

**AMENDED AND RESTATED BYLAWS
OF
FORT COLLINS SOCCER CLUB**

A Colorado Nonprofit Corporation

AMENDED AUGUST 29, 2016

PREAMBLE. The Fort Collins Soccer Club is a nonprofit organization established to promote the game of soccer as an enjoyable, beneficial, and safe experience for both youth and adults.

I. NAME: The name of the Club shall be Fort Collins Soccer Club, doing business as Arsenal Colorado (sometimes referred to as “the Club,” “FCSC,” or “the Corporation.”)

II. MISSION: Arsenal Colorado uses the power of soccer to inspire, to develop, to achieve, and to build community.

III. DIVISIONS: The Club shall consist of three divisions: Adult (men, women, coed), Youth Developmental and Youth Advanced. The adult division shall wear uniforms and colors as selected by each team. Except with a specific exemption granted by the Club for a team(s) for a specific game or period of time, for all games. The Youth Developmental and Youth Advanced divisions shall wear uniforms and colors specified by the Club for those divisions.

IV. MEMBERSHIP:

A. Members of the Club shall have the right to participate in the sponsored activities of Arsenal Colorado and the right to receive services from the Club. There shall be three classifications of membership—voting member, nonvoting member, and associate member.

1. Voting Members

a. Voting Members of Arsenal Colorado shall be Properly Qualified Soccer Teams. Properly Qualified Soccer Teams shall be defined as the teams listed in the official League Directories maintained by the FCSC effective as of the date of notice. An official League Directory shall be maintained for the Youth Developmental, Youth Advanced, Adult Men, Adult Women and Adult Coed Divisions. The official League Directory shall be updated each season.

b. Voting Members Qualifications and Duties:

- i. Each Voting Member will adhere to these Bylaws and those of the National State Association(s) as appropriate, in all matters pertaining to competitions sponsored by the Club and/or the state associations.
- ii. Each Voting Member shall be entitled to one vote at the Annual General Meeting or Special Meeting of the FCSC, as set forth in these Bylaws.

2. Nonvoting Members. Individual players, coaches, referees, parents, team managers, and interested individuals are Nonvoting Members of this Club through their affiliation with Properly Qualified Soccer Teams.

3. Associate Members. Organizations or individuals other than teams, who are supportive of soccer, may be affiliated with the Club as Associate Members. They will have nonvoting status, but will be able to utilize the services offered by the Club under conditions determined by the Board of Directors.

B. Discipline, Censure, Suspension, or Removal of a Member. Any Member found to be in bad standing may be disciplined, censured, suspended or removed from the Club by a two-thirds (2/3) vote of the Board of Directors. The disciplined Member may appeal to state, regional, or national bodies, as appropriate.

C. Liability Insurance. The Club shall provide liability insurance to cover players, Officers and Directors, coaches and administrators, at an amount at least equal to an amount determined by the state association(s). The Club may also be required by the State bodies to provide health and accident insurance for its players, coaches, and administrators.

V. BOARD OF DIRECTORS

A. Number. Beginning with the Director elections at the 2016 Annual General Meeting there shall be ten (10) qualified, elected Directors, four of whom shall serve as its Officers. Beginning with the Director elections at the 2018 Annual General Meeting there shall be nine (9) qualified, elected Directors, four of whom shall serve as its Officers. Beginning with the Director elections at the 2016 Annual General Meeting there shall be no more than three (3) Directors elected at each Annual General Meeting. If, beginning with the Director elections at the 2016 Annual General Meeting, there shall be less than three (3) candidates wishing to serve as a Director at an Annual General Meeting, then the Board of Directors shall, after that Annual General Meeting and in the manner described at Section V.D.4 (Vacancy), elect the number of additional Director(s) required reach the level of three (3) Directors for the three year term of Directors for that Annual General Meeting.

B. Composition. The voting members of the Board of Directors shall consist of the elected directors. Additional *ex officio* members shall be the past Presidents of the Club and any other individual appointed by the Board. *Ex officio* members of the Board of Directors shall have the same rights as any Director, but may not vote.

C. Qualifications. Each Director must:

1. Be a Nonvoting Member.
2. Be at least 18 years of age.
3. Submit a written application for nomination.
4. There shall be no more than two (2) Directors affiliated with the same Arsenal Colorado soccer team. This shall not apply to any Director whose team affiliation changes during his/her term.

