

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

As revised on April 7th, 2015

ARTICLE I – NAME

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

ARTICLE II – PURPOSES

Zoomers promote 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 are 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

Zoomers shall have three (3) classes of members: Active, Race Director and Lifetime as defined below. The cost of membership dues will be determined by a majority vote of the Board of Directors as set forth in Article VIII below. Membership dues are to be renewed on an annual basis on the anniversary date of membership.

1. **ACTIVE:** Individuals wishing to participate in activities of Zoomers will submit an application and applicable dues for membership. Active members may attend all meetings. In order to remain on active status members must keep dues current or qualify under sections 2 or 3 of this article.
2. **RACE DIRECTOR:** A Race Director membership shall be considered an active member, provided the Race Directors actively directing races directly associated with Zoomers for one (1) year from the date of said race, after which time the Race Director membership shall expire. If said Race Director’s race is renewed the following year, then the Race Director membership shall also renew. However, if the race is not renewed, then said Race Directors membership shall be converted to an Active membership and the membership dues shall be collected when the one (1) year period expires.
3. **LIFETIME:** Any active member of Zoomers, who is a past president and has held that position for a minimum of one full term, Shall be awarded a lifetime membership in Zoomers and not be required to pay dues. Lifetime members hold a seat on the Board of Director and have voting rights.

ARTICLE V – MEETINGS

Zoomers will conduct a minimum of eleven (11) Board of Directors meetings per year for the purposes of carrying on the regular business of Zoomers. Board of Directors 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 present and voting without amendment to these Bylaws. All Board of Director meetings of Zoomers shall be open to all active members, and active members may speak but may not vote, the exception is the Active Race Director may speak, make motions and vote on the Race that he/she is directing. The Board of Directors present shall have only one vote regardless of Board of Director/Officer titles held. No voting by proxy shall be permitted. A quorum will consist of three (3) of the Board of Directors. The act of the majority of those present and voting at the meeting shall be the act of Zoomers.

The order of business at the Zoomers 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 one (1) general membership meeting per year for the purposes of an annual review and elections of Officer. The general membership meetings shall be open to all Zoomers members, and all Zoomers members may speak and vote on elections of Officers.

No voting by proxy shall be permitted. The month of such general membership meeting will be in November. All Zoomers members will be notified of said general membership 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 one (1) of each of the following: President, Vice President, Secretary, Treasurer, Race Coordinator, Membership/Marketing Director, and Webpage Director.

President: The President shall preside over all meetings, represent Zoomers as necessary and prudent, to call any special meetings. The President shall appoint committees and chairpersons with the approval of the Board of Directors present and voting at the meeting.

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. Minutes taken at any meeting shall be available to any member 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 report, which report may be read into the minutes by a member of Zoomers in the Treasurer's absence.

Race Coordinator: The Race Coordinator 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 coordinator may coordinate races, meets and related events with the approval of the Board of Directors present and voting at that meeting and proper instruction by the Race Coordinator.

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 the Board of Directors present and voting at that meeting.

No member of Zoomers, whether on the Board of Directors or of the general membership, may act on behalf of Zoomers without the majority of Board of Directors present and voting at that meeting, including any form of written or verbal communication of any kind.

ARTICLE VII – ELECTIONS

- Members of the Board of Directors shall be elected by a vote of the general membership for a term of one (1) year or until their successor is appointed or elected.
- 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 25th.
- All nominations shall be announced and voted during the general membership meeting held in November.
- Results of the Election will be posted.

ARTICLE VIII – 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 and voting at the first Board of Directors meeting of each year.
- No part of the earnings of Zoomers shall inure to the benefit of its individuals.
- Zoomers are empowered to participate in fund raising activities.
- Members using Zoomers funds shall give a full record of expenditures to the Treasurer as soon as possible.

ARTICLE IX – 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. The receiving organization shall be identified in the dissolution document signed by all board members present at that meeting. Notice of Dissolution must be given to all members at least 15 Days prior to the meeting where a vote of Dissolution will take place.

ARTICLE X – 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 XI – AMENDMENTS

Any article contained herein may be amended by a two-thirds (2/3rds) vote of the Board of Directors present and voting 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. No amendment to this bylaw shall be required to correct spelling, grammar, and subsequent modifications of numerical sequences regarding articles, sections or sub-sections.

ARTICLE XII – 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.

ARTICLE XIII – Parliamentary Authority

The rules contained in the current edition of Roberts rule of order newly revised shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of this association.