

CONSTITUTION AND BYLAWS OF THE SANTA FE TRAIL BLAZERS ASSOCIATION

Revised June 24, 2025

PREAMBLE

The Santa Fe Trail Blazers Association (the “**Association**”) is incorporated as a non-profit organization. It is recognized as such by the State of Kansas and the Internal Revenue Service.

The Association’s purpose is to promote swimming for amateurs and create an educational swimming program to serve the general community. It is dedicated to developing a program that will allow a swimmer of any caliber to participate in and achieve his or her maximum ability. The Association will serve in an advisory capacity in conjunction with JCPRD, in oversight of all operations of the Kansas City Blazers swim team.

These Bylaws, as amended from time to time, will govern the conduct and business of the Association and its Board of Directors.

ARTICLE I OFFICES AND REGISTERED AGENT

The principal office of the Association will be in the State of Kansas and will be located in the City of Merriam, County of Johnson. The Association may have such other offices, either within or outside the State of Kansas, as the Board of Directors (or, the “**Board**”) may determine or as the affairs of the Association may require from time to time.

The Association will have and continuously maintain in the State of Kansas a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but not need be, identical with the principal office. The address of the registered office may be changed from time to time by the Board.

ARTICLE II MEMBERSHIP

SECTION 1: MEMBERS

Membership in this Association will be limited to a family with members participating in the swim program of the Kansas City Blazers, which is operated by Johnson County Parks and Recreation District (“**JCPRD**”), who are current in their membership dues as established by the Board. A “**family**” is defined as the parents or guardians and their dependent swimmer(s), regardless of marital status. One family will constitute one “**Member**” for purposes of membership in the Association, and in the event of dispute, the family member who has authority over the dependent swimmer(s) billing account will prevail.

SECTION 2: VOTING

Voting rights will be limited to Members. Each family will have one vote. Voting rights will be limited to those present at official meetings. Voting by proxy may be approved by the Board for special occasions, and such request must be made in writing in advance of any vote to the Chairperson of the Board.

SECTION 3: TERMINATION OF MEMBERSHIP

The Board, by at least two-thirds (2/3) vote, may suspend or expel a Member for just cause and after appropriate deliberation, in its sole discretion. Such causes include, but is not limited to, violation of the Parent Code of Conduct, failure to comply with the Member's financial obligations to the Kansas City Blazers, and any other factors which the Board deems appropriate for termination.

SECTION 4: RESIGNATION

Any Member may resign by filing a written resignation with the Secretary or providing written notice of such resignation to the Board, but such resignation will not relieve the Member of any obligation to pay any dues, assessment or other charges accrued and unpaid prior to resignation. A Member will be deemed to have automatically resigned upon termination of the Member's billing account with the Kansas City Blazers for any reason.

SECTION 5: REINSTATEMENT

Upon written request of a former Member whose membership was terminated, which written request will be filed with the Secretary, the Board may, by at least two-thirds (2/3) vote, reinstate such former Member to membership upon such terms as the Board may deem appropriate, in its sole discretion.

SECTION 6: MEMBERSHIP YEAR

Membership in this Association will be on an annual basis from October 1 of one year to September 30 of the following year, unless otherwise provided herein.

ARTICLE III MEETINGS OF MEMBERS

SECTION 1: MEETING

At least once per year, a general meeting of the Association will be held in October or such other time as the Board designates (the "**Annual Meeting**"). Special meetings of the membership may be called by the Chairperson of the Board, or by written request to the Board by forty percent (40%) of the Members of the Association.

SECTION 2: NOTICE OF MEETINGS

Written or printed notice (which includes electronic transmission), stating the time, date, and location of any meeting of the Members of the Association will be delivered to each Member not less than three (3) days before the date of such meeting. In the event of a special meeting, the purpose or purposes for which the meeting is called will be stated in the notice.

SECTION 3: QUORUM

A quorum will consist of a majority of the Members present at a meeting.

SECTION 4: CONDUCTING BUSINESS

The Chairperson has the discretion to conduct the meeting in any manner deemed appropriate, including setting the agenda.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1: AFFAIRS OF THE ASSOCIATION

The affairs of the Association will be managed by the Board, comprised of voting members (“**Directors**”), and non-voting members (“**Advisors**”). In no event will there be less than five (5) Directors at any given time.

