# AMENDED BYLAWS OF THE VAIL VALLEY SOCCER CLUB 

ARTICLE I<br>NAME AND CLUB STRUCTURE

Section 1.1. The name of the corporation is Vail Valley Soccer Club, Inc. (the "Corporation" or the "Club"). The Corporation is a Colorado not-for-profit corporation providing educational, recreational and competitive soccer programs for residents of Eagle County, Colorado and surrounding communities. The County of Eagle provides fields for the program, but the club, through its many volunteers and staff, provides the administration, coaching, refereeing, and training. The Corporation will not discriminate against any person in the provision of service to the public, the hiring of personnel, election of board members, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age or any basis prohibited by law. The Corporation is composed of the following groups:

1. Recreational Program - This program provides educational recreational soccer programs for residents of Eagle County, Colorado and surrounding communities. This program provides for the needs of recreational players whose ages are governed by the rules of the Colorado Soccer Association (CSA). The Corporation arranges for games against other recreational teams. The Corporation is a member of CSA, which is a non-profit educational and service organization, oversees Colorado soccer, benefits players and members, advances and honors the game by providing critical infrastructure and promoting sportsmanship and fair play in a safe and enjoyable environment.
2. Competitive Program - This program provides educational competitive soccer programs for residents of Eagle County, Colorado and surrounding communities. The program is a member of CSA.

## ARTICLE II PURPOSE

Section 2.1. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as they may be amended from time-to-time. Those purposes include the establishment and supervision of soccer education, training, and competition in Eagle County, Colorado. The corporate purposes are exclusively for charitable and educational purposes under Section 501-(c) (3), I.R.C.

## ARTICLE III OFFICE AND JURISDICTION

Section 3.1. Principal Office. The principal office of the Corporation in the State of Colorado shall always be the current location of the Corporation in Eagle County. The Corporation 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 Corporation may require from time to time.

Section 3.2. Registered Office. The registered office of the Corporation, required by the Colorado Non-Profit Corporation Act (the "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.

Section 3.3. Jurisdiction. The Corporation and its constituent associations is open to participants who are interested in playing soccer. When forming teams, preference will be given to residents of the County of Eagle if there is a constraint on the selection of players or roster sizes.

## ARTICLE IV MEMBERSHIP

Section 4.1. Eligibility. For purposes of age group eligibility, the Corporation will follow CSA mandates.

Section 4.2. Parents/Legal Guardians. The parents or legal guardians of any youth enrolled as a participant in any association of the Corporation shall automatically become registered members of the club. They shall remain registered members for as long as at least one of their youths remains enrolled in any association of the Corporation and all applicable registration fees are paid or any payment plans are current in good standing.

Section 4.3. Special. Any person serving with any association of the Corporation in the capacity of Board Member, Coach, Assistant Coach, Employee, or volunteer worker, and who does not have a youth in the program, shall automatically become a registered member of the Corporation.

Section 4.4. Voting Members. Only those individuals who are registered members of the Corporation are considered to be voting members. Votes for each family are based on the number of children who are registered and are in good standing financially. Special members, as defined in Section 4.3, receive a total of one vote. If a member qualifies as both a member and a special member, they will receive only the number of votes they qualify for as a member.

Section 4.5. Termination of Membership. Members whose actions are alleged to damage the Corporation may have their membership and all other association with the club terminated by a $2 / 3^{\text {rd }}$ vote of the full Board of Directors. If membership has been terminated, the former member will not be eligible to return unless they receive approval by a $2 / 3$ rd vote of the full Board of Directors.

Section 4.6. Denial of Membership. Applications for membership may be denied by a $2 / 3^{\text {rd }}$ vote of the full Board of Directors.

## ARTICLE V MEMBERSHIP MEETINGS

Section 5.1. Membership Meeting. The annual meeting of the members shall be held at a place in Eagle County, Colorado designated by the Board of Directors in the Notice of Annual Meeting. The annual meeting of the members shall be held in the month of May or June of each year for the purpose of the election of board directors for the ensuing year and for such other business as may lawfully come before the meeting. Notice of the time and place of the annual meeting shall be published at least once, not less than fifteen (15) days or more than thirty (30) days prior to the date set for the annual meeting. All nominees and agenda items for the Annual Meeting must be submitted in writing fifteen (15) days in advance of the annual meeting.

