

**BYLAWS  
OF  
CHATFIELD GIRLS LACROSSE**

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# **BYLAWS OF CHATFIELD GIRLS LACROSSE**

Revised: February 1, 2018

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## **ARTICLE 1. INTRODUCTION AND PURPOSES**

### **Section 1.1 Introduction**

These Bylaws are adopted for the regulation, management, and governance of the affairs of Chatfield Girls Lacrosse, a Colorado nonprofit corporation (“Organization”). The Organization was incorporated as a nonprofit corporation under the provisions of the Colorado Revised Nonprofit Corporation Act (“the Act”) for the specific purposes enumerated next.

### **Section 1.2 Purposes**

The Organization is organized and operated for the charitable and educational purposes of boosting the Chatfield Senior High School (“School”) girls’ lacrosse program (“Program”). Specifically, the Organization’s reasons for existence, and primary purposes, are only to:

- (a) Supplement the funding provided to the Program by Jeffco Public Schools;
- (b) Procure and manage equipment used by the Program; and
- (c) Implement programming such as statistics-keeping, banquets, and off-season clinics, to complement the core in-season competition and practice activities of the Program.

## **ARTICLE 2. MEMBERSHIP**

### **Section 2.1 Qualification**

Membership is determined by the players registered as participants for the current Fiscal year through the “online” registration form located on the Chatfield Girl’s Lacrosse website. Each person who is a parent or guardian of a registered player qualifies as a Member of the Organization. If a player registers and is added to a team roster during the season, her parents or guardians become Members at that time.

No other person qualifies as a Member of the Organization or exercises the rights reserved for Members under these Bylaws to serve as an Officer or Committee Chairperson, or vote in matters decided by the membership. However some rights under these Bylaws, such as otherwise participating in meetings and committees, and advising the Board of Directors, are granted to non-Members in general, and to Program coaches and School administrators in particular.

## **Section 2.2 Rights and Responsibilities**

Members shall have the rights and responsibilities to:

- (a) Attend meetings and events organized by the Organization;
- (b) Serve on Committees of the Organization including as Chairperson;
- (c) Be nominated for, and elected as, Officers of the Organization;
- (d) Vote in elections and removals of Officers of the Organization;
- (e) Approve the Budget of the Organization; and
- (f) Amend these Bylaws.

## **Section 2.3 Members' Meetings**

### **2.3.1 Regular Meetings**

Two (2) regular meetings of Members are required to occur in each Fiscal Year of the Organization's operation. The first of these is required to occur near the start of the Season, with the exact timing and location left to the discretion of the Board of Directors. The purpose and primary agenda item of the first regular Members' meeting is to approve the Budget of the Organization for the Fiscal Year.

The second regular Members' meeting is required to occur near the end of the Season, with the exact timing and location left to the discretion of the Board of Directors. The purpose and primary agenda item of the second regular Members' meeting is to elect Officers of the Organization for the next Fiscal Year of its operation.

### **2.3.2 Special Meetings**

Special meetings of Members may be called as necessary by the Board of Directors, or by request of twenty (20) or more Members made in writing to the Board of Directors stating the business to be transacted at the special meeting. Special meeting agenda items may include, but are not limited to Officer election or removal, Budget approval, or Bylaws amendment.

### **2.3.3 Location**

Members' meetings shall be held at a location within the Denver Metropolitan area chosen by the Board of Directors.

### 2.3.4 Notice

Notice of each meeting of Members shall be given at least fourteen (14) days before the meeting. Notice shall be given primarily by electronic mail, using email addresses provided to the Organization by Members, and secondarily by inclusion of the meeting on the Organization's calendar of events (if any) published on the Organization's website (if any). The notice shall state the meeting's date, time, location, and known business to be transacted.

Failure of any Member to provide a current and valid email address to the Organization, and failure of any Member to read meeting notice messages sent to that address in a timely fashion, constitutes waiver of notice by that Member. Attendance at a meeting also constitutes waiver of notice, unless the attendance is for the sole purpose of objecting to the sufficiency of notice.