SECTION 2: ELECTION & QUALIFICATIONS OF DIRECTORS OF THE BOARD

The Board of Directors will be elected at the annual meeting of the participating Members. The Board has the authority to nominate and fill, on a temporary basis, any vacancies that may arise between the annual meetings (“**Vacancy Appointment**”). Directors must be: (a) at least eighteen years of age; (b) a Member of the Association; (c) not a Member previously removed from the Association for Cause; (d) not a current coach of the Kansas City Blazers or any other USA Swimming club team; and (e) not have a dependent swimmer on any other USA Swimming club team. For clarity, the aforementioned requirements in (b) through (e) apply to the entire Member family. By way of example, if one person in the Member family is a current coach of the Kansas City Blazers, their spouse is not eligible to become a Director.

SECTION 3: LENGTH OF TERM

Each elected Director will serve a two-year term. Any Director may be elected to serve more than one term. Any Director, upon expiration of their current term, may be elected to serve on the Board in a different capacity. There will be no limit to the number of terms a Director may serve. All terms will run coterminous with the Membership Year and will last for two Membership years.

SECTION 4: NOMINATION PROCESS

Any Director may present a qualified candidate to the Chairperson for review. If the Chairperson finds that the candidate is qualified, they may present the candidate to the Board of Directors for approval. The Board and the Chairperson may request any information they deem reasonably necessary from the candidate for review. This may include information sufficient to determine conflicts of interest and the qualifications set forth in Section 2 of this Article IV. Upon approval, the Board will vote to present any qualified candidates at the next Annual Meeting of the Association. The slate of candidates will be printed and distributed with the notice announcing the annual meeting.

SECTION 5: VACANCIES

Vacancies on the Board will be appointed by the Chairperson and approved by the Board, following a substantially similar process to that outlined in Section 4 of this Article IV. Any Vacancy Appointment nominees which are approved by a majority of the Board will be entitled to all rights and obligations of any duly elected Director during any such Vacancy Appointment term. The Vacancy Appointment will be for the remainder of the unexpired term. For clarity, any nominee appointed and approved for a Vacancy Appointment is eligible to be nominated and voted in at any Annual Meeting following the remainder of the unexpired term to serve successive terms.

SECTION 6: MEETINGS

Regular meetings of the Board will be held monthly or as designated by the Chairperson. The business of the regular meetings will be set in advance of the regular scheduled meetings and communicated to the Board (electronic transmission is sufficient) no more than forty-eight (48) hours prior to the meeting. Any Director may reasonably request the inclusion of any agenda item, provided such request is made to

the Chairperson in advance of the meeting. Within one (1) week following the meeting, the meeting minutes will be circulated to the Board for review. The minutes of the immediately preceding meeting will be reviewed and voted on at the commencement of the following regular meeting of the Board. All regular meetings will be announced to the Membership in advance of each meeting, such notice will be included in regularly disseminated newsletters of the Membership and will include details of date, time, and location of the regular meetings. This notice will also include the approved meeting minutes from prior regular meetings.

SECTION 7: SPECIAL MEETINGS

A special meeting of the Board may be called by the Chairperson or at the request of at least three (3) Board members. Notice of any special meetings of the Board will be given at least forty-eight (48) hours prior to the date of the meeting. Electronic notice is sufficient. Such notice will be deemed to be delivered when transmitted. The purpose of the meeting need not be specified in the notice. The notice requirement may be waived by a two-thirds (2/3) vote of the Directors of the Board.

SECTION 8: QUORUM

A majority of the elected Directors of the Board must be present to constitute a quorum and to transact business.

SECTION 9: ATTENDANCE REQUIREMENT

All Directors of the Board are obligated to attend regular meetings in order to ensure Board engagement and fulfill their fiduciary obligations to the Association. If any Director fails to attend at least 70% of the regular meetings of the Board in a Membership year, such Director is subject to removal for cause under Article IV, Section 10. Directors may notify the Chairperson and Secretary of any planned absences 48 hours prior to the regular meeting, and such planned absence may be excused and will not count against the attendance requirement. If technologically feasible and requested in advance, attendance may be permitted remotely via teleconference or substantial equivalent. In addition to attendance at the regular meetings of the Board, it is expected that all Directors will attend and assist at events of the Association, to include special events and hosted swim meets.

SECTION 10: REMOVAL OF A BOARD MEMBER

A Director of the Board may be removed for cause by a vote of two-thirds (2/3) of the Directors of the Board. A Director of the Board may also be removed for failing to meet the minimum attendance requirement as set forth in Article IV, Section 9. Any vote for removal of a Director of the Board will be conducted at a Special Meeting.

SECTION 11: CONFIDENTIALITY

All Directors of the Board acknowledge and agree that many of the matters discussed in the Meetings of the Board are highly sensitive and related to Members, coaching staff, and the financial and legal details of the Association. All such sensitive, confidential information should not be disclosed or discussed with anyone outside of the Board without permission or authorization of the Chairperson. Care should be taken to ensure that unauthorized individuals do not inadvertently overhear discussions of sensitive, confidential information.