D. Election of Directors

1. Any candidate wishing to serve as a Director must submit an application for nomination to the Secretary at least 30 days prior to the Annual General Meeting. The candidate must specify the position for which they are seeking nomination. The Board Development Committee shall review all applications and validate the Qualifications for each nominee. The membership shall be notified at least ten (10) days prior to the Annual General Meeting of the nominations.
2. The Directors will be elected by a majority vote of the Voting Members who have received and returned ballots prior to the Annual General Meeting.
3. Each Director shall serve a three year term.
4. **Vacancy.** The Board of Directors will elect a new Director by majority vote to fill any vacancy. Such new Director shall be Qualified and shall serve the remainder of the vacating Director's term.

E. Removal from Office. Any Director may be removed from office in accordance with C.R.S. § 7-128-108. (Directors elected by Voting Members may only be removed with or without cause by a simple majority vote of the membership. Directors elected by the Board of Directors may be removed with or without cause by a simple majority vote of the Board of Directors.) A Director removed from office is no longer qualified to serve as an Officer.

F. Resignation. Any Director may resign his/her Board position at any time. Any Director absent from four (4) meetings, without prior approval of the Board of Directors, during twelve (12) consecutive months, shall be

deemed to have voluntarily resigned from the Board of Directors. The vacancy shall be filled in accordance with these Bylaws. A Director who resigns, is no longer qualified to serve as an Officer.

G. Duties and Powers of the Board of Directors. All of the affairs of the FCSC shall be managed by the Board of Directors in accordance with these Bylaws. The duties of the Board may include the following:

1. Operate the Club in accordance with the Bylaws and in a manner consistent with the bylaws of the National State Association(s) with which it is affiliated.
2. Establish fees for the services provided by the Club.
3. Provide for the operation and management of the Club Office.
4. Provide fields and for the registration of players, teams, coaches, and referees in support of the Club's programs.
5. Communicate with members, the media, the state, regional, and national bodies, as appropriate, regarding the Club's programs and operations.
6. Establish and oversee the management of soccer leagues and teams, appoint necessary commissioners and administrators.
7. Formulate programs to promote and improve the quality of soccer in the Fort Collins area, including player, coach, and referee programs.
8. Manage and operate local tournaments.
9. Assist the state bodies in their efforts to organize and host national and regional competitions.
10. Provide insurance programs for the membership.
11. Fund raising
12. Determine the need for hiring employees.
13. Submit an annual budget for approval by the membership.
14. Hear appeals, if any, after review by the Appeals Committee.
15. Render final decisions regarding the business operations of the Club.
16. Act upon recommendations by the President, Officers, Commissioners, Committees and the members.
17. Formulate, interpret, and enforce rules and regulations of the Club that may be necessary to successfully operate the Club in addition to these Bylaws.

H. Disability. In the event of the absence or inability of any Director to act, the Board of Directors may reassign the powers and duties of such Director to any other Director.

I. Compensation. No Director or Officer of the Corporation shall receive any salary, compensation or gift(s) for services rendered as a Director other than to be reimbursed for expenses incurred in conducting business for the Club.

J. Conflict of Interest. No Director may make greater than 25% of his/her income from soccer or a sports-related business where he/she may obtain or be perceived to obtain financial gain from being a Director. Each Director, at the time of first election or appointment to the Board, shall sign a confidentiality agreement with the Club.

K. Loans. No loans shall be made by the Corporation to its Directors or Officers.

L. Meetings

1. Regular Meetings. Regular meetings of the Board shall be held at least quarterly at a time and place to be determined by the Board. The President or the Board may change the time and/or location of the meeting provided at least seven days notification is given to every Director.

2. Special Meetings. Special meetings of the Board may be called at any time by the President (or in his/her absence by a Vice President), or by three (3) Directors, at such time and place within the City of Fort Collins as the notice or waiver of notice of the meeting shall specify. Notice of special meetings shall be mailed to the last known address of or made by telephone to each Director at least seven days prior to the date fixed for such meeting. The presence of any Director at a meeting shall constitute waiver of notice of such meeting unless otherwise provided by law. The business to be transacted at a special meeting must be specified in the notice and only that business may be transacted.

