

BYLAWS OF THE
OURAY COUNTY SOCCER CLUB

A Colorado Nonprofit Corporation

Adopted: June 22nd, 2026

ARTICLE I — NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of this organization shall be the Ouray County Soccer Club (hereinafter the "Club").

Section 2. Principal Office. The principal office of the Club shall be located in Ouray County, Colorado. The Board of Directors may, from time to time, change the principal office location by resolution.

Section 3. Affiliated Organizations. The Club shall be affiliated with the Colorado Soccer Association (CSA), US Youth Soccer (USYS), and US Soccer Federation (USSF), and shall abide by the rules and regulations of those organizations.

ARTICLE II — PURPOSE AND MISSION

Section 4. Purpose. The Ouray County Soccer Club is organized exclusively for charitable, educational, and recreational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). Specifically, the Club is formed to:

- (a) Promote, develop, and foster the sport of soccer for youth and adults in Ouray County, Colorado, and surrounding communities;
- (b) Provide a safe, inclusive, and positive environment in which participants can develop their athletic, social, and leadership skills;
- (c) Offer recreational, developmental, and competitive soccer programs at all ability levels;
- (d) Encourage good sportsmanship, teamwork, physical fitness, and community involvement; and
- (e) Support player development pathways consistent with US Soccer and Colorado Soccer Association standards.

Section 5. Nonprofit Status. The Club shall operate as a nonprofit corporation under the Colorado Revised Nonprofit Corporation Act (C.R.S. Title 7, Article 122). No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Club is authorized and empowered to pay reasonable compensation for services rendered.

Section 6. Dissolution. Upon dissolution of the Club, assets remaining after payment of all liabilities shall be distributed to one or more organizations organized and operated exclusively for charitable or educational purposes qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors.

ARTICLE III — MEMBERSHIP

Section 7. Classes of Membership. The Club shall have the following classes of members:

- (f) Player Members. Any individual registered to play in a Club program, including recreational, developmental, or competitive teams. Minor players (under 18) shall be registered through their parent or legal guardian.
- (g) Family Members. The parent(s) or legal guardian(s) of a registered Player Member.
- (h) Adult Members. Any adult (18 or older) registered to participate in Club-sponsored adult programs.
- (i) Volunteer Members. Coaches, assistant coaches, team managers, and other volunteers who have completed the required Colorado Soccer Association and Club registration processes.
- (j) Honorary Members. Individuals recognized by the Board of Directors for extraordinary service to the Club. Honorary membership carries no voting rights.

Section 8. Membership Requirements. All members must:

- (k) Complete the Club's registration process and pay applicable fees;
- (l) Abide by the Club's Code of Conduct and all applicable CSA, USYS, and USSF rules and regulations;
- (m) Adult volunteers and coaches must complete background checks, SafeSport training, and concussion awareness training as required by the Colorado Soccer Association.

Section 9. Voting Rights. Each Family Member household shall be entitled to one (1) vote on matters brought before the general membership. Player Members who are 18 or older and not represented by a Family Member shall also have one (1) vote. Volunteer Members who are not also Family Members shall each have one (1) vote. Honorary Members have no voting rights.

Section 10. Dues and Fees. Membership dues, registration fees, and program fees shall be established by the Board of Directors and published in advance of each season. Financial hardship assistance may be made available at the discretion of the Board.

Section 11. Termination of Membership. Membership may be terminated by resignation, failure to renew registration, or for cause as determined by the Board of Directors. Grounds for termination for cause include, but are not limited to, violation of the Club's Code of Conduct, misconduct on or off the field, or failure to comply with applicable rules and regulations.

ARTICLE IV — BOARD OF DIRECTORS

Section 12. General Powers. The affairs of the Club shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary to carry out the purposes of the Club, subject to the provisions of the Colorado Revised Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws.

Section 13. Number of Directors. The Board of Directors shall consist of not fewer than four (4) and not more than eleven (11) directors, the exact number to be fixed by resolution of the Board. The following officer positions shall be held by directors:

- (n) President

- (o) Executive Director
- (p) Secretary
- (q) Treasurer
- (r) Director(s) at Large (one to seven positions)

Section 14. Qualifications. Each director must be a member in good standing of the Club. A majority of directors shall be Family Members or adult participants in Club programs. No paid employee of the Club may serve as a director at any time.

