



Northern Colorado Soccer Club Bylaws

Revised: May 2008

ARTICLE I – THE ORGANIZATION

- 1) The name of this organization shall be Northern Colorado Soccer Club (NCSC)
- 2) The Club is organized as an educational and charitable organization to advance and foster the game of soccer among players under the age of nineteen years as well as to promote sportsmanship and the development of the individual soccer player to the highest level of his/her ability
- 3) The colors that will represent the Club shall be a combination of navy blue, silver gray and white.

ARTICLE II – MISSION STATEMENT

NCSC strives to promote the game of soccer through education and training in recreational developmental and competitive programs. We commit to being positive role models who value honesty, integrity, and fair play. Partnering the ideals of sportsmanship, community service, and teamwork, we provide an environment to foster a passion for the game of soccer.

To accomplish this we commit to:

- 1) Developing player character, discipline, dedication, respect, and talent on and off the soccer field.
- 2) Providing the opportunity for all players, regardless of ability, to attain their highest potential.
- 3) Providing education and training for players, parents, and coaches.
- 4) Providing a healthy, safe, and enjoyable soccer experience for all participants
- 5) Encouraging goodwill and unity throughout the soccer community.

ARTICLE III – MEMBERSHIP

Membership of the Club consists of individual players, coaches, parents and associate members who have the right to participate in all the sponsored activities of the Club. There shall be two classifications of membership – a voting member and a non-voting member.

- A. Voting Members: Voting members of the Club shall consist of coaches and parents properly constituted and affiliated with NCSC.
- B. Non-voting Members: Individual players, associate members, employees and referees shall not be entitled to vote.
- C. Associate Members: Organizations or individuals devoted to soccer, but not youth soccer clubs, may be affiliated with the Club as associate members. They will be non-voting, but will be able to partake in the services offered by the Club under conditions determined by the Board of Directors (i.e. Recreational Soccer players).
- D. Censuring, Suspending or Removing a Member: Any member (player, coach, parent, associate member) in violation of rules and regulations of this organization and/or Colorado Youth Soccer, CYS, may be censured, suspended or removed from the Club by a two-thirds (2/3's) majority vote of the Board of Directors. The suspended member has the right to appeal to the CYSYA.
- E. The operation of the Club shall be guided by an elected Board of Directors as defined in Section V (ARTICLE V).

ARTICLE IV - OFFICERS, DIRECTORS, AND EX OFFICIO BOARD MEMBERS.

The Board of Directors of the Club shall consist of five (5) officers and four (4) directors. An attempt will be made to represent as many teams as possible. The officers shall be the President, Vice-President, Secretary, Treasurer, and Registrar. The immediate past President shall be an Ex Officio Officer of the Board.

- A. These officers shall perform duties prescribed by these Bylaws and by the parliamentary authority adopted by the Club.

- B. Directors shall include Director of Fund Raising, Director of Teams, Tournament Director, and Director of Facilities and Equipment.
- C. All members of the Board of Directors are voting members except the President and the Ex Officio Officer. The President will vote in case of a tie.
- D. Compensation: No Board member shall receive salaries or other compensation for services rendered other than expenses paid in doing business for the Club.
- E. Conflict of Interest: Any Board member who has any conflict of interest must provide full disclosure of the fact to the Board.
- F. Disability: In the event of the absence or inability of any Board member to act, the Board of Directors may delegate the powers or duties of such officer to any other officer, director, or person it may select.
- G. Loans: No loans shall be made by the Club to its Directors or Officers.
- H. Election of Officers:
 - 1. The Board members shall be elected by a ballot with majority vote of the membership voting. The ballot will be constructed by the Nominating Committee as defined in ARTICLE X Duties of Standing Committees.
 - 2. Each Officer and Director shall serve a two (2) year term, except for the office of Vice President and President, which are one (1) year terms each, for a combined two (2) year term.
 - 3. Members of the Board may be elected to a maximum of two (2) consecutive terms.
 - 4. Elections of the offices of Secretary, Registrar, Director of Teams, and Director of Facilities and Equipment shall be held on even numbered years. Elections for the offices of Treasurer, Director of Fund Raising, and Tournament Director shall be held on odd numbered years. A new Vice President shall be elected every year.
 - 5. Only one member of an immediate family may serve as a member of the Board at one time.
 - 6. Vice President will be the President Elect.
 - 7. Removal from Office. Any Board member may be removed from office for just cause after proper hearing by the Board members. A two-thirds (2/3's) majority vote of the Board members shall be required to remove a Director or Officer.
 - 8. Vacancy. The Board members may elect a new Director or Officer by a majority vote to fill any vacancy for the remainder of that term.
- I. Indemnification
 - 1. NCSC shall indemnify each of its present or former directors, officers, employees, or official representatives, or any person who is or was serving another entity in any capacity at the request of NCSC against all expenses actually and reasonably incurred by the person (including, but not limited to, judgments, costs, and counsel fees) in connection with the defense of any pending or threatened litigation to which that person is, or is threatened to be made, party because that person is or was serving in such a capacity. This right of indemnification may also apply to expenses of litigation, which is compromised, or settled, including amounts paid in settlement, if NCSC approves such settlement. Such an individual shall be indemnified if the individual acted in good faith and in a manner, the individual reasonably believed to be in or not opposed to the best interests of NCSC. The termination of any litigation by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the individual did not act in good faith or in a manner the individual reasonably believed to be in or not opposed to the best interests of NCSC.
 - 2. Any expenses incurred by a qualified individual in connection with the defense of any litigation may be paid by NCSC in advance of a final disposition of the litigation upon receipt of a written commitment by that

