

Bylaws of the Delta Barracuda Swim Team

Adopted: April 2001

Revised: March 2009

ARTICLE I. ORGANIZATION

- SECTION 1. Name.** The name of the organization shall be the "Delta Barracuda Swim Club, Inc.", hereinafter referred to as the "Club".
- SECTION 2. Incorporation.** The Club is incorporated in the State of Colorado under the Colorado Non-Profit Corporation Code to qualify as an exempt organization, and shall be managed at all times in such a manner as to qualify the Club for such an exemption.
- SECTION 3. Fiscal Year.** The fiscal year of the Club shall commence on the first day of January each year and terminate on the 31st day of December of the following year.
- SECTION 4. Nondiscrimination.** Consistent with Federal and State law, the Corporation does not discriminate in any of its programs, procedures, or practices on the basis of age, color, disability, national or ethnic origin, political affiliation, race, religion, sex, sexual or gender orientation, veteran status, or any other legally protected characteristic. The Corporation is an Equal Opportunity/Affirmative Action Employer.
- SECTION 5. Management.** The Club shall be managed by a Board of Directors, acting in accordance with these Bylaws.

ARTICLE II. MEMBERSHIP

- SECTION 1. Membership Classes.** There shall be two classes of membership in the Club: (1) Regular members and (2) Competitor members. Regular members shall be defined as the parents or legal guardians of Competitor members. Competitor members shall be those swimmers who are members of the Club team from time to time. An eligible Competitor is any person who is 19 years or younger and able to swim 15 yards of the pool.
- SECTION 2. Eligibility.** The membership shall be open to any resident of the State of Colorado; provided, however, at all times a majority of Competitor members must be residents of Delta County, Colorado.
- SECTION 3. Good Standing.** The Membership shall also be contingent upon payment of such periodic registration fees and various membership dues as the Board of Directors may from time to time determine. Fee payments must be current.

ARTICLE III. PURPOSES AND POWERS

SECTION 1. Mission. The Delta Barracuda Swim Team welcomes swimmers of all ages and abilities. We strive to instill the qualities of self-discipline and sportsmanship to help our swimmers reach their highest potential. Through personal achievements and team growth, we empower our swimmers to be champions in and out of the water for a lifetime. Any swimmer who does their best is a winner.

SECTION 2. Purposes. The purposes of the Club shall include the following:

- A. To provide an opportunity for all children eligible for membership to engage in a wholesome, lifesaving, lifetime sport and recreational activity;
- B. To promote physical fitness and good patterns of physical development, and to encourage proper conditioning and health habits;
- C. To provide opportunities for social, emotional, and educational development and to encourage peer and family participation; and
- D. To promote the involvement in age-group programs and provide an opportunity for members to compete in organized swimming competitions.

SECTION 3. Powers. The powers of the Club shall include the following:

- A. The participation in and conduct of such meets and competitions as the Board of Directors shall determine from time to time to be in the best interests of the Club;
- B. The publication and distribution of programs, newsletters and other publications designed to promote the activities and affairs of the Club;
- C. The solicitation and sale of advertising space in such publications and obtaining of sponsorships for competitions and publications;
- D. The receipt of and implementation of contributions of money or other things of value for scholarships, operations, programs or other causes in furtherance of the affairs and interests of the Club;
- E. The retaining of such person, firms, or corporations as may be necessary in order to provide special services to the Club;
- F. The purchase, sale, and conveyance of real or personal property and the entry into any contracts, leases, or other agreements necessary to properly conduct and administer the affairs of the Club;
- G. The operation of food concessions and the sale of swimming equipment and paraphernalia to its members and other persons; and
- H. The authorization to engage in such other lawful activities as may be necessary to properly carry out the purposes of the Club and conduct its' affairs.

ARTICLE IV.
RIGHTS AND
LIABILITIES
OF MEMBERS

SECTION 1. Liability Limitation. No director, officer, member, 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 membership dues and entry fees.

SECTION 2. Rights. Regular members shall have one (1) vote on all matters brought before a vote of the membership. Competitor members shall have no voting rights.