Section 15. Election and Term. Directors shall be elected by the voting membership at the Monthly Meetings.

Section 16. Vacancies. Any vacancy occurring on the Board of Directors may be filled by a majority vote of the remaining directors. Vacancies resulting from removal shall be filled by the voting membership at a special meeting or the next Annual Meeting.

Section 17. Removal. Any director may be removed with or without cause by a two-thirds (2/3) vote of the voting membership at a duly noticed meeting, or for cause by a two-thirds (2/3) vote of the entire Board of Directors.

Section 18. Resignation. Any director may resign at any time by giving written notice to the President or Secretary of the Club.

Section 19. Compensation. Directors shall serve without compensation. However, directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties, as approved by the Board.

ARTICLE V — MEETINGS OF THE BOARD OF DIRECTORS

Section 20. Regular Meetings. The Board of Directors shall hold regular meetings not less than six (6) times per calendar year. The schedule of regular meetings shall be determined by the Board at the beginning of each year.

Section 21. Special Meetings. Special meetings of the Board may be called by the President or by any three (3) directors upon at least seventy-two (72) hours notice to all directors. Special meetings of the membership may be called by the Board or upon written petition of at least twenty percent (20%) of the voting membership.

Section 22. Notice. Notice of all Board meetings shall be provided to all directors at least seventy-two (72) hours in advance, and may be given by email, telephone, or other electronic means. Notice of all membership meetings shall be provided at least fourteen (14) days in advance by written or electronic notice to all members of record.

Section 23. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any Board meeting. A quorum for membership meetings shall be ten percent (10%) of the voting membership or twenty-five (25) voting members, whichever is less.

Section 24. Voting. Except as otherwise provided in these Bylaws, decisions of the Board shall require approval by a majority of directors present at a meeting at which a quorum is present. Each director shall have one (1) vote. Proxy voting is not permitted.

Section 25. Remote Participation. Directors may participate in meetings by telephone, video conference, or other electronic means by which all participants can communicate simultaneously only when in person meeting spaces are unavailable. Such participation shall constitute presence at the meeting.

Section 26. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all directors consent in writing to such action. Written consent may be transmitted electronically.

ARTICLE VI — OFFICERS

Section 27. Officers. The officers of the Club shall be a President, Executive Director, Secretary, and Treasurer. All officers shall be members of the Board of Directors.

Section 28. President. The President shall be the chief executive officer of the Club and shall preside at all meetings of the Board and the membership. The President shall be responsible for the general supervision and management of the Club's affairs, shall sign or co-sign all contracts and instruments on behalf of the Club, serve as the primary liaison with the Colorado Soccer Association and other affiliated organizations, and perform all other duties as assigned by the Board.

Section 29. Executive Director. The Executive Director shall assist the President and shall assume the duties of the President in the President's absence or inability to serve. The Executive Director shall oversee Club programs and coordinate with team directors, coaches, and referees as assigned by the Board. The Executive Director shall implement board approved policies and lead the board and chair meetings.

Section 30. Secretary. The Secretary shall keep accurate minutes of all Board and membership meetings, maintain official records of the Club, provide timely notice of meetings, handle official correspondence, maintain membership rosters, and perform other duties as assigned by the Board.

Section 31. Treasurer. The Treasurer shall have custody of all Club funds and financial records, shall keep full and accurate accounts of all receipts and expenditures, shall deposit Club funds in institutions selected by the Board, shall disburse Club funds as authorized by the Board, shall present a financial report at each Board meeting, and shall prepare or oversee preparation of the annual financial statement and tax returns. The Treasurer shall ensure compliance with all applicable federal and state financial reporting requirements.

Section 32. Election and Term. Officers shall be elected by the voting membership at the Monthly Meeting to serve as long as necessary, unless asked to resign and/or voted off by other voting members.

Section 33. Vacancies. Vacancies in any office shall be filled by the Board of Directors.

