



# TRIBE BY LAWS

December 2015

## ABSTRACT

A breakdown of rules and regulations that the club operates under.



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### 1.0 Name

The official name of this club is “Tri Club Long Beach, Inc”. The business of the club may be conducted as the following:

Tri Club Long Beach, Inc.

Tribe (a proper dba is in place)

Tribe – Triathlon Club of Southern California

### 2.0 Purpose

Tribe is a nonprofit entity and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code (IRC). See current strategic plan for a complete breakdown of the club purpose.

No director, employee, member, volunteer, or representative shall take any action or carry on any activity on behalf of the club not permitted under Section 501(c)(7) of the IRC.

### 3.0 Membership

The club shall have no members who have any right to vote or title or interest in the club, or its property. Honorary and complimentary memberships shall not be provided. Membership may be revoked by the club at any time for any reason.

#### 3.1 Dues

Membership dues will be determined by the board of directors and be due on an annual basis. No refunds will be provided.

#### 3.2 Membership Cards

Membership cards may be issued to members. Members shall present their card upon request when seeking benefits or discounts from the club and/or sponsors. No member may transfer or lend his/ her membership card to any other person. Any use whatsoever of a member’s card by a person other than the member shall be sufficient cause for expulsion from membership.

#### 3.3 Sponsorship Codes

Sponsorship codes may be issued to members from time to time. Members shall present these codes when seeking benefits or discounts from the club sponsors. No member may distribute these codes to any other person. Distribution of club discount codes to a non-member shall be sufficient cause for expulsion from membership.



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### 3.4 Family Privileges

Certain privileges and/or discounts may be provided to a member's spouse and children living at home. Other living arrangements shall not be considered for family privileges.

### 3.5 Publication Consent

Each member, irrevocably consents to the taking of photographic images and videos of such persons while participating in or engaged in a club activity and to the use, publication, and reuse of such images in any media, without review or compensation. Such consent shall survive any membership termination.

### 3.6 Coaching

Only personnel authorization by the club may give lessons or instructions for compensation to any other club members. Members shall not solicit other members for remuneration of any kind.

## 4.0 Board of Directors

Tribe shall have a board of directors consisting of at least 4 and no more than 11 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### 4.1 Powers of the Board

All corporate powers shall be exercised by or under the authority of the board except as otherwise provided by law.

### 4.2 Term of the Board

The first 4 board members were appointed by the president. Each subsequent member was voted onto the board by the existing board of directors. A board members term shall typically be considered to last 1 year but has no minimum or maximum duration. A board member can serve multiple years in succession. A board member can be voted on or off the board at any board meeting by majority vote of the board members in attendance at such meeting.

### 4.3 Qualification of Board Member

In order to be eligible to serve as a member on the board of directors, an individual must be 18 years of age and a member in good standing for at least 6 months.

### 4.4 Removal of Board Member

A board member may be terminated from the board at any board meeting by majority vote of the board members in attendance at such meeting if any of the following apply:

- a) The board member is creating a hostile OR unsafe atmosphere
- b) The board member is absent from 3 consecutive meetings, or any 4 meetings in a calendar year
- c) The board member has an open assigned action item for more than 2 months



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- d) The board member has not performed the stated responsibilities for more than 2 months

### 4.5 Board Meetings

The board shall conduct a minimum of 4 regular board meetings each calendar year at times and places determined by the board. A minimum of 5 days' notice shall be provided.

- a) A majority of the board members in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be voted upon by the board at any meeting at which a quorum is not present.
- b) The act of the majority of the board members present at a meeting at which quorum is present shall be the act of the board.
- c) On the occasion that board members are unable to make a decision based on a tied number of votes, the president shall have the power to swing the vote based on his/her discretion. If the president is absent from the meeting, the vice president shall have such power.
- d) Directors may participate remotely as needs dictate.

The board of directors can use e-mail to approve actions, as long as a quorum of board members gives consent.

### 4.6 Compensation for Board Services

Board members shall receive no compensation for carrying out their duties. The club will reimburse board members up to \$30 each for food and/or beverage while a board meeting is in session.

Reasonable reimbursement of board members for expenses incurred in conjunction with carrying out responsibilities will be considered.

Board members are not restricted from receiving compensation for professional services provided to the club. Such services must be reviewed and approved by the board.

### 4.7 Rules

The board may from time to time establish club rules as it sees fit. Such rules and any changes, repeals, amendments, or additions thereto are effective upon posting or otherwise made available to members. Every member, their families, and guests are bound to abide by them.

### 5.0 Contracts & Debt

All contracts, deeds, leases, mortgages, grants, agreements, or other debt issued in the name of the club shall be executed on behalf of the club by the president, vice president, or other board member only if approved by the board.

