

21 February 2012

Bylaws of the Bear Creek Junior Sports Association

Article I, Name.

The name of the Organization shall be the Bear Creek Junior Sports Association, a.k.a. BCJSA.

Article II, Location.

The principal office of the Organization, at which the general business is transacted and where official records are kept, shall be at such a place in the State of Colorado that may be fixed from time to time by the Board of Directors.

Article III, Purpose.

The purpose of the Organization is to facilitate the operation of youth sports programs, to include baseball, basketball, fall baseball, football, golf, lacrosse, softball, soccer, and volleyball.

Article IV, Authority.

The Organization was established under the laws of the State of Colorado and has been granted rights to conduct business in accordance with the statutes governing the actions of like organizations. The Organization has obtained a tax exempt status ruling from the Internal Revenue Service under section 501(c)(3) of the Internal Revenue Code. In addition, the Organization has obtained a ruling from the Internal Revenue Service confirming its status as an organization to be excluded from private foundation status under section 509(a)(2) of the Internal Revenue Code.

Article V, Membership.

A. *Definitions.* A Member of the Organization is defined as any individual who has participated in an Organization sport in the last twelve (12) months, is the parent or guardian of an individual who has participated in an Organization sport in the last twelve (12) months, or is currently serving as either an Executive Officer or Director of the Organization. A Volunteer of the Organization is defined as any individual serving in any official capacity for the Organization but that does not meet any of these criteria.

B. *Voting rules and eligibility.* Each Member of the Organization, except the President, shall be considered “eligible”, and entitled to one (1) vote on any matter submitted to a vote, if all of the following criteria are met:

1. The Member must be at least 18 years of age on the date of the vote.
2. The Member must have all outstanding fees paid, as evidenced by the records of the Treasurer. Current and/or pending fees are not counted toward this criterion.
3. The Member must have attended four (4) of the last eleven (11) monthly meetings (counting the meeting at which the vote is to be taken). Evidence of attendance shall be the attendance record of the Secretary from each said meeting.

4. The Member must be present at the meeting at which the vote is taken. A Member may vote by telephone or similar technology by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting. Attempting to vote by proxy via email, facsimile, or representation by a second person is not allowed.

The President of the Organization shall be a non-voting Member, but shall cast the deciding vote in the case of a tie vote by the Membership.

Article VI, Executive Officers and Board of Directors.

A. *Governance.* Governance of the Organization shall be vested in a Board of Directors as defined in Article VI (B). All rights and responsibilities not delegated by these entities are reserved to them.

B. *Offices.*

1. Executive Officers. The categories and number of Executive Officers may be increased or decreased as required for the overall operation of the Organization by two-thirds (2/3) majority vote of the eligible Membership. However, in no event can there be fewer than four (4) Executive Officers, to include the President, President-Elect, Treasurer, and Secretary. Together, the Executive Officers shall comprise the Executive Board of Directors (hereafter “Executive Board”) of the Organization.
2. Directors. The categories and number of Directors (i.e., Sports Directors) may be increased or decreased as required by two-thirds (2/3) majority vote of the eligible Membership. Together, the Directors shall comprise the Board of Directors (hereafter “Board”) of the Organization.

C. *Eligibility.* Any person nominated for office must be a natural person (companies are not eligible), at least 18 years of age, and have all outstanding fees paid, as evidenced by the records of the Treasurer. Current and/or pending fees are not counted against a person’s eligibility status. Persons currently holding another office (executive or otherwise) and immediate family members of a person currently holding another office (executive or otherwise) are eligible for nomination and election, but the person or immediate family member must forego the original office if elected to the new position.

D. *Nominations.* Nominations for any office (except President) shall be submitted by an Executive Officer, Director, and/or Member of the Organization no less than two (2) meetings before any election. Upon nomination, interested nominees shall submit an application to the Nomination Committee as defined in Article VIII (A). Any nominee who submits an application agrees that they shall have no access to the information obtained by the Nomination Committee. The Nomination Committee shall submit the names of all eligible nominees to the Board no later than one (1) meeting before any election. If no nominees are found to be eligible, the Board shall treat the office as “vacant” and fill it pursuant to Article VI (I).

