

Club Bylaws - Amended and Restated Adopted October 3, 2018 I. Name: Durango Youth Soccer Association "The Association" dba Rio Rapids

Durango Soccer Club (RRDSC), Durango, Colorado

II. Purpose: The purposes of The Association shall be as set forth in the Articles of Incorporation and the Mission Statement

III. Membership and Voting: 3.1 Voting Members: RRDSC Coaches, assistant coaches (one per team), active referees, active committee members, officers and Directors, The Durango High School boys and girls soccer coaches, the Fort Lewis College men's and women's soccer coaches, one parent or legal guardian for each registered player and any interested party who has attended a minimum of three board meetings in the prior year and is recommended for membership by the board of Directors. For purposes of this section the term "active referee" shall mean those persons who have refereed six (6) or more games during the immediately previous calendar year.

3.2 Quorum: The presence, in person, of at least nine (9) Voting Members of The Association shall be necessary to constitute a quorum for the transaction of business in any meeting of the members. Except as otherwise provided for by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a simple majority of the Voting Members present at a meeting at which a quorum is presented shall be required to transact business. Voting by proxy and cumulative voting in the election of Directors shall not be allowed.

IV. Meetings of Voting Members:

4.1 Annual meeting: The annual meeting of the Voting Members of The Association shall be held at a reasonable hour after the close of the spring season and early in the fall season. The annual meeting of Voting Members shall be for the purpose of electing Directors and for the transaction of such other business as may properly come before such meeting. Non-members shall be entitled to attend such meetings but shall not be entitled to notice thereof.

4.2 Special meetings: Special meetings of the Voting Members of The Association may be called at any time by the President of the Board or by resolution of the Board of Directors. The notice of call of the special meeting shall state the purpose or purposes for which the meeting is called.

4.3 Place of meeting: All annual and special meetings of the Voting Members shall be held within the State of Colorado at a place designated by the person or persons calling said meeting.

4.4 Removal: At any meeting of Voting Members called for that purpose, the entire Board of Directors or any individual Director may be removed from office, without assignment of cause, by the vote of a majority of the entire Voting Members of The Association. Any Director whose removal has been proposed shall be given an opportunity to be heard at the meeting. If any

Director is so removed, at the meeting the Voting Members present shall, by majority vote, elect a successor to serve out the un- expired term of the removed Director in the manner provided in Section 5.2.

4.5 Notice of Meeting: Written or printed notice of each annual and special meeting of the Voting Members stating the place, day and hour of the meeting shall be delivered to each voting member of record not less than five (5) or more than thirty (30) days before the date of the meeting, either personally or by electronic media, by or at the direction of the President of the Board, Secretary or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United State mail addressed to the voting member at the address given to The Association by the individual.

4.6 Waiver of notice: Any voting member, either before, at, or after any Voting Members meeting, may waive notice of the meeting, and the waiver shall be deemed the equivalent of giving notice. Attendance of a meeting of Voting Members by a person entitled to notice thereof shall constitute a waiver of notice of the meeting unless attending for the express purpose of objecting to the transaction of business on the ground that the meeting was not lawfully called or convened.

4.7 Adjournments: If less than a quorum of the Voting Members is present at any meeting, a majority of those members present may adjourn the meeting from without further notice. At such subsequent rescheduled adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally notified. Any meeting of the Voting Members may be adjourned until the business of the meeting is completed.

4.8 Order of Business: The order of business at all meetings of the Voting Members shall be as follows:

- A. Roll Call
- B. Proof of notice of meeting or waiver of notice and determination of quorum.
- C. Reading and correction of minutes.
- D. Report of Board of Directors.
- E. Report of Committees.
- F. Election of Directors (annual meetings and special election meeting only).
- G. Unfinished business.
- H. New business.
- I. Adjournment.

V. Board of Directors:

5.1 Number: The Association shall be governed by a Board of Directors composed of no less than five (5) and no more than fifteen (15) persons who shall all be Voting Members of The Association. The term of office of the Directors shall be staggered two (2) year terms.

