

# Bylaws of the Western Slope League

## Western Slope League of the State of Colorado

### **ARTICLE 1**

#### **NAME, OBJECTIVES, TERRITORY AND JURISDICTION**

- 1.1 NAME - The name of the corporation shall be Western Slope League.
- 1.2 OBJECTIVES - The objectives and primary purpose of the Western Slope League shall be the education, instruction and training of member athletes to develop and improve their capabilities in the sport of swimming. Western Slope League shall promote swimming for the benefit of swimmers of all ages and abilities, in accordance with the standards, rules, regulations, policies and procedures of FINA, USA SWIMMING, and Colorado Swimming, Inc (CSI) and its Articles of Incorporation.
- 1.3 JURISDICTION - Western Slope League shall have jurisdiction over the sport of swimming as delegated to it by CSI to conduct swimming programs consistent with CSI's objectives. Western Slope League shall discharge faithfully its duties and obligations as a Local Swimming Committee of USA SWIMMING in accordance with these Bylaws, the USA SWIMMING Code and all applicable policies and procedures.

### **ARTICLE 2**

#### **MEMBERSHIP**

- 2.1 MEMBERS - The membership of Western Slope League shall consist of the following:
  - .1 MEMBER CLUBS - A Member Club is an organization that is in good standing as a Group Member of CSI and USA SWIMMING, has athletes and coaches and participates in the sport of swimming. All athletes and coaches of the organization must be members in good standing of CSI and USA SWIMMING.

### **ARTICLE 3**

#### **DUES AND FEES**

- 3.1 MEMBER CLUBS – Every Member shall pay Western Slope League an annual fee and splash fees in addition to other charges, fees, etc. as may be established by CSI. The Board of Directors may establish reasonable due dates for the annual dues.
- 3.2 OTHER FEES -
  - .1 LATE FEES – The Board of Directors may establish a reasonable late fee for delinquent accounts. The Board of Directors may establish a reasonable due date for the payment of these fees.
- 3.3 FAILURE TO PAY -
  - .1 CLUB OBLIGATIONS – The failure of a Member Club to pay dues or fees imposed by CSI or Western Slope League within the time prescribed shall preclude the delinquent league member from using a blanket sanction made out to the Western Slope League.
  - .2 CONTINUED FAILURE TO PAY; TERMINATION OF MEMBERSHIP – Continued failure to pay by December 31<sup>st</sup> of each year shall be cause for termination of membership.

## **ARTICLE 4 BOARD OF DIRECTORS**

- 4.1 MEMBERS - The Western Slope League Board of Directors shall consist of the following officers and representatives of the Western Slope League:
- .1 President
  - .2 Vice-President
  - .3 Secretary
  - .4 Treasurer
  - .5 Athlete Representatives (Minimum of 2)
  - .6 Member Club Representatives (1 per Member Club)
- 4.2 LIMITATIONS - No more than two (2) directors shall be from a single Member Club. This limitation shall be applied separately as to Athlete Representatives.
- 4.3 VOTING RIGHTS - The voting rights shall be as follows:
- .1 BOARD MEMBERS - Each director (including Athlete and Member Club Representatives) shall have one vote in meetings of the Board of Directors.
  - .2 MEMBER CLUBS – Each Member Club shall have voice and vote at all meetings.
  - .3 INDIVIDUALS – Individuals who are not directors or voting delegation of Member Clubs may attend meetings of the Board of Directors and its committees and be heard at the discretion of the presiding officer. Unless entitled to vote under another provision of these Bylaws, Individuals shall have no vote in meetings of the Board of Directors or its committees.
- 4.4 DUTIES AND POWERS - The Board of Directors shall act for the Western Slope League. The Board of Directors shall have the power and it shall be its duty to:
- .1 Establish and direct policies, procedures and programs for the Western Slope League;
  - .2 Oversee the scheduling of competitive events;
  - .3 Cause the preparation and presentation to the Members of the annual budget of the Western Slope League and make a recommendation to the Members concerning the approval or disapproval thereof;
  - .4 Receive presentation of the Treasurer’s annual report and make a recommendation to the Members during the annual meeting concerning the approval or disapproval thereof;
  - .5 Call regular or special meetings of the Board of Directors or the Members;
  - .6 Admit eligible prospective Members;
  - .7 Retain such independent contractors and employ such persons as the Board shall determine are necessary or appropriate to conduct the affairs of the Western Slope League;
  - .8 Appoint other officers, agents, or committees or coordinators, to hold office for the terms specified.
  - .9 Remove from office any officers, committee chairmen, or committee members who have failed to attend to their official duties or member responsibilities or have done so improperly. No officer, committee chairman, or committee member may be removed without receiving at least thirty (30) days written notice specifying the alleged deficiency in the performance of the member’s responsibilities under these Bylaws, the member’s official duties or other reasons. All notices and proceedings under this section shall be prepared, served and processed utilizing the procedures for a formal hearing pursuant to Section 10.6.1 of the CSI Bylaws to the extent applicable. Should the officer, committee chairman, or committee member contest the alleged deficiency or other reason set forth in the notice, the Board of Directors shall hold a hearing at which the member shall have the same procedural rights as if the hearing were to be conducted by the Board of Review pursuant to Article 10 of the CSI Bylaws.

