

St. Vrain Youth Soccer Associates

Doing business as St. Vrain Football Club (herein referred to as the “Club”) Longmont, Colorado

Club Bylaws February 2011

1. OFFICES

1.1 PRINCIPAL OFFICE The principal office of the St. Vrain Football Club, hereafter referred to as the Club, in the State of Colorado shall be located at 1517 Main St., #D2, Longmont, CO. The Club 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 the Club may require from time to time.

1.2 REGISTERED OFFICE The registered office of the Club, required by the Colorado 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.

2. MEMBERSHIP AND MEMBER MEETINGS

2.1 Membership in the Club shall be based upon participation and/or management in the Club’s soccer programs. Members must be eighteen years of age or older. All Members shall have voting privileges. Members must belong to one of the following membership categories:

- a. **Players.** Players are those who registered and participated on a Club team in the most recently completed season available for their age group, or who are currently registered and participating on a Club team, or who are registered for the next season for a Club team. If the player is less than the minimum age for Club membership, one of the player’s legal guardians may act on behalf of the player in Club matters.
- b. **Volunteers.** Club volunteers consist of registered coaches and team managers.
- c. **Staff.** Staff consists of paid part-time or full time employees of the Club.

d. Board Directors. Directors of the Board are selected and as defined below.

2.2 Meetings of members

A. Annual meeting. An annual meeting of the members shall be held each year at a time designated by the Board of Directors for the purpose of electing directors and for the transaction of other business.

B. Special meetings. Special meetings of the members, for any purpose, may be called by the President or by the Board of Directors.

C. Quorum. At least fifty percent of the members entitled to vote, represented in person, 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 for a period not to exceed seventy days. All such adjourned meetings 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.

D. Manner of acting. 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 otherwise required by statute or by the Articles of Incorporation or these Bylaws.

E. Manner of conduct. All meetings of shareholders shall be conducted generally in accordance with the procedural rules set forth in the most recent edition of Roberts' *Rules of Order*, provided, however, that no action shall be invalidated as not being in strict conformity with such rules.

F. One vote per member. Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote of the members. No cumulative voting shall be allowed.

G. Action by written ballot. Any action that may be taken at annual or special meetings may be taken with or without a meeting if the Club delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide for an opportunity to vote for or against each proposed action. The approval of the action by written ballot shall be valid only when:

- i. the number of votes cast by written ballot equals or exceeds the quorum which would be otherwise required to be present at a meeting authorizing such action; and,
- ii. the number of votes approving such action equals or exceeds the number of votes that would be required to approve the matter at a meeting. A vote cast by written ballot can not be revoked. The Club's solicitation for votes by written ballot must:
 - a. Indicate the number of responses needed to meet the quorum requirements;
 - b. State the percentage of approvals necessary to approve each matter

- c. Specify the time by which a ballot must be received by the Club in order for it to be counted.
- d. Accompanied by written information sufficient to permit each member to reach an informed decision on the matter.

H. Method of voting. Voting on any question or in any election at any meeting may be by voice vote or by any other method at the discretion of the presiding officer, unless the presiding officer shall order that voting be by ballot. No voting by proxy shall be permitted.

I. Miscellaneous membership rights and limitations.

- i. Memberships can not be traded, sold, or transferred to any other person or entity.
- ii. A Member may resign at any time by giving notice to the Board of Directors.
- iii. A Member may be expelled, and such membership terminated, for just cause, specifically including conduct which violates the Club's rules or standards, upon no less than 15 days written advance notice to the Member of the intended action and providing the Member with an opportunity to be heard, either orally or in writing, at least 5 days prior to the date of the intended action. Failure to challenge the action within such time period shall constitute a waiver of all such rights and remedies. The Board of Directors shall establish specific procedural guidelines for such actions.

J. Notice of meetings. Notice to Members of any meeting of the Members shall be in any manner as provided by the Colorado Revised Nonprofit Corporation Act.

3. BOARD OF DIRECTORS

3.1 General powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

3.2 Performance of duties. A Director of the Club 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 the Club, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. A Director who so performs his or her duties shall not have any liability by reason of being or having been a Director of the Club.

3.3 Board size. The number of Directors of the Club shall be at least six but may be increased by formal action of the Board of Directors pursuant to these Bylaws. In no event shall the number of directors be decreased other than by unfilled Director positions due to lack of suitable candidates.

3.4 Selection of Board Directors, qualifications, and terms. The Club's membership may elect Directors at the membership's annual meeting. Nominations for Directors may be made the the Board or from the floor at the annual meeting. Prior to election to the Board, Director Candidates must serve for at least one year on a Committee formed by the Board. The Directors

shall serve three year staggered terms. Directors shall not serve more than two consecutive terms.

3.5 Board meetings. The Board of Directors shall provide, by resolution, the time and place for the holding of regular meetings without additional notice other than notice provided in such resolution. Unless expressly authorized by a vote of the Board of Directors, regular meetings shall be held within the geographic area served by the Club.

3.6 Special Board meetings. Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons who call a special meeting of the Board of Directors may fix any place, within the geographic area served by the Club, as the place for holding the special meeting.

3.7 Notice of meetings of the Board of Directors. Written notice of all meetings of the Board of Directors shall be provided to each Director in such form as can be reasonably expected to be received by each Director.

3.8 Quorum of the Board of Directors. A majority of the total number of Directors 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.