ARTICLE V.
MEETINGS OF
MEMBERS

- SECTION 1. Annual Meeting.** The Club shall hold a meeting of the membership annually at any time for the purpose of reviewing the activities and financial affairs of the Club, electing a Board of Directors, and conducting such other business as may properly come before the meeting. The Club may also hold other special meetings of the membership as may be necessary from time to time to properly conduct the affairs of the Club. Such special meetings 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 Regular members.
- SECTION 2. Notice.** All meetings of members shall be held at a convenient hour and place designated by the Board of Directors. Written notice of the meeting shall be given to all members not less than ten (10) days before said meeting.
- SECTION 3. Quorum.** At any meeting of membership attendance in person of at least fifteen percent (15%) of the Regular members shall constitute a quorum. Only Regular members present at the meeting shall have the right to vote, as there shall be no voting by proxy. Unless otherwise established by the Articles of Incorporation or the Bylaws, the decision of a majority of the members voting shall be the decision of the Club.

ARTICLE VI.
BOARD OF
DIRECTORS

- SECTION 1. Directors.** A board of ten (10) Directors shall be elected by and from the Regular members of the Club present at the Annual Meeting, except that the Swimmers' Representative shall be elected by a majority of Competitive members present at a designated practice during the swim season. A simple majority of Regular members present will determine the election for the nine Board Directors. The term of each Director shall be two (2) years, or until his/her successor is elected and qualified, except that the swimmers' Representative shall be elected annually. Any vacancy in the Board of Directors caused by death, resignation, or disqualification of a Director shall be filled by a majority vote of the remaining Directors until the next annual meeting. Candidates for the Board must be members in good standing and be 20 years or older, with the exception of the Swimmers' Representative. Each family shall be limited to one adult member on the Board at any time.
- SECTION 2. Duties and Powers.** The duties and powers of the Board of Directors shall be such as usually devolve upon the Directors of any club or association and may include the selection of the place, fixing of the date, making all arrangements necessary for holding meetings of the Club, and the publication of whatever information the Directors deem essential to the benefit of the Club. The Directors shall have the power to adopt rules and regulations, and to alter and amend the same from time to time, for the conduct of the business and activities of the Club. The Board of Directors shall have the authority to generally conduct all of the lawful affairs of the Club, including but not limited to, entering into any contracts, leases, or other agreements necessary to carry out the purpos-

es of the Club. The Directors shall exercise all of the powers of the Club as permitted by law, subject to the provisions of the Articles of Incorporation and these Bylaws.

SECTION 3. Election of Officers. The Board of Directors shall annually elect from among the Directors a President, Vice-President, Secretary, and Treasurer. A majority vote of the Board shall be necessary for the election of officers. No Director shall hold more than one (1) office at any time, excepting the offices of Secretary and Treasurer, which may be held by the same person at the discretion of the Board of Directors.

SECTION 4. Board Positions. The 10 positions of the Board of Directors shall usually be the following, unless otherwise agreed by a majority of the Board:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer
- E. Registrar
- F. Ways and Means
- G. Meet Director
- H. Western Slope League (Zone 4) Representative
- I. Swimmers' Representative
- J. Head Coach

SECTION 5. President. The President shall preside at all meetings of the membership and of the Board of Directors, shall perform such other duties as may be determined by the Board of Directors, and shall perform and discharge such other duties as generally devolve upon a chief executive officer.

SECTION 6. Vice-President. The Vice-President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform such other duties as may be prescribed by the Board of Directors.

SECTION 7. Secretary. The Secretary shall have the custody and care of the corporate records of the Club, shall attend all meetings of the members and of the Board of Directors, shall ensure that a true and complete record of the proceedings of all such meetings is kept, shall file and take charge of all papers and documents belonging to the Club, shall keep a list of members entitled to vote and make them available for inspection by Club members, and shall perform such duties as may be prescribed by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall keep correct and complete records showing accurately at all times the financial condition of the Club, shall be the legal custodian of all monies and other valuables which may from time to time come into the possession of the Club, shall maintain a bank account in the name of the Club, shall furnish at meetings of the Board of Directors and membership, or whenever requested by the Board of Directors, a statement of the financial condition of the Club, and shall perform such other duties as the Board of Directors may prescribe.

