

**AMENDED AND RESTATED
BYLAWS OF
TABLE MOUNTAIN SOCCER ASSOCIATION
A NON-PROFIT CORPORATION**

ARTICLE I

OFFICES

Section 1.1 PRINCIPAL OFFICES. The principal mailing address of the corporation (also referred to as the Association or TMSA) in the State of Colorado shall be P.O. Box 943, Golden, CO, 80401. The corporation may have such other offices, either within or outside of the State of Colorado as the Board of Directors may designate, or as the business of the corporation may require from time to time.

Section 1.2 REGISTERED OFFICE. The registered office of the corporation, required by the Colorado Nonprofit Corporation Act is to be maintained in the State of Colorado, and may be, but need not be, identical with the principal office or address in the State of Colorado. The Board of Directors may change the address of the registered office from time to time.

Section 1.3 COLORS. The representative colors of the Association shall be combinations of black and gold for Developmental teams and blue and white for Advanced teams, or such other colors as specified by the Board of Directors.

Section 1.4 SEAL. The seal of the Association shall have inscribed thereon the name of the Association, and the words "Colorado" and "Seal", and shall be in such form as may be approved by the Board, which shall have power to alter the same at its pleasure.

ARTICLE II

MEMBERSHIP

Section 2.1 MEMBERSHIP. Membership in the corporation shall consist of three classes: Members, Honorary Lifetime Members, and Non-Voting Members.

2.1.1–Members shall consist of parents, step-parents, and/or legal guardians of registered youth players, and registered youth head coaches who have served as head coach of a Table Mountain Soccer youth team for a minimum of two (2) full seasons. Registration is defined as a player or head coach identified on the official roster of a TMSA youth team for the current season or in the event of a meeting of members between the end of one season and the registration deadline for the next season, a player or head

coach identified on the official roster of a TMSA youth team for the immediately preceding season. Notwithstanding the foregoing, U-15, U-16, and U-17 boys team players (or players eligible to play at those ages) and coaches shall be considered registered players and coaches between August 1 and December 1 of each year if they were on the official roster of a TMSA team immediately prior to August 1 and if they are not on a team roster for any other soccer club.

2.1.2--Honorary Lifetime Members shall be individuals recognized by a 2/3rds vote of the Board as having served the association to such an extent that they should have special recognition. Honorary lifetime members shall be voting members, but shall not be entitled to serve on the Board unless they are also a member, as defined above.

2.1.3--Nonvoting Members shall include registered players and such other persons recognized by the Board as having contributed to the purposes of the Association to such an extent that they should be recognized as nonvoting members. Any business entity consisting of more than one individual shall be considered as one member. Nonvoting members are not entitled to vote or to serve on the Board of Directors.

Persons shall be admitted to membership in the corporation at such time as any requirement above is satisfied and the membership fee, if any, as may be established by the Board of Directors, is paid. Any member, honorary lifetime member, or nonvoting member may be censured, suspended, or removed from the Association for cause by a two-thirds (2/3) vote of the entire board of Directors, after a proper hearing. Members have the right to appeal to the CSYSA.

Section 2.2 VOTING RIGHTS AND PROXY VOTING. Members and honorary lifetime members shall be entitled to vote for election of Board members, any amendments to the Articles of Incorporation as required by the Colorado Revised Nonprofit Corporation Act, or as required by these Bylaws, or on any other matter which the Board deems advisable to secure a vote of members. Voting by proxy is permitted provided that the mandatory form of proxy which must be used is attached to these Bylaws as Exhibit A, all information required on the proxy must be accurate and complete, designated proxies must themselves be voting members, and the maximum number of proxy votes which may be cast or exercised by any member is five (5) votes. Each registered player in the Association shall equate to (1) vote to be exercised as agreed upon by the parents, step-parents, or legal guardians of the player (absent objection, it shall be presumed that any parent, step-parent or legal guardian has the assent of all others for purposes of casting votes). For example and not by way of limitation, if a family has three (3) registered players, that family shall be entitled to three (3) votes. Each registered head coach who is a member as defined above shall be entitled to one (1) vote, regardless of the number of teams being coached, provided that a head coach who is also a parent of a registered player shall not be entitled to an extra vote by virtue of being a coach.

Section 2.3 ANNUAL MEETING. The annual meeting of the members shall be held at such time and on such day in October or November of each year as shall be established

by the Board of Directors, commencing with the year 2004, for the purpose of electing directors/officers and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient. The Board shall determine the place of meeting.