### 2.3.5 Quorum

The presence of ten (10) or more Members in person at any Members' meeting shall constitute a quorum for the transaction of business at that meeting. In the absence of a quorum, the membership may not take action, and all agenda items shall be decided upon by the Board of Directors.

### 2.3.6 Conduct

The procedure for conducting Members' meetings is left to the discretion of the Board of Directors. Robert's Rules of Order should be used as a model, but failure to strictly follow Robert's Rules of Order shall not invalidate any action taken at a meeting.

Members' meetings shall be open to the public. Non-Members, Program coaches and School administrators in particular may participate by attending and advising on matters raised in meetings. Non-members shall not have a vote on club matters.

## **ARTICLE 3. BOARD OF DIRECTORS**

### **Section 3.1 Composition**

The Board of Directors of the Organization shall consist of the Officers of the Organization. Being an Officer shall imply being a Director, and every Director shall also be an Officer; there shall be no Directors who are not also Officers.

Consequently the qualification, term of office, compensation, and procedure for election, resignation, and removal of Directors is determined by that for Officers, as set forth in 3.3.7 of these Bylaws.

### **Section 3.2 Powers and Duties**

The affairs, activities, and operation of the Organization shall be managed by the Board of Directors. The Board shall act on behalf of the Organization, and shall transact necessary

business between Members' meetings, and such other business as may be referred to it by the membership or these Bylaws. Consequently, the Board shall have such powers and duties as are necessary to perform those tasks, including the following powers and duties:

- (a) Amending the Organization's Bylaws as necessary to comply with statutory and judicial requirements;
- (b) Creating standing and special Committees;
- (c) Approving the plans and work of Committees;
- (d) Preparing a Budget and submitting it to the membership for approval;
- (e) Collecting revenues and expending funds on behalf of the Organization as per the approved Budget;
- (f) Adopting and amending policies and guidelines further prescribing the governance of the Organization;
- (g) Keeping and maintaining the books and records of the Organization;
- (h) Making contracts, administering financial accounts, and incurring liabilities in the name of the Organization;
- (i) Providing for the indemnification of the Organization's Officers and Committee Chairpersons;
- (j) Supervising all persons acting on behalf of the Organization;
- (k) Naming advisors to serve at the Board's discretion;
- (l) Setting strategies by which the Organization accomplishes its purposes; and
- (m) Generally conducting the business of the Organization.

In addition, Directors shall individually and collectively accept and honor a general duty of care, duty of loyalty, and fiduciary duty to the Organization and its Members. Directors shall comply with applicable law and prudently manage risks of the Organization.

## **Section 3.3 Board Meetings**

### **3.3.1 Regular Meetings**

To conduct the Organization's business, at least quarterly regular meetings of the Board of Directors are required to occur in each Fiscal Year of the Organization's operation, for example in August, November, February, and May. More frequent regular Board meetings may be scheduled at the discretion of the Board, for example monthly while the School is in session.

### **3.3.2 Special Meetings**

Special meetings of the Board of Directors may be called by the President of the Organization or by two (2) Directors.

### 3.3.3 Location

Board meetings shall be held at a location within the Denver Metropolitan area chosen by the Board of Directors.

### 3.3.4 Notice

At least seven (7) days' notice shall be given for regular meetings of the Board of Directors, and at least (3) days' notice for special meetings. Notice shall be given primarily by electronic mail, using email addresses provided to the Organization by Directors, and secondarily by inclusion of the meeting on the Organization's calendar of events (if any) published on the Organization's website (if any). The notice shall state the meeting's date, time, location, and known business to be transacted. Directors may waive notice in writing, and attendance at a Board meeting by a Director constitutes waiver of notice, unless the attendance is for the sole purpose of objecting to the sufficiency of notice.

### 3.3.5 Quorum

The presence of three (3) or more Directors attending a Board meeting shall constitute a quorum for the transaction of business at that meeting.

### 3.3.6 Conduct

The procedure for conducting Board meetings is left to the discretion of the Board. Robert's Rules of Order should be used as a model, but failure to strictly follow Robert's Rules of Order shall not invalidate any action taken at a meeting.

Board meetings shall generally be open to the public which may participate by attending and advising on matters raised in meetings. Periodically, the Directors may enter into Executive Session, which is not open to the public. Only Directors may vote on matters pertaining to board business.

