

# SCCA By-Laws

Revised – March, 2015

## Article I. Name

The name of the organization shall be the South College Community Association, Inc. (SCCA).

## Article II. Purpose

The purpose for which this non-profit Association is formed is to promote the health, civic, and general welfare of its members and in pursuance thereof to construct, own together with such incidental objects as are appropriate in the conduct of its activities, in the County of Larimer and State of Colorado for the use of its members, their families, and others as approved by the Board.

## Article III. Government

### Section 1. Management

The Association shall be managed by a Board of Directors, twelve in number.

### Section 2. Terms of Directors

At each annual meeting the members shall elect for a term of three years, four directors to replace those directors whose terms of office have expired. All directors will hold office until their successors are duly elected and qualified.

## Article IV. Board of Directors

### Section 1. Duties

Consistent with these By-Laws the Board of Directors shall:

(a) Transact all Association business and make and amend rules for the regulation of the use of the Association property. It may appoint and remove such non-elected officers, clerks, agents or employees as it may deem necessary and may fix their duties and compensation.

(b) Fix, impose and collect penalties for violations of the By-Laws and Rules of the Association.

(c) Elect from the Board of Directors: a President, a Vice-President, a Secretary, and a Treasurer.

(d) If necessary, create the offices of Assistant Secretary and Assistant Treasurer and others deemed necessary, and appoint one or more persons, who need not be members of the Association, to such offices.

(e) Constitute and appoint committees and define the powers and duties of the same.

(f) Fill any vacancy in the membership of the Board from among the members to serve until the next annual meeting of Active Members.

### Section 2. Depository

The Board shall designate the bank of banks in which the funds of the Association shall be deposited and determine the matter in which checks, drafts, and other instruments for the payment of funds of the Association shall be executed.

**Section 3. Annual Review**

The Board of Directors shall cause an annual review of the Financial Statements of the Association in accordance with standards established by the American Institute of Certified Public Accountants.

**Section 4. Meetings**

The Board shall meet at least once a month during the months of March, April, May, June, July, August, and September and at such other times and intervals as it may deem necessary.

**Section 5. Quorum**

Seven members of the Board shall constitute a quorum.

**Section 6. Deadlock**

In the event that a question before the Board cannot be resolved, the question shall then be submitted to the membership for decision.

**Section 7. Removal or Resignation**

(a) Any member of the Board may be removed from office by a majority vote of the membership present in person or represented by proxy at either an Annual meeting or a Special Meeting called in accordance with these By-Laws.

(b) A board member may be removed from the Board for cause by a consensus vote requiring affirmative votes from three-fourths of the remaining Board members. Cause shall include non-attendance at three meetings in a given year where advance notification of expected absence is not given. Cause shall also include performance of assumed duties in a manner which is detrimental to the goals of the Association.

(c) In the event that any member of the Board of Directors shall permit his membership to lapse, shall move, changing his residence from the Fort Collins region, or shall resign or be removed, the Board of Directors may accept said Director's resignation and appoint a member of the Association to serve until the next regular or special meeting of the membership at which time a Director shall be elected to serve the balance of the resigning member's term.

## Article V. Officers

**Section 1. Officers**

The officers of this Association shall be a President, a Vice-President, a Secretary, a Treasurer, and if deemed necessary by the Board, an Assistant Secretary, and an Assistant Treasurer. The President, Vice-President, Secretary, and Treasurer shall be elected annually by the Board from among its members and shall hold office until the end of the first meeting of the Board following the annual meeting of the Association. The Assistant Secretary and the Assistant Treasurer shall be appointed by the Board and hold office at its pleasure.

**Section 2. Duties of the President**

(a) The President shall preside at the meetings of the Association and of the Board. The President shall be the administrative office of the Association. He/She shall appoint, subject to confirmation by the Board of Directors, all standing and special committees, designating the chairperson thereof. He/She shall be an ex-officio member of all committees.

(b) The President shall be bonded.

