

**KINGS POINT RECREATION CLUB INC.**

**BYLAWS**

**ARTICLE I, NAME AND ADDRESS**

**1.01 NAME**

The name of this corporation shall be Kings Point Recreation Club Inc.  
The business of the corporation may be conducted as Kings Point Recreation Club or Kings Point Pool.

**1.02 ADDRESS**

Kings Point Recreation Club Inc. shall operate main purpose and activities from 6156 South Harrison Drive, Centennial CO, 80121

**ARTICLE II, PURPOSES AND LEGAL POWERS**

**2.01 PURPOSE**

Kings Point Recreation Club Inc. is a nonprofit corporation and shall be operated exclusively for educational and charitable purposes within the meaning which adheres to Colorado state law.

**2.02 POWERS**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**2.03 NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION**

**Nonprofit Legal Status**

Kings Point Recreation Club Inc. is a Colorado nonprofit corporation.

**Exempt Activities Limitation**

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall

## KINGS POINT RECREATION CLUB INC.

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

### **Distribution Upon Dissolution**

Upon termination or dissolution of the Kings Point Recreation Club Inc., any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

## **ARTICLE III, MEMBERSHIP**

### **3.01 NO MEMBERSHIP CLASSES**

The corporation shall have no membership class and no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

### **3.02 NON-VOTING AFFILIATES**

The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

### **3.03 DUES**

Any dues for affiliates shall be determined by resolutions and these bylaws.

## **ARTICLE IV, FACILITY USE**

### **4.01 PURPOSE**

Kings Point Recreation Club Inc., as determined by organization charitable goal, will allow use of the facility and property by the community as part of events and pool hours of operation within the rules and guidelines.

### **4.02 EVENTS**

- (i) Kings Point Recreation Club Inc will host a variety of events throughout the calendar year for community including but not limited to health & fitness, arts & culture, and community gatherings.
- (ii) Fees for each event will be determined by the Board and event coordinators.

### **4.03 POOL USE**

Use of the pool at the Kings Point Recreation Club facility will be limited to those who purchase passes, participants of special events and agreed group programs.

## KINGS POINT RECREATION CLUB INC.

- (i) Pool Passes will be available for purchase by the public for each season for all interested without discrimination:
  - a. Residents - Households and individuals residing within the boundaries: North of Arapahoe Rd to along Orchard Rd, and East of University Blvd to West of Colorado Blvd.
  - b. Non-Residents - any individual who lives outside the Resident boundaries determined in 4.03(i)a
- (ii) Pool Pass Pricing shall be determined by the board each year and may fluctuate.
- (iii) Pool Pass Pricing discounts may be determined based on military status and senior age.
- (iv) Pool Pass rules and regulations will be determined by the Board and posted to the public.
- (v) Swimming shall be permitted while certified lifeguard is on duty.
  - a. No personal use of the pool facility unless during hours of operation. In case of special event or circumstances, use without lifeguard may be determined and passed via majority vote by the Board. All decisions will adhere to Colorado law and the insurance policy of the organization.

### 4.04 SPECIAL FACILITY USE

Facility Kings Point Recreation Club may be used by groups for events including but not limited to private parties and youth program group activities. Terms, conditions, and fees will be determined by the board and affiliates and agreed upon in contract.

Rules and regulations of such special facility use will be available to public.

## ARTICLE V, BOARD OF DIRECTORS

### 5.01 NUMBER OF DIRECTORS

Kings Point Recreation Club Inc. shall have a board of directors consisting of at least 3 and no more than 5 directors. Within these limits, the board may increase or decrease the number of directors serving on the board.

### 5.02 POWERS

All corporate legal powers shall be exercised by or under the authority of the board and its officers and the affairs of the Kings Point Recreation Club Inc. shall be managed under the direction of the board, except as otherwise provided by law.

### 5.03 TERMS

- (i) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.
- (ii) Directors may serve terms in succession.
- (iii) The term of office shall be considered to begin January 1 and end December 31 of the same year in office, unless the term is extended until such time as a successor has been elected.

### 5.04 QUALIFICATIONS AND ELECTION OF DIRECTORS

In order to be eligible to serve as a director, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board. Directors may be elected at

## KINGS POINT RECREATION CLUB INC.

any board meeting by the majority vote. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

### 5.05 VACANCIES

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these Bylaws.

