



## ARTICLE 2 - PURPOSES

### Section 2.1.      Purposes.

The purposes of the Corporation are set forth in its Articles of Incorporation, which include in part the promotion, encouragement and support for multisport disciplines, including without limitation triathlons and dualthons, and education to the general public of its benefits.

## ARTICLE 3 - OFFICES

### Section 3.1.      Offices.

The registered office of the Corporation shall be located in Pennsylvania. The Corporation may have any number of other offices at such places as the Board may determine.

## ARTICLE 4 - SEAL

### Section 4.1.      Seal.

The Corporation may use a Corporate Seal. The Corporate Seal shall bear the name of the Corporation, the year of its incorporation and the words “*Corporate Seal, Pennsylvania.*”

## ARTICLE 5 – NON-MEMBER PENNSYLVANIA NON-PROPCORPORATION

### Section 5.1.      Member.

The Corporation shall have no members.

## ARTICLE 6 - BOARD OF DIRECTORS

### Section 6.1.      Board of Directors.

The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by statute, the Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

### Section 6.2.      Qualifications of Directors.

Each Director shall be a natural person at least eighteen (18) years of age who is a part of the General Membership but need not be a resident of Pennsylvania. In appointing Directors, the Member shall consider each candidate’s willingness to accept responsibility for governance including availability to participate actively in Board activities, areas of interest and expertise, and experience in organizational and community activities.

**Section 6.3.      Number and Appointment of Directors.**

The Member shall determine the total number of Directors to serve at any time. However, the Board shall consist of seven (7) **voting Directors** (the “Initial Board”) consisting of President, Vice President, Treasurer and Membership Coordinator, Social Coordinator, Training Coordinator, Merchandise Coordinator, Women’s Coordinator. The total number of Directors on the Board may change from time to time by resolution of the Board.

**Section 6.4.      President.**

The President shall act as Chair of the Board and preside over meetings of the Board and the General Membership. The President shall have general supervision over the business and day-to-day management of the Corporation, subject to the control of the Board, shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board. Except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation, the President shall implement the Board’s policies and advise the Board on issues affecting the Corporation. Except as otherwise provided in these Bylaws, the President shall be a member of all committees of the Board. The President shall consult with the committees of the Board as to the matters for which such committees have responsibility. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board or the Chair.

**Section 6.5.      Vice-President.**

The Vice President acts as president in the absence of the President including without limitation acting as Vice Chair. The Vice President shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose, and shall disseminate the minutes or summaries thereof on a regular basis to the Directors. The Vice President shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Corporation. The Vice President shall be the custodian of the seal of the Corporation and shall see that it is affixed to all documents to be executed on behalf of the Corporation under its seal. In general, the Secretary shall perform all duties incident to the office of Vice President and such other duties as may be assigned by the Board or the President

**Section 6.6      Treasurer and Membership Coordinator.**

The Treasurer and Membership Coordinator shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer and Membership Coordinator shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer and Membership Coordinator shall deposit all funds of the Corporation, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. The Treasurer and Membership Coordinator shall take all actions necessary or appropriate to verify the annual report of the Corporation as required by

Section       . The Treasurer and Membership Coordinator shall keep a roster of the club members. In general, the Treasurer and Membership Coordinator shall perform all duties incident to the office of Treasurer and Membership Coordinator and such other duties as may be assigned by the Board or the President.

**Section 6.7.**        **Social Coordinator.**

The Social Coordinator shall be responsible for organizing social activities of the Corporation such as tailgates and parties. In general, the Social Coordinator shall perform all duties incident to the office of Social Coordinator and such other duties as may be assigned by the Board or the President.

**Section 6.8.**        **Training Coordinator.**

Training Coordinator shall be responsible for organizing all training activities of the Corporation for the General Membership. In general, the Training Coordinator shall perform all duties incident to the office of Training Coordinator and such other duties as may be assigned by the Board or the President.

**Section 6.9.**        **Merchandise Coordinator.**

The Merchandise Coordinator shall be responsible for the selection, purchase and sale of the uniforms for the Corporation. In general, the Merchandise Coordinator shall perform all duties incident to the office of Merchandise Coordinator and such other duties as may be assigned by the Board or the President.

**Section 6.10.**      **Women's Coordinator.**

The Women's Coordinator shall be responsible for all outreach activities and events for the women General Membership of the Corporation. In general, the Women's Coordinator shall perform all duties incident to the office of Women's Coordinator and such other duties as may be assigned by the Board or the President.

