

**AMENDED AND RESTATED
BYLAWS OF NORTH JEFFCO SWIM TEAM**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is North Jeffco Swim Team. The Team shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Act. The address of the registered office may be changed from time to time by the Team as long as the proper filings are made with the Colorado Secretary of State. The principal office of the Team shall be the same as the address of its Secretary and the mailing address of the Team is Post Office Box 746396, Arvada, Colorado 80006.

**ARTICLE II
PURPOSE**

The Team does not contemplate pecuniary gain or profit to the Members thereof, and its principal purpose is to administer the affairs of the Team. The Team will operate as a year-around competitive swimming program which will enable the youth of the Team to progress from learn-to-swim programs into competitive swimming at the local, state and/or national levels in accordance with their respective abilities and desires. The Team will also engage in activities which are related to the furtherance of its principal purpose.

**ARTICLE III
OBJECTIVES**

Section 1: The Team shall strive for the improvement and promotion of competitive swimming in accordance with the swimming programs of United States Swimming, Inc. and, in particular, Colorado Swimming, Inc.

Section 2: The Team shall strive for the establishment and maintenance of a competitive swimming program that promotes good sportsmanship, physical and mental conditioning for competitive swimming, and team spirit.

Section 3: The Team shall strive to develop competitive swimmers for their respective mental, physical, and emotional betterment.

**ARTICLE IV
DEFINITIONS**

Section 1: "Act" shall mean and refer to the Colorado Revised Nonprofit Corporation Act and any successor law thereto.

Section 2: "Board" shall mean and refer to the Team's Board of Directors.

Section 3: "Member" shall mean and refer to (a) a family group, (b) a young adult, or (c) each of the Head Senior Coach and the Head Age Group Coach, entitled to membership in the Team as more fully set forth in Article V.

Section 4: "Member in Good Standing" shall mean and refer to one single individual over the age of 18 years of age from each Member, which Member, at the time in question, has paid all dues and fees then owing. As prescribed in various Sections of these Bylaws, entitlement to vote on all Member actions, and the determination of quorums, are based on Members in Good Standing.

Section 5: "Team" shall mean and refer to North Jeffco Swim Team and its successors and assigns.

Section 6: "Team Swimmer" shall mean and refer to a Member's child or ward who is participating in the Team's swimming program.

ARTICLE V MEMBERSHIP

Section 1: Eligibility. The Team shall have three classes of Members: (a) family groups (parent(s)-child(ren) or guardian(s)-child(ren)), (b) young adults, at least eighteen years of age, who join the Team in their own right, and (c) the Head Senior Coach and the Head Age Group Coach. Except as otherwise noted in these Bylaws, all Members shall have the same rights and obligations. Any family group or young adult is eligible to apply to be a Member of the Team. The Board may, by majority vote, deny membership to any family group or young adult applicant. Each of the Head Senior Coach and Head Age Group Coach shall be deemed to be Members in Good Standing, without the payment of any dues or fees, as long as he or she is employed by the Team as Head Senior Coach or Head Age Group Coach. Membership in the Team is not transferable or assignable.

Section 2: Status of a Team Swimmer. A child or ward of a Member or a young adult Member may obtain Team Swimmer status by demonstrating his or her swimming ability to the satisfaction of the coach of the swim practice group in which such Team Swimmer is to be placed. All Team Swimmers shall be attached to the Team in accordance with United States Swimming, Inc. regulations.

Section 3: Termination of a Team Swimmer Status. If the conduct of any Team Swimmer shall be found detrimental to the best interest of the Team, the Board may request his or her resignation or suspend or terminate his or her status as a Team Swimmer in accordance with such Team Swimmer Termination policies as may be adopted by the Board from time to time.

Section 4: Termination of a Membership. A membership may be terminated in one of three ways.

(a) A Member may resign by submitting written notice to the Team but such resignation shall not relieve such Member of the obligation to pay any unpaid dues, fees, or other amounts due to the Team at the time of such resignation.

