

# Bylaws of Tucson Orienteering Club, Limited

Adopted 9-26-05

## Article 1: Name and Location

The name of this organization shall be the "Tucson Orienteering Club, Limited" also known as "TSN" hereafter referred to as TOC. The principal address of TOC shall be located in Pima County, Arizona, as determined by the TOC officers.

## Article 2: Purpose

The purpose of this organization shall be to operate exclusively for educational purposes and to foster national and international amateur sports competition, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In furtherance of this purpose, TOC may hold orienteering meets and other orienteering events; host workshops, clinics, social events, and other educational activities; print and publish books, magazines, articles and newsletters; make awards; and produce maps.

## Article 3: Affiliation

TOC recognizes the United States Orienteering Federation (USOF) and the International Orienteering Federation (IOF) as the national and world governing bodies, respectively, of orienteering and shall abide by their rules and regulations except where prevented by local conditions, laws or customs.

## Article 4: Membership

4.1 The membership of this organization shall be unlimited and any person shall be eligible for membership as provided herein.

4.2 Membership grades shall consist of single memberships and family memberships. The single membership shall be allotted one vote. The family memberships shall include the members of an immediate family or a formally organized group, and shall be allotted one vote per person present, with a maximum of two votes.

4.3 TOC shall set the annual dues at its annual meeting and publish the annual dues in the next TOC newsletter. The Membership Coordinator shall provide notification to members who are in arrears and if, payment is not forthcoming within a set period of time, provide for their automatic termination from membership in such manner as is from time to time determined by resolution of the Board.

4.4 Dues shall be paid annually for a 12-month period of membership. A membership, unless it is a renewal, shall run for 12 months beginning with the first of the month following the month in which dues are received. Renewals, including those whose dues are paid late, shall run 12 months from the date of expiration.

4.5 Each single and family membership shall be entitled to receive one copy of the TOC newsletter, which shall periodically contain TOC events, news and communications pertaining to the members, and be published in a manner as is from time to time determined by resolution of the Board.

## Article 5: Meetings of Membership

5.1 The annual meeting of the members shall be held once a year for the purpose of electing directors, receiving reports of officers and committees, and for any other business that may arise.

5.2 Meetings of the members may be called by the President or by the Board and shall be called upon the written request of seven members of TOC. The purpose of the meeting shall be stated in the call. Except in cases of emergency at least two weeks notice shall be given.

5.3 The time and location of meetings of the members shall be published in the TOC newsletter.

5.4 Five members of TOC shall constitute a quorum at the annual meeting and other meetings of the members.

5.5 Those items requiring a vote of the TOC membership, such as election of directors and changes in Bylaws, may be handled by mail or any other written ballot, as determined by the Board. A minimum return of votes by 10% of the members in good standing shall be required to validate the election. A mailed ballot must be signed by the voter.

## **Article 6: The Board of Directors**

6.1 There shall be five directors elected by the members of TOC. Their purpose shall be to sit as members of the Board. All elected directors shall be members of TOC in good standing and shall perform the duties prescribed by these Bylaws.

6.2 The elected directors, the officers and the duly appointed coordinators shall constitute the Board of Directors, also referred to as the Board. No member of the Board shall have more than one vote.

6.3 The Board shall have general supervision of the affairs of TOC between its meetings of the membership, fix hour and place of the meetings, make recommendations to TOC and perform other duties as are specified in these Bylaws. The board shall be subject to the order of TOC and none of its acts shall conflict with action taken by TOC.

6.4 The regular meetings of the Board shall be held at a time and place announced at least one week prior to the meeting. Special meetings of the Board may be called by the President and shall be called upon the written request of two members of the Board. Five members of the Board shall constitute a quorum at board meetings and any TOC member may attend.

6.5 The members of the Board shall not receive salaries or payments for services which are duties by virtue of their position on the Board.

6.6 Whenever vacancies exist or conditions warrant, the President shall appoint the following, subject to confirmation by the Board:

- Education and Training Coordinator,
- Equipment Coordinator,
- Mapping Coordinator,
- Membership Coordinator,
- Newsletter Editor,
- Permits Coordinator,
- Schedule Coordinator,
- Any other coordinators that the board may deem useful for furthering the purposes of TOC.

6.7 Elected directors shall be elected at the annual meeting. Nominations from the floor shall be accepted in addition to those candidates nominated by the Board. Elected directors shall be elected on a single ballot, each member casting one vote for each available position. The candidates receiving the greatest number of votes shall be elected. In the event of a tie, there shall be a run-off election. The elected directors shall serve for two years, beginning immediately upon their election and ending at the annual election two years hence. Should a vacancy occur among the elected directors, the remainder elected directors may choose a TOC member to serve the remainder of the vacated term.

## **Article 7: Officers**

7.1 The officers of TOC shall be a President, Vice-President, Secretary, and Treasurer. Any number of offices, except the office of President and Secretary, may be held by the same person. All officers shall be members of TOC in good standing and shall perform the duties prescribed by these Bylaws.

7.2 The President shall coordinate the affairs of TOC and preside at meetings. The Vice-President shall assist the President and shall assume the duties of the President in the President's absence. The Secretary shall maintain up to date records of the general affairs of TOC, including meeting minutes and correspondence. The Treasurer shall maintain accurate and up to date records of the financial affairs of TOC.

7.3 TOC officers shall be elected by the Board at the first board meeting following the annual meeting. Their term of office shall begin immediately upon their election and end at the following year's election.

## **Article 8: Contracts, Loans, Checks, and Deposits**

8.1 The Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name and on behalf of TOC, and such authority may be general or confined to specific instances.

8.2 No loans shall be contracted on behalf of TOC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.3 No loans shall be made by TOC to any member of the Board.

8.4 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of TOC shall be signed by such officer(s) or agent(s), of TOC and in such manner as is from time to time determined by resolution of the Board.

8.5 All funds of TOC not otherwise employed shall be deposited from time to time to the credit of TOC in such banks, trust companies or other depositories as the Board may select.

## **Article 9: Finances**

9.1 TOC is a non-profit organization. Dues, entry fees, and other monies received by TOC shall be spent entirely for carrying out the stated purposes of TOC.

9.2 The fiscal year of TOC shall be the calendar year.

9.3 In the event that TOC is dissolved, all remaining assets shall be handled in accordance with the Articles of Incorporation and a plan adopted by the Board.

## **Article 10: Indemnification**

Each member of the Board or other member of TOC, while acting on behalf of TOC as authorized by the Board, shall be indemnified by TOC against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such member of the Board, or having acted on behalf of TOC in an authorized capacity. This indemnification shall also apply to the heirs, executors and personal representatives of any such person. This indemnification shall not apply in relation to matters in which such person shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of his duties. This indemnification shall not exclude any other right to which such person may be entitled under any bylaw, agreement, vote of the Board, vote of the members, or otherwise.

## **Article 11: Limitation on Authority**

No member of the Board or members of TOC shall use TOC as a means of furthering any personal, political or other aspirations nor shall TOC as a whole take part in any movement not in keeping with its real and established aims and purposes as set in these Bylaws and the Articles of Incorporation.

## **Article 12: Parliamentary Authority**

The rules contained in the current edition of Robert' s Rules of Order shall govern meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order TOC may adopt.

## **Article 13: Amendment of Bylaws**

These Bylaws may be amended by a two-thirds majority of those members voting, provided that the amendment has been sent by mail or other written means to the membership at large and that at least 10% of the eligible members cast votes.