SECTION 9. Registrar. The Registrar shall conduct the Club's relationship with Colorado Swimming, Inc., including but not limited to providing all information for swim meets, maintaining registration records for swimmers, entering eligible swimmers in meets, managing official timing and other records for meets hosted by the Club, and serving as the Corresponding Secretary to manage communication between the Board of Directors and the Club, especially with regard to annual registration, swim meets, and championship qualifying status. The Registrar shall perform such other duties as the Board of Directors may prescribe.

- SECTION 10. Ways and Means.** The Ways and Means Director shall be in charge of fund-raising and publicity activities of the Club. Other Directors or Club members may pursue fund-raising activities, with the approval of the Board.
- SECTION 11. Swimmers' Representative.** The Swimmers' Representative shall communicate with fellow swimmers to represent the athletes during Board meetings. The Swimmers' Representative shall advise the Board about problems or needs of swimmers, and make recommendations to help improve the team.
- SECTION 12. Western Slope League (Zone 4) Representative.** The Zone 4 Representative shall attend Zone 4 meetings and represent the Club and its needs to the Western Slope League. The Zone 4 Representative shall report back to the Board of Directors the results of the League meetings.
- SECTION 13. Meet Director.** The Meet Director is responsible for producing the Club's home swim meets. Responsibilities include applying for meet sanctions from CSI, communicating the needs of the Club to the Recreation Center, assigning specific meet responsibilities to committees or persons, securing awards, and other tasks as are necessary for the successful production of sanctioned swim meets.
- SECTION 14. Head Coach.** The Head Coach shall serve on the Board of Directors to facilitate effective communication between the Directors, who make policy and accept responsibility as volunteers for specific Club functions, and the paid staff. The Head Coach shall make recommendations to the Board to help improve the Club, and shall be a full member of the Board with all rights and responsibilities. However, the Head Coach shall excuse himself/herself from deliberations and votes relating to the employment of the Head Coach.
- SECTION 15. Committees.** The Board of Directors shall also have the authority to establish committees as may be necessary to further and promote the interests and activities of the Club. Such committees may be comprised of both Directors and other Regular members.
- SECTION 16. Temporary Duties.** In case of the absence of any officer of the Club, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other Director, for the time being, provided a majority of the Board of Directors concurs therein.
- SECTION 17. Quorum of the Board.** The presence of at least five (5) members of the Board of Directors shall be necessary in order to constitute a quorum for the purpose of conducting business at any meeting of the Board of Directors. Except as may otherwise be provided in the Articles of Incorporation or these Bylaws, the decision of a majority of the Directors present at any meeting shall be the decision of the Club.
- SECTION 18. Meetings.** Meetings of the Board of Directors shall be held in the fall and the spring, and at least biweekly during the swim season. Other meetings may be held on the call of the President or a majority of the Directors. All members of the Board and all Regular members of the Club shall be advised, either orally or in writing, as to the time and place of any Board meeting. Notice shall be given at least three (3) days prior to the date of the meeting. Regular members of the Club are encouraged to attend Board meetings. Attendance at any meeting shall constitute a waiver of notice thereof.
- SECTION 19. Removal.** The Board of Directors may remove from office any officers, committee chairmen or committee members who has/have failed to attend to their official duties or member responsibilities, or have done so improperly. No officer, committee chairman or committee member may be removed without receiving a five (5) days' written notice.

ARTICLE VII.
INDEMNIFICATION OF
DIRECTORS
& OFFICERS

SECTION 1. Indemnification. The Club shall indemnify any person made a party to any action, suit, or proceeding by reason of the fact that such person, or his successor or assign, is or was a Director, officer, or employee of the Club against the reasonable expenses, including attorney fees, actually and reasonable incurred by such person in connection with the defense of such action, suit or proceeding. The Club may also reimburse to any such Director, officer, or employee the reasonable costs of settlement of any action, suit or proceeding if it shall be found by a majority of the Regular members that it was to be the interests of the Club that such settlement be made. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled apart from the provision of these Bylaws.