5.2 Manner of election: The members of the Board of Directors shall be elected at the annual meeting of the Voting Members of The Association. Directors may be nominated and seconded without limit by the Voting Members. At each election of Directors, each voting member shall have the right to cast one (1) vote for each position. Cumulative voting shall not be allowed. Those persons receiving a vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be elected Directors. The term of office of each Director shall commence upon election and shall continue for two (2) years and until the annual meeting of the Voting Members at which a successor is duly elected and qualified. If a vacancy on the Board shall occur during the year for any reason, it shall be filled by the majority vote of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall be elected for the un-expired term of the predecessor in office. Any Director may resign at any time by giving written notice to the President of the Board or the Secretary.

5.3 Power and Responsibilities: The Board of Directors shall have all the powers and duties necessary or appropriated for the administration of the affairs of The Association and may do all such acts and things as are not prohibited by law, the Articles of Incorporation, or by these Bylaws. Without limiting the powers and duties conferred on the Board of Directors by law, the Articles of Incorporation, or by these Bylaws, the Board shall specifically have the power to perform all acts required to operate and maintain a soccer association in the Four Corners region. The Board of Directors shall have exclusive responsibility for determining what is best for The Association including but not limited to the following matters:

- A. Determining the amount of players' registration fees from year to year or season to season.
- B. Authorizing all expenditures to be made from Association funds.
- C. Approving all changes in and revisions of The Association's rules.

5.4 Officers: At the annual organization meeting of the Board of Directors, the Board of Directors shall elect the officers by majority vote to serve in one (1) year terms.

5.5 Any Director of the Board of Directors who misses any three (3) consecutive Board meetings or six (6) meetings in a 12 month period may be replaced by the Board as deemed appropriate and notice of removal will be sent to that member. Any Board member may be removed at any time, for cause, by a majority vote of the existing board.

VI. MEETINGS OF DIRECTORS

6.1 Place of Meeting: All meetings of the Board shall be held at such place or places, within the State of Colorado, as shall be determined by the Board.

6.2 Regular Meetings: The Board of Directors shall provide for the holding of regular meetings by arranging for a schedule to be agreed upon.

6.3 Special Meetings: Special meetings of the Board of Directors may be called at any time by the President of the Board or by a vote of a majority of the members of the Board of Directors.

6.4 Notice of Meetings: No notice of any regular meeting of the Board of Directors need be given unless the time, date or place of the meeting has been changed from the schedule. Notice of each special meeting, setting forth the time, date, and place of the meeting, shall be given to each Director not less than five (5) days prior to the time fixed for the meeting. Said notice may be given either personally, by email, by electronic media, or by telephone. Neither the business to be transacted nor the purpose of any annual, regular, or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

6.5 Waiver of Notice: A Director may in writing waive notice of special meeting of the Board either before, at, or after the meeting and the waiver shall be deemed the equivalent of giving notice. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting unless attended for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

6.6 Quorum: At meetings of the Board of Directors, a majority of the number of Directors shall be necessary to constitute a quorum for the transaction of business other than the filling of vacancies on the Board. If a quorum is present, the act of the majority of the Directors in attendance, or by proxy, shall be the act of the Board unless the act of a greater number is required by law, the articles of incorporation, or by these bylaws.

6.7 Presumption of Assent: A Director of The Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be deemed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before adjournment or shall forward such dissent by electronic media to the Secretary of The Association within forty-eight hours after adjournment of the meeting. Such right to dissent shall not be available to a Director who expressly voted in favor of such action.

6.8 Action by Unanimous Consent: Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing or by email, setting forth the action so taken, shall be signed by all Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors and may be stated as such in any articles or documents filed with the State of Colorado.

VII. Officers and Committees:

7.1 Designation: The officers of The Association shall be a President, a Vice President, a Treasurer and a recording Secretary. Such Officers shall have the authority to perform the duties prescribed by the Board of Directors.

7.2 Election and Term of Office: The officers of The Association shall be elected by the Board of Directors to serve a term of one (1) year at the annual organization meeting of the Directors. If the election of officers shall not be held at such meeting, the election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor is duly elected and qualified.

7.3 Vacancies: A vacancy in any office because of resignation, disqualification, or otherwise may be filled by the Board of Directors for the un-expired portion of the term.

7.4 President: The President shall be the principal executive officer of The Association and shall, in general, supervise and oversee all the activities of The Association and shall preside at all meetings of the Voting Members and of the board of Directors.