- 4.5 PARTICIPATION THROUGH COMMUNICATIONS EQUIPMENT – Members of the Board of Directors may participate in meetings of the Board of Directors through conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 4.6 ANNUAL MEETING – Once each year during the Western Slope Championship meet, the Board of Directors will convene the annual meeting with the Club Members.
- 4.7 REGULAR MEETINGS – Regular meetings of the Board of Directors shall be held in accordance with a schedule adopted by the Board of Directors with vesting power in the President to cancel a scheduled meeting.
- 4.8 SPECIAL MEETINGS – Special meetings of the Board of Directors may be called by the President or any three (3) Board Members.
- 4.9 QUORUM – A quorum of the Board of Directors shall consist of a majority of the voting members present.
- 4.10 VOTING – Except as otherwise provided in these Bylaws, all motions, orders and other propositions coming before the Board of Directors shall be determined by a majority vote.
- 4.11 PROXY VOTE – Voting by proxy in any meeting of the Board of Directors shall be permitted only in written form. Electronic mail is prohibited as a ‘written form’ of proxy.
- 4.12 ACTION BY WRITTEN CONSENT – Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of all the Board Members entitled to vote consent to the action in writing and the written consents are filed with the records of the respective meetings. These consents shall be treated for all purposes as votes taken at a meeting. Electronic mail is not an approved form of ‘written consent’.
- 4.13 MAIL VOTE – Any action which may be taken at any regular or special meeting of the Board of Directors, except elections, or removals of officers, committee chairmen and members, may be taken by a mail vote. If an action is to be taken by a mail vote, the Secretary, by first class mail, postage prepaid, shall distribute a written ballot to every Board Member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval, and provide a reasonable time within which to return the ballot to the Secretary. Action by written ballot shall be valid only when the number of votes cast in favor of the proposed action within the time period specified constitutes a majority of the votes entitled to be cast.
- 4.14 NOTICES –
- .1 TIME – Not less than fourteen (14) days notice shall be given to each Board Member for any special meeting of the Board of Directors. Separate notices need not be given for the annual meeting or regular meetings that are designated in these Bylaws or otherwise scheduled.
  - .2 INFORMATION – Notice of a meeting shall contain the time, date and site and in the case of special meetings, the purpose of the meeting.
- 4.15 ORDER OF BUSINESS – At all meetings of the Board of Directors the following shall be included in the order of business to the extent applicable. The order in which subjects are taken up may be varied.

Roll Call  
 Reading, correction and adoption of minutes of previous meeting  
 Reports of officers/committees  
 Treasurer’s report and subsequent adoption of recommendations to Members  
 Old Business  
 New Business  
 Elections  
 Resolutions and orders  
 Adjournment