(b) If any Member shall fail to pay such Member's dues and fees, as more fully explained in Article XIV, the Board may suspend or terminate such Member's membership.

(c) Membership may be otherwise terminated in accordance with such Membership Termination policies as may be adopted by the Board from time to time.

Section 5: Reinstatement. A Team Swimmer status or a membership status that has been suspended or terminated may be reinstated by the Board upon approval of the Member's written request, upon such terms as the Board may deem appropriate.

Section 6: Privileges of Membership. A Member in Good Standing may hold office and may make motions, debate and vote in Team affairs at meetings of the Members in accordance with the applicable requirements for such actions as set forth in these Bylaws.

Section 7: Number of Votes. Each Member in Good Standing is entitled to only one vote on each matter submitted to a vote of the Members irrespective of the number of Team Swimmers comprising that membership.

ARTICLE VI MEETING OF MEMBERS

Section 1: Annual Meetings. A regular annual meeting of the Members shall be held during September (or such other month as the Board may determine) of each year. At this meeting, the Members in Good Standing shall elect Board members, approve an annual budget, and transact such other business as may come before the Members at such meeting.

Section 2: Special Meetings. Special meetings of the Members may be called at any time by the President, by the Board, or upon a signed and dated written request, stating the purpose(s) of such meeting, from not less than one-fourth of the Members in Good Standing.

Section 3: Notice of Meetings; Record Date. Written notices of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting and delivered personally, by mail, or by email to each Member not less than 10 nor more than 60 days before the date of such meeting. Notice shall be effective at the earliest of: (a) the date received, if given in person or via email, or (b) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed

correctly addressed and with first class postage affixed. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose(s) of the meeting. Notices of regular annual meetings shall include a description of any matters to be considered at such meeting if such matters must be approved by the Members in Good Standing or if the approval of the Members in Good Standing will be sought for the following: conflict of interest transactions, indemnification of a Director, amendment of Articles of Incorporation or Bylaws, merger, sale of property other than in the regular course of business, or dissolution of the Team. When giving notice of an annual, regular, or special meeting of Members, the Team shall give notice of a matter a Member intends to raise at the meeting if (i) the Team is requested in writing to do so by a person entitled to call a special meeting, and (ii) the request is received by the Secretary or President at least 10 days before the Team gives notice of the meeting.

Section 4: Quorum. One-tenth of the Members in Good Standing shall constitute a quorum for any action except as otherwise provided in these Bylaws. If, however, such a quorum shall not be present or represented at any meeting, a majority of the Members in Good Standing there present shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until such a quorum shall be present or be represented.

Section 5: Manner of Acting; Proxies. A majority of the votes entitled to be cast on a matter to be voted upon by Members in Good Standing, for which a quorum is present, shall be necessary for the adoption thereof unless a greater portion is required by law or these Bylaws. At any meeting of Members, a Member in Good Standing entitled to vote may vote by proxy in accordance with the Act.

Section 6: Informal Actions and Written Ballots. Any action which may be taken at a meeting of Members may be taken without a meeting in accordance with provisions of the Act. A vote on any action which may be taken at a meeting of Members may be taken without a meeting and by written ballot in accordance with provisions of the Act. Only Members in Good Standing as of the record date for such actions, as shown on a roster prepared at the direction of the Secretary, shall be entitled to vote by informal action or written ballot.

Section 7: Record Date; Roster of Members in Good Standing. The record date by which the Team may determine which Members are entitled to notice of meetings and which Members in Good Standing are entitled to vote on matters shall be set by the Board but such date may not be more than 70 days before the meeting or action date. The Secretary shall cause a roster listing all Members and all Members in Good Standing as of the record date to be prepared immediately prior to each Member meeting and kept at such meeting.