Section 2.4 SPECIAL MEETINGS. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by resolution of the Board of Directors, and shall be called by the President after receipt of a petition signed by members entitled to cast ten percent (10%) of the votes in the Association.

Section 2.5 QUORUM. A quorum of the Association membership shall consist of members present, in person or by proxy, at the annual meeting or special meetings entitled to cast five percent (5%) of the votes in the Association.

Section 2.6 MANNER OF ACTING. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater proportion or number is otherwise required by statute or by the Articles of Incorporation or by these Bylaws.

All meetings of members shall be conducted in accordance with the procedural rules set forth in the most recent edition of Roberts' Rules of Order, except as set forth in these Bylaws.

Section 2.7 INFORMAL ACTIONS BY MEMBERS. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Section 2.8 VOTING BY BALLOT. Voting on any question or in any election may be by voice vote unless the presiding officer shall order otherwise or the majority of voting members present shall demand that voting by ballot. Voting by mail ballot, in accordance with the provisions of the Colorado Revised Nonprofit Corporation Act, shall be permitted if the Board determines that a vote by mail ballot should be undertaken on any matter.

Section 2.9 NOTICES. Each voting member shall be mailed a Notice at least 14 days prior to any meeting of the members.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 GENERAL POWERS. The business and affairs of the Association shall be managed by its Board of Directors consisting of not less than seven (7) members and not more than fifteen (15) members. The Association currently has ten (10) members of the Board of Directors and that number may only be adjusted by a vote of the members of the Association. Members of the Board of Directors must also be members of the Association, as defined in Section 2.1.1 above, at the time of their election to the Board. Employees of the Association shall not be entitled to serve on the Board of Directors. During the term of a Director, if (i) the Director ceases to be a member of the Association, as defined in these Bylaws and (ii) has children registered as players with another youth soccer association or is coaching for another youth soccer association, such director shall be automatically removed from office and disqualified to serve on the Board. Notwithstanding anything to the contrary, a member who is a registered head coach for a youth team affiliated with any other soccer club, a member of the Board of Directors of any other youth soccer club in the State of Colorado, or an employee of a youth soccer club in the State of Colorado is not eligible to serve on the Board of Directors. Directors shall hold office for two (2) years and may be elected to successive terms, except as otherwise provided herein. All Directors shall be officers of the Association as hereinafter provided. All Directors shall hold office until their successor is appointed and qualified.

Section 3.2 PERFORMANCE OF DUTIES. A Director of the corporation shall perform his or her duties as a director including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b), and (c) of Section 3.2; but he or she shall not be considered to be acting in good faith if he or she as knowledge concerning matters in question that would cause such reliance to be unwarranted. A person who so performs his or her duties shall not have any liability by reason of being or having been a director of the corporation. Those persons and groups on whose information, opinions, reports, and statements a director is entitled to rely upon are:

- a. One or more officers or employees of the corporation whom the Director reasonably believes to be within such persons' professional or expert competence; or
- b. Counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such persons' professional or expert competence; or

c. A committee of the board upon which he or she does not serve, duly designated in accordance with the provision of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

Section 3.3 ELECTION AND TERM. The term of office for Officers and Directors shall be two (2) years, beginning at the time that the election of Officers/Directors at the annual meeting is completed. Officers/Directors shall be elected by a majority vote of the voting membership.

The following Officers/Directors shall be elected in years ending in an even number in the following order:

1. President
2. Vice President—Micro Teams
3. Vice President—Advanced Teams
4. Vice President—Fields and Equipment
5. Vice President—New Fields

The following Officers/Directors shall be elected in years ending in an odd number in the following order:

1. Executive Vice President
2. Vice President—Development Teams
3. Vice President—Referees
4. Treasurer
5. Secretary

Should Directors be added or subtracted from the Board of Directors, the number to be elected each year will be kept as even as possible.

Incumbent Board of Director members desiring to seek re-election to their current position or election to another position on the Board shall register with the Association's administrator (or equivalent employment position) no later than 30 days prior to the annual meeting of members and such registration shall be posted on the Association's website. Any member of the Association desiring to run for a position against an incumbent Board member shall register with the Association's administrator no later than 20 days prior to the annual meeting of members and such registration shall be posted on the Association's web site. Any member of the Association desiring to run for an open Board position (no incumbent running) may register with the Association's administrator no later than 20 days prior to the annual meeting of members and such registration shall be posted on the Association's web site.

