

**BY-LAWS
BAY AREA MULTISPORT**

ARTICLE I: NAME OF ASSOCIATION

Section 1. NAME. This non-profit association shall be known as "Bay Area Multisport" (referred to herein as "BAM").

ARTICLE II: PURPOSES

Section 1. PURPOSES:

(I) This association is organized exclusively for social and recreational purposes, more specifically to promote training of members in the sport of triathlon and other multi-discipline endurance sport events. To this end, the association shall at all times be operated exclusively for non-profitable purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, as now enacted or hereafter amended. All funds, whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

(II) BAM shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of BAM.

ARTICLE III. ADDRESS.

Section 1. PRINCIPLE OFFICE: The principal address of BAM shall be P.O. Box 211, League City, TX, 77574-0211.

ARTICLE IV. MEMBERSHIP

Section 1. MEMBERSHIP. Membership shall be open to any individual who shares in the common purpose of BAM. Membership shall be granted without discrimination upon the basis of race, creed, color, religion, sex, national origin, sexual preference, and physical or mental handicap.

ARTICLE V. BOARD OF ADVISORS MEETINGS

Section 1. PLACE OF MEETINGS. Meetings of the Board of Advisors shall be held monthly, at a place and at a time to be determined by the Board of Advisors. The meeting shall be presided over by the President or in his/her absence, the Secretary.

Section 2. ANNUAL MEETING. The Annual Meeting of BAM shall be held in November at a place and time selected by the Board of Advisors, at which time the election of the incoming Board of Advisors of BAM will be held, and such other business as may be properly brought before such meeting will be transacted. The President shall preside over the Annual Meeting. The Treasurer shall make available at the Annual Meeting a year-to-date financial summary of BAM's revenues and expenses.

Section 3. SPECIAL MEETINGS. Special Meetings for any purpose or purposes may be called by the President or a majority of the Board of Advisors. Business transacted at all Special Meetings shall be confined to the purposes stated in the notice of such meeting.

Section 4. NOTICE of MEETINGS. Notice of all meetings of Board of Advisors, stating the place, day, and hour thereof, and, in the case of a Special Meeting, the purpose or purposes for which such meeting is called, shall be published in the BAM electronic newsletter and posted on the BAM website.

Section 5. VOTING. Each voting member of the Board of Advisors present is entitled to one vote on any item presented at any meeting. Any motion, resolution or election will be decided by a majority of votes. In the event of an emergency or in the necessity of approving a time sensitive action, the President of the club may request an electronic vote. This vote shall be considered as part of the previous meeting's official business and shall be entered into the minutes at the next regular meeting. The electronic vote shall be conducted under the rules as prescribed in other sections of this document.

Section 6. PROXIES. Proxy votes shall not be allowed at Board of Advisors meetings.

ARTICLE VI. GENERAL MEMBERSHIP MEETINGS

Section 1. PLACE OF MEETINGS. Meetings of the Board of Advisors shall be held monthly, at a place and at a time to be determined by the Board of Advisors. The meeting shall be presided over by the President or in his/her absence, the Secretary.

Section 2. ANNUAL MEETING. The Annual Meeting of BAM shall be held in November at a place and time selected by the Board of Advisors, at which time the election of the incoming Board of Advisors of BAM will be held, and such other business as may be properly brought before such meeting will be transacted. The President shall preside over the Annual Meeting. The Treasurer shall make available at the Annual Meeting a year-to-date financial summary of BAM's revenues and expenses.

Section 3. NOTICE of MEETINGS. Notice of all general meetings of BAM, stating the place, day, and hour thereof, shall be published in the BAM electronic newsletter and posted on the BAM website.

Section 4. VOTING. Each member present or voting by proxy is entitled to one vote on any item presented at the Annual Meeting. Any motion, resolution or election will be decided by a majority of votes.

Section 5. PROXIES. A member may vote in person or may vote by proxy executed in writing by the Member. No proxy shall be valid after six months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable.

ARTICLE VII. BOARD OF ADVISORS

Section 1. NUMBER. The affairs of BAM shall be managed by the Board of Advisors (the "Board" or BOA) consisting of seven (7) or more Advisors, all of which shall be members of BAM.

Section 2. ADVISORS. The Advisors shall consist of the following:

PRESIDENT. The President shall be the principal executive officer of BAM and shall in general supervise and control all of the business and affairs of BAM under the supervision of the Board and shall be ex officio a member of all committees of BAM. The President shall preside over all Board meetings and can appoint members to fill vacancies on the Board.

TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of BAM; receive and give receipts for monies due and payable to BAM, and deposit all such monies in the name of BAM in BAM's bank account; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. The Treasurer shall present the Board of Advisors with a comprehensive summary of revenues and expenses, on a monthly basis at the monthly Board meetings. The Treasurer shall also prepare and make available at the Annual Meeting a year-to-date summary of revenue and expenses. A year-end summary shall be available upon request by any member..

SECRETARY. The Secretary shall keep the minutes of the meetings of the Board and of the Annual Meeting and shall be the keeper of all official BAM documentation, registrations, forms, etc. Copies of all Minutes shall be forwarded to BAM's website Webmaster for posting in the appropriate place on BAM's website.

