

Copy of DENVER CROQUET CLUB CONSTITUTION

Article I. Name

The name of this organization shall be "The Denver Croquet Club".

Article II. Purpose

Section A. The purpose of the Denver Croquet Club is to enjoy, promote, and develop the game of croquet in accordance with such rules as shall be adopted by the Board of Directors or as provided in the Club Bylaws.

Section B. In pursuance of this purpose the Club may:

1. Arrange for, develop and maintain facilities and equipment for the enjoyment of croquet and associated Club activities.
2. Promote the game of croquet through educational and social programs, tournaments, and other related efforts.
3. Affiliate with national and international organizations whose activities benefit the Club's purpose.
4. Assist in the establishment of croquet clubs and facilities throughout the Rocky Mountain region.

Article III. Membership

Section A. Any person interested in the purpose of this organization may apply for membership and will become a member in accordance with provisions of the Bylaws.

Section B. A member may be expelled for conduct adverse to the welfare of the organization, as prescribed in the Bylaws.

Article IV. Meetings

Section A. An Annual Meeting will be held in the Fall on a date set by the Board of Directors. At this meeting officers and directors shall be elected and annual dues and initiation fee shall be set. Each member shall have one vote, must be present and have paid his or her dues to vote. Proxy votes are not allowed.

Section B. The time and location of membership and Board meetings shall be determined by a majority vote of the Board of Directors. A reasonable effort must be made to notify members at least 72 hours prior to membership meetings.

Section C. A quorum at the Annual Meeting shall be 30 percent of the dues-paid membership, or seven members, whichever is greater. A quorum for any other meeting shall be a majority of the Board of Directors.

Article V. Officers and Board of Directors

Section A. The Club is governed by a Board of Directors which shall have control over all management of the Club's affairs, and shall conduct the business of the Club. The Board shall consist of the Officers; the immediate past President and one member-at-Large Director elected at the annual meeting for one year terms beginning after the Annual Meeting. All are voting members.

Section B. The Club shall have five offices; President, Vice-President, Secretary Treasurer, and Chairman of the Greens. The President shall preside at all meetings, leading and coordinating Club activities.

The Vice-President shall preside at meetings in the President's absence. Together the President and Vice-President shall conduct the Club's external correspondence, maintain this Constitution, the Bylaws, and other Club documents and history as the Board of Directors may request. The Treasurer shall coordinate, perform, and report upon the financial affairs of the Club, The Secretary shall conduct routine correspondence relating to finances, dues, membership, announcements, etc. as the Board of Directors may request. The Chairman of the Greens shall be principally responsible to provide the Club with the best and most convenient playing court(s) possible, to coordinate relations with other entities concerning the Club's courts, for court maintenance, to organize volunteer labor, and other related activities as the Board of Directors may request.

Section C. Persons may hold office for an unlimited number of years, with the exception that no President or elected Director may serve in his/her office for more than three consecutive years at a time.

Article VI. Rules and the Order of Business

The Club's Annual Meeting shall use *Roberts Rules of Order Newly Revised* as a guide. The Order of Business shall be determined by the presiding officer of the meeting.

Article VII. Amendments, Bylaws and Recall

Section A. This Constitution may be amended by a two-thirds vote at the Annual Meeting. It may also be amended by an absolute majority of all of the dues-paid members, at any other meeting, provided that twenty days notice of the proposed amendment had been given to all members prior to the meeting.

Section B. This Constitution shall contain Bylaws, created for orderly maintenance of the Club and to regulate its affairs in greater detail. Bylaws may be created or be amended by a majority vote of the Annual Meeting, or by a two-thirds vote of a membership or Board of Directors meeting.

Section C. Officers and Directors may be recalled by vote of an absolute majority of all dues-paid members at any membership meeting, provided that twenty days prior notice of the motion had been given to all members.

Article VIII. Adoption of This Constitution

This Constitution was adopted by vote of the membership present at the Annual Meeting in the first year of the Club's permanent facility, the Washington Park Green, and in the fourth year of existence of the Denver Croquet Club (formerly the Park Hill Croquet Club), on September 11, 1986. The following members were present and voted: Sparky O'Dea, Diane O'Dea, John O'Dea, Georgia O'Dea, Frank Nuebel, Marilyn Munsterman, Edmund Merrill, Greg Mast, Richard Lamm, Ellen Grimes, Randy Gillispie, Carol Ann Francis, Charles Craig, Beverly Clark, Charles Berberich.

