

BYLAWS – CREATED SEPTEMBER 2016

ROARING FORK VALLEY SOCCER CLUB, INC.

(A COLORADO NONPROFIT CORPORATION)

ARTICLE I

Names, Offices and Purposes

- 1.1. Name.** The Corporation shall be known as the ROARING FORK VALLEY SOCCER CLUB, INC., a Colorado nonprofit corporation (hereinafter referred to as the “Corporation”).
- 1.2. Offices.** The Corporation may have one or more offices at such place or places within or without the State of Colorado as the Board of Directors (hereinafter referred to as the “Board”) may from time to time determine.
- 1.3. Registered Office.** The Corporation’s registered office shall be as set forth in the Articles of Incorporation, unless changed by filing a statement of change with the Secretary of the State of Colorado, as provided in the Colorado Nonprofit Corporation Act.
- 1.4. Purposes.** The purposes shall be those identified in the Articles of Incorporation, and shall include: providing a complete soccer program for Basalt, Carbondale and mid-valley children (Garfield, Pitkin and Eagle Counties), both recreational and competitive; placing players at a soccer level and with a team appropriate to their skill levels; encouraging competition adhering generally to the rules of the United States Youth Soccer Association and the Colorado Soccer Association; and providing a recreational and/or competitive tournament experience for as many players and teams as possible.

ARTICLE II

Members

- 1.1. Classes of Members.** The Corporation shall have one class of members. Members shall have rights and responsibilities as provided in these bylaws and by the board of directors.

ARTICLE III

Board of Directors

- 1.1. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado. In addition to its general powers, the Board shall adopt reasonable rules and regulations to further its soccer purpose and to insure fair play and good sportsmanship.
- 1.2. Number, Tenure and Qualifications.** The number of Directors shall be six or as set by the Board. Each Director shall hold office until he resigns or is otherwise removed from

office in a manner consistent with these bylaws and the Articles of Incorporation. Members of the Board may succeed themselves in office.

- 1.3. Election of Directors. The Board shall be elected by vote of the Directors of the Corporation then in office. Directors shall be elected by a majority of votes cast. The Board may, instead, have directors elected by the members, either by written ballot or at a meeting called for that purpose.
- 1.4. Regular Meetings. A regular meeting of the **ROARING FORK VALLEY SOCCER CLUB, INC.** Board shall be held without other notice than this bylaw for the election of Directors on the third Wednesday of May each year. The Board may provide by resolution the time and place, either within or without the State of Colorado for the holding of additional regular meetings of the Board without other notice than such resolution.
- 1.5. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them.
- 1.6. Notice. Notice of any special meeting of the Board shall be given at least two days previous thereto by written notice delivered personally or sent by mail or e-mail to each Director at the address as shown by the records of the Corporation. If mailed, such Notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If Notice is given by e-mail, such notice shall be deemed to be delivered when the e-mail is received to the recipients e-mail account. Any Director may waive Notice of any meeting. The attendance of a Director at any such 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 need be specified in the Notice or Waiver of Notice of such meeting, unless specifically required by law or by these bylaws.
- 1.7. Quorum. Two Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a quorum of the Directors is present at said meeting, one of the Directors present may adjourn the meeting from time to time without further notice.
- 1.8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number if required by law or by these bylaws.
- 1.9. Vacancies.
- 1.10. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.
- 1.11. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting, if a consent in writing or email, setting forth the action so taken, shall be signed or approved through email by all of the Directors.
- 1.12. Reliance by Directors. Any member of the Board or a member of any committee designated by the Board shall in the performance of his duties be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officers, or by an independent certified public accountant ,

or by an appraiser selected with reasonable care by the Board or by any such committee, or in relying in good faith upon other records of the corporation.

1.13. Removal. Any elected member of the Board may be removed by the affirmative vote of three fourths of the members of the Board, whenever in their judgment the best interests of the Corporation would be served thereby.