Directors may attend a Board meeting by telephone, so long as meeting participants can hear one another and communicate effectively.

### 3.3.7 Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any Committee may be taken without a meeting if all Directors or Committee members consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the Committee, as the case may be.

## **ARTICLE 4. OFFICERS**

### **Section 4.1 Enumeration of Officers**

The Officers of the Organization shall be the following:

- (a) One President;
- (b) One or more Vice Presidents;
- (c) One Secretary; and
- (d) One Treasurer.

No two offices shall be held by the same person at the same time.

### **Section 4.2 Qualification**

Only Members of the Organization, as defined in these Bylaws, are eligible to become Officers and therefore Directors of the Organization. If an Officer ceases to qualify as a Member during his or her term of office, that Officer may continue to hold office and serve until the end of the term. Further, to qualify for office, Members must be willing to perform the duties of the office and the general duties of the Board of Directors. Exceptions to the qualifications maybe granted by a waiver if extenuating circumstances warrant it and it is approved by a vote of the membership.

### **Section 4.3 Term**

Officers and therefore Directors shall serve a one-year term, contemporary with the Organization's Fiscal Year.

There is no limit on the number of terms that may be served, consecutively or discontinuously, by the same person in the same or different offices.

### **Section 4.4 Compensation**

Officers and therefore Directors shall serve without compensation.

Expenses incurred by Officers in the conduct of the organization's business may be reimbursed by the Organization, in accordance with its financial policies.

### **Section 4.5 Election**

During their term of office, the President and at least one additional Officer shall serve as a Nominating Committee, which shall seek nominees for office for the next Fiscal Year and develop a slate of candidates. The candidates shall be announced to the membership at the regular Members' meeting near the end of the Season (stipulated in subsection 2.3.1 of these Bylaws), or earlier if possible. Additional nominees may be solicited from the floor during that meeting. Only Members who have accepted nomination, either by the Nominating Committee or from the floor, shall be eligible for election.

Officers for the next Fiscal Year shall be elected at that Members' meeting by the Members present in person (or per subsection 2.3.5 of these Bylaws in the absence of a quorum).

The newly-elected Officers shall assume office on the first day of the new Fiscal Year following their election, unless otherwise appointed.

## **Section 4.6 Resignation**

Any Officer and therefore Director may resign at any time by giving written notice to the President, Secretary, or Board of Directors of the Organization, stating the effective date of the resignation. Acceptance of a resignation shall not be necessary to make the resignation effective.

## **Section 4.7 Removal**

### **4.7.1 By the Membership**

One or more Officers and therefore Directors, or the entire Board of Directors, may be removed at a Special Meeting of Members called pursuant to these Bylaws (as described Section 2.3), with or without cause, by a vote of at least a majority of the Members present, assuming a quorum. Notice of a Special Meeting of Members to remove Officers shall set forth that the meeting is being conducted for that purpose, and shall be provided to every Member of the Organization, including the Officers sought to be removed, as provided in these Bylaws. Officers sought to be removed shall have the right to be present at this meeting, and shall be given the opportunity to speak to the Members prior to a vote to remove being taken.

In the event of removal of one or more Officers, successors shall be elected by the Members at the meeting to serve for the unexpired term of their predecessors.

### **4.7.2 By the Board of Directors**

The Board of Directors may, at its discretion, vote to remove an Officer and therefore Director if that Officer has failed to attend three (3) consecutive meetings of the Board of Directors.

## **Section 4.8 Vacancies**

Vacancies of office caused by any reason other than removal of the Officer by the membership may be filled by appointment by a majority vote of the remaining Directors at a Board meeting any time after the occurrence of the vacancy, even if a quorum is not present at that Board meeting. Each Officer so appointed shall serve for the remainder of the unexpired term of office.

