

Effective September 1, 2012
AMENDED BYLAWS OF
EVERGREEN SWIM TEAM, INC.

ARTICLE I
Offices

1. The name and mailing address of the Corporation is Evergreen Swim Team, Inc., P.O. Box 62, Evergreen, Colorado 80437 (hereinafter referred to as the 'Corporation'). The Corporation may have such other principal offices and places of business within or without the State of Colorado as shall be determined by the Directors.
2. The mailing address of the registered office of the Corporation is:
 PO Box 62
 Evergreen, Colorado
 80437
3. The name of the registered agent of the Corporation at that address is: Jeffrey Armstrong, Evergreen Swim Team.
4. The address of the registered office may be changed from time to time by the Board of Directors and may be, but need not be, identical with the principal office. The registered agent for the Corporation may be changed from time to time by the Board of Directors.

ARTICLE II
Definitions

1. 'Corporation.' Corporation shall mean and refer to Evergreen Swim Team, Inc. a/k/a Evergreen Swim Team Association. Evergreen Swim, Inc. is a nonprofit corporation organized and existing under the laws of the State of Colorado, and the Colorado Revised Nonprofit corporation Act ("Act")
2. 'Member.' Member shall mean any person who holds a membership in the Corporation as provided in Article III of these Bylaws.

ARTICLE III
Membership

1. Every parent or guardian of a registered member of the swim team shall be a member of the Corporation. Each family of a registered member of the swim team shall be entitled to one (1) vote in the election of directors and on any other matter requiring membership approval under the Act, the Articles of Incorporation or these bylaws. Voting members shall also vote on any other matter submitted to a vote of the voting membership by resolution of the Board of Directors.
2. Voting and Voting Rights shall be as set forth in Section IV of the Articles of Incorporation of the Corporation. Cumulative voting shall not be allowed.
3. The voting and other membership rights of any member may be suspended by action of the Board of Directors during any period when such member shall have failed to pay such charges or dues then due and payable; but, upon payment of such charges or assessments, the member's rights and privileges shall be automatically restored.

ARTICLE IV
Meetings of the Members

1. Annual Meeting. An annual meeting of the voting members shall be held in July or August of each year, at the time and place designated by the notice of meeting by the board of directors, or, if no place is designated in the notice, at the principal office of the corporation, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the date designated herein for the annual meeting of the voting members, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as may be convenient. Failure to hold an annual meeting as required by these bylaws shall not work a forfeiture or dissolution of the corporation or invalidate any action taken by the board of directors or officers of the corporation.
2. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President, Vice President or any two or more Directors. The Secretary shall call a Special Meeting upon written request of the members who have the right to vote, if they present a list with signatures of two-thirds (2/3) of all votes of the entire membership.

3. Notice. Notice of the meeting shall be given to the members by the Secretary. Notice may be given to the member either by email, personally, or by delivering a copy of the Notice to the address appearing on the books of the Corporation. Each member shall register his address and any change of address with the Secretary. Such notice shall specify the place, day and hour of the meeting. Notice of any meeting may be waived in writing by any member entitled to vote, either prior to, at, or following any meeting. The presence of a voting member at any meeting shall also constitute notice of that meeting. Notice shall also be deemed sufficient if posted by the Secretary at the Evergreen Recreational Center.
4. Quorum. A quorum shall constitute those members present at the annual meeting. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.
5. Order of Business at all Monthly BOD Meetings. The order of business at all monthly BOD meetings unless waived by the majority of those present and voting shall be:
 - a. Call to order.
 - b. Approval of previous month's minutes.
 - c. Old Business
 - a. Financial reports
 - b. Other items
 - c. New Business
 - a. Coach's monthly report
 - b. Other items
 - d. Set next board meeting
 - e. Adjournment

ARTICLE V
Board of Directors

1. Number. The number of directors constituting the Board of Directors of the Corporation shall be at least three (3) but not more than seven (7).
2. Terms of Office. The members shall elect directors for a term of one (1) year each, a year defined as September 1 through August 31 of the following year. Traditionally and in the

interest of providing continuity for the governance of the team, three board members rotate off each year, and board members are expected to serve two consecutive terms if elected.

3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Corporation. In the event of the death, resignation or removal of a director, his or her successor shall be elected by the remaining members of the Board and he/she shall serve for the unexpired term of his predecessor.
4. Compensation. No director shall receive compensation for any service he or she may render as a director to the Corporation. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.
5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.
6. Nomination. Nomination for election to the Board of Directors may be made in writing by the members and any such nomination shall be submitted to the then existing Board of Directors three (3) days prior to the annual meeting. Nominations may also be made from the floor at the annual meeting by any member. If no such written or floor nominations have been made, or if an insufficient number of nominations has been presented, then the Board of Directors shall nominate sufficient eligible persons for the number of vacancies to be filled. The Board may require prior consent of any nominee before permitting his or her name to be voted on.
7. Election. Election to the Board of Directors shall be secret written ballot. At such election the members or their absentee votes may be cast, in respect to each vacancy, as many votes as they are entitled to exercise under these By-Laws. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.
8. Vacancies. Any Director may resign at any time by giving written notice to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors may be filled through the affirmative vote of the majority of the remaining Directors, no less than a quorum. A director elected to fill the vacancy shall be elected for the unexpired term of his

predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the Directors then in office.

