

ROCKY MOUNTAIN SCOTTISH ATHLETES

BYLAWS

Amended June 8, 2022

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I. NAME AND OFFICES

1. The name of the organization shall be the Rocky Mountain Scottish Athletes (RMSA).
2. Principal Office

The principal office of the RMSA shall be in the State of Colorado is located at:

3281 Crawford Drive,
Cañon City, Colorado 81212.

RMSA may have such other offices, either within or outside of the State of Colorado, as the Board of Directors may designate, or as the business of RMSA may require from time to time.

3. Registered Office

The registered office of RMSA, required by the Colorado Revised Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

II. MISSION STATEMENT

The Rocky Mountain Scottish Athletes (RMSA) exists as an organization for purposes of teaching the Scottish games events, promoting the sport, working with festivals, enhancing the safety of the games, and providing expertise in judging and scoring the games.

III. NONDISCRIMINATION

The officers, directors, committee members, employees, members and all persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

IV. MEMBERS

1. Eligibility

Membership in RMSA shall consist of one class and shall be open to all natural persons who have both:

- a) paid the annual membership fee (the annual membership term will be from January 1 through December 31)
- b) and have executed a form documenting their willingness to serve as a member.

Members shall be admitted to membership in RMSA at such time as the voluntary membership form is accepted by the Board of Directors, or a duly appointed officer or committee, and the membership fee, if any, as may be established by the Board of Directors is paid. No person may be admitted as a member without such person's express written consent.

Family membership shall be considered two or more members of the same household. Family memberships shall be no more than two voting members per family membership.

2. Dues

- a) The Board of Directors shall set the dues for the next calendar year by October 31 of each year.
- b) Dues shall be for the calendar year commencing on January 1 of the year dues are paid. Dues shall not be prorated.

3. Resignation of membership

Any member may resign their membership at any time. Dues shall not be refunded.

4. Lifetime Membership

At the discretion of the Board of Directors, or a duly appointed officer or committee, the RMSA may waive membership fees for certain members who have paid for lifetime memberships. Lifetime memberships shall be listed in the appendix of the by-laws.

V. OFFICERS – BOARD OF DIRECTORS

1. NUMBER, TENURE, AND QUALIFICATIONS.

The number of directors of RMSA shall initially be two (2). Commencing on the first regular annual meeting of Members, each director shall hold office for a period of two years or until his or her successor shall have been appointed and qualified. Directors must be a natural person eighteen years of age or older but need not be residents of the State of Colorado.

2. PRESIDENT

The President shall be the chief executive officer of RMSA and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of RMSA. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of RMSA thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of RMSA, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. In the case of a tie vote by the Board of Directors, the President will be able to vote to break the tie.

3. VICE-PRESIDENT.

The Vice-President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Vice-president shall be elected by the board of directors and the vice-president shall be one of the six (6) elected board members.

4. SECRETARY.

The Secretary shall:

- a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c) be custodian of the corporate records
- d) keep a register of the post office address or email address of each member which shall be furnished to the Secretary by such member; and
- e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors

5. TREASURER.

The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of RMSA;
- b) receive and give receipts for moneys due and payable to RMSA from any source whatsoever, and deposit all such moneys in the name of RMSA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws.
- c) have signature authority on all financial transactions and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

6. ASSISTANT SECRETARIES and ASSISTANT TREASURERS

The Assistant Secretaries, Assistant Treasurers, and assistant Vice Presidents, if any, in general, shall perform such duties as shall be assigned to them by the Secretary, the Treasurer, or the Vice Presidents, respectively, or by the

President or the Board of Directors.

7. **NOMINATING PROCEDURE & TIME OF ELECTIONS**

The nominations and election of officers shall occur at the next meeting immediately following the AGM. Procedure to be in accordance with Robert's Rules of Order Newly Revised.

8. **BONDS.**

If the Board of Directors by resolution shall so require, any officer or agent of RMSA shall give bond to RMSA in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

9. **SALARIES.**

The officers shall serve without salary. Ordinary gifts and perquisites provided by RMSA shall not be deemed salary for the purposes of these bylaws.