BYLAWS TO THE CONSTITUTION OF THE DENVER CROQUET CLUB

1. The Board of Directors may by an absolute majority vote (4) fill any vacancy that may exist on the Board.
2. The Board of Directors shall decide whether a court shall be designated an official 'Club Court'.
3. The Denver Croquet Club shall adopt as official game rules those promulgated by the United States Croquet Association and by the World Croquet Federation or the Croquet Association of the United Kingdom. Further game rules, elaboration of practice, tournament rules, and of social conventions shall be accepted as governed in the Club's Tournament Book which shall be created and amended by the Board of Directors, and by the "Members' Code" appended to these bylaws.

4. The Denver Croquet Club shall have a Bisque Committee, made up of three members from among the top 50% of club players, who shall adopt a bisque system, described, interpreted, and administered according to applicable sections of the Tournament Book.

5. Dues shall be on a calendar year basis, and are payable in the month of March. Conditions of membership are payment of one-year's dues, the initiation fee as set for the current year by the Annual Meeting, and agreement to abide by the "Members' Code" appended to the Bylaws of the Club. Payment of dues for a given period shall signify acceptance of this code by the member.

6. Governance Committee

A. Composition. The Governance Committee shall be composed of three members, of which only one will be an Officer of the Denver Croquet Club.

B. Purpose and Responsibility. In general it shall be the concern of the Governance Committee that The Denver Croquet Club function in an orderly and collegial fashion and that disputes are resolved quickly and amicably. The committee is charged with the investigation of offenses against the Bylaws and "Members' Code", particularly as detailed in the Disputes, Offenses and Penalties section, below. The committee shall have autonomous disciplinary power for minor offenses. The committee will endeavor to resolve issues without imposing or recommending penalties whenever possible, and will seek to bring about a friendly reconciliation of all parties to end a dispute or an accusation of offense.

In particular the Governance Committee shall be responsible for enforcing the accepted standards of civility and good sportsmanship, including such customs and rules of etiquette as are listed in the Bylaws and the "Members' Code" of the Denver Croquet Club, *The Laws of Association Croquet*, *The Official Rules of the USCA*, or as may be listed in the Standing Rules of the ACA, for resolving disputes which brought before it, and for proposing disciplinary actions which result from matters it handles.

C. Procedures

a. Disputes. Members are encouraged to settle differences amicably, without recourse to the Governance Committee. Differences of opinion about what constitutes acceptable behavior or practice may be brought to the committee for an opinion. Once the committee has made a determination, and the parties informed, a further action in a dispute will be handled in the same way as offenses (that is, a written complaint may be submitted, a finding made by the committee, and a remedy communicated to the parties. See sections b-e, below).

b. Should any member believe that the Bylaws, "Members' Code", or accepted standards of civility and good sportsmanship have been violated by another member, he or she may, within thirty days of the alleged offense, make a written complaint to the Chairman of the Committee.

Upon receipt of such a complaint, the Chairman shall immediately notify the member accused and institute whatever investigation is necessary to make a finding of fact. On the basis of such finding, the Governance Committee shall confer, in person or by telephone, to decide upon an appropriate remedy. The Chairman shall promptly notify the accused member of the committee's decision.

c. A member accused of a major offense may request a hearing before the Governance Committee to answer the charges, in person, by attorney, or by deposition, provided that the request is made to the Chairman in writing within thirty (30) days after the accused member has received notice of the charges.

Upon receipt of such a request, the Chairman shall name a reasonably convenient time and place for a hearing.

d. The Board of Directors shall act on a recommendation from the Governance Committee within thirty (30) days after the recommendation has been received. The Board may review the procedures or findings of the Committee, or it may institute whatever further investigation it may deem appropriate.

The Board of Directors may accept or reject the recommendation of the Committee, or it may substitute a lesser penalty.

The President of the Denver Croquet Club shall promptly notify the accused member of the Board's decision.

A member whom the Board of Directors has voted to fine, suspend, or expel may request a hearing before the Board to appeal its decision, in person, by attorney, or by deposition, to confront accusers, to present evidence, or to cross examine witnesses, provided that the request is made in writing to the President of the Denver Croquet Club within thirty (30) days after notice of the penalty has been received.