Section 5.2. Special Meeting. Special member meetings may be called by the written request of $10 \%$ of the Corporation membership and if deemed necessary by the Board of Directors at such time and place as the President, with the approval of the Board of Directors, may designate. Members must be given a minimum of a two (2) week notice for any special meeting.

Section 5.3. Quorum. A members' quorum shall consist of $10 \%$ of the members or 40 people, whichever is lower. The vote of a majority of the members present and entitled to vote at any meeting shall be necessary to determine any action or decide any question coming before the meeting, unless otherwise specified by law; provided, no action other than adjournment of the meeting will be undertaken or considered if a quorum has not been established.

Section 5.4. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary before the appointed time of each meeting. All proxies must be in writing and may be either general or for a particular meeting. A proxy holder must be another member.

Section 5.5. Order of Business. The order of business at annual meetings of the members and, so far as is practical, all other meeting of the members shall be as follows:
(a) Establishment of a quorum;
(b) Proof of notice of meeting;
(c) Reading of Minutes of last meeting;
(d) Reports of officers and committees;
(e) Election of board directors;
(f) Unfinished Business;
(g) New business.

Section 5.6. Voting. Unless otherwise provided by these Bylaws or the Articles of Incorporation, each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of the members. Families with more than one player shall be entitled to one vote per family. Voting will be done by secret ballot.

## ARTICLE VI

## BOARD OF DIRECTORS

Section 6.1. Term. The affairs of the Corporation shall be governed by the Board of Directors. At the annual meeting, directors will be elected to a two-year term unless there are more than four (4) directors up for election in which case the four (4) directors who receive the most votes will be elected to a two (2) year term and remaining directors will be elected to a one year term. No director shall serve more than two (2) consecutive two (2) year terms in the same Board Position.

Section 6.2. Number of directors. The number of directors shall be five (5).
Section 6.3. Powers and Duties of Board. All of the powers and duties of the Corporation shall be exercised by the Board, including those existing under the common law, applicable statutes, the Act, the Articles and these Bylaws, as any thereof may from time to time be amended by the Board. Such powers and duties shall be exercised in accordance with the provisions of applicable law, the Act, the Articles and these Bylaws, and may include the appointment of an Executive Director for the Corporation. The Board shall make the following information available upon request:
(a) A statement of expenditures anticipated by the Corporation during the current year and budgeted for the succeeding fiscal year.
(b) A statement of the status and amount of funds and any portion of the funds designated for any specified project or expenditure by the Board.
(c) A statement of the financial condition of the Corporation for the last fiscal year.
(d) A statement of the status of any pending suits or judgments in which the Corporation is a party.
(e) A statement of the insurance coverage provided by the Corporation.
(f) A statement of any unpaid accounts payable by the Corporation, identifying the payor and the amount of the unpaid account(s) and a statement of any uncollected accounts receivable to the Corporation, identifying the payor and the amount of the unpaid accounts(s).

Section 6.4. Vacancies. Any vacancy in the Board of Directors occurring during a term and prior to the date of election of such board member, may be filled by the affirmative vote of a majority of the remaining directors. If the Board of Directors does not fill the vacancy, it shall be filled by the election of an additional board member at the annual meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to
be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose.

Section 6.5. Removal. At a meeting of the Board of Directors called expressively for that purpose, any member may be removed, with or without cause, by a vote of two thirds $(2 / 3)$ of the members or Board of Directors present and then entitled to vote at the meeting.

Section 6.6. Election of Board Members. Election of directors shall be by ballot and winners will be determined by highest number of votes received from voting members present. Unless otherwise specified in the Board Member description, elections shall be held at the annual meeting of the Corporation and newly elected officers and directors will assume their respective duties immediately upon election. In case of a tie in the Corporation election, the remaining Board will vote to break the tie. Officers shall be elected by the newly elected Board of Directors at the first board meeting following the election of the Board of Directors.

Section 6.7. Qualifications for Board of Directors. Shall be a voting member of the Corporation. No member of Corporation that is employed by Corporation (as an employee or independent contractor) or that has an immediate family (spouse, grandparent, brother, sister, son, daughter, etc.) employed by Corporation, shall be eligible to run for a position on the Board of Directors.

Section 6.8. Meetings of Board of Directors. Regular meetings of the Board of Directors shall be held on the fourth Thursday of each month at an agreed upon hour during the months of February, April, June, August, September and October. Notice of meetings, including date, time and location will be posted on the Club website no later than one week prior. A regular meeting date may be changed by a majority vote of the Board of Directors.

