

BY-LAWS OF INTER-MOUNTAIN YOUTH SOCCER ASSOCIATION

ARTICLE I

NAME

Section 1.1 - The name of the corporation is Inter-Mountain Youth Soccer Association. (IMYSA)
DBA Grand County Soccer Club

ARTICLE II

PURPOSES

Section 2.1 - IMYSA is a nonprofit corporation, the purposes of which are exclusively charitable and/or education withing the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue Law. Specifically, the organization and operation of IMYSA shall be for the purposes of fostering local and regional amateur soccer competition and to develop amateur athletes for that competition. This purpose includes the promotion of soccer skills education, good sportsmanship and physical fitness.

No part of the net earnings of IMYSA shall inure to the benefit of, or be distributable to it's members, trustees, officers, or other private persons, except that IMYSA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

No substantial part of the activities of the IMYSA shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and IMYSA shall not participate in, or intervene (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of the By-Laws, IMYSA shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

OFFICE

Section 3.1 - The principal office of IMYSA in the State of Colorado shall always be the current location of IMYSA in Grand County. IMYSA may have such other offices, either within or outside of the State of Colorado as the Board of Directors my designate, or as the business of IMYSA may require from time to time.

Section 3.2 - The registered office IMYSA, required by the Colorado Non-Profit Corporation Act (the "Act") to be maintained in the State of Colorado, may be, but 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.

ARTICLE IV **MEMBERSHIP**

Section 4.1 - Members: The members of the Corporation shall consist of the following individuals:

- a) For a period of (12) months after the date of registrations, one parent or legal guardian of each child registered in any soccer league sponsored by IMYSA;
- b) Any individual who provides volunteer services at the request of IMYSA. Each individual who acts in the above capacity shall be a member for a period of one year after the beginning of any regular soccer season sponsored by IMYSA.
- c) Each member of the Board of Directors, during his or her term of office.
- d) Each Coach, during their coaching term with IMYSA.

Membership shall automatically terminate without additional action by, or notice to, any person if the member or member's child is expelled from IMYSA's program by disciplinary action in accordance with the policies and procedures of IMYSA

Section 4.2 – Annual Meetings: The annual meeting of the members shall be held at a place in Grand 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 October or November 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 4.3 – Special Meetings: A special meeting of the membership may be called by the President of the Corporation or by written request of majority of the Board of Directors. Special meetings shall be held in Grand County, Colorado, at a time and place specified in the Notice of the special meeting. No business shall be considered or transacted at a special meeting except as set forth in the notice of the meeting.

Section 4.4 – Quorum: The Majority of the sitting board members.

Section 4.5 – Proxies: No proxies shall be permitted.

Section 4.6 – 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 the last meeting;
- d) Reports of officers and committees;
- e) Election of board directors;
- f) Unfinished Business;
- g) New Business;

Section 4.7 – 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 player. Voting will be done by secret ballot.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1 – Term: The affairs of the corporation shall be governed by the Board of Directors. No director shall serve more than two (2) consecutive two (2) year terms. In the event board of directors positions cannot be filled, directors may be eligible to be reelected for a time until a new director can be appointed or voted in.

Section 5.2 – Number of Directors: The number of directors shall be five (5) or seven (7).

Section 5.3. – Powers and Duties of Board: All of the powers and duties of IMYSA 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 IMYSA. The Board shall prepare and provide to members annually, a report containing at least the following:

- a) A statement of expenditures anticipated by the Corporation during the current year of 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 to the Corporation, identifying the payor and the amount of the unpaid accounts(s).⁴

Section 5.4 – 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. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to 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 call for that purpose.

Section 5.5 – Removal: At a meeting of the Board of Directors called expressly 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 5.6 – Meetings of Directors: Regular meetings of the Board of Directors shall be determined by a majority vote of the Board of Directors. A regular meeting date may be changed by a majority vote of the Board of Directors.

Section 5.7– Place of Meetings: Unless notice shall be given as provided below, all meeting of the Board of Directors, whether general or specific, shall be held at the corporation offices.

Section 5.8 – Notice of Meetings: Regular meetings of the Board of Directors, as provided in Sections 5.6 and 5.7 above, shall require no further notice than that proved by these By-laws. Special meetings or regular meetings at a time or place other than as provided in Section 5.7 above, shall be held only after notice at least forty-eight (48) hours in advance of such meeting to each director either personally, or mailing to the director at his last known post office address a written or printed notice of such meeting, giving the time and place (and in case of special meetings, the propose or purposes) of the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, properly addressed and postage paid.

Section 5.9 – 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 5.10 – 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 5.11 – Participation by Electronic Means: Any member 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 5.12– 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. The Board may approve compensation to officers or directors for specific services outside the scope of general board duties.

Section 5.13 – Staggered Terms for Directors: Directors shall serve a term of two years from the date the election finalized, to succeed those whose terms expire.

Section 5.14– Loans to Directors: No loans shall be made by the Corporation to any officer or director of the Corporation.

ARTICLE VI

OFFICERS

Section 6.1 – General: The officers of the Corporation shall consist of the following:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

Section 6.2 – Qualifications 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 6.3 – 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. 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 6.4 – 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 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 called expressly for that purpose. Unexcused absences from a total of

four (4) Board meetings by any Board member may constitute removal from the Board at the discretion of the Board.

Section 6.5 – Vacancies: The Board of Directors may fill any vacancy in any office, however occurring, for the unexpired portion of the term of the office vacated.

