days of the date the vote is certified. If the Committee unanimously rejects the request, no recount may be held.

ARTICLE IX - QUORUM

Section 1.

- A. A majority of the voting members of the Board constitutes a quorum. Unless otherwise specified in these Bylaws, a majority vote of those present at a meeting with a quorum shall constitute a majority vote of the Board. If a quorum exists when the meeting is called to order, but is not maintained anytime thereafter, the meeting may continue and the Board may take such action as if a quorum was still in attendance.

- B. Thirty (30) club members constitute a quorum at the annual meeting of the members or for any action required by vote of the members.
- C. No action shall be taken without a quorum; however, members of the Board may meet and discuss club business.

ARTICLE X - AMENDMENTS

Amendments to the Bylaws may be initiated by the Board or by a written proposal signed by at least 10 members of the club. Either document may be amended by majority vote of all board members or a majority vote of the members at the annual club meeting provided a quorum is present.

ARTICLE IX - ANNUAL MEETING

The club shall conduct an annual meeting each year at a time and place to be announced by the Board. Notice of the Annual Meeting shall be posted on the club website, in the newsletter, and on its Facebook page, if maintained, at least 30 days before the meeting. Failure to post such notice shall not affect the validity of any action taken at such meeting.