- (i) **Unexpected Vacancies.** Vacancies due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

### 5.06 REMOVAL OF DIRECTORS

A director may be removed by two-thirds vote of directors then in office, if:

- (i) the director is absent and unexcused from two or more board meetings in a twelve month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the vice president shall excuse the president. Or:
- (ii) for cause or no cause, if before any meeting of the members at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting.

### 5.07 BOARD OF DIRECTORS MEETINGS

- (i) **Regular Meetings.** The board of directors shall have a minimum of six (6) regular meetings each calendar year at times and places fixed by the board. These meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or other communication application or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, electronic mail, or other communication application the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- (ii) **Special Meetings.** Special meetings may be called by the president, vice president, secretary, treasurer, or any two (2) other directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.
- (iii) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Colorado law.

### 5.08 MANNER OF ACTING

- (i) **Quorum.** A majority of the directors (and its non-director officers) in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.
- (ii) **Majority Vote.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors (and its non-director officers) present at a meeting at which a quorum is present shall be the act of the board.
- (iii) **Hung Decisions.** On the occasion that directors (and its non-director officers) are unable to make a decision based on a tied number of votes, the president or treasurer

## KINGS POINT RECREATION CLUB INC.

in the order of presence shall have the power to swing the vote based on his/her discretion.

**(iv) Participation.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors (and its non-director officers) may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

### **5.09 COMPENSATION FOR BOARD MEMBERS FOR SERVICES**

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

### **5.10 COMPENSATION FOR PROFESSIONAL SERVICES BY DIRECTORS**

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and state law.

## **ARTICLE VI, OFFICERS**

### **6.01 BOARD OFFICERS**

The officers of the corporation shall be a president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

### **6.02 TERM OF OFFICE**

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless unanimously elected by the board at the end of his/her three (3) year terms or to fill a vacancy in an officer position, each officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the meeting during which a successor is elected.

### **6.03 REMOVAL AND RESIGNATION**

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

## KINGS POINT RECREATION CLUB INC.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

### **6.04 PRESIDENT**

The president shall be the chief volunteer officer of the corporation. The president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of directors, and shall perform all other duties incident to the office or properly required by the board.

### **6.05 VICE PRESIDENT**

In the absence or disability of the president, the ranking vice-president or vice-president designated by the board shall perform the duties of the president. When so acting, the vice-president shall have all the legal powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board or the president.

The vice-president shall normally accede to the office of president upon the completion of the president's term of office.

### **6.06 SECRETARY**

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board or the president. The secretary may appoint, with approval of the board, a director or officer to assist in performance of all or part of the duties of the secretary.

### **6.07 TREASURER**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.

The treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board on a timely basis or as may be required by the board.

The treasurer shall perform all duties properly required by the board or the president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

### **6.08 NON-DIRECTOR OFFICERS**

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

Non-director officers for Kings Point Recreation Club Inc. includes but is not limited to managers of: Events, Marketing, Lifeguard, Concessions, Pool Operations, Grounds & Facility Operations, Special Programs.

## ARTICLE VII, CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

### 7.01 CONTRACTS AND OTHER WRITINGS

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

### 7.02 CHECKS, DRAFTS

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by a resolution.

### 7.03 DEPOSITIS

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

### 7.04 LOANS

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

### 7.05 INDEMNIFICATIONS

- (i) **Mandatory Indemnification.** The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
- (ii) **Permissible Indemnification.** The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
- (iii) **Advance for Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- (iv) **Indemnification of Officers, Agents, and Employees.** An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to

KINGS POINT RECREATION CLUB INC.

an employee or agent of the corporation who is not a director, consistent with Colorado Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

**ARTICLE VIII, MISCELLANEOUS**

**8.01 BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

**8.02 FISCAL YEAR**

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

**8.03 CONFLICT OF INTEREST**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

**8.04 NONDISCRIMINATION POLICY**

The officers, committee members, employees, and 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.

It is the policy of Kings Point Recreation Club Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

**ARTICLE IX, COUNTER-TERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, Kings Point Recreation Club Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Kings Point Recreation Club Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard



## KINGS POINT RECREATION CLUB INC.

against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Kings Point Recreation Club Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

### **ARTICLE X, DOCUMENT RETENTION POLICY**

#### **10.01 PURPOSE**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Kings Point Recreation Club Inc. records.

#### **10.02 GUIDELINES**

##### **(i) GENERAL GUIDELINES**

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.