The office of the President shall be filled by the immediate past President-Elect pending approval by a majority vote of the eligible Membership. If the President-Elect is not approved or is unable

or unwilling to serve as President, the outgoing President shall appoint an Executive Officer or Director to act as interim President until an election can take place per Article VI (E).

E. *Elections.* Elections for all Executive Officers shall be held at the annual meeting as follows: President, President-Elect, and, if applicable, Fundraising Coordinator in even-numbered years, Treasurer, Secretary, and, if applicable, Fields and Facilities Coordinator, in odd-numbered years. Elections of additional Executive Offices shall be held in even-numbered years as applicable. New or returning Executive Officers shall be elected by a majority vote of the eligible Membership, and shall be considered “elected” officers, with all of the rights and responsibilities therein.

Elections for all Directors shall occur in alternating years as follows (odd or even year is determined on the election month):

<u>Sport/Year</u>	<u>Nomination month</u>	<u>Election month</u>
Baseball (odd years)	July	September
Basketball (odd years)	March	May
Fall baseball (odd years)	November (even)	February (odd)
Football (odd years)	November (even)	February (odd)
Golf (even years)	October (odd)	January (even)
Lacrosse (even years)	June	August
Softball (even years)	August	October
Soccer (even years)	October (odd)	January (even)
Volleyball (even years)	January	March

New or returning Directors shall be elected by a majority vote of the eligible Membership, and shall be considered “elected” officers, with all of the rights and responsibilities therein.

Special elections, for example to fill a vacated office, shall take place during monthly meetings as needed.

F. *Terms of office.* The term of elected all officers and directors shall be two (2) years. No elected officer or director shall be eligible to serve more than three (3) consecutive full terms, except when authorized by a two-thirds (2/3) majority vote of the eligible Membership.

G. *Duties.* It shall be the duty of the President of the Organization to support policies, agendas, strategies, and programs that are in the best interest of the Organization. The duties of all other Executive Officers and Directors shall be those which usually pertain to these offices.

H. *Removal of Executive Officer or Director.* Any Executive Officer or Director may be removed from office by two-thirds (2/3) majority vote of the eligible Membership present at a meeting as defined in Article VII (A)(1) or (2). At least seven (7) days notice of the proposed removal shall be given to the involved person, who shall be given an opportunity to be present and to be heard at the meeting at which the removal is considered.

I. *Vacancy*. In the event an Executive Officer or Director resigns, is suspended, removed, incapacitated, or otherwise unable to perform the duties required by the office, the President shall nominate a Member that meets the requirements of Article VI (C) to fill the vacancy. The nominee may be approved by a majority vote of the eligible Membership at the next scheduled meeting. If successful, the new Executive Officer or Director shall serve in that capacity for the remaining term of office and shall inherit all of the rights and responsibilities of that office.

If the president's nominee is not approved by a majority vote of the eligible Membership, the President-Elect shall serve as interim until a new Executive Officer or Director is nominated and elected. In such cases, nominations shall be taken by the Board and forwarded to the Nomination Committee for review. The committee shall submit the names of all eligible nominees and their recommendations to the Board at the following monthly meeting, during which a special election shall be held to approve/disapprove the recommended nominee(s). This process shall continue until a nominee is approved by a majority vote of the eligible Membership.

Article VII, Meetings.

A. Types.

1. Annual meeting. The Organization shall conduct an annual meeting to be held in November at a time and place to be designated by the Board, with at least twenty-one (21) days advance notice given to the Membership. All Members are invited to attend the annual meeting.
2. Monthly meetings. The Organization shall conduct monthly meetings for all months except December to be held at a time and place to be designated by the Board, with at least twenty-one (21) days advance notice given to the Membership. All Members are invited to attend the monthly meetings.
3. Special meetings. Special meetings of the Executive Board or Board may be called by the President, any Executive Officer with the consensus of at least one other Executive Officer, or any Director with the consensus of at least two other Directors in order to address emergencies or sensitive issues affecting the Organization. Advance notice to the Membership is not required for special meetings.

