

July 30, 2022 \_\_\_\_\_



Gulf Winds Track Club, Inc  
~~Second~~Third Amended and Restated  
Bylaws  
Effective ~~August 30, 2022~~ \_\_\_\_\_

### ARTICLE I - Name

The name of this club shall be the GULF WINDS TRACK CLUB, Inc. (Hereinafter "GWTC" or "Club")

### ARTICLE II - Purpose

The purpose of this Club is to support an engaged and active running community, whether for competition, physical fitness or pleasure, by providing group runs, races, socials, educational exchanges and other fitness activities, and fund these opportunities. ~~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 in GWTC will be granted to any individual who submits a completed application and pays a membership fee to GWTC, without regard to the person's age, gender, race, religion, or national origin. Such persons shall be referred to hereinafter as "Members."
- 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. Membership also may be terminated for failure to comply with paragraph B of this Article.

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## Section 2 Term for Membership

Membership shall be for a term of one year which ~~year~~ shall begin on the day the dues and application for membership are received online by the Club, or post-marked if mailed to the Club's P.O. Box. The Board shall set the dues amount. Memberships may be on an individual basis or for an entire ~~family~~household.

## Section 3 Lifetime Membership

Persons inducted into the GWTC Hall of Fame shall be granted a complimentary lifetime family or individual Membership.

# ARTICLE IV – The Board, Club Officers and Officials

## Section 1: Responsibility and Duties of Board and Club Officials

- A. Provide fiduciary, legal, and strategic oversight, and guide the organization by adopting sound, ethical policies.
- B. Review relevant information provided by the officers, Board members, committee chairs and Club members. ~~Treasurer, the President, and Committee Chairs, related to oversight of the organization~~
- C. Ensure the organization has adequate resources and financial sustainability, which requires fundraising support and engagement by all Board Members and Club Officials.
- D. Hold itself and the organization accountable for an ongoing commitment to diversity, to include recruiting members and candidates that reflect the community at large for service.
- E. Serve as ambassadors for the organization, and on committees as outlined in the Bylaws.
- F. If paid staff or independent contractors are hired, the Board shall have full oversight of the hiring, setting compensation, and monitoring of the work.
- G. Be a Member of GWTC in good standing.

## Section 2: Designation of Members of the Board, Voting Rights for Board Members and Non-Voting Club Officials

- A. The Members of the Board shall consist of the Members serving in the following positions:
  1. Officers
    - a. President
    - b. Vice-President
    - c. Secretary
    - d. Treasurer
  2. Additional voting Board Members
    - a. ~~Six~~Seven Directors at Large
    - b. Immediate Past-President

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c. ~~Membership Chair~~

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- d. ~~Newsletter Editor~~
- ~~d.e.~~ Communications & Recruitment Director
- e.f. Race Director Coordinator
- f.g. ~~Education and Lecture~~ Education & Social Coordinator
- ~~g.h.~~ Social Coordinator
- ~~h.i.~~ Gulf Winds Triathletes President

- B. Members serving in the following positions are non-voting Club Officials:
1. Equipment Manager
  2. Race Team Coordinator
  3. School Grant Coordinator
  4. Training Group Coordinator
  5. ~~Trail Training and Racing Coordinator~~
  6. Clothing and Merchandise Manager
  7. Volunteer Coordinator
  - ~~6.8.~~ Technology Coordinator
  - 7.9. Other Committee members appointed by the President

### Section 3: Board Members Roles and Duties

#### The President shall:

- A. be the chief executive officer of the Club.
- B. preside over the Board meetings as chair
- C. create a purposeful meeting agenda in collaboration with the Board.
- D. engage each Board Member equally in deliberations.
- E. formally represent the Club in all relationships with other organizations or agencies or appoint a designee to do so.
- F. call special meetings of the Club or any of its committees.
- G. form such ad hoc committees as needed to carry out specific duties and functions of the Club.
- H. have the authority to execute documents on behalf of the Club, in consultation with the Board.
- I. add (or delete) 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.
- J. appoint ~~the Newsletter Editor~~, non-voting Club Officials and Directors for Club Races each subject to approval by a vote of the Board.
- K. ensure that the governance functions and duties outlined in Article IV, section 1 Board Responsibilities are followed.
- L. appoint assistants for varying positions as appropriate to assist in carrying out the operations of the Club.
- ~~K.~~
- L.M. serve as a voting Board Member but shall not vote except to resolve ties.

#### The Vice-President shall:

- A. 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.
- B. preside over Board meetings when the President is not able to attend.