Section 6.6– Duties of the Officers:

A. President. The President shall:

1. Be the Chief Executive Officer of IMYSA 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 IMYSA and Colorado Soccer Association (CSA).
4. Sign all bonds, deeds, mortgages, leases, and contracts of IMYSA or delegate an appropriate individual to do so.
5. Serve as the liaison between CSA and IMYSA.
6. Sign all checks from CSA accounts.
7. Serve as liaison between IMYSA and any paid IMYSA position or contractor.
8. Shall have the right to remove committee chairs or members at any time as long as such action is ratified by a simple majority of the Board.
9. Be an ex-officio member of all committees of the club.

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 President or Board of Directors.

C. Secretary. The Secretary shall:

1. Keep accurate minutes of all meetings of the members of IMYSA and the Board of Directors.
2. Keep at IMYSA's principal or registered office a record of the names and addresses of its voting members.
3. Give notice of meetings of the members of IMYSA.
4. Be the custodian of the records and the seal IMYSA.
5. Attest the affixing of the seal of IMYSA 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.

D. Treasure. The Treasure shall:

1. Oversee all financial records and accounts of IMYSA.

2. Oversee monthly financial statements using accepted accounting methods.
3. Prepare an annual statement for the previous fiscal year prior to the annual general meeting of IMYSA.
4. Assist the Board of Directors in establishing a proposed budget.
5. Account for all monies in IMYSA, which shall be deposited in recognized insured financial institutions.
6. Be responsible for maintaining the tax-exempt status of IMYSA.
7. Be responsible for filing all tax returns required of IMYSA.
8. Provide the financial records to whomever the Board chooses for audit or other purposes.

ARTICLE VII

COMMITTEES

Section 7.1 - Committees: Committees shall be established year to year to assist the Board and any professional staff in achieving IMYSA objectives. It is anticipated the committees, and their chairs will be proposed and approved by the Board of Directors each year as part of the business planning process.

Section 7.2 – Reporting: All committees will report to the Board of Directors at each of their meetings through their Board Representative.

Section 7.3 – Committee Membership: Committee membership is not limited to members of the Board; committee members may be selected from the members of IMYSA.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Section 8.1 – 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 IX

METHOD OF AMENDMENT

Section 9.1 – The By-laws may be amended only at the annual meeting of the general membership by a majority vote of the Board.

ARTICLE X

NONDISCRIMINATION

Section 10.1 – IMYSA shall be open to any and all soccer players, coaches, trainers, managers, administrators, and officials residing in Grand County, Colorado.

Section 10.2 – IMYSA will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

ARTICLE XI **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 11.1 – 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 IMYSA, and such authority may be general or confined to specific instances.

Section 11.2 – Loans: No loans shall be contracted on behalf of IMYSA 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 11.3 – 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 IMYSA shall be signed by the Treasurer, as determined by resolution of the Board of Directors. If the Treasurer is unavailable, the President is authorized to sign on behalf of the Corporation. Two actual signatures shall be required for any debt, obligation or check in the aggregate amount of \$1,500 or more.

Section 11.4 – Deposit: All funds of IMYSA not otherwise employed shall be deposited in a timely manner to the credit of IMYSA in banks, trust companies or other depositories as the Board of Directors may select.

Section 11.5 – Gifts: The Board of Directors may accept on behalf of IMYSA any contribution, gift, bequest or devise for the general purposes of or for any special purposes of IMYSA. The Board of Directors may not accept personal gifts of any nature.

ARTICLE XII **RELATIONSHIP WITH CSA AND IMYSA**

Section 12.1 – Each member youth soccer team shall adhere to the By-Laws, rules and procedures and operating directives as established by the Board and disseminated via team managers, web publications, or other means determined by the Board of Directors, of IMYSA of all matter pertaining to activities sponsored or sanctioned by IMYSA.

Section 12.2 – All members, teams and players, shall abide by the Constitution and Bylaws of the Colorado Soccer Association (CSA), 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 IMYSA to the extent applicable under state law, and IMYSA and its members will abide by those articles, bylaws, policies, and requirements.

Section 12.3 – IMYSA will not join any organization that has requirements that conflict with the Federation’s articles, bylaws, policies and requirements.

Section 12.4 – IMYSA shall register all of its directors, players, coaches, teams, referees, and administrators as specified by and at the intervals established by CSA.

Section 12.5 – IMYSA will abide by the Federation’s articles, bylaws, policies, and requirements on interplay.

Section 12.6 – IMYSA will permit its financial records to be subject to an independent audit at the request and expense of CSA.

Section 12.7 – IMYSA shall adopt policies prohibiting sexual and physical abuse that meet certain minimum criteria established by CSA.

ARTICLE XIII

FISCAL YEAR/CORPORATE SEAL

Section 13.1 - The fiscal year of the Corporation shall end on the last day of December in each calendar year.

Section 13.2 - 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 XIV

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

As used in this Article XIV, 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.

IMYSA shall indemnify and advance expenses to the director of IMYSA in connection with ta proceeding to the fullest extent permitted by and in accordance with the Indemnification Sections.

The Board of Directors may authorize the purchase of insurance on behalf of any persons potentially indemnifiable under this bylaw. That insurance may include indemnification for those persons for expenses of any kind not subject to indemnification under this bylaw.

With respect to an officer, employee or agent, other than a director of INYSA, IMYSA may, as determined by the Board of Directors of IMYSA, 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.

No Director or officer shall be personally liable to the Club for any monetary damages for any breach of fiduciary duty as a director or officer except that the foregoing shall not eliminate or limit any director's or officer's liability to IMYSA for monetary damages for any of the following:

- a) Any breach of such director's or officer's duty of loyalty to the Club
- b) Any of such director's or officer's acts or omission which are not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) Any acts specified in Section 7-128-501 of the Colorado Revised Nonprofit Corporation Act, as the same presently exists or may hereafter be amended, or
- d) Any transaction from which such director or officer derived an improper personal benefit.

CERTIFICATE

I HEREBY CERTIFY THAT THE FOREGOING BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION AS OF _____.

SECRETARY