



By-Laws

of

Elbert County Wranglers

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ELBERT COUNTY WRANGLERS BYLAWS

ARTICLE 1 NAME AND AFFILIATION

1.1 NAME AND PLACE OF BUSINESS

The name of the Corporation shall be “Elbert County Wranglers”. It shall be a non-profit organization as approved by the Internal Revenue Service (IRS).

1.2 AFFILIATION

This Corporation shall be affiliated with Arapahoe Youth League, Peak2Peak, Gold Crown and any other league the board sees fit for the organization for each individual sport.

ARTICLE 2 OBJECTIVE

2.1 OBJECTIVE

The mission of the Elbert County Wranglers is to work with young athletes aged 5-14 in assisting them to become productive and respectful members of society and within our own community. We are an organization that values commitment, dedication, integrity, and a sense of old fashion camaraderie.

ARTICLE 3 LOCATION

3.1 LOCATION

The registered office of the Elbert County Wranglers in the State of Colorado shall be in the City of Elizabeth, County of Elbert. The Corporation may have such other offices within the State of Colorado as the Board of Directors may determine. The registered office of the Corporation shall be maintained in the State of Colorado at all times and shall be changed only upon the action of the Board of Directors.

ARTICLE 4 MEMBERSHIP AND VOTING

4.1 CORPORATION MEMBERSHIP

All children meeting the requirements of age and residence set forth in the bylaws of the Elbert County Wranglers, or any participating adults or parents of Corporation players shall be eligible for membership.

4.2 ELECTIONS

Each Elbert County Wranglers Executive Officer and Board Member shall have one (1) vote in the election process for positions of Board Members.

4.3 VOTING

Elbert County Wranglers Executive Officers and Board Members shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of the Executive Officers and Board of Directors, whose operations in governing the Elbert County Wranglers shall be defined by statute and by these bylaws. No Officer or Director shall have the right, title, or interest in or to any property of the Elbert County Wranglers.

ARTICLE 5 BOARD OF DIRECTORS AND OFFICERS

5.1 EXECUTIVE OFFICERS

The Officers of the Elbert County Wranglers shall be elected by majority vote. The Executive positions of office shall include: President, Vice President, Secretary and Treasurer.

5.2 TERM

Our Directors will be elected to a perpetual term. Each director shall hold office until his/her term expires and his successor has been elected and qualified.

5.3 BOARD POSITIONS

The Board of Directors shall consist of the above mentioned Executive Officers. It shall be the duty of the elected Executive Officers to appoint qualified people for other positions as necessary for the operation of the Elbert County Wranglers. The duties of the Officers shall include, but not be limited to, the following:

5.3.1 PRESIDENT

- Preside at all Officer and Director meetings of the Elbert County Wranglers
- Conduct the affairs of the Elbert County Wranglers and execute the policies as established by the Corporation's bylaws.
- Investigate complaints, irregularities, and conditions detrimental to the Elbert County Wranglers and report thereon to the Board of Directors as necessary.
- Procure team and Corporation insurance.
- Responsible for player and coach development and in such capacity shall arrange clinics for players, coaches, and/or administrative personnel as determined by the Board of Directors.
- Secure vendors and order all supplies and equipment per budget allocations.
- Make final approval of all coach applicants.
- Maintain the Elbert County Wrangler's Bylaws
- Recognize that the Elbert County Wranglers must remain a constant state of revitalization and growth and shall ensure a constant flow of information to the Officers and Directors Board.
- Conduct all Elbert County Wranglers correspondences not otherwise specifically delegated and shall be responsible for carrying out all orders, votes, and other resolutions that are not otherwise committed.
- Shall be in charge of election of Officers and Directors for the new Board.
- Work alongside the Football, Cheer, Baseball, Basketball and Wrestling Commissioners, will be available to address any disputes and/or complaints, verbal, written or otherwise, that poses a possible risk or exposure to the Corporation.