1.14. Resignations. Any director may resign at any time by mailing or e-mailing, written notice of this resignation to the Chairman or Secretary/Treasurer of the Corporation. Any such resignation shall be effective at the time specified therein if so stated in such resignation. If any director or member of the board has been inactive for three or more consecutive months without excuse (has three consecutive unexcused absences to BOD meetings) it will be assumed that the member/director has resigned and they shall be removed from the Board.

ARTICLE IV

Officers

1.1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary/Treasurer and such other officers as may be selected in accordance with the provisions of this Article. The Board may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Any two or more offices may be held by the same person, except in the offices of President and Secretary/Treasurer.

1.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

1.3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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

1.5. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary/Treasurer or any other proper officer of the Corporation, contracts or other instruments which the Board has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the Corporation; and in general, the President shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board from time to time.

1.6. Vice President.

The Vice President shall assume and perform the duties and responsibilities of the President during the President's absence. The Vice President may also perform other duties that may be requested by the Board of Directors from time to time. The Vice President may be asked

to oversee and be in charge of any special projects for the club or oversee certain committees while serving on the Board. The Vice President may have other talents and capabilities and may also perform the duties of another club officers.

1.7. Secretary/Treasurer. The Secretary/Treasurer shall keep the Minutes of the meetings of the Board in one or more books provided for that purpose ; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incidental to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board. If required by the Board, the Secretary/Treasurer shall give a bond for the faithful discharge of the Secretary/Treasurer's duties in such sum and with such surety or sureties as the Board shall determine. The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incidental to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

1.8. Assistant Treasurers and Assistant Secretaries. If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary/Treasurer or by the President or the Board.

ARTICLE V

Committees

1.1. Committees of Directors. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees , each of which shall consist of two or more Directors, which committees , to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation , except that no such committee shall have the authority of the Board in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of such committee or any Director or officer of the Corporation, amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation thereto of authority of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director of any responsibility imposed by law.

1.2. Committees. Committees not having and exercising the authority of the Board in management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Board present at a meeting in which a quorum is present. Except as otherwise provided in such resolution, the President of the

Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Corporation shall be served by such removal.

- 1.1.1. The Board may by resolution at any meeting of the Board designate ad hoc committees of the Board.
- 1.1.2. Membership. Each committee shall consist of at least one member and not more than three, at least one of whom shall be a member of the Board. Unless otherwise provided for in these by-laws or by the laws of the State of Colorado, the chairman of each standing and ad hoc committee shall be appointed by the President of the Board.
Unless otherwise provided by these By-laws, any standing or ad hoc committees designated by the Board of Directors may include as full voting members or such committees such persons, whether or not directors or Officers of the Corporation, as the Board shall determine. Each committee shall keep minutes of proceedings and report to the Board of Directors. At least one member of the management staff of the Corporation shall be an ex officio member (with vote) of each committee.
- 1.1.3. Committee Meetings. Unless otherwise provided in these By-laws, a majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.
- 1.3. Term of Office. Each member of a committee shall continue as such until the next regular annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 1.4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.
- 1.5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 1.6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 1.7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

ARTICLE VI

Indemnification

- 1.1. Third Party Actions. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Trustee, officer, employee, committee member, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust or other

enterprise, against expenses (including costs and attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

1.2. Derivative Actions. No director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, and the personal representatives of all such persons shall be liable to the corporation or its shareholders for breach of fiduciary duty as a director except as to any liability to the corporation for: breach of the member of the Board of Director's duty of loyalty to the corporation; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; act specified in C.R.S. § 7-24-111; or any transaction from which the member of the Board of directors received an improper personal benefit. For the purposes of this paragraph, director or officer means he is or was a Director, trustee, officer, employee, committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee, committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust, or other enterprise.

1.3. Extent of Indemnification. To the extent that a Director, trustee, officer, employee, committee member or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including costs and attorneys' fees) actually and reasonably incurred by him in connection therewith.

