

**AMENDED AND RESTATED BYLAWS  
OF  
ZOOMERS SOUTHWEST FLORIDA RUNNING  
AND TRIATHLON CLUB**

**ARTICLE I - NAME**

The name of this organization is Zoomers Southwest Florida Running and Triathlon Club ("Zoomers").

**ARTICLE II - PURPOSES**

Zoomers promotes and encourages running as a competitive sport, and it improves fitness and health by supporting running and jogging. Toward those goals, Zoomers promotes and conducts races and other running activities, including training runs, road or track races, lectures, fun runs, educational activities demonstrations, clinics and social events or gatherings; print, publish and provide information, including books, magazines and newsletters; present awards; and do all such other things that may be conducive to the encouragement of running and triathlons.

**ARTICLE III - ORGANIZATION**

Zoomers is a nonprofit group that is recognized as non-profit through the Road Runner Club of America ("RRCA") nonprofit group exemption.

**ARTICLE IV - MEMBERSHIP AND DUES**

Individuals who wish to participate in activities of Zoomers shall submit dues with an application for membership. The amount of membership dues will be determined by a majority vote of the Board of Directors as described below.

Membership dues are to be renewed on an annual basis on the anniversary date of membership.

**ARTICLE V - MEETINGS**

Zoomers will conduct a minimum of eleven (11) general membership meetings per year for the purposes of carrying on the regular business of Zoomers. General membership meetings are held on the first Wednesday of each month, however, the day and time can be modified upon a majority vote of the Board of Directors without amendment to these Bylaws. All Zoomers members are welcome and for the purpose of voting, each member present shall have only one vote. No voting by proxy shall be permitted.

A simple majority of the members shall constitute a quorum for the transaction of business. Each member shall be entitled to vote and the act of the majority of those present at the meeting at which there is a quorum shall be the act of Zoomers.

The order of business at the general membership meetings shall be as follows:

1. Call to order
2. New member welcome
3. Reports, if any, of Officers

4. Reports, if any, of Committees
5. Unfinished business, if any
6. New business
7. Elections, if applicable
8. Announcement of location of next meeting
9. Adjournment

Zoomers will conduct a minimum of one (1) meeting of the Board of Directors per year for the purposes of an annual review and update of the business of Zoomers. All meetings of the Board of Directors shall be open to all Zoomers members, and club members may speak but may not vote. For the purpose of voting, each member present shall only have one vote regardless of Board of Director/Officer titles held. No voting by proxy shall be permitted. The date and time of such special meetings will be decided as needed by a majority vote of the Board of Directors. All Zoomers members will be notified of the Board of Directors meeting in advance of said meeting.

#### **ARTICLE VI - BOARD OF DIRECTORS/OFFICERS**

The management of Zoomers shall be vested in a Board of Directors and shall be the acting Officers of Zoomers. The Board of Directors shall consist of no more than two (2) of each of the following: President, Vice President, Secretary, Treasurer, Race Director, Membership Director, and Webpage Director.

**President:** The President shall preside over all meetings, represent Zoomers as necessary and prudent, to call any special meetings, and to appoint committees and chairpersons with the advice and consent of the Board of Directors.

**Vice President:** The Vice President shall assume the powers of the President(s) in his/her absence, and to take on special assignments as requested by the President. In the event of a vacancy in the office of President, the Vice-President shall succeed the President for the unexpired portion of the term. The Vice President shall also chair the Nominating Committee.

**Secretary:** The Secretary shall record minutes at meetings, keep a file of such minutes, and when requested by the Board of Directors, involving the keeping of records. The secretary shall attend all meetings of the Board of Directors and meetings of the membership. Minutes taken at the general membership minutes shall be available to all members upon request.

**Treasurer:** The Treasurer shall administer all financial duties and have authority to sign and disburse necessary appropriations, as directed. The Treasurer is required to provide a monthly written report at the monthly general membership meetings, which report may be read into the minutes by a member of Zoomers in the Treasurer's absence.