## **ARTICLE 5 OFFICERS**

- 5.1 ELECTED OFFICERS – The officers who shall be elected by the Members or appointed by the Board of Directors are:
- .1 President\*
  - .2 Vice-President
  - .3 Secretary
  - .4 Athlete Representatives. (Minimum of 2)
- 5.2 ELECTIONS AND APPOINTMENTS – The Member Clubs, through voting representation at the annual meeting, shall elect the Vice-President every year; and the Secretary in odd-numbered years. The Athlete Representatives shall be elected by their peers. The Treasurer shall be appointed by a majority vote of the Board of Directors and serve for a period of two years.
- 5.3 ELIGIBILITY – Only members of Member Clubs in good standing shall be eligible to hold office and must maintain their eligibility throughout their term of office. All Members except the Athlete Representatives shall be Non-Athlete Members of CSI.
- 5.4 OFFICES COMBINED - Any office other than the President may be combined with any other office.
- 5.5 TERMS OF OFFICE –
- .1 TERM OF OFFICE - The terms of office of all elected and appointed members of the Board of Directors shall be two years, except the offices of the President and Vice-President. \*The terms of the President and Vice-President shall be for one year as the office of the President shall be the second year of the term of the Vice-President.
  - .2 COMMENCEMENT OF TERM – Each person elected to a position shall assume office immediately following the meeting during which elections or appointments take place.
  - .3 COMPLETION OF TERM - Each officer’s term will end at the adjournment of the respective annual meeting.
  - .4 CONSECUTIVE TERMS LIMITATION - Except for the Secretary, no Member who has served four successive years shall be eligible for re-election to the same position until a lapse of two years. A portion of any term served to fill a vacancy in the position shall not be considered in the computation of this successive terms limitation.
- 5.6 DUTIES AND POWERS – The duties and powers of the officers shall be to attend and participate in all meetings of the Members and the Board of Directors and as follows:
- .1 PRESIDENT: The President shall preside over all meetings. He/she shall present at each annual meeting of the organization an annual report of the work of the organization. He/she shall appoint all committees, temporary or permanent. The President shall see that all books, reports and certificates required by CSI, USA Swimming and/or law are properly kept or filed. He/she shall be one of the officers who may sign the checks or drafts of the organization.
  - .2 VICE-PRESIDENT: The Vice-President shall conduct meetings in the absence of the President and, at the request of the President or in the event of the disability of the President, shall perform all of the duties of the President, and when so acting shall have all of the powers of the President.
  - .3 SECRETARY: The Secretary shall be responsible for keeping a record of all meetings of the Members and Board of Directors, conducting official correspondence, issuing meeting and other notices and making necessary reports to and filing certificates required by CSI. The Secretary will be responsible for monitoring the Board of Directors to ensure that all officers are current and in good standing to maintain officer eligibility. The Secretary shall perform the other duties incidental to the office of Secretary; shall be custodian of the records and the seal of this organization. The Secretary shall cause to be kept in a permanent location copies of all minutes, official correspondence, meeting and other notices, and any other records of the Western Slope League.

- 4. TREASURER: The Treasurer shall have the care and custody of all monies belonging to the Western Slope League and shall share the responsible for such monies with the President. The Treasurer shall cause to be deposited in a banking institution checking account the balance of all funds and must be one of the officers who shall sign checks or drafts of the organization. The Treasurer shall prepare a written account of the finances of the organization and present it to the Board of Directors at the annual meeting and two other board meetings throughout the year. The Treasurer shall exercise all duties incidental to the office of Treasurer.
- .5. ATHLETE REPRESENTATIVES: The Athlete Representatives shall be responsible for representing the views of the Athlete Members of the Western Slope League in all matters.
- 5.7. RESIGNATIONS – Any officer may resign by orally advising the President or by submitting a written resignation to the Board of Directors specifying an effective date of the resignation. In the absence of a specified effective date, any such resignation shall take effect upon the appointment or election of a successor.
- 5.8. REMOVAL FROM OFFICE - Any officer may be removed from their position by a majority vote of the Board of Directors if they have failed to attend to their official duties and responsibilities or have done so improperly.
- 5.9. VACANCIES AND INCAPACITIES –
  - .1. OFFICE OF THE PRESIDENT – In the event of a vacancy in the office of President, or of the President’s temporary or permanent incapacity, the Vice-President shall become the Acting President until an election can be held at the next meeting of the Members to fill the remaining term, if any, of the former President, or until the President ceases to suffer from any temporary incapacity. While serving as Acting President, the Vice-President shall vacate the office of Vice-President, except in the case of the President’s temporary incapacity.
  - .2. OTHER OFFICES – In the event of a vacancy in, or permanent incapacity of the person holding, any office other than President, the President shall appoint a successor, with the advice and consent of the Board of Directors, to serve until the next regularly scheduled meeting of the Members.

