

**BYLAWS  
OF  
TEAM VORTEX SWIM CLUB  
September 23, 2011**

**ARTICLE I -- Name**

The name of the organization shall be Team Vortex Swim Club ("Team Vortex" or "the Club").

**ARTICLE II – Purpose**

**Section 1**

Mission: Team Vortex Swim Club is an independent, non-profit organization whose mission is to engage swimmers in a competitive program by teaching proper technique and encouraging skill development in a supportive team environment. It is organized and operated exclusively for educational purposes and to foster national or international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

**Section 2**

Limitations: No part of the net earnings of the organization shall inure to the benefits 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 ARTICLE II, Section 1 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 by (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.

**ARTICLE III – Membership and Fees**

**Section 1**

Membership: Any person interested in carrying out the purposes of this Club, who pays the required fees, and abides by the annual Team Vortex Swim Club Commitment Agreement ("Commitment Agreement") may become a member of Team Vortex Swim Club. Any employee or member of the Board of Directors of the Club is a member of the

Club. The maximum membership size of the Club may be determined by the Board of Directors for efficient use of facilities.

## **Section 2**

### Dues:

- (a) Monthly Fees: Monthly fees are determined on an annual basis by the Board of Directors and will be published at the annual meeting of members. A limited number of scholarships are available. The rate is determined by the City of Fort Collins.
  
- (b) Monthly Fee Payments: Monthly fees are payable to Team Vortex. 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 Commitment Agreement approved by the Board of Directors. The Board may consider exceptions to dismissal based on individual circumstances.
  
- (c) Billing: Statements will be sent to each team member no later than the 1<sup>st</sup> of the month in which the swimmer participates. Member's monthly fees are due by the 5<sup>th</sup> of said month. Member's fees will be considered late and subject to a late fine if not received by the 6<sup>th</sup> of the month.

## **Section 3**

U.S.A. Swimming Membership and Other Fees: U.S.A. Swimming membership fees shall be paid immediately upon joining the team. Membership applications must be completed and submitted to coaches, along with appropriate fees, before a swimmer may enter the pool with Team Vortex. Coaches will hold the application pending the completion of a trial period. The Board of Directors will specify the date by which U.S.A. Swimming registrations must be paid for the annual renewal effective Jan 1<sup>st</sup> of the following year. Additional fees shall be assessed as determined by the Board of the Directors.

## **Section 4**

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 a determination only after full opportunity for a hearing has been given to a member.

## **ARTICLE IV – Coaches**

### **Section 1**

Hiring of Coaches: Procedures with respect to action by the Board of Directors regarding coach employment are specified in Article VI – Board of Directors.

### **Section 2**

Certifications: Coaches must obtain their USS Non-Athlete annual registration and all required USS coach certifications and training in order to be employed by Vortex. Coaches are required to maintain all registrations and certifications in order to continue as an employee of Vortex.

### **Section 3**

Conflicts of Interest: A coach may not be employed by another competitive swim club without written permission from the Board of Directors. A written request must be made to the Board of Directors at least one month prior to the proposed start date. Coaches may not knowingly provide services to or recruit swimmers from other area USA Swim teams.

## **ARTICLE V – Membership Meetings**

### **Section 1**

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

### **Section 2**

Annual Membership Meeting: The Board of Directors shall set the location, date, and time of the annual meeting. The agenda for the Annual Meeting will include, but not be limited to, elections for Board of Director positions.

### **Section 3**

Special Meetings of the Members: The Board of Directors may call special meetings of the members. The Board of Directors shall give notice for special meetings as defined in Article V, Section 4, subsections c and d, below.

### **Section 4**

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, by first class mail or by electronic mail shall all be deemed reasonable.

- (a) Any notice shall notify the members of the place, date, and time of each annual or regular meeting of the members no fewer than seven (7) days or more than sixty (60) days before the meeting date.
- (b) Any 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 members' approval is sought.
- (c) Notice of a special meeting shall indicate the place, date, and time of the meeting and shall be given no fewer than two (2) days or more than (30) days before the meeting date.
- (d) 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.

### **Section 5**

Quorum: Twenty percent (20%) of the voting members as defined in Article III, Section 1, shall constitute a quorum for the transaction of business at a meeting of the members. If a quorum is not met, no voting action will be taken. Once a meeting begins, business may be transacted as long as a quorum is maintained.