individual to repay the amount advanced if it is determined that that individual is not entitled to indemnification under this bylaw.

3. The Board of Directors may authorize the purchase of insurance on behalf of any persons potentially indefinable under this bylaw. That insurance may include indemnification for those persons for expenses of a kind not subject to indemnification under this bylaw.

- J. Liability of Directors and Officers. No director or officer shall be personally liable to the Association 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 or officer's liability to the Association for monetary damages for any of the following:
1. Any breach of such director's or officer's duty of loyalty to the Association
 2. Any of such directors 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 derived an improper personal benefit.

ARTICLE V – BOARD OF DIRECTORS

- A. Composition: The voting members of the Board shall consist of the elected Directors as delineated in Article V. Additional Ex Officio members shall be the immediate past President. Other ex officio members may be appointed by the Board. Ex officio Board members shall have the same rights as any director but may not vote.
- B. Duties and Powers of the Board Members: All of the affairs of the Club shall be managed by the Board in accordance with these Bylaws. These duties may include the following:
1. Govern the affairs of the Club in accordance with these Bylaws consistent with the Bylaws of the CYS.
 2. Collection of fees for services provided by the Club.
 3. Registration of players, teams, coaches, and referees.
 4. Communication with members, the media, the regional and national bodies regarding programs and operations.
 5. Formulate programs to promote and improve the quality of soccer in northern Colorado such as select teams, coaching, refereeing, and skills programs.
 6. Sanction interstate and local tournaments.
 7. Manage and operate tournaments.
 8. Raise funds.
 9. Determine the need for and supervise the hiring of employees.
 10. Approve the annual budget.
 11. To hear appeals.
 12. Act upon recommendations by committees.
 13. Formulate, interpret, and enforce the rules and regulations and policies of the Club.
- C. Meetings of the Board:
1. Regular business meetings of the Board shall be held monthly at a location to be determined by the Board.
 2. Executive Committee Meetings. Executive Committee Meetings will consist only of Officers and Directors of the Board, and may be called from time to time during the regular business meetings, or as deemed necessary by the President or presiding officer to discuss personnel issues or other issues of a sensitive nature. If Executive Committee Meetings are held outside of the regular business meeting, then notices of such meetings shall be mailed to the last known address of the Board member. Notice may also be done by telephone or by email message. These

- notices must be given at least twenty-four (24) hours in advance of said meeting.
3. Special Meetings. Special meetings of the Board may be called at any time by the President (or in his absence, by the Vice President or by three (3) voting members of the Board). Notice of such meetings shall be mailed to the last known address of the Board member. Notice may also be done by telephone or by email message. These notices must be given at least forty-eight (48) hours in advance of said meetings.
 4. In case of emergency, notice of meetings outlined in Section C.1., C.2, and C.3 may be waived if all voting Board members are present.
 5. The business to be transacted at any special meeting of the Board must be specified and only that business transacted.
 6. Quorum. A quorum at all meetings of the Board shall consist of a simple majority of the number of Board members. The act of the majority of the Board members present at a properly called meeting when a quorum is present shall be the act of the Board.
 7. Items of Business:
 5. Items of business for consideration by the Board shall be submitted by any member of the Club to the President of the Club no later than ten (10) working days prior to the meeting.
 6. Order of Business.
 1. Minutes
 2. Board member reports
 3. Reports of Committees
 4. Unfinished Business
 5. New Business
 6. Adjournment
 8. Roberts' Rules of Order. All meetings of the Board shall be conducted using Roberts' Rules of Order, latest edition. Since this represents a small assembly, the President may participate in discussions and debate, but not vote except in case of a tie.

ARTICLE VI - DUTIES OF THE BOARD

The Officers of the Club shall exercise and perform the perspective powers, duties, and functions as stated below and as may be assigned to them by the Board members.

- A. President.
 1. Shall be the Chief Executive Officer of the Club and Chairperson of the Board.
 2. Shall preside at all meetings of the members and of the Board.
 3. Shall be the managing Officer of the Club employees
 4. Shall provide each Board member with an agenda prior to any regular Board meeting.
 5. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
 6. Shall sign all bonds, deeds, mortgages, leases, and contracts of the Club or delegate an appropriate individual to do so. These shall be approved by a majority vote of the Board members.
 7. Shall serve as the liaison between the CYS and the Club.
 8. Shall establish committees and appoint chairpersons in order to administer and manage the programs of the Club.
 9. Shall appoint club positions. These shall be approved by a majority vote of the Board.
 10. Shall serve as the general representative of the Club in all matters.
 11. Shall be an ex officio member of all committees of the Club except the Nominating Committee.