**Section 3. Duties of the Vice-President.**

The Vice-President, in the absence or disability of the President, shall act in his/her stead. The Vice-President shall, under the direction of the President, attend to the business and financial operations of the Association and shall be the chairperson of the Finance Committee. He/She shall be an ex-officio member of all other committees.

**Section 4. Duties of the Secretary**

The Secretary shall send out the notices of the meetings of the Association and of the Board, keep the minutes, and attend to the correspondence pertaining to the office. He/She shall perform such other duties pertaining to the office as may be required by the Board.

**Section 5. Duties of the Treasurer**

(a) The Treasurer shall maintain the books of accounts of the Association, issue notices of dues payable and be responsible for the collection thereof; he/she shall deposit the funds of the Association received by him/her in the name of the Association and disburse said funds at the direction of the Board of Directors; and he/she shall report on the financial condition at the regular meeting of the Board of Directors and at the annual or special meetings of the Association and shall perform such other duties as may be requested by the Board of Directors. He/She shall be a member of the Finance Committee.

(b) The Treasurer shall be bonded.

**Section 6. Duties of Assistant Secretary and Assistant Treasurer**

The Assistant Secretary and the Assistant Treasurer shall perform such duties as may be assigned them by the Secretary or Treasurer, respectively, or by the Board of Directors.

## Article VI. Members and Guests

**Section 1. Membership and Member Defined**

(a) Membership in the Association shall consist of a Family unit which shall consist of head(s) of household limited to two such persons with or without dependent children under age 25 all living at the same residence. Each membership shall be considered to be a Single entity, obligated to any fee, assessment or obligation as set by the membership and/or Board of Directors of the Association. Each Membership is entitled to a Single vote at Association meetings.

(b) There shall be three (3) statuses of membership:

- (1) Family – as defined above
- (2) Single – Shall consist of an individual of legal age, i.e., 18 years or older.
- (3) Sustaining – Shall consist of any head(s) of household who have belonged to the Association for at least ten (10) years with no dependent children at the same residence

(c) GOLD membership shall omitted for all new memberships dated after February 18, 2015. Existing Gold memberships will be grandfathered in until the family's child(ren) are 18 years old.

**Section 2. Acts of Membership**

Either the husband or wife or head(s) of household may act for and bid or obligate the membership in regard to its rights, obligations and duties.

*Deleted Sections 3/4/5 by vote 2/18/15*

**Section 6. Limitation on Memberships**

(a) The maximum number of Family memberships of the Association shall be established at 275 active Family Memberships. This limit may only be exceeded due to reinstatement of an inactive status membership in which case the membership limit shall return to 275 through normal membership attribution.

(b) The maximum number of Single memberships shall be established at the direction of the Board of Directors.

(c) The maximum number of Sustaining memberships shall be established at the direction of the Board of Directors.

**Section 7. Admission to Membership**

The Board shall vote upon the admission to the Association of each applicant, and shall confer membership only upon those applicants who shall be approved by a majority of the Board present.

**Section 8. Suspension of Membership of Member**

(a) Any membership may, for cause and after having been given an opportunity for a hearing, be suspended for a period not exceeding three (3) months by a majority vote of the members of the Board present at any meeting thereof, or expelled by a two-thirds (2/3) vote of the entire membership of the Board. Cause for suspension or expulsion shall, in general, consist of violation of these By-Laws or of the rules of the Association, or of conduct unbecoming a lady or gentleman. No refunds of any type shall be made upon expulsion except original membership fee of a Charter Member.

(b) The Board may delegate to the Chairman of the Pool and Grounds Committee, the Chairman of the Rules Committee, or such other such persons as deemed necessary, the power to suspend any members Association privileges for the violation of Association Rules and Regulations provided such suspensions do not exceed seven (7) days. A written report of such suspension, containing reasons therefore, shall be submitted to the President within twenty-four (24) hours from the time of the suspension.