- Shall have authority to take immediate disciplinary action against any Coach, Manager, or Elbert County Wranglers member for any serious violations of these bylaws as determined by the Board of Directors.

5.3.2 VICE PRESIDENT

- Shall act as an aide to the President.
- Coordinate the recruitment and selection of managers and coaches.
- Shall be in charge of election of officers for the new Board.
- Recognize and address weak areas of player development.
- Will handle all the day to day operations as it relates to registration of players.
- Responsible for assisting the Sports Commissioner to assign kids to teams based on the age, weight, and skill level of players.
- Will develop and distribute registration reports as needed and upon request.

5.3.3 TREASURER

- Shall receive and distribute all funds of the Elbert County Wranglers as authorized by the Board.
- Shall keep financial records.
- Prepare a monthly report of all financial transactions and submit a high level report to Officers and Directors as part of scheduled Board Meetings.
- Assist a fundraiser position, shall be responsible for fundraising and sponsors.
- Shall be responsible for all fundraising activity including, but not limited to, any and all fundraising programs and sponsorships.
- Locate and secure sponsorships and grants from individuals and businesses.
- Shall be responsible for prompt payment of all bills.
- Shall maintain a running history of the Elbert County Wranglers financial records.
- Shall create and maintain a budget for all Elbert County Wranglers expenses.
- Responsible for responding to parents regarding payments, refunds, discounts, etc as needed.
- Administer the Wrangler Scholarship Program.

5.3.4 SECRETARY

- Update and maintain the Elbert County Wranglers website, based upon input from the Officers and Board of Directors.
- Solicit content from coaches, parents, community, and board of directors.
- Appoint and train a substitute to handle any of these duties when unable to be present.
- Maintain a running history of the Elbert County Wranglers.
- Maintain records of business conducted at each meeting and provide a copy of the minutes to the Board Members at the next regularly scheduled meeting.

5.3.5 COMMISSIONER

- Shall be responsible for updating and communicating any rule changes to the organization which includes coaching staff.

- Ensures proper reporting of violations or potential violations to duly authorized enforcement agencies as appropriate and/or required.
- Address any disputes and/or complaints, verbal, written or otherwise, that poses a possible risk to exposure to the Elbert County Wranglers.
- Shall work directly with the President in making sure all coaches and other volunteers have the appropriate background checks and certifications if required.
- Available to host pre-season coaching clinics as needed.
- Available to host parent meetings as needed.
- Responds to alleged violations of rules, policies, procedures, and standards of conduct by evaluation or recommending the initiation of investigative procedures. Develops and oversees a system for uniform handling of such violations.
- Develops and maintains policies and procedures and oversees activities to prevent illegal, unethical, or improper conduct.
- Identifies potential areas of compliance vulnerability and risk; develops/implements corrective action plans for resolution of problematic issues, and provides general guidance on how to avoid or deal with similar situations in the future.
- Responsible for acquiring practice and game fields.
- Coordinate, schedule and supervise team pictures.

5.3.6 DIRECTOR OF MARKETING

- Shall continuously look at different ways to increase attendance, registration and communicate all updates as provided by the Board.
- Responsible for advertising on all social media platforms.
- Will partner with Commissioners, Coaches and Board Members in communicating to the Elbert County Wranglers community all important information.
- Shall continuously look at various ways of promoting the Elbert County Wranglers among the membership and Community it serves.
- Continuously look at various promotional and informative items to increase program attendance and knowledge.
- Partner with the Secretary and President to maintain and keep the Elbert County Wranglers website current.

5.3.7 DIRECTOR OF COACHING

- It is the responsibility of the Director of Coaching to offer and assist Coaching Staffs.
- The Director of Coaching may suggest and provide Coaching Clinics as determined.
- The Director of Coaching is available to assist coaches as needed in order to provide a memorable and quality sports experience.

5.3.8 EQUIPMENT DIRECTOR

- Create and maintain inventory of team equipment for each age group.
- Equipment condition to be recorded before off-season storage.
- Create annual requisitions list (budget) for additional and replacement equipment.