3. Quorum. A quorum at all meetings of the Board shall consist of a majority of the number of Directors. The act of a majority of the Directors "present" at a properly called meeting at which a quorum is present shall be an act of the Board of Directors. If less than a quorum of directors is present for a scheduled meeting, those Directors present may, at their sole and absolute discretion, determine, after a reasonable amount of time after the scheduled time has passed, to wait to secure a quorum or to cancel that scheduled meeting. "Present" includes participation in person, or by electronic communication. Directors shall be permitted to participate in a scheduled meeting by electronic communication, in order of request, and subject to the electronic communication capabilities of the Club.

4. Items of Business. Items of business for consideration by the Board of Directors may be submitted by any member of the Club to any Director no later than seven days before the meeting. An Agenda, with items of business, shall be distributed to the Board by the President no

later than two (2) working days prior to the meeting.

5. Order of Business. The order of business shall be as follows:

1. Call to Order
2. Grounding
3. Minutes of Previous Meeting
4. Board Action Items
5. Reports of Officers, Staff and Committees
6. Future Agenda Items
7. Good of the Game
8. Adjournment

VI. OFFICERS

A. The Officers shall be the President, the Vice-President, the Secretary, and the Treasurer.

B. DUTIES OF OFFICERS

1. President:

- a. Shall be the Chief Executive Officer of the Club and Chairman of the Board of Directors.
- b. Shall preside at all meetings of the membership, including the Annual General Meeting and of the Board of Directors.
- c. Shall be familiar with the Bylaws of the FCSC, the state bodies, and the United State Soccer Federation (USSF).
- d. Shall sign all bonds, deeds, mortgages, leases, contracts, and checks of the Club or designate, in writing, an appropriate individual to do so.
- e. Serves as the liaison between the National State Association(s) with which it is affiliated and the Club or designates an appropriate individual.
- f. Shall establish and appoint such ad hoc Committees as are needed to effectuate the Strategic Plan of the Board and/or to administer and manage the programs of the FCSC, with the approval of the Board.
- g. Serves as the general representative of the Association in all matters.
- h. Shall be either an *ex officio* or, where specifically provided, a voting member of all committees of the Club.

2. Vice President. In the absence or disability of the President shall perform all duties of the President and, when so acting, shall have all the power of and be subject to the restrictions on the President. The Vice President shall perform such other duties as the President or the Board of Directors may assign.

3. Secretary. In the absence or disability of the President and Vice-President

shall perform all duties of the President and, when so acting, shall have all the power of and be subject to the restrictions on the President. The Secretary shall keep accurate minutes of all meetings of the members and the Board of Directors and any committees delegated any authority of the Board of Directors. He/She shall keep at the Club's office a record of the names and addresses of its members and shall be responsible for giving notice of meetings of members and of the Board of Directors. The Secretary shall be the custodian of the records and shall attest the signature of the President when so authorized. The Secretary shall perform all duties commonly incident to the office and such other duties as may be assigned by the President or Board of Directors.

4. Treasurer:

- a. In the absence or disability of the President, Vice-President and Secretary shall perform all duties of the President and, when so acting, shall have all the power of and be subject to the restrictions on the President.
- b. Shall oversee all financial accounts of the Club.
- c. Shall oversee the preparation of monthly financial statements using generally accepted accounting principles.
- d. Shall ensure that an annual financial statement for the previous fiscal year, prepared in accordance with generally accepted accounting principles, is presented to the Annual Meeting of the FCSC.
- e. Shall assist the Board of Directors in preparing a proposed budget.
- f. Shall monitor the receipt of all monies by the Club and ensure that appropriate deposits and investments of temporarily surplus funds are prudently made.
- g. Shall oversee the preparation of any and all documentation necessary to preserve the tax-exempt status of this Club.
- h. Administer all accounts which must be paid by check and which shall bear two signatures.

C. ELECTION OF OFFICERS

1. Officers shall be elected from the members of the Board of Directors and shall have served a minimum of one year.
2. Officers shall be elected by a vote of the Board of Directors present and shall serve a term of three years or until the expiration of their term as Director. Officers shall assume their duties immediately upon their election.
3. Officers shall be elected at the conclusion of the Annual General Meeting by a vote of the members of the Board of Directors present.