1.4. Determination. An indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer, Director, trustee, employee, committee member or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

1.5. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board, as provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of the Director, trustee, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation, as authorized in this Article.

1.6. Insurance. The Board may exercise the Corporation's power to purchase and maintain insurance in behalf of any person who is or was a Director, trustee, officer, employee,

committee member or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee, committee member or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability hereunder or otherwise.

1.7. Other Coverage. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these bylaws, agreement, vote of members of disinterested Directors or trustees, the Colorado Nonprofit Corporation Act, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. and shall continue as to a person who has ceased to be a Director, trustee, officer, employee, committee member or agent and shall inure to the benefit of the heirs and personal representatives of such a person.

ARTICLE VII

Execution of Instruments; Loans, Checks and Endorsements; Deposits; Proxies

1.1. Execution of Instruments. The President or any Vice President shall have power to execute and deliver on behalf and in the name of the Corporation any instrument requiring the signature of an officer of the Corporation, except as otherwise provided in these bylaws or where the execution and delivery thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. Unless authorized to do so by these bylaws or by the Board, no officer, agent or employee shall have any power or authority to bind the corporation in any way, to pledge its credit or to render it liable financially any purpose or in any amount.

1.2. Loans. No loan shall be applied for or made on behalf of the Corporation, and no evidence of indebtedness shall be issued, endorsed or accepted in its name, unless authorized by the Board or a standing committee designated by the Board so to act. Such authority may be general or confined to specific instances. When so authorized, the officer or officers thereunto authorized may effect loans at any time for the Corporation from any bank or other entity and for such loans may execute and deliver promissory notes or other evidences of indebtedness of the Corporation, and when authorized as aforesaid, as security for the payment of any and all loans (and any obligations incidental thereto) of the Corporation, may mortgage, pledge, or otherwise encumber any real or personal property or any interest therein at any time owned or held by the Corporation, and to that end may execute and deliver such instruments as may be necessary or proper in the premises; provided, however, that no loans may be made to any of the officers and directors of the corporation.

1.3. Checks and Endorsements. All checks, drafts or other orders for the payment of money, obligations, notes or other evidences of indebtedness, bills of lading, warehouse receipts, trade acceptances, and other such instruments shall be signed or endorsed by such officers or agents of the Corporation as shall from time to time be determined by resolution of the Board, which resolution may provide for the use of facsimile signatures.

1.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the Corporations credit in such banks or other depositories as shall from time to time be determined by resolution of the Board, which resolution may specify the officers or agents of the Corporation who shall have the power, and the manner in which

such power shall be exercise, to make such deposits and to endorse, assign and deliver for collection and deposit checks, drafts and other orders for the payment of money payable to the Corporation or its order.

1.5. Proxies. Unless otherwise provided by resolution adopted by the Board, the President or any Vice President may from time to time appoint one or more agents or attorneys-in-fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast, as the holder of stock or other securities in any other corporation, association or other entity, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, to consent in writing, in the name of the corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its Corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE VIII

Books and Records

1.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its Board and of any committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of any members entitled to a vote. All books and records of the Corporation may be inspected by any Director, trustee, officer, committee member or members, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

Corporate Seal

1.1. Corporate Seal. The corporate seal shall be in such form as shall be approved by resolution of the Board. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary/Treasurer or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

ARTICLE X

Waiver of Notice

1.1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the Articles of

Incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Fiscal Year

- 1.1. Fiscal Year. The fiscal year of the Corporation shall be June 1 to May 31 of each year.

ARTICLE XII

Amendments to Bylaws

- 1.1. Amendment. These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

THE UNDERSIGNED, being the initial Directors of ROARING FORK VALLEY SOCCER CLUB, INC., hereby certify that they have, pursuant to Colorado law and the authority contained in the Articles of Incorporation, adopted the foregoing bylaws as and for the bylaws of the Corporation.

Attest:

ROARING FORK VALLEY SOCCER CLUB, Inc.

Rod Woelfle, Director of Operations

Mandy Brennan, President