

# Bylaws of Fort Collins Unified Lacrosse

(adopted 7/13/13; updated 4/23/15)

**I. Name:** The name of the organization shall be Fort Collins Unified Lacrosse (FCUL).

**II. Purpose:** FCUL is a nonprofit organization which promotes the development and growth of high school lacrosse in the greater Fort Collins area.

**III. Nonprofit Purpose:** This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. The Federal Tax Identification Number for FCUL is **46-3176738**.

## **IV. General Members:**

### **A. Membership:**

**1. General Member:** Any family whose child participated in an FCUL season in the previous 12 months shall be considered a General Member.

- a) Participating child shall be in grade 9-12.
- b) Participating child shall be current on all FCUL fees.
- c) Participating child shall be a PSD, private, or charter school student.

**2. Votes:** Each family shall have one vote per participating child.

### **B. Meetings of the Membership:**

**1. Annual Meeting:** The location and date of the Annual Meeting of the membership shall be set by the Board of Directors (BOD). The date will be no later than July 31.

**2. Special Meetings:** Special meetings may be called by the President of the BOD, a majority of the BOD, or upon written request by at least 10% of the General Members.

**3. Notice:** Notice of meetings must be provided as set forth in this section:

- a) Members must be notified of location and time not less than 10 days and not more than 60 days before the meeting date.
- b) Notice delivered by email and website announcement shall be considered adequate.
- c) Notice shall include a description of those matters which the BOD anticipates will be presented for action by the General Members.

### **4. Quorum:**

- a) A quorum shall consist of:
  - i) Annual Meeting: At least 10% of the vote-eligible General Members and/or a majority of the current BOD members.
  - ii) Special Meeting: At least 10% of the vote-eligible General Members and a majority of the current BOD members.
- b) If a quorum is not met, no voting action will be taken.
- c) Once a meeting begins, business may be transacted only as long as a quorum is maintained.

**4. Voting rights:** Voting rights are extended to General Members and BOD members in attendance.

**5. Manner of voting:** Members shall be present to vote. Voting by proxy is prohibited.

## **IV. Board of Directors (BOD):**

**A. Number:** There shall be at least 3 but not more than 7 directors.

**B. Qualifications:**

1. Each director must be at least 18 years of age.
2. Each director must pass a background check.
3. Each director must be a member of US Lacrosse.

**C. Compensation:** Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**D. Default Positions on the BOD:**

1. The FCUL Booster Club President shall have one BOD position.
  - a) The Booster Club shall elect this representative annually and the representative shall serve on the BOD for a period of one year. Successive terms are allowed if so elected.
2. The FCUL district head coach shall have one BOD position.

**E. Powers:** Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the BOD.

**F. Election of Directors:**

1. **Majority Vote:** Directors shall be elected by a majority vote of the General Members and BOD members at the Annual Meeting.
  - a) Candidates must submit a written application specifying the position for which they are seeking nomination at least 30 days prior to the Annual Meeting.
  - b) The General Membership shall be notified of the nominations at least 10 days prior to the Annual Meeting.
2. **Term:** Each director shall serve a 1-year term.
3. **Multiple Offices:** No person may hold more than one office.
4. **Vacancies:**
  - a) Any director may resign his/her Board position at any time.
  - b) Any director absent from 3 meetings, without prior BOD approval, over a 12-month period may have his/her seat on the BOD declared vacant by majority vote of the remaining directors.
  - c) A vacancy on the BOD shall be filled, by majority vote of the remaining BOD members, for the remainder of the unexpired term.

**G. Removal of a Board Member:** Directors may be removed by a majority vote at the Annual Meeting or a Special Meeting of the Membership.

**H. Board Meetings:**

1. **Regular Meetings:** Board meetings shall be held regularly on a schedule set by the BOD and can be attended by any General Member.
2. **Special Meetings:** Special meetings may be called by the President, or by any two directors, and can be attended by any General Member.
3. **Notice:** Notice of meetings must be provided as set forth in this section:
  - a) Directors shall be notified by email or phone call of location and time no less than 2 days before the meeting date.
  - b) An agenda, with items of business, shall be distributed to the BOD by the President no less than 2 days before the meeting date.
4. **Quorum:**
  - a) A quorum shall consist of a majority of the directors currently serving.

- b) If a quorum is not met, no voting action will be taken.
- c) Once a meeting begins, business may be transacted only as long as a quorum is maintained.

**5. Conduct of Meetings:**

- a) Meetings shall be presided over by the President of the BOD, or in his/her absence, the Vice-President, or in the absence of each of these persons, by a Chairperson chosen by the majority of the directors present at the meeting.
- b) Meetings shall be governed by the most recent edition of "Robert's Rules of Order Newly Revised" in all cases in which they are applicable and do not conflict with these bylaws.
- c) The BOD may conduct any special meeting or other business of the BOD by telephone, polling, e-mail, or other means not requiring their physical presence.

**6. Majority Action as Board Action:** Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the BOD.

**V. Officers of the BOD:**

**A. Officers:** The officers shall be the President, the Vice-President, the Secretary, and the Treasurer.

**B. Election of Officers:** Officers shall be elected by a majority vote of the current directors at the Annual Meeting.

- 1. Term:** Each officer shall serve a 1-year term.
- 2. Multiple Offices:** No person may hold more than one office.
- 3. Vacancies:** A vacancy shall be filled, by majority vote of the remaining directors, for the remainder of the unexpired term.

