



Club Bylaws Valley Swim Club, Colorado Springs

Version Date: April 14, 2016

ARTICLE I Name and Function

The name of the swim club located at 111 Water Street, Colorado Springs 80904 will be: Valley Swim Club of Colorado Springs, Colorado, Inc. (VSC).
The function of VSC is set forth in the Articles of Incorporation.

ARTICLE II Purpose and Objective

Section 1. The purpose of VSC is to operate a private swimming pool in the general area of the Mesa Development, Pleasant Hills Subdivision, Westmoor Park Subdivision in addition to the City of Colorado Springs.

Section 2. The mission of VSC is to provide its members a family oriented atmosphere promoting physical and social activities through sport, exercise, recreation, and social gatherings. VSC Members shall, own and maintain such premises including, but not limited to one or more private swimming and wading pools and the necessary equipment therefore; and to maintain and operate private buildings, club houses, premises, pool, or other structures as incidental to the above purpose; and to sell, lease, mortgage, or otherwise dispose of same.

ARTICLE III Government

Section 1. VSC shall be governed by a Board of Directors composed of no more than nine and no less than seven in number. The Board shall consist of a minimum of two-thirds resident members and a maximum of one-third non-resident members. (Resident as defined in Article VI, Section 5)

Section 2. An annual meeting of active members of the Club, will provide the opportunity for members to run for an open spot on the board. Members present, that desire to run for a board position will enter their names in writing at the meeting. Candidates will then give their bios which will be sent to the membership. Voting will take place electronically. The membership will be notified via email of the selected candidates. Each director will serve one, three year term. Should the Director desire to run again for a position, they must be reelected by the membership. No elected Director shall serve more than two consecutive terms.



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ARTICLE IV Board of Directors

Section 1. Consistent with these Bylaws, the Board of Directors shall:

- A. Transact all Club business and make and amend rules for the regulation of the use of Club property. It may appoint and remove such officers, agents, or employees as it may deem necessary and may amend their duties and compensations.
- B. Manage the memberships in accordance with these Bylaws and Rules of the Club.
- C. Fix, impose, and remit penalties for violations of these Bylaws and Rules of the Club.
- D. Elect from within the Board of Directors an executive level consisting of President, Vice-President, Secretary, Management Coordinator/Treasurer, and Membership Coordinator.
 - a. President and Vice President must have one year of prior VSC Board experience before being elected.
 - i. Exception – in the case that there exists no board member with one year of experience, elections will be made from the active members
 - b. Additional board members will be required to serve as a board committee chair outlined in section 6.1.
- E. The Board may vote to fill any vacancy on the Board of Directors from among the then active members, who shall serve until his/her term is expired.
- F. Board oversees the hiring of an accountant or accounting firm that will prepare monthly finance reports, file government reports, and complete the annual tax return.
- G. Oversee the accumulation of reserve funds to be used in the future for pool and property replacement and repair.
- H. The Board of Directors will volunteer their time to serve on the Board. Membership fees will be waived (unless a Board members chooses to pay them) and allow for other board determined benefits while serving on the Board.

Section 2. The Board shall designate the bank or banks in which the funds of the Club shall be deposited and determine the manner in which checks, drafts, and other instruments for the payment of funds of the Club shall be executed. The Board shall always require that at least two officers sign all such checks, drafts, and other instruments for the payment of money drawn in the name of the Club, except that the President, Vice President and Treasurer may be authorized to sign checks less than \$1500.00 in his/her signature alone that has been board approved. Annually, the President, Vice-President, and Treasurer may be certified with the banking institution as signees on checks and debit cards.

Section 3. The Board may, at its discretion, cause the books of the Club to be audited and the report of such audit shall be made available to the members.



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Section 4. Meetings shall be conducted in the following manner:

- A. The Board shall meet at least once a month, unless, upon motion duly made and passed, the next successive meeting is declared unnecessary and to be omitted and further, shall meet within thirty (30) days following the Annual Meeting each year.
- B. 60% of the members of the Board shall constitute a quorum.
- C. Special meeting of the Board of Directors may be called by the President, and may also be called by the Secretary, upon the request of two members of the Board.