ARTICLE VII
BOARD OF DIRECTORS: TERM OF OFFICE & COMMITTEES

Section 1: Number. The Board, made up of nine Directors, shall manage the affairs of the Team. Seven of the Directors, who shall be elected at-large, must have been Members of the Team for not less than one year and must be Members in Good Standing as of the record date for such election. The remaining two Director positions shall be standing positions which will be automatically held by the Head Senior Coach and the Head Age Group Coach. The Team shall strive for representation from each practice squad in filling the seven elected Director positions.

Section 2: Term of Office. The term of office for the seven elected Directors shall be two years, with four elected on even numbered years and three elected on odd numbered years. The two standing Director positions shall be held automatically by the then-acting Head Senior Coach and Head Age Group Coach for so long as such person fills such position.

Section 3: Removal; Vacancies. Any of the seven elected Directors may be removed from the Board, for cause only, by a vote of the Members in Good Standing in accordance with the Act. A Director may be so removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting called for the purpose of electing Directors. In the event of death, resignation or removal of an elected Director, such Director's successor shall be selected by a majority vote of all remaining Directors, and shall serve for the unexpired term of his or her predecessor.

Section 4: Compensation. No Director shall receive, directly or indirectly, any salary, compensation or emolument from the Team; provided, however, that any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties as a Director and any Director may receive reasonable set compensation solely in such individual's capacity as an employee or independent contractor of the Team for services actually rendered.

Section 5: Consecutive Terms. The same individual of a Member may not be on the Board for more than two consecutive two-year terms, except (a) for the Head Senior Coach and the Head Age Group Coach, who shall not be so limited, and (b) that the time served by any Member who is appointed by the Board to fill a Director's seat vacancy shall not count towards such Member's two consecutive two-year term limit.

ARTICLE VIII
NOMINATION AND ELECTION OF DIRECTORS

Section 1: Nomination. Nominations for election to the Board may be made by a Nominating Committee, if the Board appoints such a committee, and may also be made by the Board or by individual Members prior to or from the floor at the annual regular meeting of Members. Only Members fulfilling the requirements set forth in Article VII, Section 1, shall be eligible for nomination.

Section 2: Election. At the annual election of Directors, each Member in Good Standing may cast one vote for each director seat to be filled. Cumulative voting is not permitted. That number of candidates equaling the number of directors to be elected, having the highest number of votes cast in favor of their election, shall be elected to the board of directors; provided, however, that if there are only the same number of nominees as there are seats to be filled, no Member vote shall be required and all nominees shall be deemed elected. If a Member vote is required, election shall be by secret written ballot which shall list the slate of candidates.

ARTICLE IX MEETINGS OF DIRECTORS

Section 1: Regular Meetings. A regular meeting of the Board shall be held, without other notice than these Bylaws, immediately after and at the same place as the annual regular meeting of the Members. Additional regular meetings of the Board shall be held monthly, or at such other interval as the Board may from time to time determine, at such place and hour as may be fixed from time to time by resolution of the Board. Notice of such additional meetings, stating the place, date, and hour of the meeting, shall be given to each Director at least two days' prior to the meeting either in person, by telephone, or by email.

Section 2: Special Meetings. Special meetings of the Board shall be held when called by the President or by any three Directors. Notice of such special meetings, stating the place, date, and hour of the meeting, shall be given to each Director at least two days' prior to the meeting either in person, by telephone, or by email.

Section 3: Quorum. A majority of the full Board shall constitute a quorum for the transaction of business. If less than a majority of Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 4: Manner of Acting; Proxies. Every act or decision done or made, after a quorum exists, shall be by a majority of the Directors present or otherwise taking such action except when a greater number is required by the Act or by these Bylaws. At any meeting of Directors, a Director entitled to vote may vote by proxy in accordance with the Act.

Section 5: Meetings by Telephone. The Board and any committee may hold meetings by means of conference telephone or similar communications equipment provided that all persons so participating in such meeting can hear each other at the same time.