**Section 6.11.**      **Initial Board of Directors**

The Initial Directors shall be as follows: Chris McHugh, President; Paul Neimeyer, Vice President; Paul Kelly, Treasurer and Membership Coordinator; Keith Wobeser, Training Coordinator; Mark Quinn, Social Coordinator; Gretchen Cooney, Merchandise Coordinator; and Barclay Cunningham, Women's Coordinator

**Section 6.12.**      **Term of Office.**

- (a) Appointed Directors. Each voting Director shall be appointed by the Member to serve a **two-year term**. The General Membership shall appoint the Directors at the first meeting of the calendar year but not later than March 31. In the case of a vacancy in any class, the vacancy shall be filled for the balance of the term of the class.
- (b) Exceptions. Except as otherwise provided in these Bylaws, each Director shall hold office until: (a) the expiration of the term for which he or she was appointed and until his other successor has been appointed and qualified; or (b) his or her earlier death, resignation, or removal.

**Section 6.13.**      **Vacancies.**

Vacancies in the Board, including vacancies resulting from the death, resignation, or removal of a Director, shall be filled in accordance with the procedures described in Section 7.3. Each person so appointed shall be a Director to serve for the balance of the unexpired term. A vacancy may be filled by a vote of the majority of the Directors at any time.

**Section 6.14.**      **Removal of Directors; Lapse of Nomination and Other Rights.**

Any Director may be removed from office at any time, without assigning any cause, by a vote of the majority of the General Membership. If any Director is removed, the resulting vacancy may be filled immediately by the Member. The Member's right to remove and replace Directors shall be subject to any limitations contained in, and exercised only in a manner that is consistent with these Bylaws.

**Section 6.15.**      **Resignations.**

Any Director may resign at any time by giving written notice to the Corporation. The resignation shall be effective upon receipt by the Corporation or at such subsequent time as may be specified in the notice of resignation.

**Section 6.16.**      **Compensation of Directors.**

Directors shall receive no compensation for their services as Directors or as committee members. However, the Corporation may compensate a Director for providing services to the Corporation in any other capacity, including that of salaried officer, employee or agent of the Corporation. Directors who serve as salaried officers, employees or agents of the Corporation shall not participate in any vote of the Board with respect to their compensation. Directors may be reimbursed for reasonable expenses incurred on behalf of the Corporation. Compensation and reimbursement of expenses permitted under this Section shall be consistent with any applicable regulations and Member policies.

**Section 6.17.**      **Voting Rights.**

Each Director with voting rights shall be entitled to one (1) vote.

**Section 6.18.**      **Duties and Ultimate Responsibilities.**

The Board has the duty and responsibility for the ultimate conduct of the Corporation. These duties and responsibilities include: (a) the identification of the Corporation's purpose, philosophy, and organizational structure; (b) the adoption of an annual report to be made available to the public, which includes the activities and accomplishments of the preceding year, a financial statement of income and expenses, and a statement disclosing the names of the officers and Directors of the Corporation; and (c) the adoption of written plans for compliance with federal, state, and local laws pertaining to the Corporation's operations including, without limitation, plans for the coordination of client treatment and rehabilitation services and plans for personnel policies, procedures, and management. The Corporation's Form 990 shall serve as the annual report referred to in this Section.

**ARTICLE 7 - COMMITTEES**

**Section 7.1.**      **Establishment and Powers.**

The Board may establish Standing Committees to consist of one (1) or more Directors of the Corporation, as the Board deems appropriate to the discharge of its responsibilities. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee, including the Standing Committees, shall have any power or authority as to the following:

- (a) The submission to the General Membership of any action requiring approval of the General Membership;
- (b) The creation or filling of vacancies in the Board;
- (c) The adoption, amendment or repeal of these Bylaws;
- (d) The amendment or repeal of any resolution of the Board that by its terms is amendable or repealable only by the Board; or
- (e) Action on matters committed by the Bylaws or by resolution of the Board exclusively to another committee of the Board.

The delegation of any authority of the Board to any committee shall not operate to relieve the Board or any Director of any responsibility imposed by law. The Board shall retain the right to rescind any such delegation.

**Section 7.2.**      **Term.**

The Chair shall appoint the members and the chairs of all standing committees. Each committee member and chair shall serve at the pleasure of the Chair.