Section 5. In the event a question before the Board results in a tie vote, which cannot be resolved, the President will make the final decision.

Section 6. Nothing in these Bylaws shall be construed to permit the Board to borrow, or pledge the credit of the Club, for an annual payment in excess of one-half of the balance of annual income, exclusive of new membership fees, over annual expenses from the previous year without the specific approval of a majority of the members present at a meeting called in accordance with these Bylaws.

Section 7. Removal of a Director: A director may be removed, without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum. In addition, any member of the Board of Directors may be removed for a substantial cause by the majority vote of the Board present at any meeting at which there is a quorum. Substantial cause shall include failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least three (3) consecutive unexcused meetings of the Board of Directors.

Section 8. The Board shall provide a proper and legal means to encumber, dissolve, or dispose of the assets of the Club if such becomes necessary, and all funds derived there from shall be shared equally by the membership.

ARTICLE V

Officer Duties

Section 1. Responsibilities of the President. The duties include the following:

- A. Preside at all meetings of the Club and the Board.
- B. Schedule each meeting of the Club and Board, administering to the meeting agenda as provided by the Secretary.
- C. Be the administrative officer of the Club.
- D. Approve agenda provided by Secretary before board meeting.
- E. Preside at the first meeting of the new Board for the next year until a new President is elected.
- F. Sign contracts approved by board



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Section 2. Responsibilities of the Vice-President. The duties include the following:

- A. Take over all responsibilities of the President in the absence or disability of the President.
- B. Marketing duties as needed by the Club.

Section 3. Responsibilities of the Management Coordinator/Treasurer. The duties include the following:

- A. Attend to the business and financial operations of the Club.
- B. Manage the accountant who prepares the monthly financial statements (income statement & balance sheet).
- C. Ensure a file of all past year's financial statements is maintained
- D. Oversee VSC employee salaries.
- E. See that the governmental reports are filed on time. These include workman's compensation reports, income taxes, Social Security withholding, and others. Some of these may be completed by the accountant, but the Treasurer is responsible for overseeing this activity.
- F. Manage the people who are paid employees of the Club.
- G. Hire and fire the paid employees of the Club.

Section 4. Responsibilities of the Secretary. The duties include the following:

- A. Responsible for notifying the membership about the meetings of the general membership - Keep minutes of all meetings of the Board and the Club.
- B. Maintain a file of all past meetings of the Board and the Club.
- C. Publish a Club newsletter to the membership in April.
- D. Maintain a file of past newsletters and correspondence with the membership.
- E. Maintain a current list of all Board member's names, addresses, phone numbers and term expiration dates.
- F. In the event that the Secretary is unable to attend a Board meeting, he/she will designate another Board member to keep the minutes. The Secretary retains the responsibility for distributing copies of those minutes to all Board members prior to the next meeting.
- G. Maintain the current Bylaws. Be responsible for getting a copy to each Board member and for determining if the Club is being run in accordance with it. Also, be responsible for deciding if the Bylaws need updating.

Section 5. Responsibilities of the Membership Coordinator. The duties include the following:

- A. Provide information to people interested in selling, buying or renting.
- B. Keep a list of people (in order of notification) who wish to sell, buy or rent.
- C. Report to the Board on the people who are interested in buying, selling or renting



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- memberships.
- D. Keep updated records of memberships, adding new members, dropping sold memberships, and adding renters.
 - E. Direct new members to current website for bylaw and pool rules and other pertinent VSC information.

Section 6. Board Committees:

The Board of Directors may create such committees with such powers as it deems wise to have. The President shall appoint a director to chair and serve on those committees. All such appointments must be approved by the Board either prior to the appointment or be ratified at the next Board meeting.