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- C. perform any other task the President may perform when such duty is delegated to the Vice President by the President or the Board.
- D. serve as a voting Board Member.

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**The Secretary shall:**

- A. be responsible for recording and maintaining the corporate documents including Club policies and minutes of all official meetings of the Club.
- ~~B.~~ lead collaboration to ensure such documents are properly organized, posted, and available to members.
- ~~B.C.~~ Maintain a calendar of corporate and tax due dates and place those deadlines on the Board agenda to ensure the Board's compliance.
- ~~C.D.~~ receive and maintain copies of reports of Board Members, Club Officials and committees.
- ~~D.E.~~ maintain and update contact information for Board Members and Club Officials.
- ~~E.F.~~ maintain and update rosters of committees and committee members.
- ~~F.G.~~ serve as a voting Board Member.

**The Treasurer shall:**

- A. oversee all fiscal transactions of the Club.
- B. allow appropriate audits of all Club accounts, transactions, statements, or other financial documents and reports.
- C. keep the membership informed concerning the Club's financial expenditures and standing.
- D. serve as a voting Board Member.

**The Immediate Past President shall:** ~~serve as a voting Board Member.~~

- ~~A. serve as a voting Board member.~~
- ~~B. coordinate Board elections, including recruitment of nominees until such time as replaced by a successor Immediate Past President.~~

**The Communications & Recruitment Director~~Membership Chair~~ shall:**

- ~~A. lead the communications team in promoting the Club~~~~promote Club membership and maintain a current roster of Club members.~~
- ~~B. notify members of membership renewals and payment of dues~~
- ~~C. collaborate with committees or individuals to recruit new members~~~~related to membership and marketing for new members.~~
- ~~D. collaborate with committees or individuals to promote events and opportunities to members.~~
- ~~E. produce or arrange or the production of the Club newsletter.~~
- ~~F. collaborate with other Board members and Club officials to promote Club events, news and business.~~
- ~~C.G.~~ coordinate and facilitate communication to all Club members using the Club's website, social media platforms, newsletters, email or any available means to ensure that members are aware of all GWTC activities.
- ~~D.H.~~ serve as a voting Board Member.

**~~The Newsletter Editor shall:~~**

- ~~A. produce and edit the Club newsletter.~~
- ~~B. collaborate with the other Board Members and Club officials to promote Club~~

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~~events, news, and business.~~

~~C. serve as a voting Board Member.~~

~~D. be appointed by the President subject to Board approval in accordance with Article IV, Section 3(1).~~

**The Race Director Coordinator shall:**

- A. serve as the advocate and representative of the directors of Club races.
- B. ~~p~~Prepare, when appropriate, policies subject to approval of the Board, for directing Gulf Winds Track Club races.
- C. coordinate schedules for Club races.
- D. assist in recruiting and developing directors for Gulf Winds Track Club races. The final appointment of race directors shall be subject to Board approval.
- E. serve as a voting Board Member.

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**The ~~Education and Lecture~~ Education & Social Coordinator shall:**

- A. ~~e~~Exchange and disseminate information about health, fitness and running among Club members and the community.
- ~~B. — serve as a voting Board Member~~

**~~The Social Coordinator shall:~~**

- A. plan, coordinate and produce the Club's annual Holiday Party and, in collaboration with the Committee on Awards, the Annual Awards Ceremony.
- B. be responsible for organizing, scheduling, planning, and coordinating social gatherings for Club members.
- C. promote Club programs and events.
- D. collaborate with Membership Chair to engage new Club members.
- E. serve as a voting Board Member.

**Section 4: Club Officials roles**

**The Equipment Manager shall:**

- A. oversee maintenance of and access to Club equipment.
- B. provide for the orderly use of designated equipment by interested parties pursuant to such policies and directives as the Board may establish.
- C. maintain a record of equipment loans or rentals.
- D. assess and collect reasonable fees for equipment rental, the amount of such fees being subject to Board approval.
- E. assess late fees, cleaning fees or other such fees and costs, the amount of such fees are subject to Board approval.
- F. have the authority to delegate duties with respect to specific equipment and its use, ~~for example the chip timing system, to other individuals.~~
- G. serve as a non-voting Club Official.
- H. be appointed by the President subject to approval by vote of the Board in accordance with Article IV, Section 3(I)

**The Racing Team Coordinator shall:**

- A. seek out and promote GWTC team racing opportunities.
- B. organize teams to represent GWTC in competition.
- C. recruit Club members to compete as part of the Club team(s).
- D. be responsible for designing and distributing team clothing to members of the team.
- E. collect and to the extent possible fairly distribute any award that GWTC racing teams earn.
- F. serve as a non-voting Club Official.
- G. be appointed by the President subject to approval by vote of the Board in accordance with Article IV, Section 3(I)

**The School Grant Coordinator shall:**

- A. manage the Club's school grant program.
- B. communicate with local schools to promote the Club's grant program.
- C. receive and evaluate applications for grant funds.



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- D. make recommendations to the Board regarding the distribution of grant funds.
- E. monitor the projects funded with grant money and report findings to the Board.
- F. serve as a non-voting Club Official.
- G. be appointed by the President subject to approval by vote of the Board in accordance with Article IV, Section 3(I).

**The Training Group Coordinator shall:**

- A. coordinate existing youth and adult training groups and; organize additional groups as needed.
- B. advertise and promote training events.
- C. when reasonable and possible, target a specific Club race as the goal race for at least some of the training groups.
- D. work with Club Race Directors to promote the target events.
- E. educate group run leaders.
- F. lead collaboration pertaining to promotion, publishing, and updating information pertaining to these groups.
- G. serve as a non-voting Club Official.
- H. be appointed by the President subject to approval by vote of the Board in accordance with Article IV, Section 3(I).

**~~The Trail Training and Racing Coordinator shall:~~**

- ~~A. oversee and promote a schedule of organized trail runs and races.~~
- ~~B. serve as the GWTC liaison to local parks and trails system.~~
- ~~C. Serve as a non-voting Club Official.~~
- ~~D. be appointed by the President subject to approval by vote of the Board in accordance with Article IV, Section 3(I)~~

**The Clothing and Merchandise Manager shall:**

- A. oversee design and production of GWTC merchandise.
- B. promote sales at GWTC or non-Club events.
- C. maintain inventory of unsold items and periodically report to the Board.
- D. Ensure easy access to a convenient purchasing platform.
- E. serve as a non-voting Club Official.
- F. be appointed by the President subject to approval by vote of the Board in accordance with Article IV, Section 3(I)

**The Volunteer Coordinator shall:**

- A. recruit individuals, businesses and members to volunteer at GWTC events.
- B. ensure that volunteers and contact information are posted to GWTC's online volunteer database
- C. serve as a non-voting Club Official

**The Technology Coordinator shall:**

- A. advise and train Race Directors, necessary Board members and others on the use and utilities of GWTC's online registration platform and other technology developments.

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- B. advise and train Board members on the use and utility of social media sites and other developing communication tools to ensure member communication and awareness of Club activities
- C. troubleshoot and rectify technology issues that may surface in the conduct of Club business
- D. manage the relationship with the Club's online registration platform and ensure appropriate members of the Club understand any feature changes or best practices opportunities.
- E. maintain a current roster of Club members.
- F. notify members of membership renewals and payment of dues.
- G. serve as a non-voting Club official

**Section 5: Assistants**

- ~~A. In an effort to encourage greater participation in Club matters, the President, in collaboration with the relevant Board Member or Club Official, may appoint an Assistant for varying positions as appropriate to assist in carrying out the operations of the Club.~~
- ~~B. Such appointments and the delegation of duties to them shall be subject to confirmation by a vote of the Board at a regular meeting.~~
- ~~C. The appointed Assistant(s) as designated in this section may not cast a vote for an absent Board Member and are not considered Club Officials~~

**Section 65: Gulf Winds Triathletes**

- A. The purpose of Gulf Winds Triathletes (“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.
- B. Gulf Winds Triathletes shall maintain bylaws that do not conflict with the Gulf Winds Track Club’s bylaws and whose revenues and expenses shall be jointly administered by both organizations and reported under the Gulf Winds Track Club’s governmental filings.
- C. Membership is limited to current Club members who choose to join the Triathletes and pay any additional dues.
- D. The Triathletes’ President shall administer the operations of the Triathletes.
- E. The Triathletes President shall serve as a voting Board Member of Gulf Winds Track Club
- F. Pursuant to the Triathlete Club bylaws and policies, the Triathlete Club President may delegate his/her authority at a meeting of the Gulf Winds Track Club to another member of the Triathletes Club. The person so designated shall have the authority of the Triathlete Club President while present at that meeting

**Section 67: Meetings of the Board**

- A. Board Meetings shall be open to all Club Members ~~who wish to attend.~~
- B. Club members with business before the Board shall contact the President or the Secretary and request to be placed on the agenda with a description of the business to be discussed.
- C. 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 members of the Board may call additional meetings as necessary or reschedule the monthly meeting, provided at least one week of notice is given, and no Board Members object within 48 hours of that notice. The notice requirement may be waived by a vote of 75% or more of the voting members of the Board.
- D. The Board meetings shall be conducted using Robert’s Rules of Order as a general guideline.
- E. The President shall be Chair and 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 to serve as Chair. Each member of the Board identified in Article IV, Section 2, A shall have one vote.
- F. The Chair of the meeting shall not vote unless necessary to resolve a tie
- G. The person serving as Chair of the meeting on any given matter, shall not make motions for actions unless the Chair temporarily turns the matter over to the Vice President or some other member of the Board as prescribed under E immediately above.

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- H. 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 on the GWTC website and with the Secretary of the Club and available for all members.

### Section ~~78~~: Action Without a Meeting

- A. Action may be taken without a meeting by a call for an electronic vote provided:
  - i. Such action is initiated by the President or by a formal call of at least 2/3 of the Board members entitled to vote; and
  - ii. The proposed action is determined to be necessary or appropriate to be decided before the next regularly scheduled Board meeting; and
  - iii. The proposed action has been emailed by the President or their designee to the email address of record for each Board Member as maintained by the Secretary; and
  - iv. If a majority of those responding constitute a quorum; then
  - v. Such action shall be approved if a majority of those responding vote yes.
  - vi. The above notwithstanding, no such vote without a meeting shall be valid if 4 or more members of Board object within 48 hours of the vote to considering the action while not at a Board meeting.
  - vii. Consents and votes taken as defined in this section shall have the same force and effect as a vote taken at a meeting and must be recorded in the minutes of the next board meeting following the vote. Action taken by electronic vote shall be recorded by the Secretary in the minutes of the next meeting of the Board.

### Section ~~89~~: Removal from Office

As determined by a majority vote of the other Members of the Board, a Member of the Board, an officer, a committee member or a director may be removed from the Board or from a committee for (1) missing three consecutive regular Board meetings without an excuse approved by the Board; (2) being convicted of crime of moral turpitude while on the Board; (3) engaging in egregious violations of stated Board policies that are not corrected by the Director/Officer following a written warning by the Board. In such case, the Board member may be removed by a majority vote of the Board. ~~This Section 9 shall be effective January 1, 2023. Members of the Board who make a substantial contribution to the Club such as the Newsletter Editor and the Equipment Manager may be excused from attending Board Meetings at the discretion of the President.~~

### Section ~~210~~: Terms of Office

- A. Board Members shall be elected for a term of one year, beginning on January 1 and ending on December 31.

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## Section ~~101~~: Vacancies

If a vacancy occurs in a Board Member or Club Official position, the position shall be filled by a process of nomination and majority vote of the Board at a meeting of the Board. The President shall be empowered to appoint a Club Member to fill the vacancy until the Board votes for a replacement, but that Club member shall not cast votes while serving pro tem. The process for filling a Vacancy of the office of the President is specified under Article IV, Section 11 of the Bylaws.

## ARTICLE V – Committees

### Section 1: General

- A. All committee nominations and appointments are subject to confirmation by vote of the Board.
- B. Unless otherwise stated, committees are free to select their own Chair and methods of operation provided those choices do not violate Board or Club policies or directives.
- C. In addition to those Standing Committees specifically identified in this Article V, the President or a majority of the Members of the Board may create and empower such additional committees as determined to be prudent and helpful in promoting the mission, the goal or the duties of GWTC.

### Section 2: Committee on Nominations

- A. The Committee on Nominations shall consist of three members
  - 1. i. the Immediate Past President, who shall act as chair
  - 2. ii. two additional Club members who are appointed by the President.
- B. This committee shall preside over the nominations and elections as defined in Article VI.
- C. In the event the immediate past President is unable or unwilling to serve, then the President shall appoint a replacement.

### Section 3: Committee on Awards

- A. The Committee on Awards shall consist of seven members:
  - 1. i. Five Club members
    - a. each of whom shall serve up to a three-year term, one term expiring each consecutive year
    - b. expiration shall be after the committee has discharged its duties regarding annual awards or January 31<sup>st</sup> – whichever is later
  - 2. ii. Either the President or Vice President who shall serve ex officio
  - 3. iii. A Board Member other than the President or Vice-President
- B. The Committee on Awards shall consider at least the following awards:
  - 1. i. Hall of Fame, Runners of the Year; Community; Rex Cleveland/Michael Caldwell Advancement of the Sport; Race Director; and Bill Lott Volunteer Award.

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2. ii. Recipients shall be selected according to criteria established by the Committee.
  3. iii. The committee shall publish award criteria and invite written nominations from the membership.
  4. iv. The committee may consider candidates it believes are qualified regardless of whether such candidate has been nominated.
  5. v. The committee shall collaborate with the Triathlete Club on its annual award nominations for Triathletes of the Year
- C. The Committee on Awards may also be known as the Grand Prix Committee
1. i. The committee is responsible for administering and scoring the Club's Grand Prix competition.
  2. ii. Administration shall include developing the upcoming year's Grand Prix race schedule
  3. iii. The Committee shall present the proposed Grand Prix schedule to the Board for its approval and notify all applicants of the final schedule.

#### **Section 4: Chenoweth Fund Committee shall**

- A. have at least two Board Members.
- B. review applications for assistance from the Chenoweth Endowment Fund and make recommendations to the Board concerning awards.
- C. adopt policies and procedures subject to approval by the Board for the administration of the Fund.

#### **Section 5: Corporate Document Review Committee**

- A. The Corporate Document Review Committee shall, not less than once every five 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.
- B. The Committee shall include two Club members, the Immediate Past President (if active and attending board meetings), the Vice President and one additional Board Member.
- C. The President shall serve Ex Officio but shall not serve as chair and may vote only to break a tie.

### **ARTICLE VI – NOMINATIONS AND ELECTIONS**

#### **Section 1: Nominations**

- A. The Committee on Nominations shall solicit nominations from the members of the Club for the offices of President, Vice-President, Secretary, Treasurer, Race Director Coordinator, Social Coordinator, Communications & Recruitment Coordinator, Education and Lecture Education & Social Coordinator and the sixseven Directors at Large
  1. i. nominees must be active members in good standing and who have not been previously removed under Article IV Section 98.
  2. ii. nominations from the Club members will be accepted provided the

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nominee gives an oral or written statement agreeing to serve.

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3. iii. candidates shall intend to renew and maintain active Club membership status throughout the planned term of office
  4. iv. The candidates shall be presented to the Board at a Board meeting prior to the election and no later than the end of October.
- B. Members of the Committee on Nominations are ineligible to run for any elected position while serving on the Committee.

## Section 2: Election Procedures

- A. The Committee on Nominations shall develop policies and procedures which assure fairness, transparency, inclusivity, and promote confidence in the integrity of the election.
- B. Election of Board Members shall be by vote of the membership of the Club.
- C. The election shall be conducted by the Committee on Nominations.
  1. All active individual Club members shall receive one vote each
  2. All active family Club memberships shall receive a total of two votes
- D. Voting shall be conducted by written or electronic ballot.
- E. A plurality vote constitutes election.
- F. For Directors at large, the ~~sixseven~~ nominees with the highest vote totals are elected.
- G. In cases of a tie where there were more candidates running than the number involved in the tie, then a second ballot featuring only those candidates tied will be presented to the membership to break the tie.
  1. i. If that proves unsuccessful, the President shall break the tie by a witnessed coin toss.
- H. Certifications and Recounts
  1. i. 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.
  2. ii. If the Committee unanimously rejects the request, no recount may be held.

## ARTICLE VII - 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 binding action shall be taken at either meeting without a quorum; however, members of the Board may meet and discuss Club business.



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## VIII. TAX STATUS AND DISSOLUTION

*(These two statements are requirements for membership in the Road Runners Club of America. (I.R.S. rules)*

No part of the net earnings of the Club inures to the benefit of, or is distributable to, its members, trustees, officers, or other private persons; except that the Club may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the Club's activities can be the carrying on of propaganda or otherwise attempting to influence legislation. The Club may not participate in nor intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Regardless of any other provision of these articles, the Club may not carry on any other activities not permitted to be carried on by a corporation (a) that is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Club, the funds in the treasury, after all creditors have been paid, shall go to the Road Runners Club of America or other 501(c)(3) nonprofit organizations with a similar purpose to the Club's.

## ARTICLE IX - AMENDMENTS

Amendments to the Bylaws may be initiated and approved by a majority of the voting Members of the Board or by a written proposal signed by at least 25 Members of the Club and approved by at least three quarters of the Club Members voting and provided that at least as many votes are cast for the amendments as were cast for the President in the most recent election. In either case there must be at least 30 days' written notice of all proposed changes before any vote is taken.

## ARTICLE X – 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's 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.