- Suggest location ensuring proper equipment during off season.

5.3.9 COMMUNITY AFFAIRS DIRECTOR

- Shall continuously look at various ways of promoting the Elbert County Wranglers among the membership and Community it serves.
- Coordinate timely “Town Hall” meetings with the community and members.
- Identify volunteer opportunities for Wrangler Players, Coaches, Officers, and the Board of Directors.
- Act as liaison with government agencies in the County of Elbert and Township of Elizabeth.
- Communicate the Goals and Purpose of the Wrangles with local businesses.
- Communicate the Goals, Purpose, and Planning of the Wranglers with all School Divisions within Elbert County.

5.3.10 AT LARGE MEMBER

- Board of Director members that represent players, parents, and coaches.
- Communicates the perspective of those they represent to the Officers and Directors.
- Assist in continuing an open channel of communication between Officers, Directors, Coaches, Players, and Parents.

5.4 ELECTION OF OFFICERS

If necessary, in February of each year, the President will call a meeting with the members to elect new Officers. New Officers will be determined by a majority vote. Results of the voting will be announced on the Elbert County Wranglers website.

5.5 DISCIPLINARY ACTION

Disciplinary action against an Officer, Director, Coach, Manager, or an Elbert County Wranglers member will only be considered if a written request is presented to the Board at least one week prior to a scheduled Board meeting. Written notice of impending action, or any action taken by the president, must be given to the charged individual and Board members before the Board meeting at which time the action will be discussed. The charged individual will be allowed to speak on his/her behalf at the Board meeting. Final discipline or removal from a post requires a two-thirds vote of the attending Board members.

5.6 VACANCIES

Vacancies occurring in elected offices before the expiration of the term shall be appointed by the President with the approval of a two-thirds vote of the remaining Board.

ARTICLE 6 MEETINGS

6.1 ANNUAL MEETING

An annual meeting will be held for the purpose of conducting the election of Officers. If any positions are not filled by election the President may fill these positions by appointment with the approval of the elected Board Members.

6.2 NOTICE OF MEETING

At least seven (7) days in advance of each Board Meeting, notice of the meeting shall be given to the members in such a form as authorized by the Board.

6.3 SPECIAL MEETINGS

Special meetings may be called by the Board or the President at their discretion. Upon written request of at least five (5) Elbert County Wranglers Officers and Directors, the President shall call a special meeting to consider a specific request.

6.4 TRANSACTION OF BUSINESS

Meetings of the Board of Directors shall be held as required for the transaction of business after all Board Members have been notified of the time and place. A majority of Board Members, one plus half of the current number of Board Members, must be present at a meeting to instate a quorum for the purpose of transaction business. Any member may submit an absentee Proxy Vote in writing. Any matters not specifically addressed in these bylaws will follow the guidelines set forth in Robert's Rules of Order parliamentary procedures.

6.5 ABSENCE AND NEGLIGENCE

Any Board Member absent from three (3) unexcused consecutive regular monthly board meetings or otherwise negligent in the performance of his/her duties is subject to removal from office at the discretion of the Board of Directors.

ARTICLE 7 FINANCES

7.1 FISCAL YEAR

The fiscal year for the Elbert County Wranglers shall begin on the 1st day of January and end of the 31st day of December in each calendar year.

7.2 FINANCIAL RECORD KEEPING

The Elbert County Wranglers shall keep correct and complete books and records of account. They shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors. All such books and records shall be made available for inspection by any member, or attorney, for any proper purpose at any reasonable time at the registered office of the Elbert County Wranglers. Upon request of any member, the Corporation shall furnish such member with a statement showing the financial results of all operations and transactions affecting income and surplus during its last annual account period, and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period.

7.3 REGISTRATION FEES

Registration and sponsor fees will be determined by the Board of Directors in a meeting before each season's sign-ups. The fees shall be levied to defray the operating expenses of the Elbert County Wranglers. Deferred payments may be approved by the Board in the event of hardship situations.