Board Committees may include:

- A. Activities Coordinator:
 - 1. Manage all activities associated with the pool, including acting as a liaison with the swim team, swim lessons, membership activities, volleyball, and special events.
- B. Maintenance Coordinator. The duties include the following:
 - 1. Manage the work that is done to keep the facilities in repair.
 - 2. Organize all required workdays.
 - 3. Required to keep list of duties to be performed on workdays.

ARTICLE VI

Members

Section 1. The maximum number of memberships of the Club shall be established at three hundred (300). The general membership would have to vote on any change to this number.

Section 2. Membership in the Club shall consist of the following classifications or combinations:

- A. Family
- B. Individual
- C. Active
- D. Inactive
- E. Resident
- F. Non-Resident
- G. Associate

Section 3. Definition of Family and Individual Memberships:

- A. Family membership is a family unit, such as husband/wife or head of family, and dependent children age 26 and younger, permanently and totally disabled children



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regardless of age, and child care providers. In order to bring a childcare provider to the pool the membership must have paid the childcare provider fee. The childcare provider must be a minimum of 16 years of age, and must comply with all rules and regulations of the pool.

- B. Individual membership is a membership entitling only one person to Club privileges.

Section 4. Definition of Active, Inactive, and Associate Membership

- A. Active membership is one owned by either a family or an individual and on which the current active dues and assessments are paid by the owner.
- B. Inactive membership is one owned by a family or individual which will not be utilized for one particular season. Inactive members are still owners and therefore are eligible to vote in elections. Owners of inactive memberships consign their membership to the Club for rental in accordance with Club rental policy. A membership may only be rented out for one season at a time, no consecutive seasons.
- C. The renter will be entitled to full Club privileges of that membership, except voting.
- D. Associate member status may be selected by an individual or family who have been members for twenty (20) continuous years or more. Members in this classification retain full Club privileges for the individual or family. They must pay the associate member fee for each year they retain their membership.
- E. Associate Memberships are automatically consigned to the Club for rental. Associate members do not have the option of renting their membership. Annual fees must be paid to retain Associate membership level.

Section 5. Definition of Resident and Non-Resident Memberships

- A. Resident membership is one owned by a family or an individual who resides in an area bounded by the Air Force Academy in the north, the Pike National Forest in the west, I-25 in the east, and an east-west line defined by the north boundary of Bear Creek Park in the south. Total resident memberships shall be maintained at a minimum of 2/3 of all memberships in the Club or a total of 200 memberships. Requests for new memberships and rentals shall be processed for resident members first with priority to 80904 postal zip code area.
- B. Non-resident membership is one owned by a family or an individual residing outside the residential area described in above. The maximum number of non-resident memberships in the Club shall be limited to one third of all memberships

Section 6. Any member of the Club may withdraw at any time, but there shall be no refund of any portion of the current year's dues and assessments.

Section 7. Suspension of Members and Expulsion of Members:



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- A. Any member of any class, for cause, and after being given an opportunity for a hearing, may be suspended for a period of not to exceed three (3) months by a two-thirds vote of the Board members present at any meeting thereof, or expelled permanently from Club membership by a three-fourths (3/4) vote of the entire Board membership. Cause for suspension or expulsion shall, in general, be for violation of these Bylaws, or for the Rules of the Club, or for conduct hazardous to other members. In either case, refunds of the current year's dues and assessments is at the discretion of the Board of Directors.
- B. The Board may delegate to the President, Management Coordinator, or such other persons as deemed necessary, the power to suspend Club privileges for violation of Club Rules and Regulations provided such suspension does not exceed seven (7) days. As written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours following each such action.