Upon receipt of such a request, the President shall follow the procedures for a hearing given in sub-section (b) above.

e. The Board of Directors shall be empowered to make final disposition of all charges properly brought before it.

D. Disputes, Offenses and Penalties.

a. Disputes. If members are unable to resolve a disagreement which relates to matters treated in the Bylaws or "Members' Code", (and the guides to acceptable behavior and practice to which they refer), they may appeal in writing to the Governance Committee for a finding in principle. This finding will establish whether a behavior or practice constitutes an offense and will serve as a basis for procedures under the categories of Minor Offenses and Major Offenses.

b. Minor offenses shall be violations of accepted standards of civility and good sportsmanship, and shall include but not be limited to: language or gestures to be offensive to other players or spectators; excessively partisan behavior by spectators; malicious, vindictive or caustic comments regarding fellow Denver Croquet Club members; actions by Officers of the Denver Croquet Club, or by tournament officials, that are arbitrary or biased.

For minor offenses the Governance Committee shall issue a written reprimand, if the offense is repeated the Committee shall issue a written warning and notify the Board of Directors of the problem. If the offense is repeated after a warning, it may be considered a major offense.

c. Major offenses shall be violations of the Constitution or the Bylaws of the Denver Croquet Club, and shall include but not be limited to: dishonesty and cheating; willful or negligent damage to Club property; failure to pay dues or fines; uncivil or unsportsmanlike conduct so frequent as to be, in the judgment of the Governance Committee, chronic.

For major offenses the Governance Committee shall recommend to the Board of Directors such penalties such as fines, suspension, or expulsion, which may be imposed only by majority vote of the Board of Directors.

d. Penalties. Fines shall be in an amount determined by the Board of Director. Expulsion shall require a two-thirds (2/3) majority vote of the Board of Directors. No penalty may be imposed except for an offense of which the accused member may reasonably be expected to have knowledge. No penalty may be imposed unless the accused member is notified of the accusation and penalty.

e. Reinstatement. A member who has been suspended or expelled may be reinstated by vote of the Board of

“MEMBERS’ CODE”

Members of the Denver Croquet Club subscribe to this code in order to increase their mutual enjoyment of Club activities and to preserve the Club’s benefits for themselves and their fellow members.

- 1. A member must be primarily aware and concerned about the preservation of the Club’s courts. To this end, members will always wear flat, soft-soled footwear. They will refrain from running on the court, from standing long in one place, from placing chairs or any other objects on the courts which might harm them. Members will carefully replace all divots. Cigarettes, cigars and pipes will not be allowed on the bent-grass portion of the court. Chewing tobacco will not be used on the court**
- 2. Members realize that Club property has been built or bought through the labor and contributions of their fellow members. The Club also utilizes equipment loaned to it by generous members. Care and preservation of all Club equipment and facilities is the duty of every member. The last member to leave the Club courts must be sure that all equipment is put away in its proper place and that all locks are locked. Keys and combinations are for members’ use only, and are not to be lent to non-members or copied.**
- 3. Members encourage all who play croquet on Club courts to wear ‘whites’.**
- 4. Members are responsible for the behavior of guests, children, or pets at the Club courts. Guests are held to the same standard as any member. Children are welcome; however, they must not cause damage to the court or equipment, and must be prevented from either physically or through commotion interfering with Club play. Pets are not permitted on the bent-grass surface, and must be prevented from causing annoyance to any player. Any mess they make must be removed promptly by the pet’s owner**
- 5. While the Club shares public park facilities with the Washington Park Lawn Bowling Club, members must exercise special care to maintain a cordial relationship with the lawn bowlers. This includes refraining absolutely from play at hours scheduled for lawn bowling use, even if the court is empty**
- 6. The recommendations of the United States Croquet Association concerning the behavior of players and spectators are accepted by all members of the Denver Croquet Club. This includes avoidance of ‘coarse’ play, verbal harassment, and other dubious tactics. Players must avoid interfering with their opponents’ shots by removing themselves from the line of sight, or preferably leaving the court entirely. Players will become aware of the limitations on the powers of a referee, and seek to create an atmosphere of play conducive to serenity, concentration and personal good sportsmanship. Spectators must absolutely refrain from advising players or communicating sensitive information to them (such as deadness, wrong ball played, etc.). Coaching is permitted only if specifically invited by all participants of a game, and to the degree set by them.**
- 7. Members will bear in mind the limited size of Club facilities and will endeavor to maximize their use by all members. In particular, members are encouraged to use time-limited games and to try to include other members in doubles play during the most popular weekend hours of play. Alternate color balls may provide a useful way to allow more play**

