

**CHATFIELD BOYS' LACROSSE BOOSTER CLUB  
BYLAWS  
Revised March 26, 2013**

**SECTION 1: ORGANIZATION**

The Chatfield Boys' Lacrosse Booster Club (the "Corporation") is a nonprofit corporation under the provision of the Colorado Revised Nonprofit Corporation Act.

**SECTION 2: NAME**

The Name of the Corporation is the Chatfield Boys' Lacrosse Booster Club (CBLBC).

**SECTION 3: REGISTRATION OFFICE**

The initial registered office of the CBLBC shall be located at Chatfield Boys' Lacrosse, P.O. Box 270913, Littleton, Colorado, 80127. The registered agent shall be a current member of the Board of Directors. The agent for CBLBC will be the Club's President.

**SECTION 4: PURPOSE**

- 4.1 Purposes. The Corporation is organized pursuant to the Colorado Revised Nonprofit Corporation Act, as amended (the "Act"), and shall be operated exclusively for public charitable, or educational purposes as described in, and contemplated by, 501©(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation:
- a. to broaden the involvement of students, student families, the school and the community in the sport of lacrosse;
  - b. to facilitate activity to raise funds to support the boys' lacrosse programs at Chatfield Senior High School;
  - c. to organize volunteer support for program activities in coordination with the Chatfield Senior High School Athletic Department and coaching staff; and
  - d. to do and to engage in all lawful activities that further or are consistent with the preceding purposes of the Corporation.

In furtherance of such purposes the Corporation may promote, establish, conduct, and maintain activities on its' own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

**SECTION 5: MEMBERSHIP AND VOTING RIGHTS**

- 5.1 Membership. All individuals and corporations interested in the development of the sport of lacrosse and support of the Chatfield Senior High Boys Lacrosse program are eligible for membership.
- 5.2 Voting Rights. Current parents, family members and/or guardians of a registered lacrosse student-athlete (player) participating on a Chatfield Senior High School Boys Lacrosse team are

considered voting members of the CBLBC and are not required to pay membership dues. Voting membership shall be entitled to no more than one (1) vote per registered athlete.

All active Chatfield Senior High School lacrosse coaches, spouses of coaches, principals, and the Athletic Director shall automatically be considered non-voting members of the CBLBC. The head lacrosse coach or his/her designate shall be a non-voting member of the Board of Directors of the CBLBC.

All other interested individuals are eligible for non-voting memberships.

## **SECTION 6: BOARD OF DIRECTORS**

- 6.1 Number. The affairs and management of the CBLBC are to be under the control of the Board of Directors consisting in any one year of not less than three (3) and not more than eleven (11) elected members, elected by the general membership for such terms of no less than one (1) year and no more than four (4) years.
- 6.2 Powers. The Board of Directors shall have power to amend the Articles of Incorporation and to make and amend such bylaws as the Board of Directors may deem proper for the management of CBLBC's affairs. The Board of Directors shall also have the power to name non-voting advisors to serve in the Boards' discretion.
- 6.3 Election of Board members: Election of Board members shall take place at the meeting of the CBLBC to be held in April of each year, or as near there as is reasonable. All members shall be elected by a majority vote of the voting members present or through a detailed online election process as determined by the Board to assure election integrity and compliance with these bylaws. To be eligible to serve on the Board, the Board member or candidate must have attended a minimum of seventy five percent (75%) of the booster club meetings in the previous year, not violated the Code of Conduct (Section 11), and must have a lacrosse player in the program. If the player is no longer in the program then the parent/guardian must relinquish their Board position and the Board may replace the related position. Board candidates will be treated as Board Members for the purpose of applying the Code of Conduct.
- 6.4 Duties of Board of Directors: The Board of Directors will include at minimum, a President, Secretary and Treasurer. The Board members are expected to attend all Board and Booster meetings throughout the year. Members who are absent from more than three meetings may be subject to removal from the position. Any Board position may be held by co-representatives if the Board or that representative feels it would best serve the CBLBC. Additional positions up to no more than a total of 11 voting members include the following positions.
- a. President: It shall be the duty of the President to preside at all regular and special meetings and all Board meetings. The President shall perform all of the duties of the office, shall appoint all committees and committee chairpersons, and shall be an ex-officio member of all committees. To ensure the vision of the program is carried out, the President shall have regular meetings with the team coach and/or Athletic Director as required. This position may be shared jointly by no more than two individuals.

- b. Vice President: The Vice President shall act as President in the event of the President's absence. In addition, the Vice President is there to support the President and assist with those duties as necessary.
- c. Secretary: It shall be the duty of the Secretary to keep a record of all regular and special meetings and all Board meetings. A record of all in attendance at all meetings must be included in each record.
- d. Treasurer: It shall be the duty of the Treasurer to receive all monies due to the booster club and deposit same. The Treasurer shall disburse the funds of the CBLBC only for purposes approved by the Board of Directors or CBLBC. The Treasurer shall present a statement of accounts at all regular meetings and at other times when requested to do so by the President. The accounts of the Treasurer may be audited by a committee approved by the President. The ledgers, spreadsheets and banking records shall be open for the review of the Board at any time.
- e. Member(s) at Large: It shall be the duty of the Member(s) at Large to represent the General Membership at all Board meetings. This is a voting position.
- f. Faculty Representative (optional). The Faculty Representative will be a current faculty member of Chatfield Senior High School. The Faculty Representative may attend all Board meetings and provide feedback to the Board regarding activities of the CBLBC and players as they impact Chatfield Senior High School. This is a non-voting position.
- g. Coaching Representative. The Coaching Representative will be the Head Coach or a member of the coaching staff as designated by the Head Coach. The Coaching Representative may attend all regularly scheduled CBLBC meetings. This is a non-voting position.
- h. The Board will retain the option to call up to two additional Board members to assure an odd number and representation from various grades, teams, schools or for specific expertise.