ARTICLE VIII.
CONTRACTS
& FINANCES

SECTION 1. Contracts. Contracts for personal services shall require approval by two-thirds (2/3) of the full Board of Directors. Contracts involving loans, leases or other obligations of more than twelve (12) months' duration shall be ratified by a majority of all Regular members. All contracts and agreements authorized by the Board of Directors shall, unless otherwise directed by the Board of Directors, be signed by the President of the Club.

SECTION 2. Budget. The Treasurer shall prepare a projected budget each year at the start of the swim season for submission to the Board. An updated budget report shall be provided at each Board meeting.

SECTION 3. Financial Reports. The Treasurer shall prepare an unaudited financial report for each fiscal year, no later than the first Board meeting of the new year. The report shall be reviewed and formally accepted by the Board. An additional report shall be prepared and presented to the Board for approval with every change of the Treasurer.

SECTION 4. Audits. At such time as income amounts for the Club consistently exceed \$50,000.00, or at such other time as the Board shall determine, the services of an independent auditor with experience auditing nonprofit organizations shall be secured. The auditor shall be requested to make an annual audit of the Club finances and to render a professional opinion on Club financial policies and procedures.

SECTION 5. Operating Income. Operating income is derived from the following sources: dues, donations, profits, swim meet fees, consignment or product sales and grants received.

SECTION 6. Operating Expenses. Possible operating expenses include coach compensation, pool rental, office expenses, meet expenses, relay fees, team registration fees and other similar expenditures.

SECTION 7. Authorization of Expenditures. All checks and drafts issued by the Club shall be signed by the President, Treasurer or Registrar, or such other person as may be from time to time so authorized by the Board of Directors. Amounts greater than \$1000.00 require two signatures. Reimbursement requests must be accompanied by receipts and shall be submitted to the Treasurer. Reimbursements other than normal registration, meet or relay fees, and reimbursement requests exceeding \$500.00 shall be presented to the Board for approval.

SECTION 8. Reconciliation Procedures. When an invoice is submitted, it shall be approved for payment by the President or Vice-President. The Treasurer shall issue and sign the check for payment, and shall balance the bank accounts monthly. A third Director, such as the Registrar, Ways and Means Director or Secretary, shall review the bank account reconciliation and approve it monthly.

SECTION 9. Ways and Means. Any fund-raising project or grant application opportunity shall be submitted in advance to the Board for approval.

ARTICLE IX.
NON-PROFIT
ORGANIZATION

SECTION 1. Non-Profit Basis. The Club shall, at all times, be operated on a non-profit basis for the mutual benefit of its members. No dividends or other interests in the assets of the Club shall be paid by the Club to its members. No part of the earnings of the Club shall inure to the benefit of, or be distributed to, its members, officers, Directors, or any other private persons or corporations, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and expenses incurred and to make payments and distributions and in full furtherance of the purposes set forth herein.

SECTION 2. Prohibited Activities. No substantial part of the activities of this Club shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Club shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation of these Bylaws, the Club shall refrain from engaging in any other activities not permitted of any tax-exempt organization under Section 501 of the Internal Revenue Code.

ARTICLE X.
TERMINATION &
DISSOLUTION

SECTION 1. Termination. The Club may be terminated and dissolved upon the affirmative vote of at least two-thirds (2/3) of all Regular members entitled to vote. In the event of such termination and dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Club, make a determination for the further disposition of any additional assets or net worth of the Club, according to the requirements stated in the Articles of Incorporation.

ARTICLE XI.
AMENDMENT
& RULES OF ORDER

SECTION 1. Amendment. The power to make, alter, amend, or repeal these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect alteration, amendment, or repeal of the Code of Bylaws.

SECTION 2. Rules of Order. Roberts Revised Rules of Order shall be the parliamentary guide for all meetings of the members, the Board of Directors or of committees, but shall not take precedence over these Bylaws.

SECTION 3. Interpretation. Any question as to the proper interpretation of these Bylaws shall be determined by a majority of the Board of Directors.

Adopted this 23rd day of April 2001, by the Board of Directors.
Revised this 15th day of March 2009, by the Board of Directors.

Delta Barracuda Swim Team, Inc.

By: _____
President

Attest: _____
Secretary