Section 6: Informal Actions. Any action which may be taken at a meeting of Directors may be taken without a meeting if each and every Director in writing either (a) votes for such action, or (b) (i) votes against such action or abstains from voting, and (ii) waives the right to demand that action not be taken without a meeting. Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum votes

that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted. No action taken pursuant to this Section shall be effective unless writings describing the action taken and otherwise satisfying the requirements of this Section, signed by all Directors and not revoked as permitted by the Act, are received by the Team. Any such writing may be received by the Team by electronically transmitted facsimile or other form of wire or wireless communication providing the Team with a complete copy of the document, including a copy of the Director's signature on the document. Action taken pursuant to this Section shall be effective when the last writing necessary to effect the action is received by the Team unless the writings describing the action taken state a different effective date. Action taken pursuant to this Section has the same effect as action taken at a meeting of Directors. All signed written instruments necessary for any action taken pursuant to this Section shall be filed with the minutes of the meetings of the Board.

ARTICLE X POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1: Powers. The Board shall have the power to:

- (a) Prescribe, within the stated purpose of the Team as set forth in these Bylaws, the scope of activities of the Team and adopt and publish rules and regulations pertaining thereto. Said rules and regulations must have the affirmative vote of a majority of the Board members present at a meeting, where a quorum exists, to become effective;
- (b) Suspend the voting rights of a Member and the right of that Member's Team Swimmer(s) to participate in the swimming program of the Team during the period in which such Member shall be in default in the payment of the dues and fees levied by the Team;
- (c) Exercise all powers, duties and authority vested in or delegated to the Board and not reserved to the membership by other provisions of these Bylaws;
- (d) Declare the office of a member of the Board to be vacant in the event such Director shall be absent without being excused from three consecutive regular meetings of the Board;
- (e) Employ and terminate a Head Senior Coach and a Head Age Group Coach and, with input and guidance from the Head Senior Coach and Head Age Group Coach, other Team coaches, and such other employees as it deems necessary and to prescribe their duties and remuneration; and
- (f) Take all other actions which the Team has power to undertake as specified in the Act. No legally adopted rules or regulations or other decisions of the Board may be reversed by the Members except by a majority vote of all Members in Good Standing at a special meeting called for such purpose.

Section 2: Duties. It shall be the duty of the Board of Directors to, or to direct by Board resolution the appropriate officer or Team employee to:

- (a) Keep a complete record of all its acts and Team affairs and to present a statement thereof to the Members at the annual regular meeting of the Members, or at any special meeting when such a statement is requested in writing by one-fourth of the Members in Good Standing;
- (b) Negotiate agreements for pool facilities and other services as may from time-to-time become necessary or desirable for the Team;
- (c) Receive, investigate and take appropriate actions on grievances and complaints expressed in writing by Members, the Head Senior Coach, the Head Age Group Coach, the provider(s) of pool facilities, and others;
- (d) Supervise all agents and paid or volunteer employees of the Team, and see that their duties are properly performed;
- (e) Fix the amount of and collect fees and monthly or periodic dues;
- (f) If it deems appropriate, cause all officers or employees having fiscal responsibilities to be bonded;
- (g) Secure appropriate insurance;
- (h) Supervise, or designate one or more Members to act as Meet Director and supervise, home meet-related Team activities including the organization and conduct of swim meets. Meet Director(s) shall actively communicate and coordinate with, and act under the direct supervision of, the Board; and
- (i) Perform or cause to be performed all other duties as may be required in furtherance of the purpose and objectives of the Team.

ARTICLE XI OFFICERS AND THEIR DUTIES

Section 1: Enumeration of Officers. The officers of the Team shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall at all times be Directors and together which shall constitute the Executive Committee, and such other officers as the Board may from time to time by resolution appoint.

Section 2: Special Appointments. The Board may elect such other officers as the affairs of the Team may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 3: Multiple Offices. A person may, in the Board's discretion, simultaneously hold more than one of the offices enumerated in Section 1 of this Article.

Section 4: Officers Election and Term. The Directors shall elect the standing officers annually at the Board meeting held immediately after the annual regular Members meeting or as soon thereafter as reasonably possible. New offices and special appointments may be created and filled at any meeting of the Board

Section 5: Duties. The duties of the officers are as follows.

