

BYLAWS OF THE MONTROSE SOCCER CLUB

ARTICLE I

NAME

The name of the Corporation is Montrose Soccer Club, Inc., "hereinafter referred to as MSC".

ARTICLE II

PURPOSES

The purposes for which the MSC is formed include, but are not limited to, the establishment and supervision of soccer education, training and competition in Montrose County, Colorado and beyond. The corporate purposes are exclusively for charitable and educational purposes under Section 501(c)(3), I.R.C.

ARTICLE III

MEMBERSHIP

Section 1 - Members: The members of the MSC shall consist of the following individuals:

- a. For a period of twelve (12) months after the date of registration, each parent or legal guardian of a child registered in any soccer league sponsored by the MSC;
- b. Anyone who performs any of the following services to the corporation:
 - i. Team coach or assistant coach;
 - ii. Team referee of any MSC sponsored match; and,
 - iii. Any other volunteer capacity providing services at the request of the MSC; each individual who acts in any of the above capacities shall be a member for a period of one year after the beginning of any regular soccer season sponsored by the MSC in which other services are performed.
- c. Each member of the Board of Directors, during their term of office.

Membership shall automatically terminate without additional action by, or notice to, any person if the member or the member's child is suspended from the MSC's program by disciplinary action in accordance with the currently approved Policies and Guidelines document.

Section 2 – Annual Meetings: The annual meeting of the members shall be held after the completion of the spring season each year for the purpose of the election of directors for the ensuing year, and for such other business as may lawfully come before the meeting. Notice of time and place of the annual meeting shall be published at least once, not less than fifteen (15) days or more than thirty (30) days prior to the date set for the annual meeting and either mailed or electronically delivered to the last known address of each member.

Section 3 – Special Meetings: A special meeting of the membership may be called by the MSC President, by written request of a majority of the Board of Directors, or by the written request of at least twenty-five (25) percent of the MSC members. Notice of a special meeting of the membership shall be given in the same manner as specified for notice of an annual meeting.

Section 4 – Quorum: With the MSC having met notification requirements, those members of the MSC present shall constitute a quorum for the transaction of business at any annual or special meeting of the membership. A majority vote of members present is required to transact business.

Section 5 – Proxies: No proxies shall be permitted.

Section 6 – Voting by Ballot: Voting on any question or in any election may be by voice vote unless the presiding Board of Director shall order or any member shall demand that voting be done by paper ballot.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 – Term: The affairs of the MSC shall be governed by the Board of Directors. Each director shall serve for a period of one (1) year after the date of election and until election and qualification of a successor, unless sooner removed from office.

At the annual meeting of the members in 1996 a minimum of four (4) directors will be elected for a period of two (2) years and three (3) directors will be elected for a term of one (1) year, following the report made from the appointed nominating committee. Additional nominations may be made from the floor. Thereafter, all elections will be for one (1) year terms.

Section 2 – Number of Directors: The number of directors shall be a minimum of five (5) and shall not exceed nine (9);

Section 3 – Meetings of Directors: Regular meetings of the Board of Directors shall be held on the last Thursday of every month. The Board of Directors, in its discretion may allow visitors to such meetings or close any meeting, and may go into executive session, if necessary, to discuss matters of a personal nature.

Section 4 – Special Meetings: Special meetings of the Board of Directors shall be held whenever called by the MSC President or by any four (4) directors, but no business shall be considered or transacted at a special meeting except as set forth in the notice of the meeting.

Section 5 – Quorum: A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6 - Performance of Duties: A Board of Director shall perform their duties in good faith and what they believe to be in the best interests of the MSC, and with such judgment as an ordinarily prudent person in a like position would use under similar circumstances. In performing these duties, a director

shall be entitled to rely on information, opinions, reports, statements, including financial statements and other financial data, in each case prepared or presented by persons or groups whom the director reasonably believes to be reliable and competent in the matters presented. A director shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director who so performs their duties shall not have any liability, due to being or having been of director of the MSC.

Section 7 - Informal Actions 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 if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter thereof.

Section 8 - Participation by Electronic Means: Any member of the Board of Directors or any committee designated by such board may participate in a meeting by means of telephone conference or similar communications equipment by all persons participating in the meeting can hear each other at the same time. Such participation shall constitute attendance at the meeting to establish a quorum.

Section 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 until the next regular scheduled election.”