Section 8. Sale of Memberships

- A. All memberships will be bought and sold through the Club.
- B. A transfer fee will be charged to the seller for each membership sold. This fee will be set by the Board.
- C. It shall be the responsibility of the member to notify the Club (in writing) if they do not plan to retain their membership for any reason by May 1st. If the membership is sold that year for more than the inactive fee, the proceeds of the sale, less any debts to the Club and transfer fees, will be refunded to the former owner. If the membership is sold for less than the inactive fee or is not sold that year, the former owner will be liable for the difference between the inactive membership fee and the sale price, in addition to any debt to the Club and transfer fees. -All members who have failed to pay annual dues and have failed to provide written notification of their intention to sell their memberships prior to July 1st of the current calendar year will be notified by certified mail that their membership will revert back to the Club on September 1st or thirty (30) days from the date of certification. Failure to respond to this notification will cause all monies received by the sale of a membership to be retained by the Club.
- D. Members who respond to notification and opt at that time to sell will be penalized one year's dues plus the associated late fee from the proceeds of the sale.
- E. The Club will offer memberships available for sale first to applicants qualifying as resident members and then to non-residents within the limitations prescribed in Section 5 of this Article.

Section 9. General

- A. Upon payment of membership fees each membership shall be recorded in the membership records held by the Membership Coordinator.



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- B. All active members of the Club shall be accorded the facilities of the Club, subject to Club Rules and Regulations, which shall be posted at all times on the premises of the Club.
- C. Any property of the Club broken or damaged by a member of any class, or by a guest of a member, shall be promptly paid by such member. No person shall take any article belonging to the Club.
- D. The Club assumes no responsibility, and members of any class or their guests have no claim against the Club for the property of members of any class, or any guest, which may be brought or left on Club premises.
- E. The Club assumes no responsibility, and members of any class or their guests can have no claim against the Club, its officers, Board of Directors, or employees for any accident or injury to any person on Club property.

Section 10. The Board of Directors, at its discretion, may reinstate as an active member, a member who has previously allowed his/her membership to become inactive. Reinstatement shall be without penalty provided the member was in good standing at the time their membership became inactive.

Section 11. Guests

- A. A guest is defined as any person not complying under the membership definitions in section 3, Family and Individual Memberships.
- B. The Board shall, by rule, fix the terms and conditions by which guests of members may use Club facilities.
- C. Each active membership shall be allowed to bring guests to the pool paying the guest fees set by the Board each year. Except that, at the discretion of the Board, privileges may be limited to only weekdays (Monday-Friday), or such other special "open house" days as may be declared by the Board.
- D. All guests must be accompanied by a member.

Section 12.

- A. Rental members will have full Club privileges of the membership, except voting. After renting for one full season, rental members must secure a membership with a down payment and must buy a membership at the first available offering.
- B. Rental Members who are offered a membership purchase and decline to buy, will be identified in the membership system as prior renters and placed at the back of the membership wait list, regardless of residence area code, upon reapplication for membership.



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ARTICLE VII Dues and Fees

Section 1.

- A. Each year prior to April 1, the Board of Directors shall establish annual dues for that year for each class of membership.
- B. All dues and fees mentioned in the Bylaws shall be set by the Board of Directors by the January meeting.
- C. Dues shall be sufficient to provide for the necessary operating expenses, proper maintenance and improvement of its property, and contributing to a capital improvement fund.
- D. The Board of Directors shall plan on increasing the capital improvement fund by at least 13% of the annual budget each year. This amount needs to be planned for in each budget that is submitted to the general membership. The projected expenses need to be at least 13% less than the projected income for the coming year. Any new member joining the Club after July 15, shall pay one-half (1/2) the annual active membership dues.
- E. No dues or part thereof shall be refunded in the event that the pool operations are required to be suspended for any period.
- F. Special assignments may be levied after approval by a majority of the membership present at the Annual Meeting or at any special meeting of the membership called for that purpose.
- G. Associate members shall pay a fixed amount for membership dues.

Section 2. All applicants for membership subsequent to January 1, 1986, shall pay membership fees.

Section 3. A transfer fee not to exceed ten percent (10%) of the current established membership fee will be charged to the seller on membership sales.

