

Bylaws of the Fort Collins Area Swim Team

Article I, Name

Section I

The name of the organization shall be the Fort Collins Area Swim Team (FAST).

Article II, Purposes

Section I

The Fort Collins Area Swim Team is an independent, nonprofit organization which encourages and supports aquatic sports opportunities for young people in the greater Fort Collins community. It is organized exclusively for charitable, educational, and athletic purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section II

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in section I, Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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Article III, Membership and Fees

Section I

Membership – Any family or individual interested in carrying out the purposes of this Club, who pays the required fees, and abides by the annual Terms and Conditions for Participation may be a member of Fort Collins Area Swim Team. Any employee or member of the Board of Directors of the Club are members of the Club. The maximum membership may be determined by the Board of Directors for efficient use of facilities.

Section II

U.S.S. Membership and Other Fees – U.S.S. membership fees will be paid immediately upon joining the team. Additional fees shall be assessed as determined by the Board of Directors.

Section III

Swimmer Fee Payments – Swimming fees are payable to the Club Bookkeeper. If dues are not paid consistently and as agreed, the swimmer is subject to dismissal from the team at the discretion of the Board of Directors. Fees may be suspended in accordance with the Terms and Conditions approved by the Board of Directors. The Board may consider exceptions to dismissal based on individual circumstances.

Section IV

Termination of Membership – When the Board of Directors finds that any member has failed to comply with the bylaws or any rule or regulation set up by the Board of Directors, membership shall terminate. The Board of Directors can make such termination only after full opportunity for a hearing has been given to the member.

Section V

Swimmer Participation Throughout Year – Team members are encouraged to swim for the Fort Collins Area Swim Team year-round. The fee structure for part-time swimmers will be in accordance with the Terms and Conditions.

Article IV, Membership Meetings

Section I

Place – Meetings of the membership shall be held at any place within the State of Colorado as designated by the Board of Directors.

Section II

Annual Membership Meeting - The location and time of the annual membership meeting shall be fixed by the Board of Directors. The agenda for the Annual Meeting will include but not be limited to elections for Board of Director positions.

Section III

Special Meetings – Special meetings of the membership may be called by the President of the Board of Directors, or by majority vote of the Board of Directors, or upon the written request of at least ten percent (10%) of the members.

Section IV

Notice of Members' Meetings – Each member entitled to vote at a meeting of the membership shall be given notice of the meeting as set forth in this section. No specific form of notice is required as long as notice is given in a fair and reasonable manner when all the circumstances are considered. Notice delivered to family folders, to members in person, by first class mail or by electronic mail shall be deemed reasonable.

Any notice shall:

- (a) Notify the members of the place, date, and time of each annual, regular, and special meeting of members no fewer than ten days nor more than sixty days before the meeting date;
- (b) Notice of an annual or regular meeting shall include a description of any matter or matters that must be approved by the members or for which the members' approval is sought; and
- (c) Except as otherwise provided by Colorado law, notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

If an annual, regular, or special meeting of members is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place, if the new date, time, or place is announced at the meeting before adjournment.

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Notice of a matter a member intends to raise at a meeting shall be given if:

- (a) Requested in writing to do so by a person entitled to call a special meeting; and
- (b) The request is received by the secretary or president at least ten days before notice of the meeting is given to the members.

Section V

Quorum - 20% of the voting members (as defined in Article IV, Section VI) shall constitute a quorum for the transaction of business at a meeting of the members. If quorum is not met, no voting action will be taken. Once a meeting begins, business may be transacted as long as quorum is maintained.

Section VI

Voting - Each family or individual member who is current with all financial obligations and Terms and Conditions for participation is entitled to one (1) vote.

Section VII

Manner of voting - Voting may be by voice, in-person, or written ballot. Voting by proxy is prohibited.

Any action that may be taken at any annual or special membership meeting may be taken without a meeting provided the Club delivers a written ballot to every member entitled to vote on the matter as provided by Colorado law. Ballots shall be delivered by the same means as described in Article IV, Section IV.

Article V, Board of Directors

Section I

Number and composition of Board of Directors – The Board of Directors shall consist of nine (9) people, one of whom is the Head Coach. However, the Head Coach shall not have a vote on any matter relating to their employment or compensation.

Section II

Election of Directors – The Board of Directors shall be elected by a vote conducted at the annual membership meeting as defined in Article IV. The candidates receiving the highest number of votes shall be considered elected to the Board of Directors. The Head Coach shall be selected by the hiring process defined by the Board.

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Section III

Nominations to the Board of Directors – Candidates for the Board of Directors may be nominated by a member of the Club. Members of the Club may nominate themselves. The Board of Directors shall give reasonable notice to the membership as to the opening and closing dates for nominations.

Section IV

Term of Office – The term of office for Board positions, excluding the Head Coach, is three (3) years. These eight (8) Board member positions will open in rotation of three (3) each year for two (2) consecutive years and two (2) in the third year. At the completion of a term, a Board member may run for re-election. However, these eight (8) Board members may only serve a maximum of two (2) consecutive terms, after which, they must remain off the Board at least one (1) year before they are eligible to serve again.

Section V

Removal of a Board Member – The removal of a member of the Board, excluding the Head Coach, for the best interest of the Club may be accomplished by a majority vote of the total membership. A petition to remove a Board member shall be submitted in the manner described for calling a special meeting (Article IV, Section III). Voting shall be performed by as described in Article IV.

Section VI

Vacancies – Any Board Member who is absent from three (3) consecutive Board meetings may have his or her seat on the Board of Directors declared vacant by majority vote of the remaining Board Members. A vacancy on the Board of Directors as a result of a declared vacancy, death, resignation, or removal of a Board member may be filled for the unexpired term by any member who is current with all financial obligations and Terms and Conditions for participation as elected by a majority of the remaining Board members.