A mass of records also makes it more difficult to find pertinent records. From time to time, Kings Point Recreation Club Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.

While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

##### **(ii) EXCEPTION FOR LITIGATION RELEVANT DOCUMENTS**

Kings Point Recreation Club Inc. expects all officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Kings Point Recreation Club Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

##### **(iii) MINIMUM RETENTION PERIODS FOR SPECIFIC CATEGORIES**

- a. Corporate Documents** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Tax Exemption.

Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these bylaws.

- b. Tax Records** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
- c. Employment Records/Personnel Records** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- d. Board and Committee Materials** Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Committee materials should be kept for no less than three years by the corporation.
- e. Press Releases/ Public Filings** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- f. Legal Files** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
- g. Marketing and Sales Documents** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- h. Development/ Intellectual Property and Trade Secrets** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.  
The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.
- i. Contracts** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- j. Correspondence** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- k. Banking and Accounting** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years.

## KINGS POINT RECREATION CLUB INC.

Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

- l. Insurance** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- m. Audit Records** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

### **(iv) ELECTRONIC MAIL**

E-mail that needs to be saved should be either: printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## **ARTICLE XI, TRANSPARENCY AND ACCOUNTABILITY**

### **DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC**

#### **11.01 PURPOSE**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Kings Point Recreation Club Inc. practices and encourages transparency and accountability to the general public. This policy will:

- indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- specify the procedures whereby the open/closed status of documents and materials can be altered.

#### **11.02 FINANCIAL AND IRS DOCUMENTS (Form 1023 and Form 990)**

Kings Point Recreation Club Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

#### **11.03 MEANS AND CONDITIONS OF DISCLOSURE**

Kings Point Recreation Club Inc. shall make "Widely Available" the aforementioned documents on its internet website: Kings Point Recreation Club Inc. to be viewed and inspected by the general public.

- (i) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (ii) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (iii) Kings Point Recreation Club Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (iv)** Kings Point Recreation Club Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **11.04 IRS ANNUAL INFORMATION RETURNS (Form 990)**

Kings Point Recreation Club Inc. shall submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the governing body via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

#### **11.05 BOARD**

- (i) All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.
- (ii) All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.
- (iii) All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

#### **11.06 STAFF RECORDS**

- (i) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (ii) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (iii) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that;
- (iv) Staff records shall be made available to the board when requested.

#### **11.07 DONOR RECORDS**

- (i) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives
- (ii) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (iii) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (iv) donor records shall be made available to the board when requested.

### **ARTICLE XII, CODES OF ETHICS AND WHISTLE-BLOWER POLICY**

#### **12.01 PURPOSE**

Kings Point Recreation Club Inc. requires and encourages members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of Kings Point Recreation Club Inc. to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the

## KINGS POINT RECREATION CLUB INC.

corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **12.02 REPORTING VIOLATIONS**

If any officer, staff or employee reasonably believes that some policy, practice, or activity of Kings Point Recreation Club Inc. is in violation of law, a written complaint must be filed by that person with the vice president or the president.

### **12.03 ACTING IN GOOD FAITH**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

### **12.04 RETALIATION**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Kings Point Recreation Club Inc. and provides the Kings Point Recreation Club Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement Kings Point Recreation Club Inc. shall not retaliate against any officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Kings Point Recreation Club Inc. or of another individual or entity with whom Kings Point Recreation Club Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Kings Point Recreation Club Inc. shall not retaliate against any officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Kings Point Recreation Club Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

### **12.05 CONFIDENTIALITY**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **12.06 HANDLING OF REPORTED VIOLATIONS**

The president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees through these bylaws and they shall have the opportunity to ask questions about the policy.

**ARTICLE XIII, AMENDMENTS OF BYLAWS & ARTICLES OF INCORPORATION**

**13.01 AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board.

**13.02 AMENDMENTS TO THE BYLAWS**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of directors (and its non-director officers) then in office at a meeting of the Board, provided, however,

- (i) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax-exempt corporation and,
- (ii) that an amendment does not affect the voting rights of directors (and its non-director officers). An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum.
- (iii) If for any reason the corporation ceases to qualify as a tax exempt corporation, the board (and its non-director officers) must amend the bylaws according.
- (iv)** that all amendments be consistent with the Articles of Incorporation.