Section 4. Membership values and/or transfer fees may be changed by the Board by a two-thirds (2/3) vote of all its members and such action will be announced at the Annual Meeting.

Section 5. Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members or their families to whom the privileges of the Club shall have been extended, and for all charges and liabilities imposed upon or incurred by their guests.



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Section 6. Fees for guests:

- A. Fees will be set each year by the Board.
- B. Guest fees do not include lesson privileges

Section 7. Swim Team: For a fee, established annually by the Swim Team Board and approved by VSC Board, non-member individuals may participate with the swim team. These individuals have no other membership privileges. The fee is in addition to any fees charged to members for swim team participation. The number of non-member participants of the swim team shall not exceed 30% of the total number of participants on the swim team.

Section 8. Private Parties

- A. The pool is available for swimming parties after hours if sponsored by active members. Sponsoring member must be in attendance. Arrangements must be made in advance with the manager and be approved by the Management Coordinator.
- B. Minimum fees for use of the pool, will be revised annually by the Board.
- C. Sufficient lifeguards must be in attendance for all private parties. -A down payment shall be charged to assure use of the pool for a party. The amount of such down payment will be determined annually by the Board prior to the opening of the pool.
- D. Private pool parties subject to pool facility closure outside of member's control less than one hour after they begin will not be required to pay the party fee; however the lifeguard must be paid for the time spent on duty. Refunds will reflect guard pay deduction.

Section 9. All of the above fees are subject to change by a majority vote of the Board present at a regularly scheduled meeting.

Section 10. All membership fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State, or any other governmental body or agency.

ARTICLE VIII

General Membership Meetings

Section 1. The Annual Meeting of the Club shall be held during the summer of each year at such place and time as the Board may determine. This Annual Meeting shall be for the purpose of nominating candidates for election to the board, presenting reports, and for the transaction of such other business as may be indicated in the notice or may be brought before it. Members shall be given notice of the Annual Meeting at least five (5) days prior thereto.

Section 2. A Membership Meeting shall be held (prior to the pool opening each year) to present a financial report for the coming year. A report of the fees to be charged for the coming year shall be given as well as any other general business topics. Members shall be given notice of the



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Membership Meeting at least five (5) days prior thereto.

Section 3. Special meeting of the Club may be called by the Board of Directors. Also, upon the written request of ten percent (10%) of the active members to the Secretary, stating the purpose thereof, a special meeting shall be called by the Secretary within thirty (30) days. Members shall be given notice of the Special Meeting at least five (5) days prior thereto. The notice shall state the purpose for which the Special Meeting is called and no other business shall be transacted there.

Section 4. Only owner members shall be entitled to vote at meetings of the Club, and each membership shall be entitled to only one (1) vote.

Section 5. The owner members present at any official Club meeting shall constitute a quorum.

ARTICLE IX Amendments

Section 1. These bylaws may be amended by a quorum of the Board of Directors present and entitled to vote at a meeting. Any amendments proposed to substantially change the purposes of the organization shall require approval by a two-thirds majority of the Board of Directors then serving.

- A. Board approved changes will be communicated to membership and membership will have 2weeks to advise by proxy any challenges to the changes. If no challenges are received the changes will be ratified
- B. If challenges are received, a special session will be called to review and address the challenges

ARTICLE X Miscellaneous

Section 1. Indemnification of Directors and Officers:

- A. Each person who acts as a Director of the Club shall be indemnified by the Club against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of his/her being or having been a Director or Officer of the Club, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct, and except any sum of money paid for the Club in settlement of an action, suit, or proceeding based on gross negligence or willful misconduct in the performance of his/her duties.
- B. The right of indemnification provided herein shall be granted to each Director and Officer referred to in Section 1A above, whether or not he/she is such Director or



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Officer at the time such costs or expenses are imposed or incurred, and in the event of his/her death shall extend to his/her legal representative.

Section 2. The Board of Directors may, at its discretion, provide for the use of the swimming pool and related facilities by outside organizations and such use shall be designated as guest use.

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