**Race Director:** The Race Director shall coordinate all races, meets, and related events sponsored or managed by Zoomers, and shall act as agent of Zoomers in negotiations concerning such activities. Members other than the race director may coordinate races, meets and related events with the approval of the Board of Directors and proper instruction by the Race Director.

**Membership Director:** The Membership Director shall collect dues and remit them to the Treasurer; maintain an up-to-date master list of members of Zoomers, to be available to the Board of Directors as requested; and, manage and maintain all membership application forms.

Webpage Director: The Webpage Director shall manage and maintain the website of Zoomers and to make changes as appropriate and approved by a member of the Board of Directors.

No member of Zoomers, whether on the Board of Directors or of the general membership, may act on behalf of Zoomers without the majority consent of the Board of Directors, including any form of written or verbal communication of any kind.

#### **ARTICLE VII - COMMITTEES**

The Board of Directors is authorized to establish committees as needed. Types of potential committees include, but are not limited to, Race Series, Social Events, Membership, and Public Relations. All committees must keep the Board of Directors informed as to their activities and progress.

As stated above, no committee member, whether on the Board of Directors or of the general membership, may act on behalf of Zoomers without the majority consent of the Board of Directors, including any form of written or verbal communication of any kind.

#### **ARTICLE VIII - ELECTIONS**

- Members of the Board of Directors shall be elected by a vote of the general membership for a term of one (1) year.
- The term shall run from January 1 to December 31.
- Officers may be elected to succeed themselves.
- Written and verbal nominations shall be given to the Vice President between October 1 and October 31.
- All nominations shall be announced and voted during the general membership meeting held in November.
- Results of Board Member Elections will be posted in the next Zoomers newsletter and announced at the Zoomers Christmas party.

#### **ARTICLE IX - FINANCES**

- Zoomers is a 501(c)(3) nonprofit organization and all funds received by Zoomers will be spent entirely for carrying out the stated purpose of the club.
- Changes to annual dues to be determined by a majority of the Board of Directors present at the first general membership meeting of each year.
- No part of the earnings of Zoomers shall inure to the benefit of its individuals.
- Zoomers is empowered to participate in fund raising activities.
- Members using Zoomers funds shall give a full record of expenditures to the Treasurer.

#### **ARTICLE X - SAVINGS CLAUSE**

Failure of literal or complete compliance with provisions of the bylaws with respect to dates, time and notice, or the sending or receipt of same, or errors in phraseology of notice of proposal, do not invalidate the actions or proceedings of the members at any meeting, as long as the members judge (by majority vote) that no substantial injury to the rights of members has occurred.

## **ARTICLE XI - TAX STATUS REQUIREMENTS AND DISSOLUTION**

No part of the net earnings of Zoomers inures to the benefit of, or is distributable to, its members, trustees, officers, or other members; except that Zoomers may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial part of Zoomers' activities can be the carrying on of propaganda or otherwise attempting to influence legislation. Zoomers may not participate in, or 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, Zoomers 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 Service, or corresponding section of any future federal tax code.

In the event of dissolution of Zoomers, 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 organization.

## **ARTICLE XII - INDEMNIFICATION**

Any former or current Zoomers member or officer, or other such persons so designated at the discretion of the board, or any legal representative of such person, is indemnified by Zoomers against all reasonable costs, expenses and counsel fees, paid or incurred in connection with any action, suit, or proceeding to which any such person or his/her legal representative may be made a party by reason of his being or having been such a director or officer, or serving or having served Zoomers, except in relation to matters as to which he/she is found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

## **ARTICLE XIII - AMENDMENTS**

Any article contained herein may be amended by a two-thirds (2/3rds) vote of the Board of Directors present at any meeting provided that notice of the proposed amendment be furnished to each member of the Board of Directors at least two (2) weeks in advance of the meeting.

## **ARTICLE XIV - AFFILIATION**

Zoomers shall be a chapter of the Road Runners Club of America, and all measures adopted by that body must be considered by this organization.