6.5 Initial Directors. The following individuals have been elected as the initial Directors of the CBLBC:

- a. President: Jill Kelsic/Robin Black
- b. Vice President: John Bauer-Martinez
- c. Treasurer: Lorren LaVecchia
- d. Secretary: Jennifer Olcott
- e. Member at Large: Michelle Windemuller
- f. Faculty Representative: Patti Vaninger
- g. Coaching Representative: Reg Weber

## **SECTION 7: LIMITATION OF LIABILITY AND INDEMNIFICATION**

7.1 Limitation of Personal Liability. The personal liability of each Director of the Corporation for breach of fiduciary duty as a Director is eliminated to the fullest extent permissible under the Act, including, without limitation, pursuant to Section 7-128-402 except that this provision shall not eliminate or limit the personal liability of a Director to the CBLBC or its members for monetary damages for:

- a. any breach of the Director duty of loyalty to the CBLBC or its members;

- b. acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law
- c. any transaction from which the Director directly or indirectly derives an improper personal benefit.

7.2 Scope of Indemnification. The Corporation shall provide indemnification of, and advance expenses to, Directors, officers, employees, fiduciaries, and other agents to the fullest extent permissible under the Act.

7.3 Amendment, Modification, or Repeal. Any amendment, modification, or repeal of all or part of this Section 7 shall not adversely affect any right or protection of a Director, officer, employee, fiduciary, or other agent under this Section 7 in respect of any action or omission occurring prior to the time of such amendment, modification, or repeal.

### **SECTION 8: AMENDMENTS**

The bylaws shall be approved at a meeting of the CBLBC by a majority vote of those members eligible to vote and actually casting their vote at said meeting. The bylaws may be amended by a majority vote of the Board of Directors or by the majority vote of the CBLBC membership in attendance at any special or regularly called meeting.

### **SECTION 9: MEETINGS**

9.1 The CBLBC shall conduct general membership meetings as required to conduct the business of the CBLBC. The CBLBC shall conduct no less than four (4) general membership meetings per year.

9.2 The CBLBC will conduct Board of Director meetings as required to conduct the business of the CBLBC. There will be no less than one (1) Board of Directors meeting per year.

### **SECTION 10: COMMITTEES**

10.1 Membership on all committees will be open to all interested members (voting and non-voting). The term of the Chairperson(s) on each committee shall be from the time of appointment for a period of one (1) year or until such time as the President removes the Chairperson or until the committee is disbanded.

10.2 The Chairman of each committee shall provide committee reports to the President upon request and at the General Membership meetings.

### **SECTION 11: CODE OF CONDUCT**

11.1 Board Members and Committee Chairpersons are acting on behalf of the CBLBC and have a general duty to conduct themselves in a manner that does not infringe on the reputation of the CBLBC, the players, parents, coaching staff, Chatfield Senior High or any other school or organization represented by players in the program.

11.1.1 No Board Member or Committee Chairperson shall solicit or accept, directly or indirectly, any gifts, gratuity, favor, entertainment, loan or any other thing of monetary value made with the intent of influencing a decision or action on any business of the CBLBC.

- 11.1.2 No Board Member or Committee Chairperson shall act in a way deemed slanderous or libelous toward another member of the CBLBC, parents, players, coaches, officials or representative schools. No Board Member or Committee Chairperson shall engage in any communication or activity that is intended to discredit or defame another member of the CBLBC, players, parents, coaches, officials or representative schools for the sole purpose of advancing a personal cause or influencing others to place pressure on the CBLBC to advance a personal cause.
- 11.1.3 If the conduct of any Board Member or Committee Chairperson is in violation of the Code of Conduct or otherwise determined to be disruptive in nature, resulting in detrimental affect on the CBLBC, the Board Member or Committee Chairperson will be required to forfeit their position upon the request of the Board.

## **SECTION 12: INTERIM DISTRIBUTIONS**

The CBLBC shall not carry on any activities or make any distributions or payments not permitted to be carried on (a) by a corporation 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.

## **SECTION 13: FISCAL YEAR AND FINANCES**

- 13.1 The fiscal year of the CBLBC shall begin on the first day of July and end on the last day of June of the following year.
- 13.2 The CBLBC is organized not for profit and no part of the net earnings shall inure to the benefit of any member.
- 13.3 The Treasurer and two (2) additional Board members will have signing authority on the CBLBC bank account.
- 13.4 The Bank Statement will be available to the Treasurer and at least one other Board Member.
- 13.5 The Treasurer will present a report at each General Membership meeting outlining the financial activities of the CBLBC.
- 13.6 The Treasurer will prepare and present a report with supporting documentation for review/audit by the Board of Directors or designated Budget committee on no less than a quarterly basis.
- 13.7 The Board of Directors may spend only \$500 per occurrence and no more \$1500 in any fiscal year in excess of budgeted items without the approval of the membership.
- 13.8 Committees are responsible to operate within their budgeted amount and require Board approve for expenditures greater than budget.
- 13.9 For any purchase greater than \$2,500, three bids should be obtained before placing the order to ensure the best price (balancing quality, price and service).

## **SECTION 14: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors (the “Board of Directors”) shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of the United States Lacrosse Association Foundation or such other organization or organizations as shall at the time qualify under Code 501©(3), as the Board of Directors shall determine.