All registered candidates shall be identified in the notice of annual meeting sent to members at the Association. Nominations from the floor at the annual meeting of members

shall only be permitted for open Board positions in which no incumbent Board member is seeking election.

Section 3.4 REGULAR MEETINGS. The Board of Directors shall provide, by resolution, the time and place, either within or without the State of Colorado, for the holding of regular meetings without other notice than such resolution.

Section 3.5 NOTICE. Written notice of any special meeting of Directors shall be given as follows:

By mail to each Director at his or her designated mailing address at least three days prior to the meeting; or

By electronic mail to each Director at his or her designated electronic mail address at least three (3) days prior to the meeting; or

By personal delivery, professional courier, or telegram at least twenty-four hours prior to the meeting to the business address or residence address of each Director, or in the event such notice is given on a Saturday, Sunday or holiday, to the residence address of each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by these Bylaws.

Section 3.6 QUORUM A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.7 MANNER OF ACTING. Except as otherwise required by law or by the Articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

All meetings of the Board of Directors shall be governed by the procedural rules set forth in the most recent edition of Roberts' Rules of Order, except as modified by those Bylaws or required by the Colorado Revised Nonprofit Corporation Act.

Section 3.8 INFORMAL ACTION BY DIRECTORS. Any action required or permitted to be taken by the Board of Directors or by a committee thereof at a meeting may be taken without a meeting: (i) by resolution or by a consent in writing, setting forth the action so taken, signed by all of the Directors or all of the committee members entitled to vote with respect to the subject matter thereof; or (ii) by an affirmative vote of the majority of the Directors received telephonically or by electronic mail on any matter discussed at a regular or special meeting of the Board in which it is determined that follow up voting may occur telephonically or by electronic mail; or (iii) by affirmative vote of $\frac{3}{4}$ of the Directors received telephonically or by electronic mail on any matter for which Board of Director action may be required between regular meetings of the Board.

Section 3.9 VACANCIES. Any vacancy occurring in the Board of Directors may be filled by appointment by the remaining Board of Directors. A Director appointed to fill a vacancy shall serve the remainder of the unexpired term of his or her predecessor in office.

Section 3.10 RESIGNATION. Any Director of the corporation may resign at any time by giving written notice to the President or the Secretary of the corporation. The resignation of any Director shall take effect upon receipt of notice thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.11 REMOVAL. Any Director or Directors of the corporation may be removed at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act.

Section 3.12 COMMITTEES. By resolution adopted by a majority of the Board of Directors, the directors may designate two or more members of the Association (including nonvoting members) to constitute a committee, any of which shall have such authority in the management of the corporation as the Board of Directors shall designate and as shall be prescribed by the Colorado Revised Nonprofit Corporation Act.

Section 3.13 COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum for expenses of attendance at a meeting, may be paid for attendance at a meeting of the Board of Directors; but nothing herein shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore, provided, however, Directors shall not serve as paid employees of the Association. No loans shall be made to any Officer or Directors of the Association.

Section 3.14 PRESUMPTION OF ASSENT. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed 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 his or her written dissent to such action with the person acting as the Secretary of the meeting before

the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV

OFFICERS

Section 4.1 NUMBER. The officers of the corporation shall be President, Executive Vice President, Secretary, Treasurer, Vice President of Fields and Equipment, Vice President of Referees, Vice President of Advanced Teams, Vice President of Micro Teams, Vice President of Development Teams, and Vice President of New Fields. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, provided that any such officers or assistant officers shall be members (including nonvoting members) of the Association. The same person may hold any two or more offices, except the offices of President and Secretary.

Section 4.2 POWERS, DUTIES AND FUNCTION OF OFFICERS. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of the Association. He/she shall preside at all meetings of the members and of the Board. The President, or in his/her place, the Executive Vice President, unless some other person is specifically authorized by the Board, is the official representative of the Association. The President shall recommend appointments to committees and shall serve as the hiring agent for paid employees of the organization. He/she shall perform all the duties commonly incident to this office and such other duties as the Board shall designate with his/her permission.

In the absence or disability of the President, the Executive Vice President shall perform all duties of the President, and then so acting shall have all of the powers of, and be subject to all the restrictions of the President.

The Vice President of Micro Teams shall coordinate the Associations micro soccer programs, supervise the activities of the Directors as they relate to the micro soccer program and represent the interests of the micro soccer program to the Board.

The Vice President of Developmental Teams shall coordinate the Association's developmental soccer programs, supervise the activities of the Directors as they relate to the developmental programs, and represent the interests of the developmental soccer program to the Board.

