

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

A Colorado Nonprofit Corporation

AMENDED AUGUST 30, 2021

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 Election 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. The Board, on behalf of, and as representatives of, the Members, and within the framework of relevant legislation and standards, is given legal authority and responsibility to assure appropriate organizational performance by setting direction, overseeing affairs, ensuring adequate resources, and monitoring the organization's performance.

The Duties and Powers of the Board include the following:

1. Create the link, or bridge, between the community and Members and the operational organization, including representing the Club to the community and the Members in a positive manner; ensuring and respecting Member input to the Board; and, either directly or through the Executive Director, communicating in a timely manner with the Members, the media, and the national and state associations with which the Club is affiliated, as appropriate, regarding the Board's and Club's programs and operations.
2. Ensure that the Club is operated in accordance with the Bylaws; applicable local, State, and Federal laws and regulatory requirements; and in a manner consistent with the requirements of the national and state associations with which the Club is affiliated.
3. Periodically review and revise the Bylaws as circumstances require such revisions.
4. In conjunction with the Executive Director, review the Club's Employee Handbook at least every three years and revise as circumstances and applicable laws change.
5. Ensure that the Board, through the Executive Director, is operating the Club in a manner such that the Club is perceived by the Members and the local, state, and national communities as a highly successful, dynamic, and achievement focused organization that on the field and in its operations and programs values both positive effort and results; instilling a love of the game and developing positive character traits in its players.
6. Establish the Club's overall direction through the regular development and approval of a Strategic Plan that provides direction for the Club for the next one to five years based on internal and external factors that bear on the resources and direction of the Club. Each Strategic Plan

shall identify the “key areas” in which the Board wants to focus activities of the Club and the general goals for each of those areas. The Board shall assign operational responsibility for achieving those goals to either itself or to the Executive Director; and the Board shall monitor and evaluate progress in achieving those goals.

7. Select, support, and set the salary of the Executive Director of the Club to whom responsibility for the management of the Club (including its employees and its assets), and its successful organizational performance is delegated; and regularly review and evaluate the performance of the Executive Director on the basis of a specific job description, achieving Board objectives and goals, successful organizational performance, and compliance with the requirements for the responsibilities of the Executive Director stated in the Bylaws.
8. Assist the Executive Director in a manner reasonably requested by the Executive Director, in order that the Club may be successful in achieving / fulfilling the mission, values, goals and Bylaws of the Club.
9. Approve, interpret, and enforce rules and policies for the organization (that are in addition to the Bylaws and the Employee Handbook) that the Executive Director establishes to successfully operate the Club. Such rules and policies shall not conflict with the Bylaws or the Employee Handbook.
10. Oversee the Executive Director’s management of the Club’s finances, including:
 - a. Reviewing and approving the Executive Director’s annual operating and capital budgets, including player fees.
 - b. Ensuring the Executive Director maintains adequate financial reserves.
 - c. Ensuring the Executive Director has established financial management control systems and policies to properly record financial transactions and control of assets.
11. Ensure that the Executive Director establishes adequate provisions and policies to protect the Club from risks, including:
 - a. Adequate insurance coverage to protect the Club and Board from potential liabilities.
 - b. Risk to, and safety of, employees, players, coaches, and volunteers.
 - c. Reasonably anticipated circumstances and events that may negatively affect the reputation of the Members and Club.
 - d. Violations of applicable laws.
 - e. Destruction or deterioration of Club property, including the office and field complex.

12. Ensure that the Executive Director provides clear expectations and direction, adequate resources, and ongoing training for the Club's employees in order that they may be successful in achieving / fulfilling the mission, values, goals, and Bylaws of the Club.
13. Ensure that the Executive Director is managing the Club's employees in accordance with the Employee Handbook, has established other written personnel policies not in conflict with the Employee Handbook that are needed to supplement the Employee Handbook in order to manage those employees, and has established a process to ensure that the performance of all Club employees is formally evaluated on at least an annual basis.
14. Ensure that the Executive Director establishes a written grievance process for complaints and concerns of Members and the Club's employees and coaches; and hear appeals from Members and the Club's employees and coaches for such complaints and concerns if the grievance process has been exhausted and if the Board determines it is in the best interest of the Club to hear such appeals.

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 Executive Sessions.** At any time during a regular meeting of the Board, upon approval of a motion by a majority of the Board of Directors present at the meeting, the Board may go into Executive Session (Board members meeting privately without minutes being taken) to discuss legal matters, compliance with these Bylaws, or sensitive and confidential issues (including Club personnel issues). Such meetings shall be exclusive to Directors, but the Board may, as stated by name in the motion, invite Club staff or Club members to join the Board at the Executive Session.
- 4 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.
- 5 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.
- 6 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 one year 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 each 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. Competition 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 duties shall be to oversee the Adult (men, women, coed), Youth Developmental and Youth Advanced divisions of the club. The committee shall work with the Executive Director and Club staff:
1. To provide consistency and progress in the recruitment and retention of players.
 2. To assess player needs, recommend and provide resources to support those needs, and provide a forum to recognize player excellence.
 3. To provide consistency and progress in the development of coaches and players.
- C. 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.
- D. 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.
- 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 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.

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 FCSC 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 this Club shall require a two-thirds (2/3) affirmative vote of the Voting Members who have received and returned ballots prior to the Annual General Meeting or the Voting Membership attending 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