

By-Laws

Northern Colorado Swim Club, Inc.

ARTICLE I—OFFICES

1. The registered office of the Northern Colorado Swim Club shall be at the address located at 2691 Tate Avenue, Fort Lupton, Colorado 80621.
2. Northern Colorado Swim Club may also have offices at other locations as the Board of Directors may from time to time appoint or as the activities of the Swim Club may require.

ARTICLE II—MEMBERS

1. Membership shall be non-discriminatory and all members in good standing of the general public and governing bodies USA Swimming and LSC shall be permitted to become a member.
2. The Board of Directors may determine the amount of initiation fee, if any, and monthly or annual dues payable by members.
3. The Board of Directors, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for just cause after an appropriate hearing, and may, by a majority member vote of those present at any regularly constituted meeting, terminate the membership, suspend or expel any member in default of payment of any dues or assessments.
4. Upon written request by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of members of the Board, reinstate such former members to membership upon such terms as the Board of Directors may deem appropriate.
5. Membership in Northern Colorado Swim Club is not transferable or assignable.
6. There shall be no annual meetings of the members, and the members shall have no management or decision-making authority of NoCo Swim Club.

ARTICLE III—DIRECTORS

1. The business and affairs of Northern Colorado Swim Club, a non-profit 501©3, shall be managed by its Board of Directors, three (3) in number, who shall be natural persons of full age and who need not be residents of this County, nor members of Northern Colorado Swim Club. Directors shall be designated as President, Treasurer, Member-at-Large. Each Director shall serve a Two (2) year term and at such time his/her successor shall be elected by majority vote of the Board of Directors and all shall qualify.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of Northern Colorado Swim Club and do all such lawful acts.
3. The meetings of the Board of Directors may be held at such times and at such place(s) within this County, or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice to call a meeting.
4. Written or personal notice of every meeting of the Board of Directors shall be given to each Director a minimum of Ten (10) days prior to meeting date.
5. A majority of the Directors in office shall be necessary to constitute a quorum of the transaction of business, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action taken at a meeting of the Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Directors in office and shall be filed with the Treasurer of the Northern Colorado Swim Club.
6. The entire Board of Directors, or any individual Director may be removed from the Board without assigning any cause. In case the Board, or any one (1) or more Directors are removed, new Directors may be elected at the same meeting. No individual Director may be removed unless the entire Board is removed, in case insufficient votes are cast against the resolution for his/her removal, which if cumulatively voted at regular election of Directors, would be sufficient to elect one or more Directors to the Board.
7. The Board of Directors may declare vacant an office of Director if he/she is declared unsound of mind, or is convicted of a felony, or if received in writing within Forty-five (45) days after notice of election, he/she does not accept the membership either in writing or by failure to attend a Board of Directors meeting.

ARTICLE IV—OFFICERS

1. The officers of Northern Colorado Swim Club shall be chosen by the Board of Directors, designated as President, Vice President, Treasurer, Member-at-Large and Head Coach. Other officers may be named as the needs of Northern Colorado Swim Club may require. Officers shall be natural persons of full age, and shall hold their offices for a term of Two (2) years and shall have authority and perform such duties as are provided by the By-Laws and as time to time, shall be prescribed by the Board.
2. Any officer may be removed by the Board of Directors whenever in its judgement it is deemed necessary and in the best interest of the Swim Club. Such removal shall be without prejudice to the person so removed.
3. The President shall be the chief executive officer of the Northern Colorado Swim Club, shall preside at all meetings of the Board, have general and active management of the affairs of the Corporation, shall see that all orders and resolutions are implemented, subject to the right of

the Directors to delegate any specific powers, to any other officer of the Northern Colorado Swim Club. He/she shall have general powers and duties of supervision and management usually vested in the office of President.

4. Treasurer shall attend all sessions of the Board and act as clerk, record votes and minutes of meeting transactions for permanent record of such. He/she shall also make notice to all members of scheduled Board meetings. Treasurer shall keep custody of the Swim Club funds and securities, and shall keep complete and accurate accounts of receipts and disbursements belonging to Northern Colorado Swim Club. Monies of the Swim Club shall be kept in a separate custodial account to the credit of Northern Colorado Swim Club. He/she shall disburse funds as directed by the Board, and shall submit vouchers, records and receipts at regular Board meetings, or whenever required by Board, an accounting of all transactions as Treasurer and full financial condition of Northern Colorado Swim Club.

Board Position lengths – voted and approved 10-10-23

President - 2 Year minimum

Vice President - 2 Year minimum

Secretary - 2 Year minimum

Treasurer - 2 Year minimum

Member at Large - 2 Year minimum

added to verbiage Head Coach

April 1st - Term position(s) open - to be voted on in May - Position starts in September

Maria approves, Holly 2nds - Approved

4 consecutive years (2-year gap, then they can return)

ARTICLE V—VACANCIES

1. If the office of any officer becomes vacant for any reason, the Board of Directors may choose a successor, who shall hold the office for the remainder of the unexpired term.
2. Vacancies in the Board of Directors shall be filled by a majority of the remaining Board members, even though less than a quorum, each person so elected shall be a director until such time a successor is elected by the Board. Such election is to be called by a special meeting duly called for that purpose and held prior thereto.