3.9 Manner of acting. 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 shall be the act of the Board of Directors.

A. 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*, unless suspended as provided herein, provided however, that failure to strictly comply with such procedures shall not invalidate any action of the Board.

B. Upon the majority vote of the Board of Directors, Roberts' *Rules of Order* may be suspended and any other informal manner of conducting meetings may be utilized at the discretion of the Board.

3.10 Informal action by Directors. Any action required or permitted to be taken by the Board of Directors or by a Committee thereof, may be taken without a meeting if so resolved by the Board or Committee.

3.11 Remote participation. Any members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board of Directors or committee remotely by such technology 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.

3.12 Vacancies. A vacancy in the Board of Directors may be filled by appointment of the remaining Directors. A Director appointed to fill a vacancy shall serve until the next annual election.

3.13 Resignation. Any Director of the Club may resign at any time by giving written notice to the President or the Secretary of the Club. 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.

3.14 Removal. Any Director or Directors of the Club may be removed at any time, for cause, in the manner provided in the Colorado Nonprofit Corporation Act. For the purposes of this paragraph, the term "for cause" shall mean any act, conduct, event or circumstance which has a direct and reasonable relationship to the Club's affairs or the individual's service on the Board, and shall include, without limitation, malfeasance, nonfeasance, or misfeasance of any obligation, duty or responsibility imposed or directed by law or by these Bylaws, or other Club or Board policy, procedure, or directive.

3.15 Committees. By resolution adopted by a majority of the Board of Directors, the Directors may designate two or more Directors with one or more Director Candidate to constitute a Committee, which shall have such authority in the management of the Club as the Board of Directors shall designate and as prescribed by the Colorado Nonprofit Corporation Act.

3.16 Compensation. Directors as such shall not receive any stated salaries for their services, but nothing herein shall preclude any director from serving the Club in any other capacity and receiving compensation therefore or from receiving reimbursement for properly incurred expenses incurred on behalf of the Club.

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

4. INDEMNIFICATION

4.1 To the extent permitted by the Colorado Revised Nonprofit Corporation Act, Directors of the Club shall be entitled to indemnification for all liabilities and expenses (as those terms are statutorily defined) which are incurred for their acts and omissions taken or not taken in their official capacities with the Club.

5. OFFICERS OF THE BOARD OF DIRECTORS

5.1 Officers. The officers of the Board shall be President, Vice President, Secretary and Treasurer. Such other 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 the offices of President and Secretary.

5.2 Election, terms and qualifications. The President, Vice President, Secretary and Treasurer of the Board shall be elected at the first regular meeting of the Board of Directors each year or as soon thereafter as practicable. Each Officer shall hold office until his or her successor shall have been duly elected, until his or her death, or until he or she shall resign or shall have been removed in the manner provided herein. Each Officer shall be elected for a term of two years. Any person serving on the Board of Directors shall be eligible each Officer position.

5.3 Removal. Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Club will be thereby served. A person who is removed as an Officer, is not necessarily removed as a member of the Board or as a member of the Club, unless specified by resolution of the Board. Election or appointment of an Officer or agent shall not of itself create contract rights.

5.4 Vacancies. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

5.5 President. The President shall be the chief executive officer of the Club and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Club. He or she shall, when present, 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 the Club 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 the Club, 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.

5.6 Vice President. The Vice President shall, in the absence of the President, 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.

5.7 Secretary. The Secretary shall:

A. Keep the minutes of the proceedings of the members and of the Board of Directors;

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 Club

D. In general, perform all duties incident to the office of Secretary and such other duties as from time to lime may be assigned to him or her by the President or by the Board of Directors.

5.8 Treasurer. The Treasurer shall:

A. Have charge and custody of and be responsible for all funds and securities of the Club;

B. Receive and give receipts for moneys due and payable to the Club from any source whatsoever, and deposit all such moneys in the name of the Club in such banks, trust companies or other depositories as shall be directed by the Board of Directors; and

C. 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.

5.9 Salaries. The Officers shall serve without salary.

5.10 Loans to Officers. No loans shall be made by the Club to any Officer or Director of the Club.

6. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

6.1 Contracts. The Board of Directors may authorize any Officer or agents to enter into any contract in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the Club and no evidences 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.

6.3 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such Officer or Officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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

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

7. NONDISCRIMINATION The Members, Officers, Directors, Committee members, and employees shall be selected or admitted entirely on a nondiscriminatory basis.

8. BOOKS AND RECORDS The Club 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.

9. FISCAL YEAR The fiscal year of the Club shall begin on the first day of August and end on the last day of July in each calendar year.

10. COMMITTEES Committees not having and exercising the authority of the Board of Directors in the management of the Club may be appointed in such manner as may be designated by a resolution adopted by the Board of Directors. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Club appointed by the President or by the Board of Directors. Any Committee member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Club shall be served by such removal.

11. BYLAW AMENDMENTS From time to time, these by-laws may be amended by at a 2/3 vote of the Board of Directors whenever, in the Board's judgment, the best interests of the Club shall thereby be served. Any amendments to the bylaws shall be ratified by a majority of the Club membership at the next Members' meeting.

12. CERTIFICATION

I hereby certify that the foregoing Bylaws constitute the Bylaws of the St. Vrain Football Club adopted by the Board of Directors of the Club on February 9, 2011.

To be effective beginning February 10, 2011.

Bill Zietlow, Secretary