**Section 7.3.**      **Committee Organization.**

Except as otherwise provided in these Bylaws or by the Board, each committee shall be chaired by a Director and shall establish its own operating procedures. Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its times and places of meetings.

**Section 7.4.**      **Special Committees.**

From time to time, the Chair of the Board may appoint special (or ad hoc) committees to perform such duties and report to the Board on such matters as may be referred to them. The Chair shall appoint the members and chairs of all such special committees, and shall set the terms of office of all such special committees and their members.

**ARTICLE 8- MEETINGS OF DIRECTORS**

**Section 8.1.**      **Place of Meetings.**

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

**Section 8.2.**      **Annual Meeting.**

Unless the Board provides by resolution for a different time, the annual meeting of the Board shall take place on or before March 31<sup>st</sup>. The newly constituted Board shall meet at any place and time designated in a notice given as provided in Section 12.1, for the purposes of organization, election of officers, and the transaction of other business. Five (5) days' notice of the annual meeting of the Board shall be given to each Director pursuant to Section 12.1 or by telephone.

**Section 8.3.**      **Regular Meetings.**

The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

**Section 8.4.**      **Special Meetings of the Board.**

The President and any three (3) voting Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. One (1) day's notice of any special meeting shall be given to each Director personally, by facsimile or electronic transmission, or by telephone. Such notice shall state the time and place of such special meeting and shall state in general terms the purpose of the special meeting.

**Section 8.5.      Quorum.**

One-third of the voting Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

**Section 8.6.      Participation in Meetings.**

One (1) or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

**Section 8.7.      Organization.**

Every meeting of the Board shall be presided over by the Chair, or in the absence of the Chair, the Vice Chair, or in the absence of the Chair and the Vice Chair of the Board, a chair chosen by a majority of the Directors present. The Secretary of the Corporation, or in his or her absence, a person appointed by the Chair, shall act as secretary.

**Section 8.8.      Consent of Directors in Lieu of Meeting.**

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Directors and filed with the Secretary of the Corporation.

**ARTICLE 9- NOTICE**

**Section 9.1.      Written Notice.**

Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class or express mail, postage prepaid, or by telegram (with messenger service specified), telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile or electronic mail transmission, to his or her address (or to his or her telex, TWX or facsimile number or electronic mail address) appearing on the books of the Corporation or, in the case of Directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given when deposited in the United States mail or with a telegraph office or courier service for delivery to that person or, in the case of telex or TWX, when dispatched or, in the case of facsimile or electronic mail, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

**Section 9.2.      Waiver by Writing.**

Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

**Section 9.3.      Waiver by Attendance.**

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

**ARTICLE 10 - CONFLICTS OF INTEREST**

**Section 10.1.      Policy.**

Occasions may arise when a Director or officer of the Corporation has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Board or a committee thereof. It is the policy of the Corporation and of its Board that:

- (a) Any material facts as to such financial interest shall be disclosed by the interested Director(s) or officer(s) to the Board or its committee. Such disclosure shall be recorded in an annual conflict-of-interest statement signed by the Director and officer or, if not previously disclosed in such statement, when the matter at interest comes up for action by such Board or committee.
- (b) The Director or officer having such financial interest in any matter shall not vote or otherwise participate with respect to the matter (except that he or she may respond to questions about it); however, such Director or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect the disclosure made and the abstention from participation and voting.
- (c) The Board or the applicable committee may authorize any contract or transaction between the Corporation and any such Director or officer, or between the Corporation and any corporation, partnership, association, venture, or other organization in which such Director or officer of the Corporation is a director or officer, or has a financial interest, unless such contract or transaction would be in violation of any applicable law.

Each Director shall execute a statement each year setting forth any possible conflicts of interest, or stating that no such conflicts exist. A list of all such disclosures shall be prepared and delivered to each Director annually.

**Section 10.2.      Prohibited Self-Dealing.**

Directors shall not engage in the following forms of self-dealing:

- (a) The sale, exchange, or leasing of property or services between the Corporation and a Director, his or her employer, or an organization substantially controlled by the Director on a basis less favorable to the Corporation than that on which such property or service is made available to the general public;
- (b) Furnishing of goods, services, or facilities by the Corporation to a Director, unless such furnishing is made on a basis not more favorable than that on which such goods, services, or facilities are made available to the general public or employees of the Corporation; and
- (c) Any transfer to or use by or for the benefit of a Director of the income or assets of the Corporation, except by purchase for fair market value.