**Section 9. Refund of Charter Membership Fees and Dues**

Charter members shall have the privilege of resigning and shall be entitled to receive a refund of their membership fee upon the following terms and conditions:

(a) When a charter member resigns and is entitled to a refund, he shall receive the amount of his initial membership fee.

(b) When a member moves from the Fort Collins area and when he conveys the property (by deed or irrevocable contract) the purchaser thereof shall have first option to purchase said membership from the Association at an amount not less than the then current sales price and the charter member shall be entitled to a refund on his membership as herein provided. The membership so purchased shall not thereafter be a charter membership.

(c) In the event that a charter member shall resign, he shall be entitled to a refund for his initial membership fee after all unissued memberships have been sold, after all memberships of charter memberships resigning prior to him have been sold, and at the discretion of the Board and the availability of funds.

(d) A refund of pro rata share of the current year's annual dues shall be paid to the charter member contingent upon a new member paying the membership fee and the pro rata share for the remainder of the season. No other dues, assessments or charges for any year shall be refunded. The pro rata share shall be calculated as stated in Article VI, Section 10(a) of the By- Laws.

**Section 10. Refund of Non-Charter Membership Fees and Dues**

(a) Any non-charter membership may resign or withdraw from the Association. Upon said resignation, non-charter membership forfeit all membership fees and receive a refund of a pro rata share of the current year's annual dues contingent upon a new member paying the membership fee and the pro rata share shall be calculated as follows: full refund of annual dues if on or by June 1, 2/3 refund if on or by July 1, 1/3 refund if on or by August 1. There are no refunds or prorations of initiation fees.

(b) In the event that there shall be due and owing any dues, assessments or charges at the time of the resignation of any membership, said membership shall continue to remain liable for said dues, assessments or charges.

*Section 11/12. Deleted by vote 11/1/1999*

**Section 13. Use of the Facilities of the Association**

All classes of members of the Association shall be accorded the equal use of the facilities of the Association subject to the Association Rules and Regulations which shall be posted at all times on the premises of the Association.

**Section 14.** Liability of Members and the Association

(a) Any property of the Association broken or damaged by a member of any class, or his dues, shall be promptly paid for by such members. No person shall take any article belonging to the Association.

(b) The Association assumes no responsibility, and members (of any class) or their guests can have no claim against the Association, its officers, Board of Directors, or employees for any accident or injury to any person or for the loss or damage to any property. The Association must purchase liability insurance in the amount no less than \$1,000,000.00.

**Section 15.** Guests

(a) Each membership shall be allowed the number of local and out-of-town guests specified annually by the Board.

(b) The Board of Directors shall by rule fix the terms and conditions upon which guests of members may use facilities of the Association.

(c) Guest fee and privilege shall be determined annually by the Board of Directors and may be changed at any time by the Board.

**Section 16.** Guests of the Association

The Board at its discretion may extend the privileges of the Association to any person or persons upon such terms and conditions as the Board deems proper.

**Section 17.** Deleted by Vote 2/18/15

**Section 18.** Converting Membership Levels

(a) Memberships may upgrade from a Single or Sustaining to a Family level by filing a written request with the membership chairman and by paying the balance of the initial fee and current annual dues for a Family Membership.

(b) Family memberships may downgrade to a Single or Sustaining level by filing a written request with the membership chairman and by paying the current annual dues for a Single or Sustaining Membership. No portion of the initial membership fee is refundable.

(c) Deleted by Vote 2/18/15

## **Article VII. Dues and Fees**

**Section 1.** Membership Fees

(a) All applicants accepting membership in SCCA shall pay a membership fee set by the Board of Directors and approved at the annual meeting of the membership.

(b) Such fee is to be paid in full at the time of accepting membership. Exceptions at the discretion of the Board of Directors must be approved in advance.

**Section 2.** Annual Dues

(a) The Board of Directors shall establish annual dues, which shall be approved at the annual meeting of the Association membership. The Board may raise annual dues by up to 5% at its discretion.

(b) With consideration of other income, annual dues shall be sufficient to provide for the Capital Improvement Fund allocation, and the necessary operating and maintenance expenses of the Association.

