

GLENWOOD SPRINGS SOCCER CLUB, INC.
BYLAWS

WHEREAS, the Board of Directors has directed the officers of Glenwood Springs Soccer Club, Inc. (the "Corporation") to attempt to locate a copy of the Bylaws of the Corporation; and

WHEREAS, after making a thorough and diligent search, the Officers of the Corporation are unable to locate a copy of the Bylaws; and

WHEREAS, it is the desire of the board of Directors to adopt the following set of Bylaws which accurately set forth the historic operating principals of the Corporation, which Bylaws shall govern the internal affairs of the Corporation and will also serve to repeal and supersede any previous Bylaws which may have been adopted.

NOW, THEREFORE, be it resolved by the unanimous vote of the Board of Directors of the Corporation that the following Bylaws be and hereby are adopted this ____ day of October, 1996.

ARTICLE I
Name and Offices

The Corporation shall be known as Glenwood Springs Soccer Club, Inc. The principal office of the Corporation shall be located at 818 Colorado Avenue, Glenwood Springs, CO 81601. The Board of Directors may change the principal place of business at any time. The Corporation may also have offices at other places within Colorado as the Board of Directors may from time to time approve.

ARTICLE II
Mission

The corporation is formed as a charitable organization created to advance and foster the game of soccer among players through nineteen (19) years of age as well as to promote sportsmanship and development of the individual soccer player to the highest level of his/her ability.

ARTICLE III
Membership

The Corporation shall have no members.

ARTICLE IV
Board of Directors

Section 1. Composition

The business and affairs of the Corporation shall be managed by the Board of Directors. The Directors of this Corporation shall be not less than six (6) and no more than fifteen (15).

Section 2. Membership

Directors may be appointed by a majority of the Board of Directors present at the annual meeting. Each Director shall hold office until he or she elects to resign or is removed in accordance with Section 6, below. In addition, the Board may, by appointment, fill any vacancy that occurs to complete the term of office that has been vacated.

Section 3. Compensation

No Director shall be compensated for serving on the Board; however, reasonable expenses of a Director, incurred or advanced for the legitimate business of the Corporation, may be authorized by an affirmative vote of the Board at a regular or special meeting of the Board. To the extent possible, all such expenses shall be approved in advance.

Section 4. Meetings

The Board shall have regular meetings during the year. These meetings shall be scheduled so as to effectively monitor the Corporations' business. Meetings may be called by the President, as needed, and must be called upon the request of three (3) members of the Board. At least seven (7) days notice to all Directors shall be given prior to each meeting, which notice may be waived, in writing, either before or after any such meeting.

The annual meeting shall be on the third Tuesday in September of each year unless otherwise designated by the Board.

Any action which might be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, before or after the action is taken, setting forth the action taken is signed by six (6) Directors and is later ratified at a regular or special meeting of the Board.

Notice of any meeting of the board of Directors shall specify the time, place and purpose of the meeting and shall be delivered, either personally, by mail, or telephonically to all Directors. Items may be added to the agenda of a meeting upon a majority vote of the Directors present at the meeting otherwise properly noticed.

The order of business shall be:

- a. Call to Order
- b. Approval of minutes
- c. Corporation matters requiring Board of Directors' action
- d. Report of officers
- d. Committee matters requiring Board of Directors' action
- f. Old business
- g. New business
- h. Date, time and place of next Board meeting

Section 5. Voting

Six (6) Directors shall constitute a quorum for the transaction of business at any meeting of the board of Directors.

Section 6. Resignation or Removal

Any Board member or officer may resign by giving written notice to the Board of Directors. Any Board member or officer may be removed by a vote of two-thirds of the members of the Board. Any Board member or officer with three (3) unexcused absences in one year may be removed by a majority vote of the Directors.

Section 7. Liability of Directors and Officers

No Director or officer shall be personally liable to the corporation for any monetary damages for any breach of fiduciary duty as a Director or officer except that the foregoing shall not eliminate or limit any Director's or officer's liability to the Corporation for monetary damages for any of the following:

1. Any breach of such Director's or officer's duty of loyalty to the Corporation;
2. Any of such Director's or officer's acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
3. Any acts specified in Section 7-24-111 of the Colorado Nonprofit corporation Act, as the same presently exists or may hereafter be amended; or
4. Any transaction from which such Director or officer derives improper personal benefit.

ARTICLE V
Management

Section 1. Powers and Duties of the Directors

The Board of Directors shall have and exercise all the powers necessary to carry out the mission of this corporation. The Board may not do anything that would create changes in the fundamental purpose or operational methods of the corporation. No contract, debt, or obligation shall be binding unless contracted by and under the authority of the Board of Directors.