7.4 EQUALITY

The Board of Directors shall decide all matters pertaining to the finances. No individual team shall have an advantage over any other team in regard to expenditures.

7.5 AUTHORIZATION

Checks will be signed by the Treasurer or President. All payments will be pre-approved by the President prior to payment. No one person can approve payment and sign a check for any given disbursement. No expenditure or Corporation commitment over five hundred (\$500) dollars will be made without proper Board of Director approval.

7.6 FEDERAL AND STATE REPORTING REQUIREMENTS

The Treasurer shall be responsible for annually filing all required Federal (IRS) and State Information returns. These returns are public information.

7.7 AUDIT

The Treasurer's books shall be audited at the discretion of the Executive Officers. The auditor shall be a designee of the Executive Officers. The extent of the audit is at the discretion of the Board and the results will be reported to the Board.

7.8 FINANCIAL ASSISTANCE

Relief from registration fees can be requested via a written request to the Commissioner and then presented to the Board for review.

7.9 DISBURSEMENT

No part of the net earnings of the Elbert County Wranglers shall inure to the benefit of, or be distributable to, its members, trustees, officers, Board of Directors, or other private persons, except that the Elbert County Wranglers shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for services rendered and to make payments and distributions for Elbert County Wranglers purchased items and for reimbursements to Board Members and coaches for expense incurred on behalf of the Corporation.

7.10 INSURANCE

A group liability insurance policy must be purchased and will be obtained and cover Elbert County Wranglers participants in tournament play, practice, and travel. Each player's parent or guardian shall be required, prior to participating in any play or practice session, to sign a medical physical fitness form and a parental consent form.

ARTICLE 8 COMMITTEES

8.1 STANDING COMMITTEES

Committees shall be appointed by the President and/or Board of Directors as required to conduct business of the Elbert County Wranglers. The Board of Directors may form special committees if deemed necessary. The President shall be an ex-officio member of all committees.

ARTICLE 9 INDEMNIFICATION

9.1 OFFICERS, DIRECTORS, AND EMPLOYEES

The Elbert County Wranglers shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Elbert County Wranglers against all expenses and liabilities, including, without limitations, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason or his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Elbert County Wranglers; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at the time parties to the proceeding.

9.2 ASSIGNMENT

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

9.3 POLICY AMENDMENTS

This Article constitutes a contract between the Elbert County Wranglers and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 10 PARLIAMENTARY AUTHORITY

10.1 ROBERT'S RULES OF ORDER

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Elbert County Wranglers in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

ARTICLE 11 CONFLICT OF INTEREST

11.1 CONFLICT OF INTEREST

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern. The term "concern" shall mean any Corporation, trust, partnership, limited liability entity, firm, person or other entity other than the Elbert County Wranglers.

No director or officer of the Elbert County Wranglers shall be disqualified from holding any office in the Corporation by reason of any interest in any concern. A director or officer of the Elbert County Wranglers shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the Elbert County Wranglers has an interest in the concern with which such transaction is entered into, provided:

- The interest of such officer or director must be fully disclosed to the Board of Directors.
- Such transaction is duly approved by the Board of Directors not so interested or connected as being in the best interest of the Elbert County Wranglers.
- Payments to the interested officer or director are reasonable and do not exceed fair market value.
- No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE 12 AMENDMENTS

12.1 AMENDMENT OF BYLAWS

These articles of Corporation and bylaws shall be adopted or amended by a majority vote of the Board of Directors of the Elbert County Wranglers at any regular or special meeting. A complete history of the amendments to the bylaws shall be recorded in the files of the Corporation and be maintained by the Secretary.

ARTICLE 13 DISSOLUTION

13.1 DISSOLUTION

Existing funds – In the event of the dissolution of Elbert County Wranglers, at any time, the existing funds over and above those liabilities shall not go to any individual, but shall be assigned to some established non-profit or charitable organization.