ARTICLE VII — COMMITTEES

Section 34. Standing Committees. The Board may establish standing committees as needed. Such committees may include:

- (s) Competitive/Travel Committee — Oversees competitive team programs, tryouts, and travel team registration.
- (t) Recreational Committee — Oversees recreational and developmental league programs.
- (u) Referee Committee — Coordinates referee recruitment, training, and assignment in cooperation with the Colorado Soccer Association.

- (v) Fundraising/Sponsorship Committee — Develops and oversees fundraising activities and community partnerships.
- (w) Scholarship/Financial Aid Committee — Reviews and determines financial assistance awards.
- (x) Fields and Equipment Committee — Manages Club facilities, fields, and equipment inventory.

Section 35. Ad Hoc Committees. The President or Board may appoint ad hoc committees for specific purposes. The authority and duration of each ad hoc committee shall be specified by the Board at the time of appointment.

Section 36. Committee Membership. Committee members need not be directors but must be members of the Club in good standing. Each committee shall be chaired by a director or appointed by the Board. Committees shall report to the Board at regular meetings.

ARTICLE VIII — FINANCES

Section 37. Fiscal Year. The fiscal year of the Club shall begin on January 1 and end on December 31 of each year, unless otherwise determined by the Board of Directors.

Section 38. Budget. The Board of Directors shall adopt an annual operating budget prior to the start of each fiscal year. Expenditures within the approved budget do not require additional Board approval. Expenditures exceeding any budget line item by more than ten percent (10%) or five hundred dollars (\$500), whichever is greater, must receive prior Board approval.

Section 39. Checks and Disbursements. All checks, drafts, or orders for payment of money in excess of five hundred dollars (\$500) shall require the signature of two (2) authorized officers. The authorized signatories shall be the Treasurer and President, or such other officers as the Board may designate.

Section 40. Financial Controls. The Club shall maintain adequate financial controls, including separation of duties between those who authorize expenditures and those who handle funds. The Board shall review financial statements at each regular meeting.

Section 41. Annual Review. The Club shall arrange for an independent review or audit of its financial records annually. The Board may elect to have a full audit performed by a Certified Public Accountant when circumstances warrant.

Section 42. Contracts. The Board of Directors must approve all contracts exceeding one thousand dollars (\$1,000) or extending beyond one year in duration.

Section 43. Grants and Donations. The Club is authorized to apply for and receive grants, donations, and in-kind contributions. All grants and major donations shall be reported to the Board.

ARTICLE IX — PLAYER PROGRAMS AND OPERATIONS

Section 44. Programs. The Club shall offer programs consistent with its mission, which may include recreational leagues, developmental programs, competitive/travel teams, goalkeeper training, camps, clinics, and adult leagues. The Board shall approve all Club programs.

- Section 45.** Registration. Player registration shall be conducted in accordance with Colorado Soccer Association requirements. All players must be properly registered with CSA and USYS through the Club before participating in any sanctioned activity.
- Section 46.** Coaches. All coaches must be registered with the Colorado Soccer Association, must complete required background checks and SafeSport training, and are encouraged to pursue USSF coaching licenses. Coaches shall be selected, trained, and supervised in accordance with Club policies established by the Board.
- Section 47.** Player Safety. The Club shall adhere to all CSA, USYS, and USSF player safety policies, including but not limited to concussion protocols, safe-to-play guidelines, and inclement weather policies. The Club shall maintain emergency action plans for all Club fields and facilities.
- Section 48.** Competitive Teams. The establishment of competitive/travel teams, tryout procedures, and team selection processes shall be governed by policies adopted by the Board of Directors and consistent with CSA requirements.
- Section 49.** Code of Conduct. The Club shall adopt and enforce a Code of Conduct applicable to all players, parents, coaches, volunteers, and spectators. Violations of the Code of Conduct may result in suspension or termination of membership as provided in Article III.

ARTICLE X — INDEMNIFICATION AND LIABILITY

- Section 50.** Indemnification. The Club shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act and the Club's Articles of Incorporation against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action or proceeding arising out of the performance of their duties.
- Section 51.** Insurance. The Club shall maintain general liability insurance, directors and officers liability insurance, and such other insurance as the Board deems necessary and appropriate. The Club shall comply with all insurance requirements of the Colorado Soccer Association.
- Section 52.** Limitation of Liability. No director or officer of the Club shall be personally liable for any debt, obligation, or liability of the Club unless required by applicable law.