The Board of Directors shall exercise all the powers necessary to carry out the general management of the affairs, property and business of the Corporation, subject to these bylaws and the laws of the State of Colorado. The Board may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper. The powers of the Board shall include but may not be limited to the appointment and removal of the officers of the Board specified in these bylaws.

Section 2.

General Duties of Management or Supervision of the Board

5. Maintaining complete accurate books, records and reports.
6. Selecting, supervising and removing the Club Director.
7. Selecting and removing any other special employees as they, from time to time, deem necessary.
8. Fixing compensation for any employees of the corporation.
9. Making administrative policy decisions.
10. Making program decisions that insure the implementation of the Corporation's purpose.
11. Enacting bylaw changes.
12. Making financial decisions.

Section 3. Committees

The Board of Directors shall have the power to establish or disband standing committees and designate a chairperson for each such committee. The standing committees shall be:

1. Executive Committee. The Executive Committee shall be comprised of the officers of the Board. The Executive Committee is authorized to take necessary action on behalf of the Corporation subject to the approval of the Board at its next regular or special meeting. The Executive Committee is not authorized to contract for the Board. Meetings of the Executive Committee may be held by a telephone conference call.

2. Board Selection and Nominating committee. The Board Selection and Nominating Committee shall be comprised of the Chairperson of the board and two other members of the Board selected by the Chair. These members shall recruit and nominate Board members for approval of the board at its annual meeting.

In addition to the duties specifically set forth above, the function of these standing committees is to plan, promote, and manage projects for each area of the committee's focus reporting directly to the Board of Directors.

It is anticipated that there will be the need for other committees and possibly other standing committees. These committees may be created and approved by the Board of Directors as the need arises.

ARTICLE VI
Officers and Duties

Section 1. Officers

The officers of the Ccorporation shall consist of a president, vice-president, secretary and treasurer. Any two or more offices may be held y the same person, except the offices of president and secretary and the offices of the president and vice- president shall be held by different persons. Officers shall be elected or appointed by a majority of the board of Directors at the annual meeting of the Directors. A vacancy in any office may be filled to complete the current term by a majority vote of the Board at a regular or special meeting called for this purpose.

Section 2. President of the Board

The President shall preside at all meetings of the Board of Directors and Executive Committee and shall act as the chief administrative officer, Club Director, and representative of the corporation.

Section 3. Vice-President

The Vice-President shall assume the powers and duties of the President at nay time the President is unavailable to fulfill the duties of that office.

Section 4. Secretary

The Secretary shall be the custodian of the corporation records and other duties that may from time to time be assigned by the Board of Directors.

Section 5. Treasurer

The Treasurer will assist with budget development, shall keep or cause to be kept the financial records of the Corporation, shall review monthly financial records and shall provide reports to the Board at each regular meeting.

ARTICLE VII
Negotiable Instruments

All checks, drafts, bills of exchange, notes or other obligations or orders for payment of money shall be signed in the name of the Corporation by the designated officers or persons that the Board of Directors of the Corporation shall, from time to time, designate by resolution.

ARTICLE VIII
Fiscal Management

Section 1. Fiscal Year

The fiscal year of the corporation shall be January 1 to December 31.

Section 2. Bookkeeping

Monthly bookkeeping will be completed by the Treasurer, subject to review and approval by the Board of Directors. At least quarterly reports will be given to the Board of Directors and a monthly statement will be prepared by the Treasurer.

Section 3. Financial Review

A yearly review of all financial records and books will be done by a qualified professional and if necessary for any grant or other funding source, an audit will be prepared by a qualified accountant. All such annual review or audits shall be presented to and approved by the Board at its annual meeting.

ARTICLE IX
Employee Duties and Qualifications

Section 1. Employees

The Board of Directors shall hire such employees as it deems necessary to the operations. These may include such persons deemed by the Board of Directors as necessary to assist the Director in his or her duties. The Board shall review and approve job descriptions for all employees. All employees shall be considered employees at will and may be terminated without cause. The Board may also contract with persons from time to time to perform specific functions.

ARTICLE X
Amendments

These Bylaws may be amended by the Board as provided by the laws of the State of Colorado. All amendments shall be approved by the Board at a regular or special meeting called for this purpose.

APPROVED AND ADOPTED at the meeting of the Board of Directors on this ____ day of October, 1996.

GLENWOOD SPRINGS SOCCER CLUB, INC.

By _____
Secretary of the Board