4. Any Officer may be removed by a 2/3 vote of the members of the Board of Directors. An Officer who is removed may continue to serve as a Director subject to the provisions of Section V. E and F.
5. Any Officer may resign at any time. Any Officer absent from four (4) meetings, without prior approval of the Board of Directors, during twelve (12) consecutive months, shall be deemed to have voluntarily resigned from the Board of Directors. An Officer who resigns may continue to serve as a Director subject to the provisions of Section V. E and F.
6. Upon the removal or resignation of an Officer, the Board of Directors shall elect a replacement from the qualified members of the Board of Directors.

VII. MEETINGS OF THE MEMBERSHIP

- A. Date.** The Annual General Meeting of the membership will be held annually on a date to be set by the Board of Directors, but no later than August 31 of that calendar year.
- B. Location.** The location of the Annual General Meeting shall be determined by the Board of Directors.
- C. Order of Business:** Agenda, prepared by the Secretary, shall be sent out along with the notice of the meeting.
- D. Delegates and Credentials.** As a Voting Member, each Properly Qualified Soccer Team is entitled to one vote by a single delegate at the meeting. The Secretary shall determine who is the voting Delegate for each Properly Qualified Soccer Team prior to seating.
- E. Voting.** Delegates will vote according to this Bylaw and Bylaw IV.A.(1)(a).
- F. Quorum.** A quorum shall consist of at least ten (10) Voting Members. The Voting Members present at duly held meetings at which a quorum is present may continue to transact business until adjournment notwithstanding the departure of sufficient numbers of Voting Members that a quorum is no longer present. If any action (other than adjournment) is taken in a situation where a quorum is no longer present, it must be approved by a majority of the members required to constitute quorum.
- G. Special Meetings of Membership.** A special meeting of the membership may be called by the President, a majority of the Board of Directors or by ten (10) Voting Members.

H. Notice of Meetings. All notices of meetings shall be sent not less than ten and not more than 90 days prior to the date of the meeting. Notice shall be sent to each soccer team, stating the date, hour, place of the meeting. In the case of a special meeting the notice shall state the general nature of the business proposed to be transacted; in the case of the Annual General Meeting the notice shall state those matters which the Board of Directors, at the time of the notice, anticipates or intends will be presented for action by the members.

VIII. FINANCIAL

A. Fiscal Year. The fiscal year of the FCSC shall be from July 1 to June 30.

B. Checks. 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 such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

C. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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.

D. 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.

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

F. 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.

IX. WAIVER OF NOTICE. Any officer or director may waive, in writing, any notice required to be given by law or under these Bylaws, whether before or after the time stated therein.

X. ACTION WITHOUT A MEETING. Nothing in these Bylaws shall be construed as preventing the taking of an action, otherwise required to be taken at a meeting of the Directors or any duly established committee of the Club, if a consent in writing setting forth an action to be taken shall be signed by all of the Directors or committee members entitled to vote with respect to

the subject matter thereof.

XI. STANDING COMMITTEES

A. Executive Committee. The Executive Committee consisting of the President, the Vice-President, the Secretary and the Treasurer, will assist the Executive Director with the daily business operations and decisions of the Club and will counsel him/her with regard to other matters coming to his/her attention.

B. Arsenal (Advanced) Committee. This Committee shall be known as the Arsenal Committee (AC). It shall be chaired by a Director appointed by the President and approved by the Board of Directors. It shall consist of the Chairperson, the Club President (or his/her designee), and such other members as the Committee may appoint. The duties of this Committee shall be to oversee the advanced arm of the FCSC. The AC shall be considered the Appeals Committee for the Youth Advanced Division.

C. Referee Committee. Shall be chaired by a Director, appointed by the President and approved by the Board of Directors, and consist of such individuals as the Chairperson or the Board of Directors may appoint to assist him/her. The Referee Committee:

1. Shall assist in the recruiting, instruction, education, and preparation of referee candidates, as appropriate.
2. Shall assist in the development of a referee assessment program and distribute written materials as appropriate.
3. Shall assist in the assigning of games to referees and linesmen, as directed by the Chairperson.
4. Shall make regular reports to the Board of Directors regarding the committee and the status of refereeing in general.

