

**AMENDED AND RESTATED BYLAWS
OF
FC BOULDER
A Colorado Nonprofit Corporation
AMENDED _____**

PREAMBLE. FC Boulder is a nonprofit organization established to promote the game of soccer as an enjoyable, beneficial, and safe experience for youth soccer players.

I. NAME: The name of the Club shall be FC Boulder (it is sometimes referred to as “the Club,” “FCB,” or “the Corporation.”)

II MISSION: FC Boulder strives to advance and foster the game of soccer in our community. FC Boulder will help empower our athletes to become superior soccer players. With teams that service all age groups and all levels of play, we enable our players to compete at their highest potential – from their first soccer experience, throughout the rest of their lives. Beyond the soccer skills themselves, however, FC Boulder strives to instill traits in players that are useful beyond the field: character ... sportsmanship ... discipline ... fitness ... achievement. It is the mission of FC Boulder to help our members acquire a love of the game, for all the right reasons, that will last a lifetime.

III. DIVISIONS: As of the date of these Bylaws, the Club consists of two divisions: youth recreational (U5-U14), and youth competitive (U10-U18). The Board of Directors may increase or decrease the number of divisions at its discretion.

IV. MEMBERSHIP:

A. Members of the Club shall have the right to participate in the sponsored activities of FCB 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 FCB shall be Properly Qualified Soccer Teams. Properly Qualified Soccer Teams shall be defined as the teams listed in the official League Directories maintained by FCB effective as of the date of notice. An official League Directory shall be maintained for each division of the Club. 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 and State Association(s) as appropriate, in all matters pertaining to competitions sponsored by the Club and/or the National and State associations.

ii. Each Voting Member shall be entitled to one vote at the Annual General Meeting or Special Meeting of FCB, as set forth in these Bylaws. Each Voting Member will select one authorized representative to represent it at the Annual General Meeting or any Special Meeting. The authorized representative will

be the delegate of the Voting Member responsible for casting the vote of the Voting Member at any such Meeting and for the election of Directors. Each Voting Member will notify the Board of Directors of its authorized representative no later than sixty (60) days prior to the Annual Meeting or any Special Meeting.

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 with the approval of the Board of Directors. Associate Members 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).

V. BOARD OF DIRECTORS

A. Merged Board. A Board of Directors comprised of 12 board members selected from the members of the boards of Boulder County Force and Boulder Athletic (the "Merged Board") will serve until the election of a new Board of Directors as set forth in these Bylaws in 2013. The Merged Board will hold office and shall have all of the duties and powers as set forth in these Bylaws until the new Board of Directors is elected.

B. Number. Beginning with the election of Directors in 2013, there shall be 9 qualified, elected Directors, four of whom shall serve as its Officers, and the Executive Director of the Club, for a total of 10 Directors.

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

D. 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 FCB soccer team. This shall not apply to any Director whose team affiliation changes during his/her term.

E. 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 Board Development Committee shall prepare a slate of candidates from among the qualified applicants to be presented to the Voting Members. If there are fewer applicants than twice the number of vacant positions to be filled at the election, then all applicants will be placed on the slate. If there are more applicants than twice the number of vacant positions to be filled, the Board Development Committee, in its sole discretion, may reduce the number of candidates to best serve the needs of the Club. The membership shall be notified at least ten (10) days prior to the Annual General Meeting of the slate of candidates.
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. The Board of Directors shall establish the method of distributing ballots to the Voting Members and the process for returning the ballots.
3. For the election of Directors in 2013 only, and notwithstanding anything elsewhere in these Bylaws to the contrary, in order to provide for the stability of the Club and to stagger the terms of Directors, three Directors will be elected by the Voting Members to serve 3 year terms. Six Directors shall be chosen by the Merged Board from among the members of the Merged Board, three of whom shall serve a 2 year term, and three of whom shall serve a 1 year term. Commencing with the election of Directors in 2014, each elected Director shall serve a three year term, and the Executive Director shall serve for so long as he or she occupies the position of Executive Director of the Club.