SPONSORSHIP ADVISOR. The Sponsorship Advisor shall develop wide-ranging partnerships with companies, groups and other organizations that bring value added benefits to Club members.

COMMUNICATION ADVISOR. The Communication Advisor shall be responsible for managing club communications including but not limited to the newsletter and website.

MEMBERSHIP ADVISOR. The Membership Advisor shall be responsible for developing, maintaining and expanding the club membership

ADVISORS AT-LARGE. Advisors at-large shall perform whatever tasks, functions and/or responsibilities necessary to properly conduct the business of the Board and the club.

PAST PRESIDENT. The Past President is a non-elected, non-voting position. The Past President position shall be filled by the outgoing President or a member appointed by the current President. The responsibility of the Past President is to ensure continuity of leadership positions within the Board of Advisors.

Section 3. ELECTION and TERM of OFFICE The Board of Advisors, with the exception of the Past President, shall be elected, annually, by the membership at the Annual Meeting. The term of the Board of Advisors shall be for one year, commencing on January 1st and ending on December 31st.

Section 4. RESIGNATION of ADVISORS. Any Advisor may resign at any time by giving written notice to the President or the Secretary of BAM. Such resignation shall take effect at the time

specified therein and, unless otherwise specified therein, the acceptance of such resignation by the Board shall not be required.

Section 5. REMOVAL of ADVISORS. Any Advisor may be removed for cause at any time by a unanimous vote of the Board of Advisors. Another person may be appointed by the President to serve for the remainder of the term.

Section 6. VACANCIES. If any vacancy shall occur in the Board, such vacancy may be filled by the President. An Advisor appointed to fill a vacancy shall be for the remainder of the unexpired term of his/her predecessor in office. In the case of a vacancy occurring in the office of the President, the Secretary will preside over the Board until the Board shall select a new President.

Section 6. ATTENDANCE. Board members are expected to attend all Board meetings. Board members shall be responsible for notifying the President in the event they are going to be absent from a Board meeting. If a member misses two (2) consecutive Board meetings it may be cause for removal.

Section 7. CONFLICT of INTEREST. No Board member shall vote on any motion before the board if he/she has a personal interest in the outcome of the motion. The existence of conflict of interest shall be determined by the President.

Section 8. GENERAL POWERS. Board members shall perform whatever tasks, functions and/or responsibilities necessary to properly conduct the business of the Board of Advisors.

ARTICLE VIII. DUES

Section 1. ANNUAL DUES. Annual dues shall be set by the Board. Any change in the amount of dues shall be announced at the Annual Meeting.

ARTICLE IX. GENERAL PROVISIONS

Section 1. INSPECTION of BOOKS and RECORDS. The books and records of BAM may be inspected by any Member for any proper purpose at any reasonable time.

Section 2. COMPENSATION. Advisors shall not receive any compensation in the form of salary for their services in such capacities.

Section 3. AUTHORIZATION. No Advisor is authorized to spend or contract on behalf of BAM without the approval of the Board in advance.

Section 4. DEPOSITS. All funds of BAM shall be deposited in a timely manner to the credit of BAM in such bank as the Board may select.

Section 5. GIFTS. The Board may accept on behalf of BAM any contribution or gift for the general purposes or for any specific or special purpose of BAM.

Section 6. ACCOUNTING YEAR. The Club's Accounting Year shall run from January 1st to December 31st.

Section 7. ROBERT'S RULES OF ORDER REVISED. Unless otherwise provided in these By-Laws, the proceedings at all meetings of the Board shall be governed by Robert's Rules of Order Revised.

Section 8. DISSOLUTION In the event of dissolution of the association, the Board of Advisors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the association, dispose of all of the assets of the association to another non-profit association or non-profit corporation with similar non-profitable purposes. In no case shall a disposition be made which would inure to the benefit of, or be distributable to its officers, Board of Advisors or other private persons.

ARTICLE X. INDEMNIFICATION OF ADVISORS

Section 1. INDEMNIFICATION. Each person who is or was an Advisor of BAM, or who serves or may have served at the request of BAM and who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether criminal, civil, administrative or investigative, including appeals, shall be indemnified by BAM as a matter of right to the full extent permitted or authorized by the California Non-Profit Corporation Act, as it may from time to time be amended, against any expense (including attorneys' fee), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in his capacity as an Advisor or arising out of his status as an Advisor.

Section 2. OTHER RIGHTS. The indemnification provided by this Article shall not be exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under any agreement, vote of Members or disinterested Advisors or otherwise.

ARTICLE XI. ADDENDUMS

Section 1. FINANCIAL INTERNAL CONTROLS. The BAM Bank Account Internal Controls document is an addendum to these By-laws and governs the process by which BAM assets are collected and disbursed for legitimate, appropriate BAM business.

Section 2. ROLES AND RESPONSIBILITIES. The BAM Roles and Responsibilities document is an addendum to these By-laws and governs the duties of BAM Advisors and committees.

ARTICLE XII. AMENDMENTS

Section 1. AMENDMENTS. Proposed amendments to the by-laws will be recommended by the Board and shall be printed in the BAM electronic newsletter. By-law amendments shall be voted on by the Board of Advisors at a regularly called monthly Board meeting.

AMENDMENTS TO THE BY-LAWS

None.