B. *Discussion*. Discussion of a topic at any meeting is specifically limited to fifteen (15) minutes, unless waived by the President. Members wishing to comment upon an issue may do so with the permission of the President, but any such comments shall be limited to two (2) minutes. The President may elect not to hear all persons wishing to comment upon an individual issue if it appears that the additional comments are similar in nature to those already given, or when given would not provide new or useful information.

C. *Voting*. At a meeting at which a quorum is present, a simple majority affirmative vote of the eligible Membership voting is required to pass a motion.

D. *Quorum*. A majority of the number of current Board members shall constitute a quorum for transacting business at any meeting convened per Article VII (A). The act of the majority of the voting Board members present at a meeting at which a quorum is present shall be the act of the Board.

Article VIII, Committees.

A. *Nomination Committee.* The President shall appoint a Nomination Committee of not less than five (5) eligible Members. The Nomination Committee shall submit in writing to the Board its recommendations for nomination of persons as Officers or Directors. Additional nominations may be made by any group of five (5) or more eligible Members who submit their nomination in writing to the President at least ten (10) days before the meeting at which the vote is to take place. All information obtained or discussed by the Nomination Committee shall remain confidential.

B. *Bylaws Committee.* The President shall appoint a Bylaws Committee of not less than five (5) eligible Members. The Bylaws Committee shall review and propose amendments to the current bylaws as needed per Article XI.

C. *Other Committees.* The Board may authorize the establishment of other committees, advisory boards, and/or task forces and assign duties to them as needed.

D. *Role of the President.* The President shall serve as an ex-officio, non-voting member of all committees established under this article.

Article IX, Fiduciary.

A. *Definition of fiscal year.* The fiscal year for the Organization shall run from January 1 to December 31 of each year.

B. *Special purchases.* The President shall review and approve all special purchase orders over \$1000.00. Special purchases are defined as those outside the normal scope of running a seasonal sport.

C. *Indemnification of Directors, Officers, Members, and Volunteers.*

1. Right to indemnification. The Organization shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”) by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director, Officer, Member, or Volunteer of the Organization, or is or was serving at the request of the Organization as a Director, Officer, Member, or Volunteer of another Organization or of a partnership, joint venture, trust, nonprofit entity, or other enterprise against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person. The Organization shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board.
2. Prepayment of expenses. The Organization shall pay the expenses (including attorneys’ fees) incurred by an Officer, Director, Member, or Volunteer of the Organization in defending any proceeding in advance of its final disposition, provided, however, that the payment of such expenses shall be made only upon receipt of an undertaking by the

Officer, Director, Member, or Volunteer to repay all amounts advanced if it shall ultimately be determined that the Officer, Director, Member, or Volunteer is not entitled to be indemnified. Payment of such expenses incurred by another Officer, Director, Member, or Volunteer of the Organization may be made by the Board in its discretion upon such terms and conditions, if any, as it deems appropriate.

3. Claims. If a claim for indemnification or payment of expenses (including attorneys' fees) under this provision is not paid in full within sixty (60) days after a written claim has been received by the Organization, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Organization shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.
4. Other indemnification. The Organization's obligation, if any, to indemnify any person who is or was serving at its request as an Officer, Director, Member, or Volunteer of another corporation, partnership, joint venture, trust, enterprise or non-profit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, non-profit entity, or other enterprise.

D. *Other fiduciary provisions*. Fees imposed by individual sports programs shall be waived for all children of Executive Officers and Directors of the Organization during the term they serve.

Article X, General provisions.

A. *Nondiscrimination policy*. The Organization shall not discriminate on the basis of race, disability, sex, color, religion, sexual orientation, geography, or age.

B. *Observation of autonomy*. The Executive Officers, Directors, and Members of the Organization shall scrupulously observe the autonomy of each and every other Member of the Organization.

C. *Code of conduct*. Unruly conduct shall not be tolerated at any meeting convened per Article VII (A). Members shall refrain from using expletives, obscene or profane language, or acting in a manner towards another person that is demeaning, degrading, or abusive. If not observed, the offending Member shall be asked to leave the meeting immediately. Failure on the part of a Member to leave a meeting when directed to do so for cause shall result in the immediate suspension of that Member from participation in the Organization for a period of time to be determined by the Board. The Board may revoke the suspension, impose further penalties, or decide upon a compromise position as appropriate. All decisions, relative to this provision, shall be final and not subject to discussion with or approval by the Membership.