### **Section 6**

Voting at Membership Meetings: Each family (regardless of the number of swimmers) or individual member who is current with all financial obligations and Commitment Agreement obligations is entitled to one (1) vote. A matter before the membership shall be considered to have passed if more than half (1/2) of the eligible voters in attendance affirm the proposal.

### **Section 7**

Manner of Voting: Voting may be carried out by voice, by a show of hands, or by written ballot. Voting by proxy is prohibited.

## **ARTICLE VI – Board of Directors**

### **Section 1**

Powers of the Board of Directors:

(a) General Corporate Powers: The business and affairs of Team Vortex Swim Club corporation shall be managed by the Board of Directors, which may exercise such powers and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done by the members.

**(b) Specific Powers:** Without limiting the general powers, and subject to the same limitations, the Board of Directors shall have the power to

- (i)** select, employ, and terminate the employment of a Head Coach and [support and advise the Head Coach in the selection, employment, and termination of subordinate coaches;] [Amended September 21, 2012]
- (ii)** select, employ, and terminate the employment of other non-coaching staff as the Board of Directors may deem appropriate and present said staff with a job description specifying their duties; and
- (iii)** develop an annual budget.

## **Section 2**

Number and Composition of Board of Directors: The Board of Directors shall fix the number of directors of the Corporation but in no event shall the number be less than five (5), one of whom is the Head Coach. The Head Coach shall not have a vote on any matter relating to their employment or compensation. The number and scope of directors can be changed at any official Board of Directors meeting as long as the number of directors remains greater than or equal to five (5).

## **Section 3**

Selection of Directors:

**(a) 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.

**(b) Election of Directors:** The Board of Directors shall be elected by a vote conducted at the annual membership meeting as defined in Article V. The candidates receiving the highest number of votes shall be considered elected to the Board of Directors. The Head Coach shall be selected pursuant to the hiring process defined by the Board.

## **Section 4**

Term of Office: The term of office of each director, excluding the Head Coach, is two (2) years or until a successor is elected and qualified. A board member may serve no more than two terms consecutively in the same position. Half the Board member positions will open in rotation at the end of one term of office and the other half of the positions will open in rotation at the end of the following term of office, again excluding the Head Coach.

## **Section 5**

Vacancies:

- (a) Definition: A vacancy may occur as a result of resignation, death, declared vacancy, or removal of a Board member.
- (b) Unexpired Term: A vacancy on the Board of Directors may be filled for the unexpired term by any member selected by a majority of the remaining Board members who is current with all financial obligations and any Commitment Agreement obligations.
- (c) Declared Vacancy: 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 a majority vote of the remaining Board Members.
- (d) Leave of Absence: A Board member may request a maximum of a two-month leave of absence. If approved, the Board member will retain his or her office in an inactive status. At the end of the two-month period, the Board member will either return as an active member to the Board or will submit his or her resignation (either explicitly or implied).

## **Section 6**

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. Such action may be initiated either by other Members of the Board or by the presentation of a petition signed by at least ten (10) percent of the membership. The matter and voting shall be conducted pursuant to the provisions regarding Special Meetings as outlined in Article V, Section 3 and Section 4, subsections c and d.

## **Section 7**

(a) Regular Meetings: Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors. The Board of Directors must hold at least one regular meeting every month except during the month of August.

(b) Minutes: Minutes of Board meetings shall be published to the general membership after approval by the Board of Directors.

## **Section 8**

Quorum: A majority of the number of voting directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the voting directors present may adjourn the meeting until a majority of voting directors is present.

## **Section 9**

Manner of Acting: The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **Section 10**

Voting: All members of the Board of Directors shall receive one (1) vote in all decisions made by the Board.

### **Section 11**

Compensation of Directors: The Board of Directors shall receive no regular compensation from the Team Vortex Swim Club, with the exceptions of the Head Coach and the Assistant Head Coach. The directors may be reimbursed for their expenses, if any, at pre-approved events for pre-approved reasons directly related to the Team Vortex Swim Club. Reimbursement requests shall be approved by the Club Treasurer.

### **Section 12**

Conflicts of Interest: It shall be considered a conflict of interests for a member of the Board of Directors to be on the Board of Directors of another U.S.A. Swimming competitive swim club. However, members of the Board of Directors may hold positions on the Board of Directors of a non-competitive club.