Section 6.9. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President of the Corporation or by any four directors, but no business shall be considered or transacted at a special meeting except as set forth in the notice of the meeting.

Section 6.10. Place of Meetings. Unless notice shall be given as provided below, all meetings of the Board of Directors, whether general or specific, shall be held at the corporate offices.

Section 6.11. Notice of Meetings. Regular meetings of the Board of Directors, as provided in Sections 6.8 and 6.9 above, shall require no further notice than that provided by these By-laws. Special meetings or regular meetings at a time or place other than as provided in Section 5.8 above, shall be held only after notice at least forty-eight (48) hours in advance of such meeting to each director either personally, or via email.

Section 6.12. Quorum. A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.13. Order of Business. The order of business at all regular meetings of the Board of Directors, and to the extent practical at any special meetings, shall be as follows:
(a) Establishment of quorum;
(b) Introduction of any guests present;
(c) Approval of prior minutes;
(d) Reports of Directors;
(e) Committee reports;
(f) Unfinished business; and
(g) New business.

Section 6.14. Participation by Electronic Means. Any members of the Board of Directors or any committee designated by such Board may participate in a meeting of the Board of Directors or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 6.15. Compensation. Directors as such shall not receive any stated salaries for their services. Directors shall receive a $25 \%$ reduction on annual player fees for (1) player maximum, if requested. The Board may approve compensation to officers or directors for specific services outside the scope of general board duties.

Section 6.16. Loans to Directors. No loans shall be made by the Corporation to any officer or director of the Corporation.

## ARTICLE VII OFFICERS

Section 7.1. General. The officers of the Corporation shall consist of the following:
(a) President
(b) Vice President
(c) Secretary
(d) Treasurer

Section 7.2. Qualification of Officers. All officers will be selected from the members of the Board of Directors. Each director shall hold no more than one office at the same time. In any case where the duties of any officer, agent, or employee of the corporation are not prescribed by the by-laws or the Board of Directors, that individual shall follow the orders and instructions of the President.

Section 7.3. Term of Office and Election. The officers of the Corporation shall hold office for a term of two years and until election of a successor, unless terminated earlier by resignation or removal. All officers shall be elected through nomination from the members of the Board of Directors and voted upon through secret ballot by the Board of Directors.

Section 7.4. Removal. Any officer, agent, or member may be removed with or without cause by a majority vote of the members present and entitled to vote at a special meeting of the members called expressly for that purpose or by the vote of two-thirds $(2 / 3)$ of the members of the Board of Directors present and entitled to vote at a special meeting of the Board of Directors called expressively for that purpose. Unexcused absences from a total of three (3) consecutive Board meetings by any Board Member may constitute grounds for removal from the Board at the discretion of the Board.

Section 7.5. Vacancies. The Board of Directors may fill a vacancy in any office, however occurring, for the unexpired portion of the term of the office vacated.

## Section 7.6. Duties of the Officers.

A. President. The President shall:

1. Be the Chief Executive Officer of the corporation and Chairman of the Board of Directors.
2. Preside at all meetings of the members and of the Board of Directors.
3. Be familiar with the articles of incorporation, bylaws, rules and procedures of the Corporation and the Colorado Soccer Association (CSA) and Western Slope Soccer League (WSSL).
4. Sign all bonds, deeds, mortgages, leases and contracts of the Corporation or delegate an appropriate individual to do so.
5. Serve as the liaison between CSA, WSSL and the Corporation, or delegate an appropriate individual to do so.
B. Vice President. The Vice President shall:

Assist the President in the performance of presidential duties. In the absence or disability of the President, the Vice President shall perform all duties of the President, and when so acting, shall have all the power of, and be subject to all the restrictions on the President. The Vice President shall have other such powers and perform other duties as may from time to time be assigned to him/her by the President or Board of Directors.
B. Secretary. The Secretary shall:

1. Keep accurate minutes of all meetings of the members of the Corporation and the Board of Directors.
2. Keep at the Corporation's principal or registered office a record of the names and addresses of its voting members.
3. Give notice of meetings to the members of the Corporation.
4. Be the custodian of the records and of the seal of the Corporation.
5. Attest the affixing of the seal of the Corporation when so authorized.
6. Perform all duties commonly incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the President or Board of Directors.
C. Treasurer. The Treasurer shall (with assistance from a Board of Director approved Financial Accounting Firm):
7. Oversee all financial records and accounts of the Corporation.
8. Oversee monthly financial statements using accepted accounting methods.
9. Prepare an annual statement for the previous fiscal year per Section 5.34. Assist the Board of Directors in establishing a proposed budget.
10. Account for all monies of the Corporation, which shall be deposited in recognized insured financial institutions.
11. Be responsible for maintaining the tax-exempt status of the Corporation.
12. Be responsible for filing all tax returns required of the Corporation.
13. Be responsible for performing an annual audit at the discretion of the Board of Directors.