## **Section 4.9 Powers and Duties**

### **4.9.1 President**

The President shall have all of the general powers and duties which are incident to the office of President of a Colorado nonprofit corporation, and shall be the principal executive officer of the Organization. Subject to the control of the Board of Directors, the

President shall have the authority to generally supervise and control all of the activities of the organization and sign contracts and other written instruments, and the responsibility to see that orders and resolutions of the Board are carried out. The President shall be a member of the Board of Directors and, when present, shall preside at all Board meetings and all Members' meetings. The President shall vote only in the case of a tie in a vote of the Board or membership. The President shall select and appoint the Chairpersons of all Committees and shall be an ex-officio member of all committees of the Organization.

#### 4.9.2 Vice President(s)

All Vice Presidents shall be members of the Board of Directors. In the absence of the President, one Vice President shall perform the duties of the President. Vice Presidents shall perform such other duties as are assigned by the President or the Board of Directors.

#### 4.9.3 Secretary

The Secretary shall be a member of the Board of Directors. The Secretary shall keep the minutes of Members' meetings and Board meetings, shall see that all notices are duly given in accordance with these Bylaws, and shall be responsible for the publishing of meeting minutes, organizational policies, and notices. The Secretary shall keep accurate records showing the Members of the Organization and their email addresses, shall generally cause Organization records to be kept and maintained, and in general shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

#### 4.9.4 Treasurer

The Treasurer shall be a member of the Board of Directors. The Treasurer shall have charge of and be responsible for all funds of the Organization in accordance with the Organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the Organization from all sources and shall deposit such funds in such banks as are selected by the Board of Directors. The Treasurer shall make disbursements as authorized by the Budget as approved or amended by the membership. The Treasurer shall be responsible for the maintenance of full and accurate financial records, and shall prepare an annual Budget to be presented to the membership for approval each Fiscal Year. The Treasurer shall present a written financial report, prepared in accordance with the Organization's financial policies, at each general Members' meeting and at other times as requested by the Board of Directors.

## **ARTICLE 5. COMMITTEES**

### **Section 5.1 Designated Committees**

The Board of Directors may, on behalf of the Organization, create such Committees and appoint such Committee members, including Chairpersons, as it deems appropriate to carry out its purposes, particularly the Nominating Committee required by Section 4.5 of these Bylaws and the Audit Committee required by Section 6.8 of these Bylaws. Committees shall have the authority to act only to the extent delegated by the Board of Directors. The Board shall also have the power to remove any and all Committee members including Chairpersons, with or without cause, and to terminate any created Committee except the required Nominating Committee and Audit Committee.

### **Section 5.2 Qualification**

Committee Chairpersons shall be Members of the Organization as defined in these Bylaws, and shall accept and honor duties assigned to their role. Additional Committee members may, but need not be Members of the Organization.

### **Section 5.3 Term**

The term of service of all Committee members including Chairpersons is from the time of appointment or joining the committee, through to the end of the current Fiscal Year.

### **Section 5.4 Resignation**

If resigning before the end of a term of service, a Committee Chairperson shall give written notice of resignation to the President, Secretary, or Board of Directors of the Organization, stating the effective date of the resignation. Acceptance of a resignation shall not be necessary to make the resignation effective.

### **Section 5.5 Powers and Duties**

Committees shall have the powers and duties delegated to them by the Board of Directors upon their creation or subsequently. Committee Chairpersons shall exercise or delegate those powers and duties at their discretion, subject to control by the Board of Directors.

Committee Chairpersons shall further have the duty to attend meetings of the Board of Directors, if so requested by the Board, for the purposes of reporting on Committee work, and speaking on matters brought before the Board.

### **Section 5.6 Committee Meetings**

Committee meetings may be called, or Committee action may be taken without a meeting, at the discretion of the Committee Chairperson. Committee meetings should be open to Members and non-Members, and sufficient notice should be given, to the extent practical.

## **ARTICLE 6. FINANCES**

### **Section 6.1 Fiscal Year**

The Fiscal Year of the Organization shall begin on June 1<sup>st</sup> of the calendar year, and end on May 31<sup>st</sup> of the following calendar year, and shall be numbered using that following calendar year. Thus for example Fiscal 2014 ends on May 31<sup>st</sup>, 2014. In this way, the number of the Fiscal Year matches the number of the calendar year in which the Season occurs, since girls lacrosse is a spring sport per CHSAA.