(c) Renewing membership dues are payable in full by March 1st and become delinquent if not paid by April 1st of each year.

(d) New Membership dues are payable in full at the time of accepting membership in the Association. At the discretion of the Board of Directors, the amount of annual dues assessed will be prorated as follows: full dues and initiation fee from opening through June 30, 2/3 annual dues and full initiation fee July 1 through July 31, 1/3 annual dues and full initiation fee August 1 through closing.

(e) No dues or a portion thereof shall be refunded in the event that pool operations are required to be suspended for any period of time during the season.

**Section 3. Hold of Membership**

Members may place their membership on "hold" for an indefinite period of time by paying a \$50.00 hold fee no later than July 15 of the year following their last active memberships period.

Members not placing their membership on hold by this date would be considered resigned and subject to membership removal from the database. Rejoining after this has occurred would require another initiation fee be paid.

**Section 4. Liabilities of Memberships**

Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their family to whom the privileges of the Association shall have extended and for all charges and liabilities imposed upon or incurred by guests introduced by them.

**Section 5. Federal Taxes**

All membership fees and other charges mentioned herein are exclusive of any excise tax or other taxes.

**Section 6. Capital Improvement Fund**

(a) The Capital Fund is comprised of two separate funds:

(1) Contingency Fund – The purpose of this fund is to provide a financing source, either full financing or partial financing (e.g., loan down payments), for pool and grounds emergencies as defined in Article VII, Section 6(b) of these By-Laws. Beginning with the 1985 fiscal year, the base level balance of this fund shall be \$25,000.00. In each subsequent year, the base level shall be increased by an amount equal to the prior year's Consumer Price Index, e.g., fiscal year 1986 will use the C.P.I. of calendar year 1985.

(2) Improvements Fund – The purpose of this fund is to provide a financing source for capital improvements as defined in Article VII, Section 6(c) of these By-Laws. Capital improvement expenditures from the Capital Fund may be authorized only when the balance of the Capital Fund exceeds the current fiscal year's Contingency Fund base level. In no event may capital improvements expenditures reduce the balance in the Capital Fund to below the current fiscal year's Contingency Fund base level.

(b) Pool and grounds emergencies shall be defined to be any state of occurrence which prevents or would prevent the normal performance of the purpose of the Association as defined in Article II of these By-Laws.

(c) Capital improvements shall be defined to be additions to the plant, property, and equipment exceeding \$1,000.00 per improvement and non-annual maintenance charges exceeding \$1,000.00 per maintenance improvement.

(d) Subject to paragraph (a) of this section, expenditures from the Capital Fund not exceeding \$5,000.00 per improvement may be authorized by the Board of Directors.

(e) Subject to paragraph (a) of this section and except in prepayment of debts already contracted as of November 1, 1979, expenditures from the Capital Fund exceeding \$5,000.00 per improvement must be approved by a two-thirds (2/3) vote of the members present at a meeting called in accordance with the provisions of the By-Laws.

(f) An amount of not less than \$20.00 shall be taken from each annual dues payment for allocation to the Capital Fund.

(g) Twenty-five percent of initiation fees collected during the season will be allocated to the capital fund at the end of the year.

(h) The levying of any special assessment upon the membership for capital improvements or pool and ground emergencies must be approved by a two-thirds (2/3) vote of the members present at a meeting called in accordance with the provisions of the By-Laws.

## **Article VIII. Meetings**

### **Section 1. Annual Meetings**

(a) The annual meeting of the Association shall be held during the first quarter of each fiscal year at such place and time as the Board of Directors may determine. The Association's fiscal year begins November 1.

(b) The annual meetings shall be for the purpose of electing directors; presenting committee reports, and an annual operating budget; setting the amount of annual dues; and for the transaction of such other business as may be indicated in the notice or which may be properly brought before it.

(c) A written notice, including the agenda, shall be sent to each member ten (10) days prior to the holding of the annual meeting.