Section 10 – Resignations: Any director may resign at any time by giving written notice to the President or Secretary of the MSC. The resignation of any director shall take effect upon receipt of notice or at such later time as shall be specified in such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11 – Removals: Any director may be removed at any time, with cause, in the manner provided in the *Colorado Nonprofit Corporation Act* by the remaining Board of Directors, whenever in its judgment; the best interests of the MSC will be served thereby.

ARTICLE V

OFFICERS

Section 1- General: The Executive Board will consist of the following positions:

- a. President;
- b. Vice-President;
- c. Secretary;
- d. Treasurer; and,
- e. Information Officer.

The Executive Board shall be elected by the members of the Board of Directors at the first regular Board of Directors meeting following the Annual Meeting. The remaining Board of Directors shall be considered general officers of the MSC.

The Executive Board, when the Board of Directors is not in session, shall exercise with limited authority on an ad-hoc basis and among other duties, handle emergency matters as they arise, including the discipline and suspension of players, coaches, and other members.

Section 2 – Duties of the Officers:

- a. The President shall:
 1. Act as the official representative of the MSC;
 2. Preside at all meetings of members and Board of Directors or appoint a representative to do so;
 3. Appoint general officers or members to standing and special committees, where committee membership is not specified by these by-laws;
 4. Appoint coordinators with the approval of a majority of the directors;
 5. Serve as ex-officio member of all committees except the Nominating Committee;
 6. Perform all duties usually associated with this office, including that of liaison with the Montrose Recreation District; and,
 7. Prepare an annual report for the general membership.

- b. The Vice-President shall:
 1. Preside in the absence of the President;
 2. Succeed to the office of President for the unexpired term in the event of vacancy in that office; and,
 3. Fulfill any special duties assigned by the President.

- c. The Secretary shall:
 1. Record all proceedings of the MSC, including its annual, special, and board meetings;
 2. Maintain a permanent record book and other records, including the current by-laws, standing rules, and policies and procedures; and,
 3. Fulfill any special duties assigned by the President.

- d. The Treasurer shall:
 1. Maintain an accurate account of receipts and expenditures and submit a financial statement at each annual and board meeting, which will be filed for annual audit;
 2. Complete and file tax forms and other forms required by the I.R.S. and forward a copy to C.Y.S.A.;
 3. Be custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the MSC;
 4. Prepare for the board an annual budget; and,
 5. Fulfill any special duties assigned by the President.

e. The Public Information Officer shall:

1. Manage MSC's official website, ensuring that club news and scores are updated on a regular basis, post and distribute important information on MSC activities;
2. Serve as the primary contact person between MSC and the media;
3. Attend to all general correspondence of the MSC (such as publishing annual and monthly meeting notices); and,
4. Fulfill any special duties assigned by the President.

ARTICLE VI

Contracts, Loans, Checks, and Deposits

Section 1 – Contracts: The Board of Directors shall authorize any director, officer, or agent to enter into any contract or execute and deliver any instrument in the name of and behalf of MSC, and such authority may be general or confined in specific instances.

Section 2 – Loans: No loans shall be contracted on behalf of MSC and evidence 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 3 – Checks: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the MSC shall be signed by the Treasurer and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 – Deposits: All funds of the MSC not otherwise employed shall be deposited from time to time to the credit of the MSC in such banks, trust companies, or other depositories as the board may select.

ARTICLE VII

PARLIAMENTARY AUTHORITY

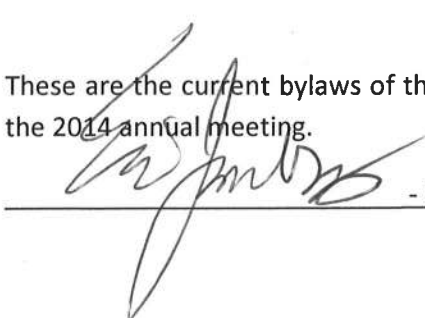
The current edition of Robert's Rules of Orders, Newly Revised shall govern all proceedings not provided for in these bylaws and any special or standing rules that MSC may adopt.

ARTICLE VIII

METHOD OF AMENDMENT

The bylaws may be amended only at the annual meeting of the general membership by a majority vote of the members present and voting.

These are the current bylaws of the MSC as adopted at the 2014 annual meeting.



- MSC Secretary