## ARTICLE VIII COMMITTEES

Section 8.1. Disciplinary Committee (DC). The Disciplinary Committee (DC) is a standing committee. The DC shall consist of three members of the club, one of which must be an officer of the board. The other two DC members must be members of the club, but do not have to be board members. The DC chair shall ensure there are sufficient remaining members of the board to hear an appeal, if any, which shall be heard by an odd number of board of directors.

The DC shall have jurisdiction to act on any disciplinary matter in which the Articles of Incorporation, Bylaws, Code of Conduct, or responsibilities may have been violated and on any incident which may reasonably be expected to bring Corporation or affiliated organizations into disrepute. The DC shall have the authority to consider all available information in any form regarding a disciplinary matter. The DC is empowered to conduct hearings in order to investigate alleged misconduct.

Any misconduct or incident shall be reported in writing to Corporation within 15 days of the discovery of the incident, provided the report is within 2 years of the incident.

The DC shall have the discretionary power to establish the penalties applied to participants. Any penalty established by the DC for a specific matter may, after a hearing, be reduced or increased by the DC. The DC is authorized to set specific periods and conditions of probation and to establish penalties for probation violations.

A participant charged with misconduct shall have the right to:

1. Attend a hearing, in person or by duly-appointed representative, on the charges. The hearing shall occur within 30 days of the Corporation's receipt of a written report of alleged misconduct;
2. Receive 7 days advance notice of the charges and of the date, time, and place of the hearing;
3. Testify, call witnesses, present evidence on his or her behalf, and directly question opposing witnesses; and
4. Receive written notification on the committee's findings, conclusions, actions, and recommendations, of appeal rights, and procedures for the appeal, and time within which an appeal may be filed. The decision shall be provided within 14 days of the hearing.

The terms abuse, assault, and harassment shall include but not be limited to any of the following:
a. Abuse - verbal abuse or threat: obscene gestures, threatening attitude or similar offensive action;
b. Assault - The act (or attempt) of striking, kicking, tripping, holding, restraining, or otherwise physically accosting. Any act in which an individual suffers bodily harm or in which property belonging to or in the custody of an individual is damaged; and
c. Harassment - to irritate, taunt, or torment persistently.

## Appeals:

1. Any person wishing to appeal must submit a written Notice of Appeal within 7 days following the date the person received notice of the action or decision being appealed;
2. The Appeals fee is one hundred dollars (\$100.00) for each appeal and is nonrefundable;
3. The Board of Directors shall set a date for a formal hearing and shall give notice to the Appellant and other interested parties. The notice shall set forth date, time, and place of hearing, the deadline for receipt of materials, and that ten (10) minutes shall be allotted for each side to present his/her case. Records of the proceedings shall be maintained; and
4. Decisions rendered by the Board of Directors shall be conveyed to the person disciplined and the reporter within 14 days of the decision.
5. The Board of Directors may, at its sole discretion, enforce the penalty imposed by the Disciplinary Committee, reduce or eliminate the penalty imposed by the Disciplinary Committee, or increase the penalty imposed by the Disciplinary Committee.

Section 8.2. Special Committees. There shall be such special committees created by the Board as may be necessary or desirable at any time. The President shall, with the approval of the Board, appoint these committees from the membership.

## ARTICLE IX <br> PARLIAMENTARY AUTHORITY

Section 9.1. The current edition of Robert's Rules of Order, Newly Revised shall govern all proceedings not provided for in these by-laws and any special or standing rules that the Corporation may adopt.

## ARTICLE X METHOD OF AMENDMENT

Section 10.1. The By-laws may be amended by a majority vote of the Board of Directors.

## ARTICLE XI NONDISCRIMINATION

Section 11.1. The Corporation shall be open to any and all soccer players, coaches, trainers, managers, administrators, and officials residing in Summit, Garfield or Eagle County, Colorado.