**ARTICLES OF INCORPORATION
OF THE
DENVER CROQUET CLUB, INC.**

The undersigned adult natural person, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act and adopts the following articles of incorporation:

FIRST NAME The name of the corporation is: "THE DENVER CROQUET CLUB, INC."

SECOND DURATION the Corporation shall have perpetual existence.

THIRD (a) Purposes. The corporation is organized and shall be operated exclusively for charitable and education purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall include but not be limited to the following:

- (1) Promote croquet through educational and social programs, tournaments and other related efforts;
- (2) arrange for, develop and maintain facilities and equipment for the promotion and enjoyment of croquet;
- (3) affiliate with national and international t organizations whose activities promote the corporation's purpose; and
- (4) assist in the establishment of croquet clubs throughout the Rocky Mountain region.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

(c) Restrictions on Powers.

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the corporation, or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the corporation, or any other individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) On dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501 (c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self dealing", as defined in section 4941(d) of the Internal Revenue Code. so as to give rise to any liability for the tax imposed by section 4941 (as) of the Internal

- (ii) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942(a) of the Internal Revenue Code;
- (iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943(a) of the Internal Revenue Code;
- (iv) The corporation shall not make any investments which would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 494 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944(a) of the Internal Revenue Code; and
- (v) The corporation shall not make any "taxable expenditure", as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945(a) of the Internal Revenue Code,

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

FOURTH: Registered Office and Agent. The address of the initial registered office of the corporation is 654 Ogden Street, Denver, Colorado 80218. The name of its initial registered agent at such address is CHARLES BERBERICH.

FIFTH: Members. The corporation shall have such classes of members as may from time to time be prescribed by its bylaws. The designation and voting powers of each class and their manner of election or appointment, qualification, tenure, terms of membership, rights, powers, privileges and immunities shall be as from time to time stated in the bylaws. Voting powers may be denied to any class either generally or in any limited way. The corporation shall have no capital stock. However, the corporation may issue certificates evidencing membership therein.

SIXTH: Board of Directors. The management of the affairs of the corporation shall be vested in a Board of Directors, except as otherwise provided in the Colorado Nonprofit Corporation Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be determined according to the bylaws of the corporation from time to lime in force. Seven directors shall constitute the initial Board of Directors. Their names and addresses are as follows:

NAME	ADDRESS	
CHARLES BERBERICH	654 Ogden Street	Denver, CO
RICH LAMM	2030 East 11 Ave	Denver, CO
BEVERLY CLARK	643 Corona	Denver, CO
EDMUND L. MERRILL	890 Bonnie Brae Blvd.	Denver, CO
JOHN O'DEA, JR.	111 Ivanhoe Street	Denver, CO
JOHN O'DEA, SR	440 Jasmine	Denver, CO
ELLEN CRIMES	8330 E. Quincy #C11	Denver, CO

SEVENTH: Bylaws. The initial bylaws of the corporation shall be as adopted by the Board of Directors. Such board shall have power to alter, amend or repeal the bylaws from time to lime in force and adopt new bylaws. Such bylaws may contain any provisions for the regulation or management of the affairs of the corporation which are not inconsistent with law or these articles of incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501(c) (3) of the Internal Revenue Code, or any director or officer of this corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

EIGHTH: Incorporator. The name and address of the incorporator is:
Randall L. Gillispie 890 Bonnie Brae Blvd. Denver, CO 80209

Dated: 1987.

INCORPORATOR

ACKNOWLEDGEMENT

STATE OF COLORADO)

) ss.

CITY AND COUNTY OF DENVER)

Acknowledged before me this ____ day of _____ 1987
by PETER SPURLIN as incorporator.

PETER SPURLIN

Notary Public

Address:

My commission expires _____