### **Section 6.2 Accounting Method**

The Organization shall use a cash-basis accounting methodology.

### **Section 6.3 Budget**

Upon taking office in a new Fiscal Year, the Treasurer of the Organization shall work with the Board of Directors to prepare a proposed Budget for the Fiscal Year. At the first regular Members' meeting of the Fiscal Year, the Board of Directors shall present to the membership the proposed Budget of anticipated revenue and expenses for the Fiscal Year.

If a quorum is present, a vote for approval of the proposed Budget shall be called at that Members' meeting, and the proposed Budget shall be deemed approved unless a two-thirds majority of Members present vote against approval of the proposed Budget. If a quorum is not present, the Budget is deemed approved.

In the event the proposed Budget is not approved, the Budget last approved shall be continued until such time as a revised Budget proposed by the Board of Directors is approved by the membership.

The approved Budget shall be used to guide the activities of the Organization during the Fiscal Year, including serving as approval for anticipated expenditures. Any substantial deviation from the Budget must be approved in advance by the membership.

### **Section 6.4 Obligations**

The Board of Directors may authorize any Officer, Officers, or Chairperson to enter into contracts or agreements for the purchase of materials or services on behalf of the Organization.

### **Section 6.5 Loans**

No loans shall be made by the Organization to its Officers or Members.

### **Section 6.6 Payments**

All checks, drafts, or other orders for the payment of money on behalf of the Organization shall be signed by the Treasurer or by any other person as authorized in writing by the Board of Directors, except that payments of \$500 or more must be authorized in writing by at least two Officers, such as the Treasurer and the President.

## **Section 6.7 Banking**

The Treasurer shall deposit all funds of the Organization to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select and shall make such disbursements as authorized by the Board of Directors in accordance with the Budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

## **Section 6.8 Handling of Cash**

If the Organization collects cash as part of any activity, the following controls shall be used for the handling of the cash collected:

- (a) The cash shall be kept in a cash box, with a ledger containing entries showing the date of use, starting balance, amount added, and ending balance. The cash box ledger entries shall be included in Treasurer's reports covering the period during which the cash box was used.
- (b) A numbered receipt from a bound receipt book allowing duplicate copies for payer and payee shall be given to the party from whom the cash is collected. The duplicate copy shall remain in the receipt book.
- (c) All cash collected shall be counted by two individuals on the day of collection and at the site where the cash is collected. A cash tally sheet shall be maintained, showing the date and amount collected, and signed by the cash counters. If the Treasurer is not one of the cash counters, then the Treasurer shall re-count the collected cash and counter-sign the cash tally sheet.
- (d) Cash shall be deposited immediately into a bank account belonging to the Organization. The deposit slip from the deposit shall be delivered to and kept by the Treasurer. The Treasurer shall reconcile such deposit slips against cash tally sheets, and against account statements from the Organization's bank.

## **Section 6.9 Financial Controls**

The Organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the Organization shall maintain separation of financial controls so that, minimally:

- (a) All expenses must be approved by the membership by way of approval of an annual Budget, or amendments thereto, or be approved by separate resolution of the Board of Directors;
- (b) Payments exceeding \$500 must be authorized in writing by at least two Officers;
- (c) An Officer or other person without check signing authority designated by the Board of Directors shall review all bank statements; and
- (d) An internal Audit Committee of at least two (2) persons shall annually audit all Organization finances, or hire and supervise an outside accountant or auditing firm to

conduct a review of Organization financial records. The members of the Audit Committee shall be Officers or Members of the Organization who are not involved in the routine handling of the Organization's finances, including not having signature authority on bank accounts or approval authority over disbursements.

### **Section 6.10 Financial Reports**

The Treasurer shall present a financial report at each general Members' meeting of the Organization and shall prepare a final report at the close of the Fiscal Year in accordance with the Organization's financial policies. The Board of Directors shall have the report examined annually by the internal Audit Committee described in Section 6.8 of these Bylaws.

### **Section 6.11 Financial Record Retention**

All financial records of the Organization shall be maintained and destroyed in accordance with applicable law and standard record retention guidelines as tabulated below.