SECTION 12: CONFLICT OF INTEREST

Any Director with a financial or personal conflict of interest relating to a matter put to vote before the

Board is obligated to disclose such conflict, provide any information reasonably requested related to such conflict, and may be required to recuse themselves from any related vote at the Chairperson's sole discretion.

SECTION 12: ADVISORS

In addition to the Directors, the Board may also include non-voting members, Advisors. These Advisors may be appointed by the Board upon a vote of at least 2/3 of the Directors. The administrative assistant to the Kansas City Blazers (or someone in an equivalent capacity), the Head Coach of the Kansas City Blazers, and the Past President (as defined in Article V, Section 2) may serve on the Board as Advisors. Advisors will receive notice of all regular meetings of the Board and may attend such, but their attendance is not required. Advisors may not be notified of Special Meetings of the Board, at the discretion of the Chairperson.

ARTICLE V DUTIES AND POWERS OF THE BOARD

SECTION 1: OFFICERS

Each Director will be an Officer. The Officers of the Board of the Association may consist of:

- A. Chairperson
- B. Vice-Chairperson
- C. Director of Finance
- D. Director of Volunteers
- E. Secretary
- F. Director of Meet Operations
- G. Director of Special Functions
- H. Director of Hospitality
- I. Director of Officials
- J. Director of Ways and Means
- K. Director of Marketing & Communications
- L. Parent Liason

The titles, roles, and responsibilities of the Officers may be changed from time to time, as may be deemed necessary by the Board. The Chairperson and Secretary will keep a comprehensive, updated record of the Duties and Powers of the Board to be distributed to newly elected Directors at the time they join the Board, but at least once per Membership year. New Officer roles may be added, some may not be filled and some may be combined, based on the needs of the Association.

Each Officer will serve a two (2) year term, eligible for reelection as follows: the two (2) year term will commence on odd years for the Chairperson, Secretary, Director of Special Functions, Director of Meet Operations, and Director of Marketing; and the two (2) year term will commence on even years for the

Director of Finance, Director of Volunteers, Director of Officials, Director of Hospitality, Director of Ways and Means, and Parent Liason.

SECTION 2: CHAIRPERSON

The Chairperson will be the principal Officer of the Board. The Chairperson will preside at all meetings of the Board and of the Membership. The Chairperson may sign for the Board contracts or other instruments that the Board has authorized to be executed. The Chairperson will be the liaison between the Board and JCPRD. Upon conclusion of the Chairperson's final term on the Board, the Chairperson will automatically be granted a one-year non-voting term as an Advisor ("Past President"). At the discretion of the Chairperson, the Past President will attend all regular meetings of the Board and will provide guidance and continuity to the newly elected Chairperson.

SECTION 3: VICE-CHAIRPERSON

The Vice-Chairperson is nominated by the Chairperson at the last regular meeting of the Board each membership year. Such nomination will be put to a vote by the Board and will require a 2/3 majority to pass. The Vice-Chairperson will serve for a term of one (1) year and may be re-elected to unlimited successive years, at the discretion of the Board. The Chairperson will delegate all authority of the Chairperson to the Vice-Chairperson in the event of an absence by the Chairperson during any meeting of the Board. Additionally, the Vice-Chairperson will automatically fill the role of the Chairperson in the event of an unexpected vacancy in the role of the Chairperson. any vacancy in the Chairperson role. The Vice-Chairperson must be a Director of the Board and may continue in their elected role in addition to servings as the Vice-Chairperson Role. To be eligible to serve as the Vice-Chairperson, the Director must have at least two (2) years remaining in their Membership of the Association.

SECTION 4: DIRECTOR OF FINANCE

The Director of Finance will be responsible for the Association's fiscal affairs and policy. The Director of Finance will administer the Association's treasury and inventory and maintain the Association's properties. The Director of Finance will work with the Kansas City Blazers' Business Manager to assure that all bills are paid, that the financial affairs of the organization are in good order, and that tax returns are filed. The Director of Finance will have the authority to enter into contracts on behalf of the Association which are approved by the Board. In the event of an unexpected vacancy in both the Chairperson and Vice-Chairperson role, the Director of Finance will automatically fill such vacancy on an interim basis until a Special Meeting can be convened to elect a new Chairperson. The Director of Finance is not required to be onsite during Association events, to include hosted swim meets.