ARTICLE VI—BOOKS AND RECORDS

1. Northern Colorado Swim Club shall keep an original or duplicate record of all proceedings of the directors, the By-Laws, including any and all amendments thereof date, certified by the Treasurer or named Secretary of the Board. Current Board members names, addresses and membership details shall be maintained by the Treasurer or Secretary. Treasurer shall maintain accurate, complete and current accounting records of the INC account. Records shall be kept either at the registered Northern Colorado Swim Club address, or with the current Treasurer.
2. Every director shall have the right, upon written demand and stating purpose, have the right to examine in person, or by authorized agent or attorney, during business hours or during Board meeting, for proper purpose, the membership register, books and records of accounting, minutes and proceedings of directors, and make copies thereof. A proper purpose is reasonably related to the interest of a director. In the instance where an attorney is requesting the above stated documentation, it shall be on behalf of the director.

ARTICLE VII—TRANSACTION OF BUSINESS

1. Northern Colorado Swim Club shall make no purchase of Real Estate, nor dispose of or sell real property, without authorization of two-thirds (2/3) of the Board of Directors. No vote or consent of the members shall be required to make effective such action by the Board.
2. When lawful activities of the Swim Club involve the charging of fees for services or products, it shall have the right to receive such income, and in so doing, make a revenue. All such revenues shall be applied to maintenance and operation of a lawful nature of Northern Colorado Swim Club activities, and shall in no way be divided in any way amongst the directors or designated officers of the Corporation.
3. All checks or demand for monies of the non-profit 501©3 Swim Club shall be signed by an officer or officers as designated by the Board of Directors.

ARTICLE VIII—ANNUAL REPORT

1. The Board of Directors shall present an annual report, verified by the President and Treasurer, or by 2/3 majority, showing in proper detail the following:
 - A. Assets and Liabilities, includes all funds of Northern Colorado Swim Club as of fiscal year end, immediately preceding report date.
 - B. Any principle changes in assets and liabilities, during the year immediately preceding the date of the report.

- C. The revenue or receipts of Northern Colorado Swim Club, for the year immediately preceding the date of the report, including any and all separate data with respect to the operation of the Swim Club.
- D. The expenses or disbursements of Northern Colorado Swim Club for both general and restricted purpose, during the year immediately preceding the date of the report, including separate data with respect to the operation of the Swim Club.
- E. The number of members of Northern Colorado Swim Club as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report. A current accompanying statement of names and addresses of sitting Board members. The annual report is to be filed with the minutes of the meeting of the Board of Directors.

ARTICLE IX-- NOTICES

- 1. Whenever written notice is required to be given to any person, it shall be delivered either personally, or by first class mail, to the address of record of Northern Colorado Swim Club. If the notice is sent by mail, delivery is deemed sufficient, when deposited with the US mail for submission.
- 2. A notice of meeting shall specify the place, time and day. Adjournment of meeting does not require notice.

ARTICLE X—MISCELLANEOUS

- 1. Fiscal year shall begin on September 1.
- 2. Board members may attend/participate in meetings via conference call, whereas all members attending may hear one another. Participation in such a manner constitutes meeting attendance.
- 3. Northern Colorado Swim Club shall indemnify any person, director, or Board Member of the Swim Club, or role in which he/she served at the request of Northern Colorado Swim Club, against any/all liability and expenses incurred in connection with/to the Swim Club, resulting in claim, liability, action, suit or proceeding—civil or criminal, or in connection with an appeal relating to, or in which he/she may become involved , as a party to or having been an officer, director or acting member of the Swim Club, by any past or future action taken by an director, officer or member, whether or not he/she continues to be at such time such liability or expense is incurred., provided such person acted in good faith in what was reasonably believed to be in the best interest of Northern Colorado Swim Club. In addition, in any criminal action or proceeding, where there was no reasonable cause to believe the conduct was unlawful. The

terms liability and expense shall include: counsel fees, disbursements, judgments, fines, penalties levied, amounts paid in settlement by a director, officer, or seated member.

4. The termination of any claim, action, judgement, settlement or conviction, guilty plea or nolo contendere, or equivalent, shall not create a presumption that a director, officer or seated member did not meet the standards of conduct set forth in the first sentence of No 3 above, and except where there has been a judgement rendered specifically finding that the action of conduct of a director, officer or seated member constituted gross negligence or misconduct.
5. Any director, officer or seated member referred to in this Article who has been wholly successful, with respect to any claim, action, suit or proceeding shall be entitled to indemnification as of right. Except as provided in the preceding sentence, any indemnification shall be made at the discretion of Northern Colorado Swim Club, but only if a quorum is reached by the Board of Directors, of whom are NOT parties to such claim, action, suit or proceeding. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Swim Club prior to the final disposition by or on behalf of the recipient to repay such an amount unless it is determined that he/she is entitled to indemnification under this written Article. These indemnification rights are in addition to any rights which any person(s) concerned may be entitled to as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE XI—AMENDMENTS

1. By-Laws may be adopted, amended or repealed by a quorum vote by the seated Board of Directors, at any special or regular meeting duly convened after notice to Directors for that purpose.