7.5 Vice President: The vice president shall temporarily act as president in the event of the President's temporary absence or inability to act. In the case of the death, permanent disability, resignation, or removal of the President, the Vice President shall act as president until the office of President has been filled by the Board of Directors.

7.6 Recording Secretary: The recording Secretary shall keep the minutes of all meetings of the Voting Members and of the Board of Directors, shall see that all notices are duly given in accordance with the Bylaws or as otherwise required by law, shall insure that the club administrator acts as the custodian of The Association's corporate records, who shall keep a register of the names, addresses, and telephone numbers and email addresses of The Association's Voting Members and of all players registered with The Association.

7.7 Treasurer: The treasurer shall have custody of all The Association's funds, shall keep full and accurate accounts of all receipts and disbursements of Association's funds, shall deposit all Association funds in the name and to the credit of The Association in such federally-insured depository or depositories as the Board of Directors shall from time to time designate, shall render to the board of Directors regular reports of the transactions of The Association, and shall disburse Association funds only upon prior approval of the Board of Directors.

7.8 Executive Director: The Executive Director reports to the Board of Directors and will be responsible for the overall operations of The Associations staff, programs, expansion, and execution of its mission, and act as a liaison between the Board of Directors and club staff. The Executive Director manages and oversees all player and coaching development within the club. In addition, makes sure that all coaches are following the club curriculum, as well as implementing the club philosophy and playing style across the entire club, no matter the age group.

7.9 Standing Committees: The Board of Directors shall appoint Directors to the following standing committees:

Executive Committee - Shall consist of the Officers of the Board of Directors plus one additional Director. The committee shall have such authority as is delegated to it by the Board of Directors.

1. Budget Committee - Shall consist of Directors appointed by the Board of Directors. The committee shall prepare a budget on an annual basis for approval by the Board of Directors.

2. Discipline Committee - Shall consist of Directors appointed by the Board of Directors. The committee shall review disciplinary actions recommended by Executive Director.

A. 7.10 Other Committees: The Board shall appoint other committees to deal with specific matters as needed.

VIII. Fiscal Management:

8.1 Fiscal Year: The fiscal year of The Association shall be as determined by resolution of the Board of Directors.

8.2 Checks, drafts, deposits, etc.: All checks, drafts or orders for the payment of money and all notes or other evidences of indebtedness issued in the name of The Association, shall be signed by such officer or officers or agent or agents of The Association in such a manner as from time to time shall be determined by resolution of the board of Directors.

8.3 Gifts: The Board of Directors may accept on behalf of The Association any contribution, gift bequest or devise for the general purpose or any special purpose of The Association.

IX. Books and Records:

9.1 The Association shall keep complete and correct books and records of account. It shall also keep complete and correct minutes of proceedings of the Voting Members and the board of Directors. It shall also keep at its principal office a record giving the names and address of the Voting Members of The Association and of the players registered with The Association. All books and records of The Association may be inspected by any voting member or their agent or their attorney for any proper purpose at any reasonable time.

X. Amendments:

10.1 Articles of Incorporation: The articles of incorporation of The Association may be amended, supplemented and repealed from time to time by the Voting Members upon the affirmative vote of two-thirds (2/3) majority of the Voting Members present at a meeting at which a quorum is present.

10.2 Bylaws: The Voting Members of The Association may amend, supplement and repeal these bylaws upon affirmative vote of a two-thirds (2/3) majority of the Voting Members present at a

meeting at which a quorum is present. All such changes shall be binding upon all members of The Association.

XI. Rules and Regulations:

11.1 The Voting Members of The Association, upon the affirmative vote of two-thirds (2/3) of the Voting Members present at a meeting at which a quorum is present, may adopt such rules and regulations as they deem appropriate to carry out the purposes of the articles of incorporation or these bylaws.

XII. Dissolution:

12.1 The Association, if dissolved for any reason, shall distribute all remaining assets to a local non-profit organization promoting youth athletic activities, to be determined by the Board of Directors in office at the time of dissolution.

These bylaws have been voted on and approved by the Board of Directors on October 3, 2018

Charlie Milliet, President Barb Phipps, Vice President Jennifer Heinicke, Secretary Kathy Wilson, Treasurer

These Bylaws were approved by Voting Members at the Special Meeting on November 7, 2018