Section VII

Powers of the Board of Directors –

General corporate powers: Subject to the provisions of the Colorado Nonprofit Corporation Act and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

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Specific powers: Without limiting the general powers, and subject to the same limitations, the Board of Directors shall have the power to:

- select, employ, and terminate the employment of a Head Coach;
- select other non-coaching staff as the Board of Directors may deem appropriate and present said staff with a job description specifying their duties;
- develop an annual budget.

Section VIII

Employment of a Head Coach – This section shall govern all actions by the board concerning decisions pertaining to the employment of a head coach including, but not limited to, hiring, contract extensions and termination. As used in this section only, the term "board member" shall not include the head coach. All board members shall be given reasonable advance notice (and in any event not less than 48 hours notice) that a proposed action pertaining to coach employment is to be voted on at a board meeting, as well as the date, place and time of the meeting. The person giving notice shall undertake reasonable attempts to confirm that each board member has received actual notice that coach employment matters are being considered including phone calls to try to locate any board member who has not acknowledged receipt of notice. Board members desiring to vote on any such employment decision who are unavailable to attend the meeting may cast a written vote by delivery in person or by email, fax, or regular mail to another board member in time to be presented at the meeting. A majority vote of the entire board (other than the Head Coach) is required for approval of any such employment proposal.

Section IX

Board Meetings –Board meetings shall be conducted regularly on a schedule set by the Board of Directors. Board meetings are for the purpose of discussing and conducting Club matters. Any member of the Club (as defined in Article III, Section I) can attend a Board meeting but only Board members have voting rights.

Notice of the date, place and time of regular Board meetings shall be published to the general membership at least two (2) working days prior to the meeting.

Minutes of Board meetings shall be published to the general membership after approval by the Board.

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Section X

Quorum – A quorum for any meeting of the Board of Directors to conduct any business shall be a majority of the authorized number of Directors eligible to attend said meeting.

Section XI

Responsibility of the Head Coach – The Head Coach shall have full responsibility for coaching staff employment and training; team growth; planning and administering workouts; planning team meet schedule; and general team operations.

Article VI, Officers

Section I

Selection of Officers – After the Board of Directors has been selected at the annual membership meeting, the Board of Directors shall select the following officers: President (or Co-Presidents), Vice-President(s), Secretary, and Treasurer. The elected officers shall hold office until the successive officers have been selected.

Section II

Duties of President (Co-Presidents) – The President shall preside at all meetings of the Board of Directors of the Fort Collins Area Swim Team. The President shall perform such other duties as are required by the Board or Coach. The President or designee chosen by the Board shall sign on behalf of this organization all contracts or such other business documents as are required. The President's duties will also include being a signer on the accounts.

Section III

Duties of Vice-President(s) – The Vice-President(s) shall perform all the duties of the President during the President's absence or disability. The Vice-President(s) shall also perform such other duties as may be assigned by the President(s) or the Board. The Vice-President(s) shall perform such other duties as are commonly performed by the Vice-President of a voluntary organization.

Section IV

Duties of Secretary – The Secretary shall conduct official correspondence, take minutes, and make a complete report of all matters pertaining to this office at the annual meeting. The Secretary shall be custodian of all minutes, books, records, papers, and files of this organization. The Secretary shall perform the usual duties of the office of Secretary as commonly performed by the secretary of voluntary organizations.

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Section V

Duties of Treasurer – The Treasurer or a Bookkeeper appointed by the Board shall receive all funds of this organization and deposit them in a bank account designated by the Board for the Fort Collins Area Swim Team. The Treasurer shall prepare a budget for the upcoming season, review financial statements, and report to the Board on the financial status of the team. The Treasurer or an accountant appointed by the Board of Directors shall prepare financial statements on a regular basis. The Treasurer may also be authorized by the Board to sign for team accounts if the President is not available to do so.

Section VI

Duties of remaining members – Board members not serving in capacity of an officer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section VII

Vacancies – A vacancy in the position of President(s), Vice-President(s), Secretary, or Treasurer may be filled for the unexpired term by the remaining Board members.

Article VII, Committees

Section I

Committees – The Board may appoint committees as deemed appropriate in carrying out its purposes. Final decisions will be approved by the Board before any action is taken. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee may:

- expend organization funds without approval of the Board;
- undertake any action on behalf of the membership without Board approval.

Article VIII, Indemnification

Section I

Indemnification of directors, officers, employees, and other agents – Each person who is or was a director, officer, or employee of the Club (including the heirs, executors, administrators, or estate of such person) shall be indemnified by the Club to the full extent permitted by the Nonprofit Corporation Law of the state of Colorado against any liability cost or expense incurred in the capacity as director, officer, or employee, or arising out of the status as a director, officer, or employee (including serving at the

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request of the corporation as a director, officer, employee, or agent of another corporation).

The Club may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost, or expense.

Article IX, Liabilities of Members

Section I

Liabilities of members – No director, officer, member, or authorized agent, or representative of the club shall be liable or responsible for any debts or liabilities of the club, or liable to the club except to the extent of their unpaid portion of fees as described in the Terms and Conditions.

Article X, Amendment of Bylaws

Section I

The Bylaws of the Club may be changed by a majority of cast votes provided that at least 25% of eligible membership casts votes. Any amendments must be submitted to the general membership in writing as described in Article IV, Section IV. Voting shall be conducted by written ballot, as described in Article IV. Membership shall have a minimum of two weeks from delivery of ballot to vote on amendments.

Article XI, Dissolution

Section I

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Larimer County, Colorado, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.