SECTION 6: DIRECTOR OF VOLUNTEERS

The Director of Volunteers will be responsible for coordinating and overseeing volunteers for all events, volunteer hour commitments of participating Members, and all other functions sponsored by the Board and the swim team. The Director of Volunteers is responsible for proposing new policies and procedures with respect to the affairs of volunteers, which will be voted on by the Board of Directors. The Director of Volunteers will work with the Head Coach and administrative assistance (or equivalent role) of the Kansas City Blazers for the implementation of such policies and procedures, to include assessing fees for non-compliance, communication of such policies and procedures to the Members, and any related tasks as may be required. The Director of Volunteers must be on site during the Association's swim meets, unless they have delegated that responsibility and communicated such delegation in advance to the Chairperson and Head Coach.

SECTION 7: SECRETARY

The Secretary will be responsible for the minutes of the Board and Association meetings, and circulating any necessary documents or materials to the Board. The Secretary is responsible for preparation of all correspondence for the Association. The Secretary's role may include creating, editing, and disseminating communications to the Membership, including but not limited to, social media posting, monthly newsletters, and other means of communication as determined reasonably necessary by the Board or at the direction of the Head Coach. In the event there is not currently a separate Director of Marketing & Communications, those responsibilities shall be handled by the Secretary.

SECTION 9: DIRECTOR OF MEET OPERATIONS

The Director of Meet Operations will direct the Association's swim meets by organizing, conducting, and project managing the overall planning and operation of any hosted swim meet. The Director of Meet Operations will ensure correct swim meet entries and handle host responsibilities for visiting teams, officials and coaches. The Director of Meet Operations must be on site during the Association's swim meets, unless they have delegated that responsibility and communicated such delegation in advance to the Chairperson and Head Coach.

SECTION 10: DIRECTOR OF SPECIAL FUNCTIONS

The Director of Special Functions will supervise, coordinate and plan any special events required by the Association. All official functions and social events will be managed by this director. The Director of Special Functions is expected to attend all Special Functions unless they have delegated that responsibility and communicated such delegation in advance to the Chairperson.

SECTION 11: DIRECTOR OF HOSPITALITY

The Director of Hospitality is responsible for coordinating all hospitality related aspects of Association-hosted swim meets. This includes providing beverages, snacks, and meals at the request of the Director of Meet Operations and Head Coach, and the oversight and supervision of the hospitality room at all Association-hosted swim meets. The Director of Hospitality will coordinate with the administrative assistant (or equivalent role) of the Association and the Director of Finance to ensure adequate supplies and funds. The Director of Hospitality must be on site during the Association's swim meets, unless they have delegated that responsibility and communicated such delegation in advance to the Chairperson and Head Coach.

SECTION 12: DIRECTOR OF OFFICIALS

The Director of Officials is responsible for recruiting, training, organizing, maintaining, and supervising all certified swimming officials from the Association. The Director of Officials will serve as the lead liaison between the Association, USA Swimming, and Missouri Valley LSC for any officiating-related issues such as official readiness, certification, and management.

SECTION 13: DIRECTOR OF WAYS AND MEANS

The Director of Ways and Means will be responsible for sales and promotions as well as solicitation of donations, corporate sponsorships, booster club members, and contributions necessary to balance revenues and expenditures of the Association. The Director of Ways and Means will also be responsible for organizing and coordinating all aspects of the Swim-A-Thon event and fundraising operation. The Director of Ways and Means is expected to be in attendance at all Swim-A-Thon related events, to include, as applicable, any special events coordinated by the Association for fundraising winners.

SECTION 14: DIRECTOR OF MARKETING & COMMUNICATIONS

The Director of Marketing will be responsible for all membership-facing communications, to include the monthly newsletter, creating, updating and maintaining content for the Association's website and social media accounts, and any other marketing-related tasks as may be required.

SECTION 15: PARENT LIASON

The Parent Liaison will be responsible for soliciting volunteers for the Pool Parent Committee and have oversight and direction over the Pool Parent Committee. The Parent Liaison will work with the Director of Volunteers and Director of Special Events to ensure a cohesive experience for the Membership. Specific responsibilities will include facilitation parent meetings, providing parent education, and acting as an escalation point for communication between the Members and the coaching staff and Board.

ARTICLE VII STANDING COMMITTEES AND SPECIAL POSITIONS

SECTION 1: STANDING COMMITTEES

The Board may designate and appoint Standing Committees, each of which will consist of one or more Members ("SC Members"). They will act as working bodies only and will not make policy that has not been set forth by the Board. The SC Members may be Directors, but also may be comprised of general Members of the Board. All SC Members are the responsibility of an appropriate Director of the Board for the purposes of the Standing Committee. The SC Members may be invited, from time to time, to the meetings of the Board to present on topics relevant to their Standing Committees. The SC Members will have no vote at the meeting of the Board, unless otherwise so entitled.