ARTICLE VI

Meetings of the Board

1. Annual Meetings. The first meeting of the Board of Directors shall be held following the first annual meeting of the members, or as soon thereafter as is practical. Each subsequent annual meeting shall be held following that year's annual meeting of the members, or as soon thereafter as is practicable.
2. Regular Meetings. Regular meetings of the Board of Directors may be held at such place, date and hour as may be fixed from time to time by resolution of the Board of Directors. At least one annual meeting of members and the Board shall be held during the fiscal year.
3. Special Meetings. Special meetings of the board of Directors may be called at any time by the President, Secretary or by a majority of the members of the Board of Directors.
4. Notice of Meetings. Written notice of each meeting, setting forth the time and the place of the meeting, shall be given to each Director not less than ten (10) days prior to the time fixed for the meeting. This notice may be given either personally, or by sending a copy of the notice through the United States mail or by email, to each Director appearing on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If the notice be given by email, such notice shall be deemed to be delivered when the email is 'sent' without a notice back from the postmaster indicating it was not sent. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
5. Waiver of Notice. A Director may waive in writing notice of a special meeting of the Board of Directors either before, at, or after the meeting; and his waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
6. Quorum. At meetings of the Board of Directors a majority of the number of Directors fixed by these Bylaws in office immediately before a meeting begins, shall be necessary to

constitute a quorum for the transaction of business. If a quorum is present, the act of the majority of Directors in attendance shall be acts of the Board.

7. **Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be deemed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before adjournment, or shall forward such dissent by registered mail or email to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.
8. **Executive Committee.** The Board of Directors may, by a resolution passed by a majority of the number of Directors fixed by these Bylaws, in office immediately before such resolution is taken, designate a majority of their number to constitute an Executive Committee, which shall have and may exercise all the authority of the Board of Directors or such lesser authority as may be set forth in said resolution. No such delegation of authority shall operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law.

ARTICLE VII

Board of Directors: Operation, Powers and Duties

1. **General Powers and Duties.** Except as otherwise provided in the Act, the Articles of Incorporation or these bylaws, the Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation, including the powers and duties granted it under the Declaration, and the Board may do all such acts and things as it is empowered to do herein or as it is otherwise instructed and required to do by the members of the Corporation, or as it may be required or permitted to do by any statute.
2. **Other Powers and Duties.** The Board of Directors shall be empowered to and shall have the duty to:
 - a. To enter into contracts within the scope of its duties and powers.
 - b. To establish bank accounts, if appropriate, for the common treasury and for all separate funds which are required or may be deemed advisable by the Board of Directors and to invest any temporarily surplus funds in Certificates of Deposit or US

- Treasury Bills or other types of investments including but not limited to money market funds.
- c. To keep and maintain full and accurate books and records showing all of the receipts, expenses or disbursements and to permit examination thereof at any reasonable time by each of the members of the Corporation and any director or other Corporation official.
 - d. To keep a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members or at any special meeting when such statement is requested in writing by a member of the Corporation.
3. Upon the declaration of a vacancy in the office of a member of the Board of Directors to take such steps as are necessary to fill that position for the unexpired term of said director's position.
 4. To hire, employ or engage such employees, accountants, bookkeepers, attorneys, and agents as it deems necessary to carry out properly and fully its duties and the purposes of this Corporation and to pay them for such employment.

ARTICLE VIII

Officers and Agents

1. Designation. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, and an Assistant Secretary and an Assistant Treasurer, if the Board determines such Assistants are necessary. The President and the Vice President shall be elected by and from the Board of Directors; all other officers shall be elected by the Board from the membership or from qualified persons. They shall hold office for 1 year or until their successors are elected and qualify. Directors traditionally serve for two consecutive terms, but must be re-elected each year.
2. Election of Officers. The election of the officers of the Corporation shall be determined by the members of the Corporation by secret ballot, and certified at the annual meeting of the corporation.
3. Removal of Officers. Upon affirmative vote of the majority of the members of the Board of Directors, any officer may be removed, either with or without cause and his or her

successor may be elected at that or any other meeting of the Board of Directors to hold office until the next annual meeting.

4. President. The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the Board of Directors. He or she shall have all of the general powers and duties which are generally vested in the office of President of a Corporation, including but not limited to the power to establish committees from among the Directors from time to time as he or she may in his/her discretion decide is appropriate to assist in the conduct of the affairs of the Corporation or as may be established by the Board or by the members of the Corporation at any regular or special meeting.
5. Vice President. The Vice President shall have all the powers and authority and perform all the functions and duties of the President, in the absence of the President, or his or her inability for any reason to exercise such powers and functions or perform such duties.
6. Secretary. The Secretary shall keep all the minutes of the meetings of the Board of Directors and all the minutes of all the meetings of the Corporation; he or she shall have charge of such books and papers as the Board of directors may direct; and he or she shall, in general, perform all the duties incident to the office of the Secretary. The Assistant Secretary shall perform the duties of the Secretary in his or her absence. The Secretary shall compile and keep up to date at the principal office of the Corporation or in his or her files a complete list of members and their last known addresses as shown on the records of the Corporation. Such list shall be open to inspection and copying by members and other persons lawfully entitled to inspect the same at reasonable times during regular business hours. The membership list, including the email list, shall be the property of the Corporation and may not be used by any members to solicit business or for distribution of information unrelated to the swim team.
7. Treasurer. The Treasurer shall have responsibility for Corporate funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He or she shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may from time to time be designated by the Board of Directors. The Assistant Treasurer shall perform the duties of the Treasurer in his or her absence.