(a) President. The President shall serve as the Chief Executive Officer; preside at all meetings of the Board; see that orders and resolutions of the Board are carried out; sign all written instruments; co-sign all promissory notes; and be an ex-officio member of all committees and chair the Executive Committee. Except as delegated to the Head Senior Coach and/or Head Age Group Coach, the President shall also serve as the principal spokesperson for the Team in coordinating and communicating Team affairs.

(b) Vice President. The Team shall have one or more Vice Presidents. A Vice President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act; receive, investigate or cause to be investigated as deemed necessary all grievances and complaints and report his or her findings and recommendations to the Board, and exercise and discharge such other duties as may be required of him or her by the Board. Two of the Vice President positions shall be standing positions which shall be automatically held by the Head Senior Coach and the Head Age Group Coach.

(c) Secretary. The Secretary shall prepare and maintain minutes of the Directors' and Members' meetings and other non-financial records and information required to be kept by the Team under the Act; authenticate records of the Team; record the votes taken in all proceedings of the Board and of the Members; keep or direct the Team Manager to keep appropriate current records showing the Members, together with their addresses; supervise the establishment and maintenance of nonfinancial records on Team activities (excluding those records related to Team Swimmers' performance, which shall be kept by the coaches), and perform such other duties as required by the Board

(d) Treasurer. The Treasurer shall, or shall cause the Team Manager under the Treasurer's supervision to, receive and deposit to appropriate bank accounts all monies of the Team and disburse such funds as directed by the Board or the President; co-sign all checks and promissory notes; establish and maintain proper books of account; prepare an annual budget and a statement of income and expenditures to be presented to the Members at the annual regular Members' meeting; and cause an annual audit of the books to be made each fiscal year or an annual review by an Audit Committee of not less than three Members who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the review.

Section 6: Compensation. No officer shall receive, directly or indirectly, any salary, compensation or emolument from the Team; provided, however, that any officer may be reimbursed for his or her actual expenses incurred in the performance of his or her duties as an officer and any officer may receive reasonable set compensation solely in such individual's limited capacity as an employee or independent contractor of the Team for services actually rendered.

Section 7: Removal; Vacancies. Any officer elected or appointed by the Board may be removed by the Board at any time. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

ARTICLE XII COMMITTEES

Section 1: Executive Committee. The Executive Committee, made up of the President, the Vice Presidents, the Secretary, and the Treasurer, shall conduct business necessary to sustain operation between the regular Board meetings.

Section 2: Other Committees. The Board may appoint other committees as deemed appropriate in carrying out its purposes. These may be either standing committees, such as the Executive Committee, or special committees, such as an Audit, Search, Communication, or Nominating committee.

Section 3: Committees of Directors. No committee shall have the authority of the Board in the management of the Team unless such committee meets all the requirements of a committee of directors as set forth in the Act.

Section 4: General. One member of each committee shall be appointed chairman by the persons authorized to appoint the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. The same rules described in these Bylaws regarding meetings, action without meeting, and notice similarly apply to the committees.

ARTICLE XIII BOOKS AND RECORDS

The Team shall keep such corporate, accounting, and other records as are required by the Act and other applicable law. The books, records and papers of the Team shall be subject to inspection by Members in accordance with the provisions of the Act.

ARTICLE XIV DUES, FEES, AND INCOME

Section 1: Dues. Each Member is obligated to pay dues, as established by the Board, to the Team in order to maintain a status of Member in Good Standing. If dues are not paid within 10 days after the due date, the Member may be declared, at the discretion of the Board, a non-Member and the Team Swimmer(s) of said non-Member barred from participation in the swimming program of the Team. Dues once paid may be refunded in accordance with such Dues Refund policies as may be adopted by the Board from time to time.

Section 2: Amount of Dues. The amount of the dues shall be fixed by majority vote of the full Board. The Board shall be empowered to change the dues from time to time as it deems necessary.