D. *Disciplinary action*. The President may discipline, suspend, or permanently remove, with just cause, any Member of the Organization as necessary if it is deemed to be in the best interest of the Organization by a two-thirds (2/3) majority vote of the eligible Membership.

E. *Conflict of interest*. Whenever an Officer, Director, or Member has a financial, personal, or official interest, or conflict (or appearance of a conflict) with any matter pending before the Board, the Board shall ensure that:

1. The interest of such Officer, Director, or Member is fully disclosed to the Board.
2. No interested Officer, Director, or Member may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
3. Any transaction in which an Officer, Director, or Member has a financial or personal interest shall be duly approved by disinterested members of the Board only as being in the best interests of the Organization.
4. If approved, payments to the interested Officer, Director, or Member shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

F. *Other rules.*

1. Rules and regulations of the Organization.
 - a. Rules and regulations that govern regular operations of the Organization are subject to enforcement by any Officer and/or Director of the Organization as deemed appropriate.
 - b. The rules and regulations can be modified at any time by majority consensus of the Bylaws Committee.
2. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* (2nd edition, published 2011) shall govern the Organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Organization may adopt.

Article XI, Amendments.

All proposed changes to these bylaws, regardless of their origin, must be approved by a two-thirds (2/3) majority vote of the eligible Membership.

A. *Changes proposed by Members, Officers, or Directors.* Changes, amendments, or wholesale replacement (hereafter "changes") of these bylaws may be proposed by any Member, Officer, or Director at the monthly meeting held in September of each year. The proposed changes shall be referred to the current Bylaws Committee established under Article VIII (B) for review. The committee shall report their findings to the Board at the monthly meeting held in October. This report shall include the committee's final recommendations relative to the legality, need, and potential implications that any such change may have on the Organization. The vote on any said changes shall take place at the annual meeting in November prior to the election of new Officers.

B. *Changes proposed by the Bylaws Committee.* The Bylaws Committee may propose changes to these bylaws at any monthly meeting. Such proposals shall include the committee's final recommendations relative to the legality, need, and potential implications that any such change may have on the Organization. The vote on proposed changes to the bylaws per this provision shall be conducted not sooner than the monthly meeting following the initial presentation to the Board.

Article XII, Dissolution.

In the event of the dissolution of the Organization and after the payment or the provision for payment of all the liabilities of the Organization, the Board in its sole discretion shall transfer all net assets of the Organization exclusively for the purpose of the Organization in shares to be determined by the Board to any Member(s) of the Organization that have tax exempt status under section 501(c)(3) of the Internal Revenue Code during the year the dissolution occurs. If no such Member exists, the Board in its sole discretion shall transfer all net assets of the Organization exclusively for the purpose of the Organization in shares to be determined by the Board to any individual, institution, association, or other entity in the State of Colorado that has tax exempt status under section 501(c)(3) of the Internal Revenue Code during the year the dissolution occurs as deemed appropriate by the Board. Any assets not transferred shall be disposed of by a court of competent jurisdiction in the county in which the principle office of the Organization is located.

Article XII, Adoption.

These bylaws supersede and take precedence over all earlier bylaws.

The bylaws of the Bear Creek Junior Sports Association are hereby amended and adopted this 21st day of February 2012, as evidenced by two-thirds (2/3) majority vote of the eligible Membership on that day, and is hereby certified to be correct by the following Executive Officers of the Organization:

<u>Office</u>	<u>Name</u>	<u>Signature</u>
President	Tami Rumsey	_____
President-Elect	Cathy Bennett	_____
Treasurer	Judy Bonato	_____
Secretary	Stacey Madrid	_____
Fields & facilities coordinator	Donda Gorton	_____
Fundraising coordinator	Kristie Oehrlein	_____

The above Officers appeared before me this 21st day of February 2012 and affixed their signatures above indicating verification of the vote, thereby adopting these bylaws.

Attest: _____ Bylaws Committee Chair, Jeff Pigati