### **Section 13**

Employment of a Head Coach: This section shall govern all actions by the Board concerning decisions pertaining to the employment of a head coach and, when indicated, an Assistant Head Coach, including, but not limited to, hiring, employment provision negotiation, and termination. As used in this section ONLY, the term "board member" shall not include the Head Coach or Assistant Head Coach. For any Board action with respect to Head Coach, or Assistant Head Coach, employment, notice to Board Members shall be given in the manner prescribed for Special Meetings of the Membership as outlined in Article V, Section 4, subsections c and d. A majority vote of the entire board (other than the Head Coach) is required for approval of any such employment proposal.

### **Section 14**

Responsibilities of the Head Coach: The Head Coach and, when indicated, the Assistant Head Coach, shall have full responsibility for coaching staff training and supervision; team growth; planning and administration of workouts; determining swimmer placement and advancement; planning team meet schedule; and general team operations.

## **ARTICLE VII – Officers**

### **Section 1**

Number: The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, Head Coach and, when indicated, an Assistant Head Coach, each of whom shall be nominated and elected by the membership.

## **Section 2**

### Term of Office:

- (a) General: Each officer shall hold office until his/her successor shall have been duly elected or until he/she resigns. In no event shall an officer hold the same position for more than two consecutive terms.
  
- (b) Term Rotation: In executing the rotation of Board of Director positions, the terms of President and Vice President may not align so that the terms of both the President and Vice President terminate coincidentally. If this potential exists, the Board of Directors may affirm to extend the term of office of either office by up to one (1) year to eliminate the overlap. Neither may the terms of Treasurer and Secretary align so that the terms of both the Treasurer and Secretary terminate coincidentally. If this potential exists, the Board of Directors may affirm to extend the term of office of either office by up to one (1) year to eliminate the overlap.
  
- (c) Removal of an Officer: Any officer elected by the membership or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors.
  
- (d) Vacancies: The Board of Directors may fill a vacancy in any office for the remainder of a term by appointment.

## **Section 3**

Duties of the President: The President shall preside at all membership meetings. The President shall perform all other duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall have general supervision of the business and finances of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President or designee chosen by the Board shall sign on behalf of the Club all contracts or such other business documents as are required. The President's duties will also include being a signatory on the bank accounts.

## **Section 4**

Duties of the Vice President(s): In the absence or disability of the President, the Vice President(s) shall perform the duties of the President. The Vice President(s) shall



perform such other duties as from time to time may be assigned by the President or the Board of Directors. The Vice President(s) shall perform such other duties as are commonly performed by the Vice President of a voluntary organization.

### **Section 5**

Duties of the Secretary: The secretary shall (a) keep the minutes of the proceedings of the members and of the Board of Directors and shall distribute a copy of those minutes to each Board Member within 7 days from the date of the meeting; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and the seal of the corporation and ensure that the seal is affixed to all documents; (d) keep a register of the address of each member and board member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President of the Board of Directors. The Secretary shall perform the usual duties of the office of Secretary as are commonly performed by the secretary of a voluntary organization.

### **Section 6**

Duties of the Treasurer: The Treasurer shall oversee all financial aspects of Team Vortex. The Treasurer shall have the authorization to pay pool fees, coaching fees, and other expenses approved by the Board of Directors. The Treasurer shall make an annual financial statement showing all income and expenses and all assets that shall be submitted to the annual meeting of members. The Treasurer shall make a report of the Club's financial status at each regular Board meeting. The Treasurer shall be responsible for setting up an annual budget to be used as a guideline each year. The Treasurer shall also perform such other duties as are commonly performed by the Treasurer of a voluntary organization.

### **Section 7**

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

## **ARTICLE VIII – Committees**

The Board of Directors may appoint committees as deemed appropriate for executing any purposes named by the Board. Any member of the Club, including parents or swimmers, may participate in any board-appointed committee. Each committee shall report to the Board of Directors and no action shall be taken by a committee without prior Board approval. No committee may expend Club funds without approval of the Board.

## **ARTICLE IX – Indemnification**

Each person who is or was a director, officer, employee, or other agent 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 a director, officer, employee, or agent, or arising out of the status as a director, officer, employee, or agent (including serving at the 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 X – 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 Commitment Agreement.

#### **ARTICLE XI – Amendment of Bylaws**

The Bylaws of the organization may be amended by a simple majority, provided that 25% of the membership is present at the meeting. Any amendments must be submitted to the general membership in writing two (2) weeks in advance of the meeting for the purpose of voting on the amendment to the Bylaws.

#### **ARTICLE XII -- Dissolution**

Upon the dissolution of the Club, after paying or adequately providing for the debts and obligations of the Club, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.