10. **LOANS TO OFFICERS**

No loans shall be made by RMSA to any officer or director of RMSA.

11. **CONTRACTS**

The Board of Directors may authorize any officer or officers, agent or agents, to enter any contract or execute and deliver any instrument in the name of and on behalf of RMSA, and such authority may be general or confined to specific instances.

12. **LOANS**

No loans shall be contracted on behalf of RMSA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

13. **CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other

evidence of indebtedness issued in the name of RMSA shall be signed by such officer or officers, agent or agents of RMSA and in such manner as shall from time to time be determined by resolution of the Board of Directors.

14. **DEPOSITS.**

All funds of RMSA not otherwise employed shall be deposited from time to time to the credit of RMSA in such banks, trust companies or other depositories as the Board of Directors may select.

15. **GIFTS**

The Board of Directors may accept on behalf of RMSA any contribution, gift, bequest or devise for the general purposes of or for any special purposes of RMSA.

VI. MEETINGS

1. **Regular Meetings**
Board of Directors

The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of regular meetings without other notice than such resolution.

2. **Quorum**
Board Meetings

Two-thirds of the elected members shall constitute a quorum at any meeting of members, except as otherwise provided by the Colorado Revised Nonprofit Corporation Code and the Articles of Incorporation.

In the absence of a quorum at any such meeting, a majority of the members present may adjourn the meeting from time to time for a period not to exceed seventy days without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Once a member is represented for any

purpose at a meeting, including the purpose of determining that a quorum exists, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is set for that adjourned meeting.

3. Annual Meeting

An initial meeting of the members shall be held at such time as shall be established by the Board of Directors, for the purpose of electing directors, electing the President and for the transaction of such other business as may come before the meeting. Thereafter, a regular annual meeting of the members shall be held on a day on or between May 1 and September 30 of each year.

Membership shall be notified by electronic or US mail and notification shall be no less than 30 calendar days prior to the annual meeting for the purpose of electing directors, electing the President and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

4. Quorum Annual Meeting

Quorum shall be those paid members who are present.

5. Voting

Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

6. Voting By Ballot

Voting on any question or in any election may be by voice vote, unless the presiding officer shall order, or any member shall

demand that voting be by ballot.

7. Voting By Proxy & Cumulative Voting

No proxy or cumulative voting shall be allowed.

8. Waiver Of Notice

Whenever any notice is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Revised Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

VII. BOARD OF DIRECTORS

1. Board Composition

The officers of RMSA shall be:

- a) President
- b) Vice-President
- c) Secretary (non-voting)
- d) Treasurer (non-voting)
- e) Six (6) At-large Directors

Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except as limited by the Colorado Revised Nonprofit Corporation Act, or other applicable law.

2. Term of Office

President

The President shall hold office for a period of two years or until his or her successor shall have been appointed and qualified.

The President must be a natural person eighteen years of age or older but need not be residents of the State of Colorado.

The President shall have been a member of the Board of Directors within the last four (4) years.

Directors – At-large

The board shall consist of six (6) elected members with two-year terms.

1. three (3) board members shall be elected in odd number years and be considered group A.
2. three (3) board members shall be elected in even numbered years and be considered group B.

Any officer or agent may be removed by the Board of Directors of RMSA at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

3. Elections

1. The President of RMSA shall be elected at the annual meeting of the members of RMSA.
2. The Secretary, Treasurer, and Vice-President shall be elected by the Board of Directors each year at the first meeting held after the annual meeting of members.

If the elections of officers are not held at such meetings, such elections shall be held as soon thereafter as practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have satisfied the qualification requirements, until his or her death, until he or she shall resign, or until he or she shall have been removed in the manner hereinafter provided.

4. Duties & Powers

a) General Powers

The business and affairs of RMSA shall be managed by its Board of Directors.

b) Performance of Duties

A director of RMSA shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of RMSA, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in this section; but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

A person who so performs his or her duties shall not have any liability by reason of being or having been a director of RMSA. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

1. One or more officers or employees of RMSA whom the director reasonably believes to be reliable and competent in the matters presented,
2. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within such persons' professional or expert competence, or
3. A committee of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the

director reasonably believes to.