**ARTICLE 6  
REPORTS**

- 6.1. MINUTES – The Secretary shall, within fourteen (14) days after each meeting of the Board of Directors and the Members, transmit a copy of the minutes of the meeting to the Member Clubs and a copy to the permanent files.
- 6.2. FINANCIAL REPORTS - The Treasurer shall prepare a written account of the finances of the organization and present it at each meeting of the Board of Directors. Such report shall be physically affixed to the minutes of said meeting.

**ARTICLE 7  
ANNUAL MEMBERSHIP MEETINGS**

- 7.1. ANNUAL MEETINGS - The annual membership meeting of the Western Slope League shall be held during the Western Slope Championship Meet held each summer. If for some reason, the meeting cannot be held during such time, the Board of Directors shall fix the day but it shall not be more than two (2) weeks past the 1<sup>st</sup> of August.
- 7.2. NOTICES - The Secretary shall cause to send every member in good standing a notice telling the time and place of such annual meeting. The Secretary shall give notice not less than fourteen (14) days in advance of meeting.
- 7.3. QUORUM – The presence of not less than 51% of the club members of the Western Slope League shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these Bylaws and the Secretary shall cause a notice of this rescheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

7.4 VOTING REPRESENTATION OF MEMBERS –

.1 Each club or team in the Western Slope League territory shall have one vote during the annual meeting.

7.5 VOTING – Except as otherwise provided in these Bylaws, all motions, orders and other propositions coming during the annual membership meeting shall be determined by a majority vote of those present.

7.6 PROXY VOTE – Voting by proxy in any meeting shall be permitted only in written form. Electronic mail is prohibited as a ‘written form’ of proxy.

7.7 NOMINATING COMMITTEE –

.1 MEMBERS OF NOMINATING COMMITTEE – The Nominating Committee shall comprise no fewer than four (4) Members, including a league Past President, an active USA Swimming Official that is attached to a Member Club, and a representative from a northern Member Club and a southern Member Club. The Nominating Committee shall be a standing committee created annually by the President with the advice and consent of the Board of Directors. Members of the Board of Directors shall be prohibited from serving on the Nominating Committee. If any member of the Nominating Committee resigns or otherwise becomes unable to participate in its affairs, the Committee Chair will appoint a replacement.

.2 CHAIRMAN ELECTED BY NOMINATING COMMITTEE – The Nominating Committee shall elect a chairman from those serving.

.3 DUTIES OF NOMINATING COMMITTEE – A slate of candidates for election as the officers to be elected at the next annual meeting shall be prepared by the Nominating Committee. The Nominating Committee may in its discretion nominate a slate of one person for each position to be filled or may nominate more than one candidate for one or more of the positions. A separate Athletes Committee will be responsible for nominating the Athlete Representatives.

.4 PUBLICATION OF NOMINATIONS – Nominations by the Nominating Committee shall be published by distributing a slate of candidates together with the positions for which they have been nominated to each member of the Western Slope League not less than fourteen (14) days prior to the election.

.5 ADDITIONAL NOMINATIONS – Additional nominations may be made from the floor of the annual membership meeting by any member in good standing.

.6 MEETINGS – Meetings of the Nominating Committee shall take place as determined by a majority vote of the Nominating Committee members.

.7 QUORUM – A quorum for any meeting of the Nominating Committee shall consist of not fewer than three (3) members. The committee shall act by a majority vote of its members voting in any meeting at which a quorum is present.

**ARTICLE 8  
AMENDMENT OF BYLAWS AND DISSOLUTION**

8.1 AMENDMENTS – Any provision of these Bylaws not mandated by CSI may be amended at any meeting of the Board of Directors by a two-thirds vote of the members present and voting.

8.2 DISSOLUTION – Western Slope League may be dissolved only upon a two-thirds majority vote of all the voting members of the Board of Directors. Upon dissolution, the net assets of Western Slope League shall be distributed to CSI to be used exclusively for educational or charitable purposes. If CSI is not then in existence, the net assets of Western Slope League shall be distributed to a corporation or other organization meeting those criteria and designated by the Board of Directors at the time of dissolution, to be used exclusively for educational or charitable purposes.

ADOPTED:

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Laura Kornasiewicz, President

Date:

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Kim Conci, Secretary

Date: