

Golden Marlins Bylaws

Revised and Adopted May 7, 2008

Article I – Organization

1. The name of this organization shall be the Golden Marlins Swim Team (Golden Marlins).

Article II – Purposes

The purposes of the Golden Marlins are:

1. The Golden Marlins is a youth summer swim team serving the local community.
2. Our goal is to offer a family oriented, yet competitive environment which allows each swimmer to reach his or her potential while fostering fun and good sportsmanship.
3. We will promote and encourage competitive aquatics.
4. We will promote good sportsmanship in competitive aquatics.
5. We will provide an opportunity for summer club swimmers to compete.

Article III – Membership

1. Member shall mean and refer to a family group, a parent(s)-child(ren) or guardian(s)-child(ren) entity, with at least one child participating on the team.
2. Each individual that comprises a family group shall be deemed a non-voting member of the Golden Marlins. The family group as a whole shall be entitled to two votes as voting members of the Golden Marlins.
3. An adult member in good standing may hold office on the Golden Marlins board of directors.

Article IV – Relationship with Colorado State Summer Club Swimming Association and Foothills Swimming Association

1. The Golden Marlins shall be a member of the Colorado State Summer Club Swimming Association (CSSCSA) and follow the bylaws of the Colorado State Summer Club Swimming Association in order to participate in the State Summer Club Swim Meet.
2. The Golden Marlins shall be a member of the Foothills Swimming Association (FSA) and comply with league requirements.

Article V – Basic Policies

The following are the basic policies of the Golden Marlins:

1. The Golden Marlins are noncommercial, nonsectarian, and nonpartisan.

2. The Golden Marlins shall work to promote the health and welfare of children and youth through swimming.

Article VI – General Membership Meeting and Parliamentary Authority

1. The annual membership meeting of this organization shall be held on the first Friday in June, one week prior to the first swim meet. The meeting will be located in Golden.
2. The presence of one tenth (1/10) of the membership in good standing shall constitute a quorum at the general membership meeting.
3. Roberts Rules of Order, as revised, shall govern this organization in all cases where they are applicable.

Article VII – Board of Directors

1. The business of this organization shall be managed by a Board of Directors consisting of 7 officers and 1 alternate: president, vice president, treasurer, secretary, communications chair, social chair, fundraising chair, and 1 alternate. Two members may share one officer position and shall have two votes at board meetings.
2. The board will be made up of parents or guardians whose children are members of the swim team.
3. The board meetings will be held at least every 2 months in the off-season and every 2 weeks from May 15 until August 1st. The meetings will be located in Golden.
4. The presence of not less than 5 of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may postpone a meeting for a period of not more than 4 weeks during the off season and not more than 7 days from May 15-August 1st.
5. Special meetings of this organization may be called by any member of the board when he or she deems it to be in the best interest of the organization. No other business but that specified in the notice may be transacted at the special meeting without the unanimous consent of all present at such meeting.
6. At Board meetings all votes shall be by voice. For sensitive issues any board member can request a vote by ballot.
7. Each board member will commit to attending a minimum of 80% of the board meetings. Effort to be informed about the meeting topic and to cast a vote by proxy will not count as an absence.
8. The directors for the ensuing year shall be elected annually in July, and begin their term August 1st. They will serve for a term of 2 years with 4 positions to be filled on odd years and 4 positions on even years.
9. Vacancies on the Board shall be filled by nomination and a vote of the Membership of the Golden Marlins.

Article VIII – Nomination and Election of Officers

1. Members can be nominated by another member or can self-nominate for any position.
2. If nominations match the number of vacant positions and those persons are willing to serve in those positions they will constitute the Board.
3. If more than 1 person is nominated for a position an election shall take place. For this election ballots shall be provided and will occur in July of each year.
4. Each member (family entity) in good standing is allotted 2 votes.
5. President, treasurer, social chair, and fundraising chair shall be elected in odd years; vice president, communications chair, secretary and alternate shall be elected in even years.

Article IX Duties of the Board of Directors

1. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.
2. The board will be a working board where the members are active participants in the various duties required to run the swim team, including but not limited to running swim meets, and organizing social functions.

Article X Duties of the Officers

1. President: The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall be an ex-officio member of all committees; and shall coordinate the work of the officers and committees in order that the purposes may be promoted. Except as delegated, he/she shall also serve as the principal spokesman for the Golden Marlins in coordinating and communicating Team affairs with the City of Golden and the Golden Community Center, FSA, CSSCSA and other parties.
Other specific tasks include:
 - Call and prepare meetings
 - Team registration (Meet Manager/Team Manager)
 - Coaching staff selection/setting of salaries
 - Organize Summer Registration Meeting
 - Golden Lions Club Liaison
 - Oversee Volunteer Coordination Committee
 - Act as swim meet coordinator
2. Vice President: The vice president(s) shall serve as aide to the president; perform the duties of the president in the president's absence or inability to serve; and perform such other duties as may be directed by the president, or the board of directors.

Specific tasks include supervising or fulfilling the following tasks/positions:

- Clerk of Course
- Head Official
- Head Timer
- Stroke Judge/Starter/Announcer/Heating Coordination
- Timer Coordination
- Tent Coordination (Tent and tarp transportation, check condition)
- Electronic Equipment Coordination (Microphone, Starter, Stop Watches)
- Other Equipment Coordination (Tables, Lap Counting Boards, Kick Boards)
- Computer Coordination
- Meet set-up and tear-down
- Storage Shed

3. Treasurer: The treasurer shall have custody of the funds; maintain a full account of the funds; make disbursements as authorized by the president, the board of directors or the membership in accordance with the budget adopted; be one of the signers on all accounts; keep a full and accurate account of the receipts and disbursements in the books belonging to the Golden Marlins; provide a financial report to the board of directors at each meeting; provide an annual report of the financial condition of the organization to the membership at the annual meeting; submit the books annually for an audit by an auditor or an auditing committee selected by the board of directors; present the completed audit to the board of directors for adoption at the first meeting following the completion of the audit; and perform such other duties as may be directed by the president, or the board of directors.

Specific tasks include supervising or fulfilling the following tasks/positions:

- Budget
- Financial Status Report at Meetings
- Buying of Equipment
- Insurance Coverage for Swimmers
- Membership Registration
- Collect Dues and Volunteer Checks
- File tax report

4. Secretary: The secretary shall record the minutes of all general and board of directors meetings; be prepared to read the records of any previous meetings; file and maintain all records; have a current approved copy of the bylaws; and perform such other duties as may be directed by the president, or the board of directors.

Specific tasks include:

- Record Meetings
- Ribbon coordinator
- Maintain Calendar

- Keep Files and Documents
- Update Marlins Handbook and other parent information
- Trophies and Year-End Gifts

5. Communications Chair: The communications chair shall maintain a membership list; and perform such other duties as may be directed by the president, or the board of directors.

Specific tasks include:

- Webmaster
- Phone Line
- Newsletter
- Marker Board/Comment Box
- Advertise Marlins
- Lost and Found
- Communicate Changes/Cancellation of Scheduled Practices/Meets
- Create Membership Roster

6. Social Chair: The social chair shall further the community spirit of the Golden Marlins by organizing social activities as directed by the board of directors.

Specific tasks may include:

- Start of Season Picnic
- Awards Banquet
- Pancake Breakfast
- Friday Bagels
- Family Relay Dessert Party
- After-State Meet Party
- Professional Team Photo
- Impromptu/Meet Photos (Shutterfly)
- Team spirit – Spirit Wear and Team Suits
- Mentor programs
- Create Posters before Ken Caryl Meet
- Fun Practice before League Meet
- Trip to Movies
- Trip to Waterworld
- Trophy Case
- End of Season Movie/Picture DVD
- Fin Exchange

7. Fundraising Chair: The fundraising chair shall direct fundraising activities to support the Marlins as directed by the board.

Specific tasks include:

- Handbook – soliciting advertising
- Fundraising coordinator
- Swim Challenge coordinator
- Concessions

8. Alternates: Alternates shall be willing to step in to any board position that is vacated for unforeseen reasons; shall make an effort to stay up on current board issues; and will support the board actively in all duties required to run a swim team.
9. Each board member is responsible for making sure every item on the specific task list is being taken care of. It can be delegated to another person who will report to that board member. All items are open to input from the entire board when decisions require board approval.

Article XI – Fiscal Year

The Fiscal Year of the Golden Marlins shall begin on September 1, and end on the following August 31.

Article XII – Committees

1. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. A standing committee shall be the volunteer coordination committee.

Article XIII – Dues and Fees

1. Each Member is obligated to pay dues to the Golden Marlins as established by the Board, in order to maintain a status of member in good standing. The dues shall be payable per swim season (i.e. fall/spring/summer).
2. Each Member must fulfill the volunteer shifts set by the board, or pay a set fee in lieu of doing volunteer shifts.
3. Swimmer dues and volunteer deposits for the summer season shall be collected before the start of the swim season. The volunteer deposit will be returned after the swim season if the volunteer requirement was fulfilled.
4. If dues and volunteer deposit are not paid within ten (10) days after the due date, the Member may be declared at the discretion of the Board a non-member and the swimmer(s) of said non-member banned from participation in swimming practices and meets. Dues once paid will not be refunded for any reason including termination of a membership. Nor shall there be any discounts/refunds for joining as a member at a later date during the swim season.
5. Exemptions (for example due to financial hardship) may be granted by the board.
6. The amount of the dues shall be fixed by the Board by majority vote of the full Board. The Board shall be empowered to change the dues from time to time, as it deems necessary.

Article XIV – Conflict of Interest

1. Purpose: The purpose of the conflict of interest article is to protect the tax-exempt Golden Marlins Swim Team interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director or coach of the Golden Marlins Swim Team or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Golden Marlins Swim Teams.
2. Definitions
 - 2.1. Interested Person: Any director, principal officer, coach or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - 2.2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Golden Marlins Swim Team has a transaction or arrangement,
 - b. A compensation arrangement with the Golden Marlins Swim Team or with any entity or individual with which the Golden Marlins Swim Team has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Golden Marlins Swim Team is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XIV, Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

- 3.1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 3.2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Golden Marlins Swim Team can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Golden Marlins Swim Team's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation
 - a. A voting member of the governing board who receives compensation, directly or indirectly, from the Golden Marlins Swim Team for services is precluded from voting on matters pertaining to that member's compensation.
 - b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Golden Marlins Swim Team for services is precluded from voting on matters pertaining to that member's compensation.
 - c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Golden Marlins Swim Team, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
6. Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the Bylaws including the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the Golden Marlins Swim Team is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
7. Periodic Reviews: To ensure the Golden Marlins Swim Team operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management Golden Marlins Swim Teams conform to the Golden Marlins Swim Team's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
8. Use of Outside Experts: When conducting the periodic reviews as provided for in Section VII, the Golden Marlins Swim Team may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XV – Amendments

1. These Bylaws may be altered, amended, repealed, or added to by an affirmative vote of at least 5 of the Board members.

2. The Bylaws are to be reviewed by the Board every 2 years (at a minimum.)