SECTION 2: TERM OF OFFICE

The Standing Committees will serve at the leisure of the Chairperson of the Board and may be disbanded at any point upon notice.

SECTION 2: SPECIAL ADVISORS

The Board may designate and appoint special positions for certain responsibilities, the members of such may be non-Members from the greater community ("Special Advisors") For example, the Board may designate a Special Advisor to create a committee regarding the funding and development of an Association-owned pool, etc. These special positions shall be appointed by the Board and shall serve whatever term is designated by the Board. They may be invited to attend certain Board meetings, from time to time, in order to present on topics relevant to the scope of their Special Advisor role. They will not participate in any Executive Session or Special Meeting, nor will they have a vote on any particular matter.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1: CONTRACTS

The Board may authorize any officer, agent, or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract in the name of and/or behalf of the Association.

SECTION 2: CHECKS AND DRAFTS

All checks and drafts for the payment of bills, notes or other forms of indebtedness issued in the name of

the Association, will be signed by such officers, agent(s) in such a manner as will from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such checks, notes and other evidence of indebtedness will be signed by the Director of Finance, or if approved by the Director of Finance, by the Business Manager or other designee.

SECTION 3: DEPOSITS

All funds of the Association will be deposited from time to time to the credit of the Association in such banks, trust companies, or other financial institutions as the Board may determine.

ARTICLE IX DUES AND POLICIES

SECTION 1: DUES

The Board may determine the amount of annual dues that may be necessary. The Board may also determine the amount of monthly swimming fees, dues, escrow fees, travel funds, concession charges, spectator fees, and other charges necessary to ensure the financial integrity of the Association.

SECTION 2: PAYMENT OF DUES

The annual and monthly dues are payable during the fiscal year on a regular scheduled basis as established by the Board. The Board may establish and enforce a delinquency policy, which may include, amongst other things, late fees, prohibition from competing, suspension and/or termination of membership.

SECTION 3: DEFAULT AND TERMINATION OF MEMBERSHIP

When any participating Member is in default in the payment of dues and fees in violation of the delinquency policy of the Board, that Member may be temporarily or permanently removed from active participation in the program at the discretion of the Board.

SECTION 4: WAIVING OF FEES

The Board may, at its discretion, waive, or reduce any and all fees and dues of any participating Member. A request for waiver or reduction must be presented to the Board as part of the business of a regular meeting of the Board.

SECTION 5: POLICIES

The Board may, at its discretion, create and implement policies for the Members of the Association. Such policies will be agreed upon by the Members in their annual contracts with the Kansas City Blazers. The Board may choose, in its discretion, to enforce, or waive the policies as to any participating Member.

ARTICLE X WAIVER OF NOTICE

Whenever a notice is required to be given under the provisions of the Kansas Non-Profit Corporation Act, or under the provisions of the Articles of Incorporation or the Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent of such notice.

ARTICLE XI AMENDMENT TO THE BYLAWS

These Bylaws may be amended at any meeting of the Board of Directors or any meeting of the Association. A two-thirds (2/3) vote of the Directors of the Board or the Association is required.

SECTION 1: AMENDMENT BY THE BOARD OF DIRECTORS

Each proposed amendment at the Board level must be submitted to the Secretary of the Board to be placed on the agenda. It must be provided to the Board at one Board meeting and discussed and acted upon at the next scheduled Board meeting. The written proposed amendment must be distributed with the announcement of the meeting.

SECTION 2: AMENDMENT BY THE ASSOCIATION

Forty percent (40%) of the participating Members of the Association may call for a meeting to amend the Bylaws. The proposed amendment must be distributed to the membership 30 days prior to the meeting. A quorum of the Association must be present at the meeting to review the amendment and a two-thirds (2/3) vote of the Association Members present is required to amend the Bylaws.

SECTION 3: REGULAR REVIEW

The Bylaws should be reviewed at least once every two (2) years and voted to confirm or revise by two-thirds (2/3) of the Directors of the Board. The Directors of the Board, in that vote, may elect to make the revisions internally or to seek external guidance. The Secretary of the Board should distribute a copy of the Bylaws to each Director and Advisor at the first meeting of the membership year, and upon any new Director or Advisor joining the Board.

ARTICLE XI RULES OF ORDER TO GOVERN ASSOCIATION MEETINGS

Subject to the requirements set forth in these Bylaws, the Chairperson will have the discretion to conduct the meeting in any fashion they deem appropriate, utilizing Robert's Rule of Order as a guideline.