Section 11.2. The Corporation will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

## ARTICLE XII <br> CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 12.1. Contracts: The Board of Directors may authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 12.2. Loans: No loans shall be contracted on behalf of the Corporation 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.

Section 12.3. Checks, Drafts, Etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness, issued in the name of the Corporation shall be signed by the President or the Treasurer, as determined by resolution of the Board of Directors. Two actual signatures shall be required for any debt, obligation or check in the aggregate amount of $\$ 5,000.00$ or more.

Section 12.4. Deposits: All funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 12.5. Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Corporation. The Board of Directors may not accept personal gifts of any nature.

## ARTICLE XIII RELATIONSHIP WITH CSYSA

Section 13.1. All members, teams and players, shall abide by the Constitution and Bylaws of the Colorado Soccer Association, the United States Youth Soccer and the United States Soccer Federation; all rules and procedures as set forth by the Board of Directors of CSA and all applicable rules and regulations of the USYS and USSF. The Federation articles of incorporation, bylaws, policies, and requirements take precedence over and supersede the governing documents and decisions of the corporation and its members to the extent applicable under state law, and the corporation and its members will abide by those articles, bylaws, policies and requirements.

Section 13.2. The Corporation and its members will not join any organization that has requirements that conflict with the Federation's articles, bylaws, policies and requirements.

Section 13.3. The Corporation shall register all of its directors, players, coaches, teams, referees and administrators as specified by and at the intervals established by CSA.

Section 13.4. The Corporation will abide by the Federation's articles, bylaws, policies, and requirements on interplay.

Section 13.5. The Corporation will permit its financial records to be subject to an independent audit at the request and expense of CSA.

Section 13.6. The Corporation shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by CSA.

## ARTICLE XIV <br> FISCAL YEAR/CORPORATE SEAL

Section 14.1. The fiscal year of the Corporation shall end on the last day of May in each calendar year.

Section 14.2. The Board of Directors may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words "CORPORATE SEAL."

## ARTICLE XV INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

As used in this Article XV, any word or words defined in Sections 7-109-101 et seq. of the Colorado Business Corporation Act, as amended from time to time (the "indemnification Sections") shall have the same meaning as provided in the Indemnification Sections.

The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with any claim against such officer or director arising from the director's or officer's status with the Corporation to the fullest extent permitted by law and in accordance with the Indemnification Sections.

With respect to employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Sections.

## ARTICLE XVI - FINANCIAL RESERVES

The Corporation shall hold at least one year of typical operating funds in reserve to ensure continuity of club operations. Typical operating funds are defined as fixed costs that do not change based on registration numbers or fundraising activities. The board, upon approval of a majority vote of the board, may from time to time dip below this reserve amount. However, upon approval, the board must also provide a 'get well' plan that includes returning the reserve to the minimum amount within three (3) years. The board may not permit another action that depletes the reserve further until the reserve balance has been returned to the minimum amount. The reserve amount will be established in conjunction with the yearly budget approval process and documented in the approval of the budget.

## ARTICLE XVII - FISCAL RESPONSIBILITY

Section 17.1. Board of Directors. The Board has a fiduciary responsibility to oversee and monitor the use of funds for the organization. The Board of Directors shall be responsible for approving a
detailed annual budget for the organization no later than 30 days after the first day of the club's fiscal year.

Section 17.2. Member Review of Financial Statements. In compliance with Colorado State Law and the policies set forth in the Colorado Nonprofit Association's Principles and Practices Handbook, the organization shall, upon written request of any member, provide the following forms for review: IRS Form 990 from the three previous years and the nonprofit articles of incorporation. Additionally, appropriate financial information may be provided. This may include basic financial information that is presented monthly during the Board meetings and/or at the AGM. This information will be retained at the Corporation offices and an appointment is required with a club officer to review the documentation.

Section 17.3. Indemnification. Board of Director members of the Corporation are entitled to all provisions of indemnification as detailed in Article 129 of the Colorado Revised Nonprofit Corporation Act.

## ARTICLE XVIII - MEETINGS OF THE BOARD OF DIRECTORS

All meetings of the Board of Directors will be open to the membership of the organization, and will be published on the website with at least five days' notice.

## CERTIFICATE

I HEREBY CERTIFY THAT THE FOREGOING BYLAWS ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION AS OF THE 23__ DAY OF March, 2021.

SECRETARY

