

SULONG TRIATHLON GROUP, INC. (STG, INC.)

CONSTITUTION AND BY-LAWS

Article I

NAME and LOGO

Sec. 1. The official name of the organization shall be "Sulong Triathlon Group (STG) Inc.", herein after known as STG or "GROUP". Sulong is a Filipino word that means "to charge forward" or "to move forward".

Sec. 2. The logo of the Group consists of an outer circle bearing the name of STG and the year of its founding, the inner circle shows the image of waves, bicycle spokes and running shoe to represent the three disciplines of Triathlon. Lastly, the maple leaf represents the country of the Group's country of origin.

Article II

VISION

To achieve excellence and expertise in the 3 disciplines of triathlon and other sports we love and support.

Article III

MISSION

To develop and maintain a healthy lifestyle and well-being as ambassadors and advocates of the three disciplines of Triathlon and other sports, thus, becoming a major influence in improving the lives of the people we love, the community we serve and the country we protect and cherish, ultimately creating a stronger and healthier present and future generations.

Article IV

OBJECTIVES

STG is committed:

Sec. 1. To organize and build an assembly of coaches, mentors, trainers and a support group of triathletes, duathletes and marathoners who shall share their knowledge and best practices in pursuit of the Group's vision, mission and objectives;

Sec. 2. To train and coach its members in order to develop their skills in swimming, cycling and running through sports competitions, clinics, regular group workouts and other sports initiatives, eventually engaging its members to participate effectively in Manitoba's development efforts and endeavours in raising the quality of life and well-being of everyone;

Sec. 3. To develop awareness, interest and enthusiasm in the sport or discipline through competitions, education, coaching, mentoring and promoting the values and ideals of sportsmanship, discipline and camaraderie among the Groups members, members' families and friends; and the community it serves;

Sec. 4. To build effective partnerships with local and international organizations in pursuit of common goals and aspirations through sports competition, education and other initiatives;

Sec. 5. To promote the unique Filipino culture and heritage among Manitoban and Canadian sports enthusiasts in the spirit of fostering cultural diversity, social unity and cooperation; and

Sec. 6. To give due recognition and honor to members and other individuals for their exemplary achievements and contributions to the sport.

Article V

MEMBERSHIP

Sec. 1. Regular Members

Any individual who practices the discipline of triathlon or duathlon or anyone who is interested to learn any of the three disciplines, upon approval of the board majority, completion of the membership form and payment of membership fee shall be recognized a regular member.

Sec. 2. Associate Members

A family, relative or anyone known to a regular member who has shown special interest in the Group, may be nominated to become an Associate Member by any Regular Member in good standing of the Group; and must be approved by a majority vote of the Board of Directors, upon completion of the membership form.

An associate member has no voting rights in the election of the Board of Directors.

Sec. 3. Honorary Members

Anyone who by virtue of their achievements, experience, expertise and contribution in the field of triathlon and related discipline, may be nominated to become Honorary Members by any regular member in good standing of the Group and must be approved by a majority vote of the Board of Directors.

Anyone who has outstandingly and immensely supported the Group and its mission, vision and objectives may be nominated by a regular member in good standing of the Group and must be approved by a majority vote of the Board of Directors.

An honorary member has no voting rights in the election of the Board of Directors.

Sec. 4. Application for Membership

Any eligible individual who meets the definition of Regular Member as defined in Sec 1 of this article can apply for membership by completing the Membership Application Form and paying the annual membership fee. The Membership Committee will then pre-screen a prospect's membership application and upon meeting an applicant's eligibility, the committee shall endorse and recommend to the Board for approval. Membership takes effect upon approval of the Board as documented in the minutes of the meeting subsequently include him/her in the official roster of members and mailing list as deemed appropriate.

Sec. 5. Renewal of Membership

Membership can be renewed every year at the Annual General Meeting upon verification or updating of current personal information and payment of fees.

Sec. 6. Removal of Members

Any member may be suspended or expelled for non-fulfillment of duties as a member, or for conduct contrary to the objectives or otherwise detrimental to the interests of the Group. The Board of Directors may delete categories of members conferred by the Board of Directors and any membership therein.

No member shall be expelled, suspended, or otherwise penalized without due process. Final decision on the imposition of penalties shall be made by the Board of Directors.

Sec. 7. Duties and Responsibilities

Every member shall have the following duties and responsibilities:

- a. To complete application/renewal forms and to ensure that information is current
- b. To pay Group dues
- c. To meet attendance requirements of the Group.
- d. To select a committee to work with
- e. To promote the Group to potential members
- f. To exercise one's right to vote
- g. To confirm attendance in all sanctioned activities

Sec. 8 Rights and Privileges

All members, Regular and Associate, who satisfy duties applicable pursuant to section 7 of this article, are considered as members in good standing. Every member in good standing shall have the following rights and privileges:

- a. To nominate members of the Board of Directors

- b. To propose amendments and resolutions and to vote on those presented at the Annual General Assembly/ Meeting.
- c. To inspect the records and books of accounts of the Group.
- d. To attend all sanctioned activities of STG specially its training and athletics program and competitions.

Sec. 9 Conduct of Members

No member shall behave in any conduct contrary to the objectives or otherwise detrimental to the interests of the Group.

No member shall use the name and/or logo without prior consent of the Board of Directors.

Article VI

GOVERNING BODY

Sec. 1 Board of Directors

The governing body of the Group shall be its Board of Directors [hereinafter the "Board"].

The Board shall be composed of five (5) directors, as elected by the members of the Group at the annual general meeting. The Board of Directors on their first official meeting and agenda shall elect among themselves the officers as follows:

. President

. Secretary

. Treasurer

Heads for the following committees:

. Membership

. Training and Athletics Program

. Information and Communication

Sec. 2 Term of Office

All officers and directors shall hold office for a term of two years commencing on February of the year following their election.

However, no member of the Group shall be elected for more than three (3) consecutive terms to the same office or position.

Sec. 3 Transition Period

- a. The transition period will commence immediately upon the election of the new board of directors and will end at end of business on the first official meeting of the Directors.
- b. The transition period will serve as a venue for training and turnover of official Group documents, assets, and functions from outgoing to incoming directors/ officers.

Sec. 4 Duties and Responsibilities

- a. The Board shall establish policies and generate programs that support and fulfill the objectives of the Group.
- b. The Board shall have the power to fill vacancies in its membership due to death, resignation, permanent incapacity, expulsion, suspension, or increase in the number of directors.
- c. The Board shall elect among themselves the officers and positions mentioned in Sec. 1. In case of failure of election of a member or members of the Board of Directors to represent a unit or group of committee(s), the Board of Directors by an affirmative vote of a majority thereof, may designate any qualified member of the Group as director to represent the committees concerned from among the nominations made in writing by a representative group affected by the vacancy.
- d. The Board of Directors may create bodies and offices and authorize the establishment of ad hoc committees as it may deem proper and necessary.
- e. The Board shall hold meetings at least once every month or more often, as it may deem appropriate.

Article VII

DUTIES OF THE EXECUTIVE COMMITTEE

Sec. 1. President

- a. The President shall be the Executive Officer of the Group, and as such shall have executive management of the operations of the Group.
- b. The President shall act as the official spokesperson of the Group.
- c. The President shall have the power to call meetings.
- d. The President shall serve as one of the signatories for the Group's bank account.

Sec. 2. Secretary

- a. The Secretary shall keep the records of all proceedings of the meetings of the Board of Directors, as well as the general membership of the Group. The Secretary shall discharge all other functions inherent to the position of Secretary.

b. The Secretary shall open the minutes, records and other documents of the Group for inspection of legitimate members in good standing upon five (5) days prior notice.

Sec. 3. Treasurer

a. The Treasurer shall deposit in a reputable bank, within a reasonable period after receipt, all monies and properties of the Group. The Treasurer shall collect all dues, regular or special, and all donations to the Group and shall disburse funds in accordance with the By-Laws.

b. The Treasurer shall submit a complete statement of accounts at the annual general meeting of the Group and discharge such other functions inherent to the position of the Treasurer.

c. The Treasurer shall serve as one of the signatories for the Group's bank account.

Article VIII

COMMITTEES

Sec. 1. Duties of the Head of a Committee

The Head of a committee shall perform the duties customarily incident to his or her office, including duties as this constitution and the Board prescribe.

Sec. 2. Membership Committee

The Membership committee shall be responsible for assisting the Secretary in maintaining the member database and for establishing policies and creating opportunities that will help members connect with each other and that will help promote camaraderie among them.

Sec. 3. Training and Athletics Program Committee

The Training and Athletics Program committee shall be responsible for creating training plans, programs and activities in adherence to the Group's mission, vision and objectives.

Sec. 5. Information and Communication Committee

a. The Information and Communication committee shall be responsible for maintaining the Group's website;

b. The committee shall assist in preparing all statements, news stories/articles for all press releases on all the activities and projects of the Group;

c. The committee shall take charge of giving the press releases to all media outlets for information and promotion purposes;

d. The committee shall arrange for any and/or all press conferences for TV and radio coverage of any and/or all major, significant events, activities of the Group;

e. The committee shall coordinate with all media outlets on matters relating to the Group and its activities;

f. The committee shall support and coordinate with the membership committee for disseminating information of the Group's existence and for attracting potential members.

Sec. 6. Special Committees

The Board may establish any necessary special committee. Each special committee expires within one year (or, in the case of a committee appointed by the Chairperson, by the end of his or her term) unless the Board establishes it as a standing committee or otherwise extends its life.

Article IX

MEETINGS OF MEMBERS

Sec. 1. Annual General Meeting (AGM)

a. The members of the Group shall hold an Annual General Meeting in February of each year, the exact date of which shall be determined by the Board.

b. All the members of the Group (Regular, Associate, and Honorary) are expected to attend the Annual General Meeting.

c. The secretary shall record the attendance for the Annual General Meetings.

d. If a member is absent without excuse from two (2) consecutive Annual General Meetings, then his/her membership status shall be reviewed by the Board.

e. Business:

a. Any regular member may attend and vote at the AGM, which shall enjoy the exclusive right of electing directors (Art. VI).

b. Any member may attend and vote at the AGM of amending this constitution (Art. XIII), and may also consider such reports and other business as the Group may submit for its consideration.

f. Quorum: The members present at the AGM shall constitute a quorum.

Sec. 2. Regular Meetings

a. A regular meeting is defined as any sanctioned event including but not limited to planning sessions, team-building events, and charity/volunteer work.

b. The schedule of regular meetings will be communicated prior to the beginning of the calendar year by the board.

- c. The Group will be notified at least one month prior to the scheduled event by the committee in charge.
- d. The committee in charge shall record the attendance for the Regular Meetings and forward it to the Secretary.
- e. The committee in charge shall record the minutes of the activity and post it within a week.
- f. All regular and associate members are expected to attend at least six (6) of the regular meetings each year.
- g. If a regular or associate member is unable to attend six (6) meetings in a year, then his/her membership status shall be reviewed by the Board.
- h. All the members of the Board of Directors are expected to attend the monthly Regular Meetings.
- i. If a director is absent without excuse from three (3) consecutive meetings during his or her term, then the office or directorship shall be deemed vacant and a successor shall be duly elected.
- j. All honorary members of the Group are welcome to attend the monthly regular meetings.
- k. Quorum: The members present at the meeting shall constitute a quorum.

Sec. 3. Board Meetings

- a. The Board of Directors may hold a separate meeting either before or after the monthly Regular Meetings of members.
- b. The Board may schedule more or fewer meetings as necessary.
- c. The secretary shall record the attendance for the Board Meetings.
- d. If a director is absent without excuse from three (3) consecutive Board Meetings during his or her term, then the office or directorship shall be deemed vacant and a successor shall be duly elected.
- e. Quorum: Three (3) directors shall be a quorum for meetings of the Board.

Sec. 4. Excused Absence

The Board, by a two-thirds vote, may excuse for good cause a member's absence from a meeting, in which case the absence shall not count. A motion for such an excuse is in order only if—

- . the member or director himself or herself requests the excuse by written notice to the Secretary, the request is made by the first meeting following the absence; and
- . The member or director has not made a similar request during that term.

Sec. 5. Voting at Meetings of Members

Except as otherwise provided in the Bylaws, all voting at any meeting of the Members shall be conducted by a show of hands.

Except as may be restricted in any category of Members, each Member is eligible to vote at every meeting of the Members.

Article X

ELECTIONS

Sec. 1. General Provisions

Director: The Group shall elect the five (5) directors, at the annual general meeting, for a two-year term as defined in Art. VI, Section 2.

Qualifications: Any Regular Member of the Group may run for office and be elected as a director. No other qualifications shall be prescribed.

Term: Each officer or director shall serve office from his or her election until his or her successor is elected as defined in Sec. 2 of Art. VI.

Sec. 2. Elections Committee

a. There shall be an Elections Committee which shall be responsible for the conduct of the elections of members of the Board of Directors. The Committee shall be composed of three members to be appointed by the Board of Directors.

b. The Elections Committee shall be the sole judge of all contests relating to the elections, returns and qualifications of members of the Board of Directors. It shall adopt such rules and regulations as may be necessary for the discharge of its functions subject to the Board of Directors approval. The election procedures and guidelines must be presented no later than a month prior to the Annual General Meeting.

c. The Elections Committee shall post the official list of candidates two weeks prior to the Annual General Meeting.

d. The Elections Committee is responsible for ensuring at least one nominee for each position.

e. The Elections Committee shall be responsible for determining the validity of a nominee's intent to decline their (his or her) nomination.

Sec. 3. Nominations

a. Nominations for all positions shall be made during the meeting of members in January.

b. Each nomination shall require votes of support from at least two (2) members of the Group who are voting at the meeting.

c. If a member is nominated for more than one position, he/she must submit a list ranking his/her preferred positions and reasons for such ranking.

d. Nominees can submit a letter of decline to be submitted to the Elections Committee two weeks after being nominated or as determined by the Elections Committee.

Sec. 4. Voting Procedures

Elections will be held during the Annual General Meeting. The vote shall be taken by secret ballot. Election shall occur by the candidate garnering the most votes, disregarding (A) abstentions, and (B) votes cast for a candidate who (1) is ineligible for election, (2) was not nominated, or (3) has been excluded as provided herein. In the case of a tie, the meeting may invite each nominee to speak for up to three or more minutes, and then shall continue to ballot until an election occurs.

Article XI

FEES

Sec. 1. ANNUAL FEE: Every regular member shall pay an annual fee of twelve Canadian Dollars (CAD \$ 12.00).

Sec. 2. The Board of Directors may amend the aforementioned fee.

Sec. 3 Fees are due upon submission of renewal or application form.

Article XII

EXPENDITURE

All funds under the control of the Group, except funds held in trust for specific purposes, shall be used to pay the operating and program expenses of the Group. Funds shall be paid out only in accordance with budgets approved by the Board of Directors or, subject to the Bylaws, upon completion of an expense report and authorization of the Executive Committee. No special fund or deposit in the name, or constituting the property of, the Group shall be created without the prior authorization of the Executive Committee.

Article XIII

AMENDMENTS

The Board shall appoint five (5) members to form an ad hoc Constitutional Amendment Committee to review the proposed amendments, amend or repeal these By Laws or adopt new By Laws.

Any member can submit a proposal of constitution amendments in writing addressed to the Board. The Board shall in turn refer such proposal for further deliberation to the Constitutional Amendment Committee.

Amendments to this Constitution will be presented to the Group at the Annual General Meeting and will be ratified by a majority vote of the members present.

Drafted: March 2, 2013

Revised: April 22, 2013

Revised: May 12, 2013