Section 3: Fees. Each Team Swimmer is obligated to pay his or her swim meet entry fees to the Team in order to maintain a status of Member in Good Standing.

Section 4: Other Income. Income the Team shall receive from authorized activities, contributions, or donations shall be accounted for by the Treasurer.

Section 5: Swimmer Support Fund. The Team may, at the discretion of the Board, maintain a Swimmer Support Fund for each Member. Additions to this fund shall be a percent of amounts raised by the Member in various fund raising activities. These activities and the percent shall be determined by the Board. Disbursement of these funds will be made only upon written request of an adult of the Member, and only for expenses actually incurred and which relate to the purposes and objectives of the Team. The Team will require that each Member maintaining a Swimmer Support Fund fill out all paperwork necessary in order for the Team to comply with tax and other laws applicable to any such Swimmer Support Fund.

ARTICLE XV EXPENDITURES

Section 1: Primary Concerns. The Team shall provide for the necessary facilities, equipment, and manpower to carry out its swimming program.

Section 2: Additional Support. Within its resources, the Team may provide, at the discretion of the Board, financial assistance in sending its coach(es) to seminars, clinics and out-of-town meets.

Section 3: Authorization. Each of the President, the Treasurer, and either the Team Manager or, if there is no Team Manager, then one other Director is authorized to disburse the funds of the Team. In addition, the Board, in its discretion, may delegate such fund disbursal authority to other non-Board members. Each such individual having fund disbursal authority ("Authorized Bank Signor") shall have his or her signature on

file at the financial institution(s) selected by the Board. Two signatures, either from two Authorized Bank Signors or from one Authorized Bank Signor and a second Director, are required on any Team check exceeding \$250.00.

ARTICLE XVI INDEMNIFICATION OF OFFICERS, DIRECTORS, AGENTS, AND EMPLOYEES

To the extent permitted by the Act and any other applicable law, the Board may, and to the extent required by the Act or any other applicable law, the Board shall, indemnify any Director, officer, employee, or agent, or former Director, officer, employee, or agent, of the Team against liability and expenses incurred in connection with the holding of such position.

ARTICLE XVII AMENDMENTS

These Bylaws may be amended, at a regular or special meeting of the Board, by a vote of one-half of all Directors unless: (a) the Act or the Articles of Incorporation reserve such power exclusively to the Members in whole or in part, (b) such amendment would fix a lesser or greater quorum requirement or a greater voting requirement for Members, or (c) such amendment would result in a change of the rights, privileges, preferences, restrictions, or conditions of the membership class as to voting, dissolution, redemption, or transfer by changing those rights with respect to another class, all of which amendments may be made only by the Members. The Members may amend the Bylaws even though the Bylaws may also be amended by the Board. In order for the Members to amend the Bylaws, Members representing at least one-fourth of the Members in Good Standing may propose an amendment to the Bylaws. One-fourth of the Members in Good Standing shall constitute a quorum for taking action on any such proposed amendment to the Bylaws. A majority of the votes entitled to be cast on such proposed amendment to the Bylaws, for which a quorum is present, shall be necessary for the adoption thereof, except that any such amendment that adds, changes, or deletes a lesser or a greater quorum requirement or a greater voting requirement shall meet the foregoing quorum and voting requirements or the quorum and/or voting requirement proposed to be adopted, whichever is greater.

ARTICLE XVIII MISCELLANEOUS

Section 1: Conflicting Provisions. In the case of any conflict between these Bylaws and rules and regulations of the Board, the Bylaws shall control. In case of any conflict between these Bylaws and the Articles of Incorporation, the Articles shall control unless such provision in the Articles conflicts with the laws of the State of Colorado, in which case the laws of the State of Colorado or any other applicable law shall control. In case of any conflict between the Bylaws and the laws of the State of Colorado or any other

applicable law, the laws of the State of Colorado or such other applicable law shall control.

Section 2: Fiscal Year. The Team's fiscal year shall begin on the first day of September and end on the last day of August of every year.

Amended and Restated effective as of February 11, 2013.