### **Section 2. Special Meetings**

Special meetings of the Association may be called by the Board of Directors or upon the written request by ten (10) members given to the Secretary stating the purpose therefore, and said meeting shall be held after ten (10) days written notice has been given the membership.

### **Section 3. Notice**

Whenever notice to the membership shall be required by these By-Laws, the Articles of Incorporation or otherwise, said notice shall be determined properly given and adequate when it is addressed to the membership at its principal place of abode and is deposited into the U.S. mail, postage prepaid. Notice shall be determined properly given and adequate by e-mail when a member of a membership acknowledges receipt of said e-mail notice. Notice to any member of a membership shall constitute notice to the entire membership. Each membership shall be responsible for providing the Association with its correct address and any changes of address.

### **Section 4. Voting at Meetings**

Only active memberships shall be entitled to vote at meetings of the Association. Voting may be by voice but ten (10) memberships shall have the right to demand a roll call vote. Each membership shall be entitled to only one (1) vote.

### **Section 5. Quorum**

Twenty (20) active memberships present in person shall constitute a quorum at all Association meetings. If twenty percent (20%) of the e-mail population responds to a request it shall constitute a quorum.

### **Section 6. Board Meetings**

(a) The Board shall hold its first meeting following the annual meeting of the members in each year within sixty (60) days after the first annual meeting.

(b) The Board may, by resolution, establish from time to time a schedule of its meetings and rules for the conduct thereof.

(c) Special meetings of the Board of Directors may be called by the President, and shall be called by the Secretary upon the request of two members of the Board of Directors.

(d) Notice of regular monthly and special Board meetings shall be made in a manner at the discretion of the President.

**Section 7. Rules of Procedure**

Roberts Rules of Order, Revised shall govern the conduct of all meetings, except where in conflict with the Article of Incorporation of these By-Laws.

## **Article IX. Nominations of Members of the Board of Directors**

A nominating committee of three members shall submit a list of at least seven nominees for the Board of Directors for the new year. This submission shall be at the annual meetings. Nominations may also be made from the floor by any membership.

## **Article X. Committees**

**Section 1. Standing Committees**

(a) Standing committees may be Pool and Grounds, Program, Public Relations, Development, Membership, Finance, Rules, and such others as are deemed by the Board of Directors.

(b) The duties and powers assigned in the By-Laws to all committees shall be subject to the authority of the Board of Directors.

**Section 2. Duties of Pool and Grounds Committee**

The Pool and Grounds Committee shall exercise supervision over the pool and grounds; shall attend to the improvement and maintenance of the pool, buildings, operating equipment and grounds; shall have authority thereof; and, in conjunction with the Rules Committee, shall be responsible for the enforcement of the rules and regulations of the Association.

**Section 3. Duties of Program Committee**

The Program Committee shall be responsible for programs of instruction, competition and entertainment.

**Section 4. Duties of Membership Committee**

The Membership Committee shall be responsible for procurement of new members.

**Section 5. Duties of Finance Committee**

The Finance Committee shall prepare the annual budget for submission to and approval by the Board, and shall exercise general supervision over the financial transactions of the Association.

**Section 6. Duties of Rules Committee**

The Rules Committee shall be responsible for the preparation of rules of health and good conduct in connection with the operation of the Association facilities and shall, in conjunction with the Pool and Grounds Committee, see that the rules and regulations of the Association are enforced.



## **Article XI. Miscellaneous**

### **Section 1. Indemnification of Officers**

(a) Each person who acts as a Director or Officer of the Association or any agent of the Association given such privileges by the Board of Directors shall be indemnified by the Association 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 Association, except in relation to matters as to which he/she shall be judged in such action, suit or proceeding to be liable for gross negligence or willful misconduct, and accept any sum paid for the Association in settlement of any action, suit or proceeding based on the gross negligence or willful misconduct in the performance of his/her duties.

(b) The right of indemnification provided herein shall insure to each Director and Officer or other persons referred to in (a), whether or not he/she is such director or 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 representatives.