### 6.0 Deposits

The club shall maintain a bank account in good standing. Funds not otherwise employed shall be deposited into said account.



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### 7.0 Mandatory Indemnification

Tribe shall indemnify a board member or former board member, who was wholly successful in the defense of any proceeding to which he/she was a party because he/she was a director of the corporation against reasonable expenses incurred in connection with the proceedings.

### 8.0 Records

Tribe shall keep minutes of the proceedings of all meetings of its board of directors, and a record of all actions taken by the board without a meeting. Tribe shall maintain a copy of the Articles of Incorporation, Bylaws, and strategic plan as amended to date.

### 9.0 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year or as otherwise determined by the IRS.

### 10.0 Nondiscrimination Policy

The board of directors, members, employees, volunteers, and persons served by this club shall be selected on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

### 11.0 Sexual Harassment

Sexual harassment of any kind will not be tolerated. Sexual harassment of another club member shall be sufficient cause for expulsion from membership.

### 12.0 Unsporting Behavior

Unsporting behavior is anything that violates the generally accepted rules of sportsmanship and participant conduct or anything that jeopardizes member's health or safety. A violation of such, will not be tolerated and multiple offenses is sufficient cause for expulsion from membership.

### 13.0 Code of Ethics

Members of the board (including previous members of the board) shall at all times abide by and conform to the following code of conduct in their capacity as board members:

- a) Each member of the board of directors will abide in all respects by *Code of Ethics* and all other rules and regulations of the club (including but not limited to the association's articles of incorporation and bylaws) and will ensure that their membership in the club remains in good standing at all times. Furthermore, each member of the board of directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.



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- b) Members of the board of directors will conduct the business affairs of the club in good faith and with honesty, integrity, due diligence, and reasonable competence.
- c) Except as the board of directors may otherwise require or as otherwise required by law, no board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the club and each member of the board will uphold the strict confidentiality of all meetings and other deliberations and communications of the board of directors.
- d) Members of the board of directors will exercise proper authority and good judgment in their dealings with club staff, suppliers, members, sponsors, and the general public and will respond to the needs of the clubs members in a responsible, respectful, and professional manner.
- e) No member of the board of directors will use any information provided by the club or acquired as a consequence of the board member's service to the club in any manner other than in furtherance of his or her board duties. Further, no member of the board of directors will misuse club property or resources and will at all times keep the club's property secure and not allow any person not authorized by the board of directors to have or use such property.
- f) Each member of the board of directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the board's direction and oversight.
- g) Upon termination of service, a retiring board member will promptly return to the club all documents, electronic and hard files, reference materials, and other property entrusted to the board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring board member from his or her continuing obligations of confidentiality with respect to information acquired as a consequence of his or her tenure on the board of directors.
- h) The board of directors dedicates itself to leading by example in serving the needs of the club and its members and also in representing the interests and ideals of the triathlon industry at large.
- i) No member of the board of directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the club to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the club of such relationship.
- j) The board of directors must act at all times in the best interests of the club and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, board members shall follow these guidelines:
  - 1) Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the club; while the receipt of incidental personal or third-party benefit



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may flow from certain club activities, such benefit must be merely incidental to the primary benefit to the club and its purposes;

- 2) Do not abuse board membership by improperly using board membership or the clubs staff, services, equipment, resources, or property for personal or third-party gain or pleasure; board members shall not represent to third parties that their authority as a board member extends any further than that which it actually extends;
  - 3) Do not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the club;
  - 4) Do not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the club without fully disclosing such items to the board of directors;
  - 5) Provide goods or services to the club as a paid vendor only after full disclosure to, and advance approval by, the board, and pursuant to any related procedures adopted by the board.
- k) Do not engage in or facilitate any discriminatory or harassing behavior directed toward association staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the club;

## 14.0 Bylaw Amendment

These bylaws may be amended, altered, repealed, or restated by majority vote of the board of directors at a board of directors meeting however,

- a) That no amendment shall cause the club to cease to qualify as an exempt corporation
- b) That an amendment does not affect the voting rights of directors

## 15.0 Document Retention

All documents related to the club shall be retained for a minimum of 7 years.

## 16.0 Transparency and Accountability

Tribe shall make full and accurate information about its mission, activities, finances, sponsorships, and governance available to its members in digital form free of charge.

## 17.0 Privacy and Confidentiality

The club shall not sell or otherwise distribute personal information of its members.





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### Certification of adoption

I do hereby certify that the above stated bylaws were approved by the board of directors and constitute a complete copy of the bylaws of the club.

### Amendment Log

Date	Reason for Change	Responsible Party
December 17, 2015	NA - First Version	Joshua Hickman
May 31, 2020	New logo and general clean up	Joshua Hickman