5. Vacancies

Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors. A director appointed to fill a vacancy shall serve until the expiration term of his or her predecessor.

6. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Colorado, as the place for holding any special meeting of the Board of Directors called by them.

Written notice of any special meeting of directors shall be given as follows:

- a) By email at least three days prior to the meeting
- b) By mail to each director at his or her business address at least three days prior to the meeting; or
- c) By personal delivery or telegram at least twenty-four hours prior to the meeting to the business address or residence address of each director, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each director.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of; any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

7. Quorum.

Two-thirds of the number of directors fixed by or pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

8. Participation By Electronic Means.

Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

9. Resignation.

Any director of RMSA may resign at any time by giving written notice to the President or the Secretary of RMSA. The resignation of any director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

10. Removal.

Any director or directors of RMSA may be removed at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act.

11. Compensation.

Directors as such shall not receive any

stated salaries for their services, but by resolution of the Board of Directors may receive a fixed sum and expenses of attendance at each meeting and may be paid for attendance at each meeting of the Board of Directors; but nothing herein shall preclude any director from serving RMSA in any other capacity and receiving compensation therefor.

15. Fiscal Year

The fiscal year of RMSA shall be from January 1 to December 31.

12. Presumption Of Assent

A director of RMSA who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of RMSA immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

13. Informal Action By Directors.

Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting if each and every member of the Board of Directors in writing (includes email) waives the right to demand that the meeting be held and either:

- a) votes for such action; or
- b) votes against such action or abstains from voting. A unanimous consent set forth in Section 3.9 (a) shall be deemed a waiver of the right to demand that a meeting be held to act on any such action.

14. Books And Records

RMSA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

VIII. OTHER COMMITTEES

Other committees not having and exercising the authority of the Board of Directors in the management of RMSA may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of RMSA, and the President of RMSA shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of RMSA shall be served by such removal.

IX. EMERGENCY BYLAWS

1. The Emergency Bylaws provided in this Article IX shall be operative during any emergency in the conduct of the business of RMSA resulting from a catastrophic event preventing the formation of a quorum of the board of directors, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of RMSA or in the Colorado Revised Nonprofit Corporation Act. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative. During any such emergency:
 - a) A meeting of the Board of Directors may be called by any officer or director of RMSA. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
 - b) At any such meeting of the Board of Directors, a quorum shall consist of the number of directors in attendance at such meeting.
 - c) The Board of Directors, either before or during any such emergency, may,

effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers so to do.

- d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of RMSA shall for any reason be rendered incapable of discharging their duties.
- e) No officer, director or employee acting in accordance with these Emergency Bylaws shall be liable on the ground that the action was not an authorized corporate action.
- f) These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors or by action of the member(s), but no such repeal or change shall modify the provisions of the next preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

X. PARLIAMENTARY AUTHORITY

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number or voting by classes is otherwise required by statute or by the Articles of Incorporation or these Bylaws. Members, officers and directors should endeavor to conduct all meetings of members in accordance with the procedural rules set forth in the most recent edition of Roberts' Rules of Order, or such other commonly used procedural publication

Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors. All meetings of the Board of Directors shall be governed by the procedural rules set

forth in the most recent edition of Roberts' Rules of Order.

XI. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any meeting of the Board of Directors at which a quorum is present.

APPENDIX A – BOARD OF DIRECTORS

President (Term Ending 2022)
Ryan Seckman

Directors Group A (Term Ending 2023)

- Wayne Staggs
- Hank Bradshaw
- Kenny Benton

Directors Group B (Term Ending 2022)

- Cheryl Buecher
- Joe Moore – Vice-President
- Tyler Baker

APPENDIX B – LIFETIME MEMBERS

- Greg Bradshaw
- Suzie Bradshaw
- Hank Bradshaw
- Landon Bradshaw
- Wayne Staggs
- Kenny Benton
- Pam Benton
- Cheryl Buecher
- Burt Budge