8. Head Coach. The Head Coach shall be a voting member of the Board of Directors and as such have a vote on all issues excepting matters relating to his/her employment. On employment matters, a vote will be considered passed if a majority of the remaining Board members are in agreement.
9. At-Large Positions: The remaining two positions are considered "at-large". These individuals may be called upon by the Board to administer special projects, such as team publicity, a membership survey, or other activity deemed appropriate in a given year.
10. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.
11. Multiple Offices. No person shall simultaneously hold more than one of any of the offices of the Corporation except that the Secretary may serve as the Assistant Treasurer and the Treasurer may serve as the Assistant Secretary, if either is so elected by the Board.
12. Remuneration. The Board may authorize the payment of what it deems to be suitable and fair remuneration to any officer *for activities outside the scope of his/her directorship* and to any person it determines shall be paid for services rendered to the Corporation.

ARTICLE IX

Indemnification

1. Third Party Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including serving as trustee, plan administrator or other fiduciary or any employee benefit plan, against expenses (including attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he

reasonable believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. The termination of any civil or criminal action, suit or proceeding by judgment, order, settlement or conviction, or upon a pleas of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonable believed to be in or not opposed to the best interests of the corporation, nor with respect to any criminal action or proceeding, shall the presumption be created that he had reasonable cause to believe that his conduct was unlawful.

2. **Derivative Actions.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
3. **Automatic Indemnification.** If a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article IX, or in defense of any claim, issue or matter therein, he shall automatically be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith without the necessity of any such determination that he has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article IX.
4. **Determination.** Except as provided in Section 3, any indemnification under Sections 1 and 2 of this Article IX (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he

has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article IX. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the affirmative vote of the holders of a majority of the shares of stock entitled to vote and be represented at a meeting called for such purpose.

5. **Payment in Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Director as undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article IX.
6. **Insurance.** The Board of Directors may exercise the corporation's power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including serving as a trustee, plan administrator or other fiduciary of any employee benefit plan, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability hereunder or otherwise.
7. **Other Coverage.** The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, agreement, vote of shareholders or disinterested directors, the provisions of the Colorado Revised Nonprofit Corporation Act or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office , and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

ARTICLE X
Seal and Fiscal Year

1. Seal. The Corporation shall have a seal in the form impressed on this paragraph of the Bylaws.
2. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of September and end on the last day of the following August. Said fiscal year may be changed from time to time by the Board of Directors in its discretion.

ARTICLE XI
Committees

1. Committees shall be established by the Board of Directors as necessary to oversee and enforce the provisions of these Bylaws, and in addition the Board of Directors shall appoint other committees as it deems appropriate in carrying out its purposes.

ARTICLE XII
Books and Records

1. The books, records, and papers of the Corporation will be made available for inspection upon request by any member, within 48 hours. The Articles of Incorporation shall be made available for inspection by any member within 48 hours to copy or copies may be purchased at a reasonable cost. The bylaws, and approved minutes of board meetings are available on the team website, www.evergreenswimteam.org.

ARTICLE XIII
Amendments

1. Amendment Procedure. These Bylaws may be amended at a regular or special meeting of the Board of Directors by a vote of the majority of a quorum of Board members present in person or by absentee vote.
2. Resolution of Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XIV
Financial Assistance

1. Establishment: An important objective of the Evergreen Swim Team is to make the sport of competitive swimming available to as many children and young adults as possible, regardless of financial status. With this in mind, the Evergreen Swim Team is committed, subject to the availability of funds, to assisting families who are unable to pay the fees and/or costs required for participation in the Swim Team. Therefore, the Corporation through its Board of Directors may establish and maintain a program to provide limited financial assistance to qualified members of the Evergreen Swim Team who may apply for such assistance.

2. Determination of Financial Assistance: Subject to the availability of funds, financial assistance shall be based on the financial need of an applicant, the academic record and standing of the applicant's child who is a swimmer on the Evergreen Swim Team, the Swim Team coach's recommendation and other criteria that may be approved by the Board of Directors from time to time. A committee selected by the Board of Directors, consisting of a parent volunteer, the treasurer and/or the treasurer's assistant, Corporation's independent accountant or CPA, shall develop a financial aid policy, guidelines and application for Board approval and shall administer the program on behalf of the Corporation. Recommendations of the committee, if any, for financial assistance shall be made to the Board of Directors for a vote.

3. Awards of Financial Assistance: All awards for financial assistance shall be in the form of a reduction in membership fees and costs, unless otherwise determined by the Board of Directors.