

Chatfield Diamond Club By Laws

Articles of Incorporation, Chatfield Diamond Club July 5, 2022

Article I – Organization and Duration

This Organization shall be a nonprofit Organization. The name of this Organization shall be the Chatfield Diamond Club, Littleton, Colorado, hereinafter referred to as the Organization, Diamond Club or the Club. It is organized for the exclusive purpose of participation in charitable activities as defined herein within the meaning of section 501(c) (3) of the Internal Revenue Code. The Diamond Club shall not carry on any other activities not permitted by a corporation exempt from federal income tax under section 501 (c) (3) or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law.) The period of existence of the Organization shall be perpetual.

Article II – Purpose and Goals of the Organization

1. Purpose: The Chatfield Diamond Club is formed for the purpose of enhancing the image and quality of the sport of baseball within the Chatfield Senior High School Area. This includes supporting activities and events that increase awareness, appreciation and participation in organized baseball.
2. Goals of the Organization:
 - a. Provide support to all levels of Chatfield Senior High School baseball.
 - b. Provide support to all levels/seasons of CSH baseball programs to increase participation at all levels.
 - c. Provide support to programs to include material, equipment and resources.
 - d. Provide organization and support to fund raising activities.
 - e. Act as an effective liaison between the Diamond Club and any organization supporting and promoting development of young people through participation in athletics for any local, national, or international organization.
 - f. Support, at all times, good sportsmanship and pride within and external to the community, for all activities and events in which the Diamond Club is a participant.

Article III – Membership and Voting

1. Membership: The membership of the Diamond Club shall consist of all persons who shall attend scheduled/ announced meetings (in person or on line) and/ or participate in support of athletic events or fundraising activities associated with the Diamond Club.
2. Voting: Each member shall be entitled to one vote, in person or via email, on all questions and motions submitted to the Organization.
3. The Board of Directors retains the exclusive right to extend the date required for commitment of funds or expend funds in an emergency, as required for any activity, purchase, or commitment in support of the Organization Goals and Purposes as expressed in these Articles of Incorporation, as approved by consensus of the Board of Directors. The Board of Directors shall notify the general membership of any such actions during the next regularly scheduled meeting and these actions will be recorded in the minutes of that meeting. Votes of members at meetings may not be cast by proxy.

Article IV – Board of Directors and Officers

1. Number and Qualification: The affairs of this Organization shall be governed by the Board of Directors, hereafter referred to as the Board, Composed of six positions. The six positions shall be the President; Treasurer; Marketing/Communications Chair; Fundraising Chair; Sponsorship Chair; and Secretary. The Chatfield Senior High baseball coach shall be an ex-officio member of the Board to give information, advice, and counsel to the Board, but will be a non-voting member. The Board of Directors (with the exception of the ex-officio members) shall also perform the duties of officers of the Organization.
2. Powers and Duties: The Board shall have the powers and duties necessary for the administration of the affairs of

the Diamond Club, and for the accomplishment of the stated goals and purposes expressed herein.

3. Term of Office: Members of the Board of Directors shall be elected by members of the Organization to serve a two-year term, said term to run concurrently with their terms as Officers of the Organization.

4. Election of the Board of Directors: Elections shall be held during the spring meeting of the members of the Organization. There are no restrictions regarding consecutive election to any position on the Board of Directors.

5. Replacement: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors, for a new 2 year term.

Article V – Powers, Restriction of Powers, and Distribution of Assets

1. Powers: Except as set forth in these articles, the corporation shall have all the powers granted by the statutes and laws of the state of Colorado to nonprofit corporations, provided that the exercise of such powers shall be solely in furtherance of the objects and purposes stated herein.

2. Restrictions of Powers: No part of the net earnings of the Organization shall inure to the benefit of, or be disreputable to its members, trustees, officers or other private persons, except that the Directors shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and goals as established in these Articles of Incorporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in, or intervene, (including the publishing or distribution of statements) any political campaign on behalf of a candidate for public office.

3. Distribution of Assets: Upon the dissolution of the Organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes. The specific and determined intent of any disbursement shall be made to the greatest extent possible to the General Athletic Fund of Chatfield Senior High, for which said use of assets, will be intended to be entirely consistent with the Goals and Purposed of the Diamond Club as expressed within these Articles of Incorporation.

Article VI – Funding of the Organization and Audits

1. Funding: All funds for the operation of the business and affairs of the Organization shall be derived from such voluntary contribution as the Diamond Club may be able to obtain of its membership or other persons, associations, or corporations within and external to the community. No general or special assessments shall be levied or required to be paid by the member or the Organization.

2. Audits: An audit of all funds and records of the Organization will be completed on an annual basis, or at any time when the Treasurer leaves the elected/ appointed office. An audit committee of three individuals will be appointed by the Board of Directors from the membership. At least one member of the audit committee will be a current member of the Board other than the Treasurer.

Article VII – Profit and Compensation

This organization is not organized for profit. No member, member of the Board, officer or person from whom the Diamond Club receive any property or funds shall receive or shall be lawfully entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the Organization be paid as salary or compensation, or distributed to, or inure to the benefit of any member of the Board, officer or member, provided, however, always (1) that reasonable compensation may be paid to any member, manager, or officer while acting as an agent or employee of the Organization for services rendered in effecting one or more of the purposes of the Organization, and (2) that any member, manager, or officer may be reimbursed for their actual and reasonable expenses incurred in connection with the administration of the affairs of the Chatfield Diamond Club.

Article VIII – Elimination of Liability

There shall be no personal liability of a director to the corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that said personal liability shall not be eliminated to the corporation or to the member for monetary damages arising due to any

breach of the directors duty of loyalty to the corporation or to the member, acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, acts specified in section 7-24-111, S.R.O., or any transaction from which a director derived an improper personal benefit. Notwithstanding any other provisions herein, personal liability of a director shall be eliminated to the greatest extent possible as is not, or in the future, provided for by law.

Article IX – Obligation of Members

No member of the Organization shall be under any obligation to the Diamond Club or its creditors with respect to such membership.

Article X – Registered Office and Agent

The name of the registered agent and address of the registered office of the Chatfield Diamond Club shall be:

CSH Diamond Club

PO Box 271211
Littleton, Colorado 80127
Ph. 303-982-3670 A

Article XI – Amendments

Once approved by the Board, these Articles of Incorporation may be amended, altered, or appealed and new by-laws adopted by a majority of the members of the Club who may be present at any regular or special meeting of the membership called for the purpose of so amending the said Articles of Incorporation. The undersigned current members of the Board of Directors hereby adopt the forgoing amended Articles of Incorporation as an official governing document of the Chatfield Diamond Club.

Tim Hodges (President)
Tannah Snow (Treasurer)
Kim Romero (Secretary)
Jessica Suddath (Fundraising)
Shelly Stocking (Sponsorship)
Audrey DiPaola (Communications)