D. Financial Management Committee. Shall be chaired by the Treasurer and consist of such other individuals as the Treasurer or the Board of Directors may appoint to assist him/her with the budgeting function and with developing and recommending to the Board short and long term financial and other goals for the Club. Those goals shall include sound fiscal management to ensure the financial viability of the Club.

E Board Election Committee. Shall be chaired by the Secretary and (i) review all applications and validate the Qualifications for each nominee to the Board of Directors.; (ii) shall verify the attendance and status of Voting Members at the Annual General Meeting or Special Meeting; (iii) shall review the Bylaws of the Club at least annually and make recommendations for change to the membership in writing at least ten (10) days prior to the Annual General Meeting. This Committee shall also be charged with planning retreats and Board education and training as

requested by the President. Members of the Committee shall consist of other individuals as the Secretary or the Board of Directors may appoint.

- F. Event Planning/Social Committee.** Shall be chaired by a Director appointed by the President and approved by the Board of Directors and shall consist of such individuals as appointed by the committee chairperson or Board of Directors. The Committee may develop Guidelines as necessary regarding the philosophy and operation of tournaments and submit them to the Board. The chairperson shall make regular reports to the Board regarding the status of tournaments and other social events intended to provide an exciting Club experience to members.
- G. Soccer Complex Committee.** Shall be chaired by a Director appointed by the President and approved by the Board of Directors and shall consist of such individuals as the chairperson or the board of Directors may appoint to assist him/her. This committee serves:
1. To develop a strategic plan to insure field availability for both practice and games to meet the expanding needs of the soccer community in the Fort Collins area.
 2. To liaise with other sports organizations in the region to develop strategies for increasing and enhancing recreational spaces.
 3. To develop long term policies for the development and management of the Fort Collins Soccer Club field complex.
- H. Recreational Committee.** Shall be chaired by a Director appointed by the President and approved by the Board of Directors and shall consist of such individuals as the chairperson or the Board of Directors may appoint to assist him/her. This committee shall be charged with working to provide consistency and progress in the development of recreational coaches and players. The Committee will assess recreational coaching and player needs, recommend and provide resources to support those needs, promote interpersonal as well as technical skills, and provide a forum to recognize excellence.
- I. Adult Players Committee.** Shall be chaired by a Director appointed by the President and approved by the Board of Directors and shall consist of such individuals as the chairperson or the Board of Directors may appoint to assist him/her. This committee shall be charged with working to provide consistency and progress in the recruitment and retention of adult recreational players. The Committee will assess adult recreational player needs, recommend and provide resources to support those needs, and provide a forum to recognize excellence.
- J. Grants/Development Committee.** Shall be chaired by a Director appointed by the President and approved by the Board of Directors and shall consist of such individuals as the chairperson or the Board of

Directors may appoint to assist him/her. This Committee shall oversee the overall fundraising aspects of the FCSC by developing a fundraising philosophy and create and expand community partnerships to increase available resources for the Club.

L. Customer Quality Focus Committee. Shall be chaired by a Director appointed by the President and approved by the Board of Directors and shall consist of such additional members as the chairperson(s) or the Board of Directors may appoint.

1. Shall assist and advise staff on areas of information management, communication, customer service, and club promotion as well as in areas of marketing and player retention in order to identify and meet customer needs, promote the sport of soccer and a positive club image, grow the club and enhance the club's reputation.
2. Shall help identify and solicit needed resources to meet these objectives. The term customer shall include all members of the club in addition to others in the community who interact with or are impacted by the club.

XII.AMENDMENTS. Any modification of the Bylaws of this Club shall require a two thirds (2/3) affirmative vote of the voting membership attending the Annual General Meeting or a special meeting called for that purpose. A proposal to modify the Bylaws may be made by any voting member, any Director, or by the Board Election Committee, by submitting it in writing to the Club Secretary thirty (30) days in advance of the Annual General Meeting or a special meeting called for that purpose. Any such proposals shall be made available to all Voting members at least ten (10) days in advance of the Annual General Meeting or the special meeting.

These **AMENDED AND RESTATED BYLAWS OF THE FORT COLLINS SOCCER CLUB** were adopted by the membership at the Annual General Meeting of the Club on the _____ day of _____, 20_____.

President

Secretary