ARTICLE XI — CONFLICT OF INTEREST

- Section 53.** Policy. The Club shall adopt and maintain a Conflict of Interest Policy consistent with IRS requirements for 501(c)(3) organizations. All directors and officers shall annually acknowledge their compliance with such policy.
- Section 54.** Disclosure. Any director, officer, or committee member who has a material interest in any transaction or matter before the Board shall promptly disclose such interest and shall not vote on or participate in deliberations regarding that matter.
- Section 55.** Related Party Transactions. Any transaction between the Club and a related party (including directors, officers, or their family members) must be reviewed and approved by disinterested directors and must be on terms no less favorable than could be obtained from unrelated third parties.

ARTICLE XII — RECORDS AND REPORTS

- Section 56.** Maintenance of Records. The Club shall keep correct and complete books and records of account, minutes of all Board and membership meetings, a register of members, and such other records as are required by law or good governance practice.
- Section 57.** Inspection. Directors and members may inspect the books and records of the Club in accordance with the Colorado Revised Nonprofit Corporation Act. Requests for inspection shall be made in writing to the Secretary.
- Section 58.** Annual Report. The Board of Directors shall prepare or cause to be prepared an annual report summarizing the Club's activities and financial position, to be made available to all members. The Club shall file all required reports with the Colorado Secretary of State and the IRS.

ARTICLE XIII — AMENDMENTS

- Section 59.** Procedure. These Bylaws may be amended, repealed, or restated by a two-thirds (2/3) vote of the voting membership present at any duly noticed Annual or Special Meeting of the membership, provided that:
- (y) The proposed amendment has been submitted in writing to all voting members at least fourteen (14) days prior to the meeting; and
 - (z) A quorum as defined in Article V, Section 5, is present.
- Section 60.** Emergency Amendments. In the event of an emergency requiring immediate action, the Board of Directors may make temporary amendments to these Bylaws by a two-thirds (2/3) vote of the entire Board, subject to ratification by the voting membership at the next membership meeting.
- Section 61.** Amendments Required by Affiliates. The Club shall amend these Bylaws as required to maintain its affiliation with the Colorado Soccer Association, US Youth Soccer, or US Soccer Federation.

ARTICLE XIV — PARLIAMENTARY AUTHORITY

- Section 62.** Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, the Colorado Revised Nonprofit Corporation Act, or any special rules of order adopted by the Club.

ARTICLE XV — AFFILIATION AND COMPLIANCE

- Section 63.** Colorado Soccer Association. The Club shall be and remain a member club in good standing of the Colorado Soccer Association (CSA) and shall comply with all CSA bylaws, policies, rules, and regulations as amended from time to time. In the event of any

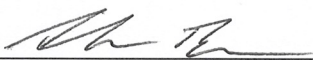
conflict between these Bylaws and CSA requirements, the CSA requirements shall govern.

Section 64. US Youth Soccer and US Soccer Federation. The Club shall comply with the applicable rules and regulations of US Youth Soccer (USYS) and the US Soccer Federation (USSF).

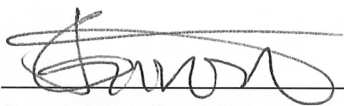
Section 65. Player Safety Compliance. The Club shall comply with all applicable state and federal laws regarding youth protection and the safety of minors, including mandatory background checks and SafeSport training for coaches and volunteers.

CERTIFICATION OF ADOPTION

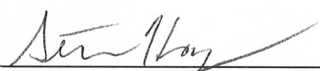
These Bylaws were duly adopted by the founding Board of Directors of the Ouray County Soccer Club at a meeting held on June 22nd, 2026.



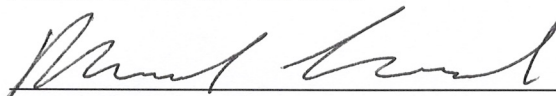
President



Executive Director



Admin & Public Outreach



Treasurer

NOTE: These Bylaws are intended as a governing document only. Organizations seeking 501(c)(3) tax-exempt status should consult a qualified attorney or tax professional to ensure compliance with IRS requirements and Colorado law before adopting and filing.