F. 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.

G. Removal from Office. Any elected Director may be removed from office in accordance with C.R.S. § 7-128-108; provided, however, Directors elected by the Voting Members may be removed only for cause. A Director removed from office is no longer qualified to serve as an Officer.

H. 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.

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

1. Hire an Executive Director and otherwise provide for the operation and management of the Club.
2. Oversee the operations of the Club in accordance with the Bylaws and in a manner consistent with the bylaws of the National and State Association(s) with which it is affiliated.
3. Establish fees for the services provided by the Club, approve the annual budget of the Club, and oversee the financial affairs of the Club.
4. Provide fields and a system 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. Formulate programs to promote and improve the quality of soccer in the Boulder area, including player, coach, and referee programs.
7. Manage and operate local tournaments.
8. Assist the state bodies in their efforts to organize and host national and regional competitions.
9. Provide insurance programs for the membership and the Officers, Directors, and employees of the Club.
10. Fund raising.
11. Hear appeals, if any, after review by the Appeals Committee.
12. Render final decisions, in consultation with the Executive Director, regarding the business operations of the Club.
13. Act upon recommendations by the Executive Director.
14. Formulate, interpret, and enforce rules and regulations of the Club that may be necessary to successfully operate the Club in addition to these Bylaws.

J. 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.

K. 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.

L. Conflict of Interest. No Director, other than the Executive Director of the Club, may make greater than 25% of his/her income from soccer, including payments from the Club, 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.

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

N. Meetings

1. Regular Meetings. Regular meetings of the Board shall be held at least monthly at a time and place to be determined by the Board. The President of 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 Boulder as the notice or waiver of notice of the meeting shall specify. Notice of special meetings shall be emailed 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 unless all Directors are present at the meeting and consent to the transaction of additional business.

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, upon 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 Executive Director 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. Minutes of Previous Meeting
3. Reports of Officers, Staff and Committees
4. Board Action Items
5. Future Agenda Items
6. 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 Chairman of the Board of Directors.
- b. Shall be familiar with the Bylaws of FCB, the state bodies, and the *United State Soccer Federation* (USSF).
- c. Shall sign all bonds, deeds, mortgages, or other instruments evidencing debt of the Club and sign all checks requiring two signatures.
- d. 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 FCB, with the approval of the Board.
- g. 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. He/She shall cause to be kept 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 FCB.

- 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.

C. ELECTION OF OFFICERS

- 1. Officers shall be elected from the elected members of the Board of Directors.
- 2. Officers shall serve a term of three years or until the expiration of their term as a Director. Officers shall assume their duties immediately upon their election.
- 3. Officers shall be elected at the first meeting of the Board of Directors following 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 May 31 of that calendar year. The first Annual General Meeting of the Club shall occur in 2013.

B. Location. The location of the Annual General Meeting shall be determined by the Board of Directors.

C. Order of Business: The 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 confirm the voting Delegate for each Properly Qualified Soccer Team selected pursuant to Bylaw IV.A.(1)(b) above.

E. Voting. Delegates will vote according to this Bylaw and Bylaw IV.A.(1)(a).

F. Quorum. A quorum shall consist of at least twenty percent (20%) of the 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 twenty percent (20%) of the 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 FCB shall be from August 1 to July 31.

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. 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.

C. 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.

D. 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 fund-raising and social events and submit them to the Board. The chairperson shall make regular reports to the Board regarding the status of such events.

E. 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 Boulder 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 FC Boulder field complex.

F. 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 Club by developing a fundraising philosophy and create and expand community partnerships to increase available resources for the Club.

G. 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 the Club shall require a two thirds (2/3) affirmative vote of the Voting Members 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 FC BOULDER** were adopted by the membership of the Club as of the _____ day of _____, 2012.

President

Secretary

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