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer's financial report/statement	Store in corporate record book.	PERMANENT
Treasurer's reports, periodic	Compile and file records on yearly basis.	Three years. Store with financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile and file records on a yearly basis.	Seven years. Store with financial records. Destroy after seven years.
Audited financial records.	Compile and file records on a yearly basis	Seven years. Store with financial records. Destroy after seven years.
State and Federal Tax Returns	Compile and file records on a yearly basis	Seven years. Store with financial records. Destroy after seven years.

Electronic media may be used to support records retention protocol provided it is reliable and secure as determined by the Board of Directors.

## **ARTICLE 7. BOOKS AND RECORDS**

### **Section 7.1 Organization Records**

The Organization shall keep the following records permanently at its principal office:

- (a) Minutes of all Board meetings and Members' meetings;
- (b) Records or all actions taken by the Board or by Members by written ballot instead of at a meeting;
- (c) Year-end Treasurer's financial reports;
- (d) Approved Budgets of the Organization;
- (e) Tax returns for federal and state taxation;
- (f) The Bylaws, policies, and guidelines of the Organization; and
- (g) Records and reports from audits of the Organization's finances.

### **Section 7.2 Minutes and Presumptions**

Draft minutes of Board and Members' meetings shall be prepared by the Secretary of the Organization and published on the Organization's website (if any) within 14 days of the meeting. Minutes of Board and Members' meetings, once approved at subsequent meetings, shall be presumed to accurately reflect the matters described therein.

### **Section 7.3 Examination**

The books, records, and papers of the Organization shall at all times, subject to the Board of Directors' convenience, be available for examination by any Member, except documents determined by the Board of Directors to be confidential pursuant to a written policy or applicable law.

## **ARTICLE 8. CONFLICTS OF INTEREST**

### **Section 8.1 Existence and Disclosure**

Officers and Committee Chairpersons shall refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any Officer or Committee Chairperson competes or appears to compete with the interests of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring Board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

## **Section 8.2 Nonparticipation in Vote**

The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

## **Section 8.3 Minutes of Meeting**

The minutes of any Board meeting in which a conflict of interest is disclosed shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

## **Section 8.4 Advice of Policy**

This conflict of interest policy shall be furnished to each Officer and Committee Chairperson serving the Organization. New Officers and Committee Chairpersons shall be advised of this policy upon taking their office or chairpersonship.

# **ARTICLE 9. INDEMNIFICATION**

## **Section 9.1 Limitation of Liability**

The personal liability of each Officer and Committee Chairperson of the Organization for breach of fiduciary duty as an Officer or Committee Chairperson is eliminated to the fullest extent permissible under the Act, including without limitation pursuant to Section 7-128-402 of the Act, except that this provision shall not eliminate or limit the personal liability of an Officer or Committee Chairperson to the Organization or its Members for monetary damages due to:

- (a) Any breach of the Officer's duty of loyalty to the Organization or its Members;
- (b) Acts or omissions not in good faith which involve intentional misconduct or knowing violation of law; or
- (c) Any transaction from which the Officer directly or indirectly derives an improper personal benefit.

## **Section 9.2 Scope of Indemnification**

Every Officer or Committee Chairperson of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Officer or Committee Chairperson in connection with any threatened, pending, or completed action, suit or proceeding to which he or she may become involved by reason of his or her being or having been an Officer or Committee Chairperson of the Organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of his or her duties - provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors

approves such settlement and reimbursement as being in the best interest of the Organization. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Officer or Committee Chairperson is entitled.

### **Section 9.3 Amendment, Modification, or Repeal**

Any amendment, modification, or repeal of all or part of this ARTICLE 9 of these Bylaws shall not adversely affect any right or protection of an Officer or Committee Chairperson of the Organization under this ARTICLE 9 with respect to any act or omission which occurred prior to the time of such amendment, modification, or repeal.

## **ARTICLE 10. AMENDMENTS**

These Bylaws may be first adopted and subsequently amended at any regular or special Members' meeting by a majority vote of the members present, in accordance with the provisions of Section 2.3 of these Bylaws governing Members' meetings.

These Bylaws may also be amended by the Board of Directors, without Member approval, to comply with statutory or judicial requirements.

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