The Vice President of Advanced Teams serves as official Association representative at appropriate state organization meetings and functions. He/she shall coordinate the Association's advanced teams program, supervise the activities of the

Directors as they relate to the advanced program and shall represent the interests of the advanced program to the Board.

The Association Administrator shall keep accurate minutes of all meetings of the members and the Board. He/she shall keep a record of the names and addresses of its voting members and shall be responsible for the giving of notice of meetings of the members or of the Board. The Administrator shall perform such duties as may be assigned to him/her by the President.

The Secretary shall attest the affixing of the seal of the Association when so authorized. The Secretary shall perform all duties commonly incident to his/her office and such other duties as may from time to time be assigned to him/her by the President.

The Treasurer, subject to the order of the Board of Directors, shall have supervising care and custody of the money, funds and financial documents of the Association. The Treasurer shall perform all duties commonly incident to his/her office and such other duties as may from time to time be assigned to him/her by the Board. Prior to the election of the Treasurer by the members of the Association, the Board may establish reasonable educational or background criteria or requirements to assure that the office of Treasurer is occupied by a qualified individual.

The Vice President of Fields and Equipment shall coordinate with county organizations, municipalities, and others for playing and practice fields. He/she shall supervise the budget required for expenditures for new fields or improvement of present fields with Board approval, be responsible for assignment and enforcement of field use and supervise personnel deemed necessary to the execution of his/her duties. He/she shall be responsible for a yearly inventory of all equipment.

The Vice President of Referees shall be responsible for coordinating the recruitment, assignment and provision of information regarding training of referees. He/she represents the interests of referees to the Board, and shall supervise personnel deemed necessary to the execution of his/her duties and obtain assessments of his/her referees on a yearly basis.

The Vice President of New Fields shall be responsible for the coordination of governmental approval, construction, leasing, financing and all other aspects of the new field complex contemplated on Rooney Road. It is anticipated that this officer position will be temporary and, at such time as the first phase of the new field complex is substantially complete, that this office will be re-designated by the Board of Directors to another title (e.g., Vice President of Public Relations or Vice President of Special Projects).

Section 4.3 REMOVAL. Any officer or agent may be removed by the Board of Directors wherever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the

person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1 CONTRACTS. The Board of Directors may authorize any officer of 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.

Section 5.2 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.

Section 5.3 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of 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. Any check, draft, or order for payment of money exceeding \$1,000.00 shall require two signatures.

Section 5.4 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.

Section 5.5 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.

ARTICLE VI

NONDISCRIMINATION

The officers, directors, committee members, employees and person served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, color, religion, and national origin.

ARTICLE VII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall end on the last day of December in each calendar year.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Revised Nonprofit Corporation Act, or otherwise, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the event or other circumstance requiring such notice, shall be deemed equivalent to the giving of such notice.

ARTICLE X

AMENDMENTS

Amendments to these Bylaws necessary to correct typographical errors, conform with USYSA or CSYSA rules, or conform with Colorado law may be adopted and approved by a two-thirds (2/3) vote of the Board of Directors.

Any other amendments to these Bylaws must be approved by a majority vote of the Members attending the annual general meeting or a special meeting called for the purpose of amending these Bylaws, in which the notice of meeting includes a summary of the proposed amendment(s).

Amendments may be proposed to members by motion or resolution of the Board of Directors at any time. Amendments proposed by members must be presented to the Board of Directors, in writing, at least two (2) months in advance of the meeting of members at which the amendment will be considered.

ARTICLE XI

INDEMNIFICATION OF OFFICERS/DIRECTORS

Each Director and officer of this corporation, and each person who shall serve at its request as a Director or Officer, shall be indemnified by the Association against all costs and expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she may be involved or to which he/she may be made a party by reason of his/her being or having been such director or officer, except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, including adverse judgments, but only if the Association is advised in writing by its counsel that in his opinion the person indemnified did not commit such gross negligence or misconduct. The foregoing right of indemnification shall not be exclusive of any other right to which he/she may be entitled as a matter of law or by agreement and does not create a right of reimbursement, contribution or subrogation for any third party, organization or company.

CERTIFICATE

I hereby certify that the foregoing Amended and restated Bylaws, consisting of eleven (11) articles, including this page, constitute the Bylaws of the TABLE MOUNTAIN SOCCER ASSOCIATION, INC., adopted by a two-thirds (2/3) affirmative vote of the members of the Association on _____, 2004.

Secretary of the Association