

ARTICLES OF INCORPORATION OF  
WEST COAST COLLEGIATE TRIATHLON COACHES ASSOCIATION  
A NONPROFIT PUBLIC BENEFIT CORPORATION

Article I. The name of the corporation is West Coast Collegiate Triathlon Coaches Association (WCCTCA).

Article II. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Benefit Corporation Law for public purposes and charitable purposes. The specific purpose of this corporation is to promote and advance triathlon as a collegiate sport.

Article III. The name and address of the Agent for Service of Process is:

\_\_\_\_\_  
\_\_\_\_\_, CA \_\_\_\_\_

Article IV. The address of the corporation is:

\_\_\_\_\_  
\_\_\_\_\_

Article V. Additional Statements.

- a) This corporation is organized and operated exclusively for the purposes set forth in Article 2a hereof within the meaning of the Internal Revenue code section 501(c)(3).
- b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- c) The property of this corporation is irrevocably dedicated to the purposes in Article 2a hereof and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- d) Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational and/or religious purposes and which has established its tax-exempt status under the Internal Revenue Code section 501(c)(3).

\_\_\_\_\_  
Incorporator - Signature

\_\_\_\_\_  
Incorporator – printed name

Dated: \_\_\_\_\_

**BY-LAWS OF  
WEST COAST COLLEGIATE TRIATHLON COACHES ASSOCIATION**

**ARTICLE I                      PURPOSE**

**Section 1. Non Profit Public Benefit Corporation**

The WCCTCA is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

**Section 2. Purposes**

The primary objectives and purposes of this corporation shall be to promote and advance triathlon as a collegiate sport. Means for achieving these objectives include:

- a) Organize the governing board, membership and voting process for the coaches association;
- b) Work with and provide student/athlete leadership in the WCCTCA;
- c) Assist with the management of competitive multi-sport events;
- d) Serve as an informational resource for other institutions and/or leagues interested in establishing collegiate triathlon;
- e) Report the results of competitions and achievements of athletes and establish a ranking system for the athletes;
- f) Act as a conduit between industry sponsors and the WCCTCA.

**ARTICLE II                      OFFICES**

**Section 1. Principal Office**

The principal office of the corporation for the transaction of its business shall be located in \_\_\_\_\_.

**Section 2. Change of Address**

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these bylaws

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_

### Section 3. Other Offices

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

## **ARTICLE III                      BOARD OF DIRECTORS**

### **Section 1. Number**

The corporation shall have a minimum of nine (9) and a maximum of thirteen (13) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, as provided in Article IX.

### **Section 2. General Powers**

- (a) Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and otherwise specified in these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.
- (b) Each Director shall have one vote.

### **Section 3. Officers**

The Board of Directors shall elect annually a President, Vice President, Secretary, and Treasurer for a two-year term.

### **Section 4. Subordinate Officers**

The Board of Directors may appoint such other officers as the business of the organization requires, each of whom shall hold office for such period, have such authority and perform such duties as authorized by the Board.

### **Section 5. Election and Term of Office**

#### **a) Officers**

The officers of the Board shall be elected annually by a majority of the directors at the annual meeting of the Board of Directors.

#### **b) Directors**

Directors shall be elected at the first meeting of the corporation and shall serve until resignation or removal by the board of directors. Vacancies shall be filled according to section 7 of this Article.

## **Section 6. Removal and Resignation**

- (a) Any director or officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. The acceptance of such resignation shall not be necessary to make it effective.
- (b) Any officer elected or appointed by the Board of Directors or any director may be removed by a majority vote of the Board of Directors, but such removal shall be without prejudice.
- (c) The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

## **Section 7. Vacancies**

A vacancy in any office may be filled by the majority vote of the Board of Directors for the unexpired portion of the term.

## **Section 8. Regular and Annual Meetings**

The annual meeting of directors shall be held on the second Tuesday of March, at 10 o'clock AM. Regular meetings of the Board of Directors shall be held at the times and places specified in an annual schedule adopted by the Board. The Board may at its discretion also set future meeting times during board meetings so long as such time is noted in the meeting minutes and that such minutes are sent to all Board members at least five days prior to the next Board meeting. Email or other electronic communication agreed to by a quorum is an acceptable means of providing meeting notice. If a meeting is adjourned it can be rescheduled and the time and place of the rescheduled adjourned meeting can be fixed at the adjourned meeting with notice of the time and place to other directors not in attendance being provided by electronic communication or phone call and the requirement of five days notice is waived.

## **Section 9. Special Meetings**

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **Section 10. Notice Of Meetings**

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail. If sent by mail, the notice shall be deemed to be delivered on its deposit in the mails. Such notices shall be addressed to each director at his or her address as shown

on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

### **Section 11. Contents Of Notice**

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting and the purpose of any special board meeting shall be specified in the notice.

### **Section 12. Waiver Of Notice And Consent To Holding Meetings**

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

### **Section 13. Open and Closed Meetings**

All open meetings of the Board of Directors shall be open to directors and guests approved of by a majority of the Board of Directors. All closed meetings of the Board of Directors shall be open solely to the directors.

### **Section 14. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair, president or vice president shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

### **Section 15. Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. No Director shall vote on a question in which he/she has a direct or personal or pecuniary interest not common to other members of the organization. Any action required by law to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Board entitled to vote with respect to the subject matter thereof.

#### Section 16. Action by Unanimous Written Consent Without Meeting

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

#### Section 17. Compensation

- (a) Directors shall serve without compensation.
- (b) Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.
- (c) Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 13 of this Article.