**C. Duties of Officers:**

**1. President:**

- a) Shall be the chief executive officer of the organization and shall, subject to the control of the BOD, supervise and control the affairs of the organization and the activities of the officers.
- b) Shall preside at all meetings of the BOD.
- c) Shall execute such deeds, mortgages, bonds, contracts, checks of the organization or designate, in writing, an appropriate individual to do so.
- d) Shall serve as the general representative of the organization in all matters.
- e) Shall cast a vote only in the case of a tie.

**2. Vice-President:**

- a) Shall perform all the duties of the President during the absence or disability of the President.
- b) Shall perform such other duties as the President or BOD may assign.

**3. Secretary:**

- a) Shall perform all the duties of the President during the absence or disability of the President and Vice-President.
- b) Shall be the custodian of all minutes, records, and files of this organization.
- c) Shall exhibit at all reasonable times all minutes, records, and files to any director on request therefore.
- d) Shall be responsible for giving notice of meetings.
- e) Shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or BOD.

**4. Treasurer:**

- a) Shall perform all the duties of the President during the absence or disability of the President, Vice-President, and Secretary.
- b) Shall oversee all financial accounts of the organization.
- c) Shall receive, and give receipt for, monies due and payable to the organization from any source whatsoever.
- d) Shall disburse, or cause to be disbursed, the funds of the organization as may be directed by the BOD, keeping detailed receipts of same.
- e) Shall oversee the preparation of monthly financial statements using generally accepted accounting principles.
- f) Shall ensure that an annual financial statement for the previous fiscal year, prepared in accordance with generally accepted accounting principles, is presented at the Annual Meeting in July.
- g) Shall assist the BOD in preparing a proposed budget.
- h) Shall oversee the preparation of any and all documentation necessary to preserve the tax-exempt status of this organization.
- i) Shall exhibit at all reasonable times all account and financial records to any director on request therefore.

**VI. Fiscal Year:** The fiscal year of FCUL shall begin August 1.

**VII. Non-Liability of Directors:** No director shall be personally liable for the debts, liabilities or other obligations of the organization.

**VIII. Indemnification of Directors:** FCUL shall indemnify the directors to the fullest extent permissible under the laws of Colorado.

**IX. Insurance for Directors:** The organization shall purchase and maintain “Directors & Officers” Liability Insurance in the amount of no less than \$1,000,000 on behalf of the directors of the organization against liabilities asserted against or incurred by the directors in such capacity or arising out of the directors status as such, whether or not the organization would have the power to indemnify the directors against such liability under the Articles of Incorporation, these Bylaws or the laws of Colorado.

**X. Committees:** The BOD may appoint committees as deemed appropriate in carrying out its purposes.

**XI. Amendment of Bylaws:** These Bylaws may be altered, amended or repealed and new Bylaws adopted by majority vote of the BOD.

**XII. IRC 501(c)(3) Tax Exemption Provisions:**

**A. Limitations on Activities:** No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this organization shall not carry on any

activities not permitted to be carried on (a) by a organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**B. Prohibition Against Private Inurement:** No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or 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 of this organization.

**C. Distribution of Assets:** Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**XIII. Construction and Terms:** If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with the Colorado Secretary of State and used to establish the legal existence of this organization.

**XIV. Conflict of Interest:**

**A. Conflict of Interest Policy (attached).**

**B. Coaches Voting on Coaches Compensation:** Coaches who are on the BOD shall vote on all parts of the budget except that portion which deals with coaches compensation. This applies to off-season (non-Spring) budgets only. For the Spring season, coaches compensation is set by Poudre School District (not the BOD).

## **Conflict of Interest Policy**

### **Article I- Purpose**

The purpose of this Board conflict of interest policy is to protect Fort Collins Unified Lacrosse's (FCUL) interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, director, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **Article II- Definitions**

**1. Interested person** -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which FCUL has a transaction or arrangement,
- b. A compensation arrangement with FCUL or with any entity or individual with which FCUL has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FCUL is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

**3. Independent Director** -- A director shall be considered “independent” for the purposes of this policy if he or she is “independent” as defined in the instructions for the IRS 990 form or, until such definition is available, the director --

- a. is not, and has not been for a period of at least three years, an employee of FCUL or any entity in which FCUL has a financial interest;
- b. does not directly or indirectly have a significant business relationship with FCUL, which might affect independence in decision-making;
- c. is not employed as an executive of another corporation where any of FCUL’s executive officers or employees serve on that corporation’s compensation committee; and
- d. does not have an immediate family member who is an executive officer or employee of FCUL or who holds a position that has a significant financial relationship with FCUL.

### **Article III – Procedures**

**1. Duty to Disclose** -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.

**2. Recusal of Self** – Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.

**3. Determining Whether a Conflict of Interest Exists** -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.

#### **4. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board or Executive Committee shall determine whether FCUL can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

#### **5. Violations of the Conflicts of Interest Policy**

- a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article IV – Records of Proceedings**

The minutes of the Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article V – Compensation**

1. A voting member of the Board who receives compensation, directly or indirectly, from FCUL for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FCUL for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FCUL, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI – Annual Statements**

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands FCUL is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.
3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.
4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

#### **Article VII – Periodic Reviews**

To ensure FCUL operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.