**Section 10.3.      Annual Review.**

The policies provided for in this Article shall be reviewed by the Board annually for the information and guidance of all new Directors and officers. The Board shall, by resolution, adopt a statement of policy for distribution to Directors, officers, and others explaining the obligations of such individuals under applicable law and this Article.

**ARTICLE 11 - LIMITATION OF LIABILITY; INSURANCE**

**Section 11.1.      Limitation of Liability of Directors.**

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) the Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

This Section shall not apply to: (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

**Section 11.2.      Insurance.**

The Corporation shall purchase and maintain or cause to be purchased and maintained insurance on behalf of any person who is or was a Director or officer of the

Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation's payment of premiums with respect to such insurance coverage shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code ("*Code*").

## ARTICLE 12 - INDEMNIFICATION

### **Section 12.1. Representative Defined.**

For purposes of this Article, "*representative*" means any Director or officer of the Corporation or a person serving at the request of the Corporation as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise.

### **Section 12.2. Third-Party and Derivative Actions.**

The Corporation shall indemnify any Director, officer, employee, or agent of the Corporation who was or is a representative of the Corporation and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, formal or informal (including an action or proceeding by or in the right of the Corporation), by reason of the fact that he or she was or is a representative of the Corporation, against expenses (including reasonable attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding. If a representative is not entitled to indemnification for a portion of any liabilities to which he or she may be subject, the Corporation shall indemnify him or her to the maximum extent for the remaining portion of the liabilities.

### **Section 12.3. Advancing Expenses.**

The Corporation shall pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to in Section        in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative, the representative to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

### **Section 12.4. Supplementary Coverage.**

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person

seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of the Member or disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding that office. Article [redacted] (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, recklessness, or the Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Code.

**Section 12.5. Duration and Extent of Coverage.**

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

**Section 12.6. Reliance and Modification.**

Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, his or her right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

**ARTICLE 13 - ANNUAL REPORT**

**Section 13.1. Annual Report.**

The Treasurer and Membership Coordinator shall present annually to Board and the General Membership a report, verified by the President and the Treasurer or by a majority of the Board, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

#### **ARTICLE 14- TRANSACTION OF BUSINESS**

##### **Section 14.1. Real Property.**

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the Board, except that if these Bylaws shall be amended and there are twenty-one (21) or more Directors, the vote of a majority of the Board shall be sufficient. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

##### **Section 14.2. Negotiable Instruments.**

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board may designate.

#### **ARTICLE 15 - CORPORATE RECORDS**

##### **Section 15.1. Corporate Records.**

The Corporation shall keep: (a) minutes of the proceedings of the Board; and (b) appropriate, complete, and accurate books or records of account, at its registered office or the principal place of business or any actual business office of the Corporation.

#### **ARTICLE 16 - AMENDMENTS**

##### **Section 16.1. Amendments.**

The Bylaws of the Corporation may be amended by a majority vote of the Board.

#### **ARTICLE 17-GENERAL MEMBERSHIP**

##### **Section 17.1. General Membership.**

The General Membership means, collectively, those individuals who wish to participate in the activities of the Corporation and submitted an application for membership and paid dues. No person shall be refused membership because of nationality, race, color, religion, marital status, sexual orientation, creed or disability.

##### **Section 17.2 Removal of an Individual from General Membership**

An individual who is a part of the General Membership whose conduct is inconsistent with the purpose and goals of the Corporation may be subject to removal of membership in accordance with the following procedure:

- (a) A written and signed complaint shall be submitted to the Board, supported by a petition of twenty-five signatures and addresses of individuals who are a part of the General Membership;
- (b) The individual in question shall be notified by the Corporation in writing, via registered mail, at least fourteen (14) calendar days prior to any general membership meeting at which the first vote as described in this section is to be taken;
- (c) At two (2) consecutive General Membership meetings, the General Membership may vote to expel the individual in question, such action shall require the approval of three-fourths of those who are a part of the General Membership are present at each meeting; and
- (d) The individual in question has the right to present a defense, either in person or by proxy, to the General Membership before each of the two (2) votes to expel is taken. If the individual is expelled, he/she is no longer a part of the General Membership and shall not be eligible to seek reinstatement as a part of the General Membership for a period of two (2) years from the date of the action.