#### Section 18. Restriction Regarding Interested Directors.

- (a) Notwithstanding any other provision of these Bylaws, not more than 3 persons serving on the Board may be interested persons.
- (b) For purposes of this Section, "interested persons" means either:
  - i. Any person currently being compensated by the corporation for services rendered within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
  - ii. Any brother, sister, ancestor, descendent, spouse, domestic partner, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

### ARTICLE IV DUTIES OF OFFICERS AND THE BOARD OF DIRECTORS

#### Section 1. President

- (a) The President shall be the chief executive officer of the corporation.

- (b) The President shall, subject to the control and oversight of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.
- (c) The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- (d) Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors.
- (e) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

### **Section 2. Vice President**

The Board of Directors shall specify a Vice President who shall act as President in the absence of the President, shall succeed to the Presidency if the President is unable to complete his or her term, and shall perform such other duties as assigned to him or her by the President or by the Board of Directors, or as may be prescribed by law, the Articles of Incorporation, or by these Bylaws.

### **Section 3. Secretary**

The Secretary shall be the custodian of all permanent records of the WCCTCA except those pertaining to finances, shall keep minutes of all meetings, shall call to the attention of the President all unfinished business, shall keep a record of addresses of all directors, shall send out notices relative to meetings and elections, and assist with correspondence and other duties as needed or as required by law, the Articles of Incorporation of this corporation, by these bylaws or as assigned by the Board of Directors.

### **Section 4. Treasurer**

Subject to the provisions of these Bylaws relating to the "Financial Affairs," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

- (d) Keep and maintain adequate and correct amounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- (f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- (g) Prepare, or cause to be prepared, the financial data statements to be included in any required reports or returns.
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **Section 5. Executive Committee**

The officers of the Board of Directors shall make up the Executive Committee of the Board and to the extent provided by a Resolution of the Board, shall have all the authority of the Board except that the Committee may not, regardless of Board resolution:

- (a) Take any final action on matters which, under the California Non-Profit Benefit Corporation Law, requires member approval or approval of a majority of all the members.
- (b) Fill vacancies on the Board of Directors.
- (c) Fix compensation of Board members serving on the Board or any committee, and others who provide services on behalf of the Corporation.
- (d) Expend corporate funds to secure a nominee for the Board of Directors after there are more people nominated for the position than can be elected.
- (e) Approve any transaction:
  - a. To which the Corporation is a party and in which one or more Board members has a financial interest.
  - b. Between the Corporation and one or more of its Board members, or between the Corporation or any entity in which one or more of its Board members have a material financial interest.

#### **Section 6. Non Liability of Directors**



No member of the board of directors shall be personally liable for the debts, liabilities, or other obligations of the corporation.

**Section 7. Indemnification By Corporation of Directors, Officers, Employees and Other Agents.**

- (a) To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonable incurred by the person in connection with such proceeding.
- (b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**Section 7. Insurance for Corporate Agents**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

**ARTICLE V COMMITTEES**

**Section 1. Committees.**

- (a) Standing or temporary committees may be appointed by the Board of Directors and the Board may invest in such committees such powers as it may see fit, subject to the conditions prescribed by the Board. All committees so appointed shall keep regular minutes of the business of their meetings and shall cause these to be permanently recorded for that purpose, and shall report the same to the Board of Directors at its next meeting.
- (b) Such other committees shall have at least one board member on the committee, but such other committees may also include persons who are not members of the Board of Directors.

**Section 2. Term of Office.**

Each member of a committee shall continue for the life of the committee unless such member resigns from or is removed as a member of the committee.

**Section 3. Vacancies.**

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

**Section 4. Quorum.**

Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum of and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 5. Rules.**

Each committee may adopt rules for its own government not inconsistent with the By-laws or with rules adopted by the Board of Directors.

**ARTICLE VI FINANCIAL AFFAIRS**

**Section 1. Contracts.**

The Board of Directors may authorize any officer or officers of the corporation in addition to the officers so authorized by the By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 2. Checks, Drafts, or Orders for Payments.**

All checks, drafts, or orders for the payments of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President or the Treasurer, or some other person authorized by the Board.

**Section 3. Deposits.**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such institutions as the Board of Directors may select.

**Section 4. Gifts.**

The Board of Directors may accept on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

### **Section 5. Annual Report**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6 of this Article.
- (f) The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

### **Section 6. Annual Statement Of Specific Transactions of Interested Directors**

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

- (a) Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
- (b) Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any

director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

## **ARTICLE VII                      FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

## **ARTICLE VIII                      MISCELLANEOUS**

### **Section 1. Books and Records**

All books and records of the Corporation may be inspected and copied by any Director, or his agent or attorney, for any valid purpose at any reasonable time by submitting 48-hour written request to the President to review the books and records.

### **Section 2. Waiver of Notice.**

Whenever any notice is required to be given under the provisions of the General Nonprofit Corporation Law of California under the provisions of the articles of incorporation or the By-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE IX                      AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the Directors in office.

## **ARTICLE X                      PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise

permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

### **ARTICLE XIII                      MEMBERS**

This corporation shall not have members. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected Secretary of the West Coast Collegiate Triathlon Coaches Association, a California public benefit corporation; that these bylaws, consisting of 12 pages, are the bylaws of this corporation as adopted by the Board of Directors on \_\_\_\_\_, and that these bylaws have not been amended or modified since that date.

Executed on \_\_\_\_\_, at \_\_\_\_\_, California.

\_\_\_\_\_  
Secretary