- B. Vice President.
1. Shall, in the absence or disability of the President, perform all duties of the President, and when so acting, shall have all the power of and be subject to all the restrictions of the President.
 2. Shall have other such powers and perform other duties as may be assigned to him/her by the President of the Board.
 3. Shall co-sign the Club's bank drafts/checks.
 4. Shall be familiar with the Bylaws, Rules, and regulations of the Club and the CYS.
 5. Shall Chair the Nominating Committee.
 6. Shall serve as Chair of the Player/Personnel Committee (PPC).
 7. Shall be President Elect.
- C. Secretary.
1. Shall keep accurate minutes of all meetings of the members and the Board and committees having authority of the Board.
 2. Shall keep the Club's record of the names and addresses of its members (voting and non-voting).
 3. Shall be custodian of the records.
 4. Shall be the Registered Agent of the Club.
 5. Shall be the Parliamentarian of the Club.
 6. Shall co-sign the club's bank drafts/checks in the absence of either the Treasurer or Vice President.
 7. Shall be responsible for printing of ballot for election of Officers and Board of Directors.
 8. Shall perform all duties commonly incidental to his/her office and such other duties as may be assigned to him/her by the President or Board.
 9. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
 10. Shall Chair the Bylaws/Policies Committee.
- D. Treasurer.
1. Shall maintain all financial accounts of the Club.
 2. Shall present monthly statements of financial conditions using generally accepted accounting methods, and shall file those statements for audit.
 3. Shall present, for the previous fiscal year, an annual statement prior to the annual general meeting of the Club.
 4. Shall submit a proposed budget to the Board by the April Board meeting.
 5. Shall give a receipt for all moneys which shall be deposited in a legally recognized bank in the name of the Club.
 6. Shall be responsible for remitting all taxes and insurance to the proper federal, state, and/or local taxing authorities, or other entities, for employees or the Club, and for preparing any and all papers regarding the tax exempt status of the Club.
 7. Shall prepare and forward the books to a practicing Certified Public Accountant for audit and for filing of the annual corporate tax return.
 8. Shall administer all accounts. Checks shall bear two (2) signatures, the Treasurer's and the Vice President's. In the absence of the Treasurer or Vice President, the Secretary shall be designated as the absentee signature.
 9. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
- E. Registrar
1. Shall register all teams with CYS in accordance with their rules and procedures as well as those of the Club.
 2. Shall be responsible for paying team fees and referee fees to CYS.
 3. Shall be responsible for mailing and recording registrations of individual players for the Club.

4. Shall be responsible for collection of individual fees which shall be turned over to the Treasurer.
 5. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
 6. Shall serve on the Personnel Committee.
- F. Director of Teams
1. Shall act as liaison between the Board and the teams they represent.
 2. Shall serve as a member of the Player/Personnel Committee (PPC).
 3. Shall Co-Chair the Recruitment Committee.
 4. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
 5. Attend all tryouts and assist DOC.
- G. Director of Facilities and Equipment
1. Shall maintain, purchase, and retain Club equipment.
 2. Shall be responsible for field acquisition and maintenance.
 3. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
- H. Director of Fund Raising
1. Shall be responsible for identifying and coordinating fund raising activities for the Club.
 2. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
 3. Will track and contact all volunteers interested in fund raising
- I. Tournament and Volunteer Director
1. Shall be responsible for coordinating the Club sponsored tournaments.
 2. Shall be a clearing house of information for tournaments that the Club teams have attended by collecting information about the tournament, participation, including tournament brochures, Club team placements, travel accommodations and the like.
 3. Shall assist new teams with understanding travel coordination.
 4. Shall be familiar with the Bylaws, Rules, and Regulations of the Club and the CYS.
 5. Will track, categorize and be responsible for all volunteers

ARTICLE VII - MEETINGS OF THE MEMBERSHIP

- A. Date: The general meeting of the membership will be held annually at a date to be set by the Board members, but no later than August 31 of that calendar year. Written notice shall be received by the membership.
- B. Location: The location of the annual meeting shall be determined by the Board members.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Club shall be from July 1 to June 30.

ARTICLE IX - DUTIES OF STANDING COMMITTEES

- A. Nominating Committee. Three (3) members shall be appointed by the President with the Vice President serving as the Chair, and approved by the Board members ninety (90) days prior to election. It shall be the duty of this committee to secure the nominations for each vacant Board position with an attempt to have a representative from different teams and at least one (1) candidate for each office. If elections are to occur at the annual meeting, the membership shall receive written notice at least fourteen (14) days prior to the annual general membership meeting. If the ballot is to be returned by mail, the general membership has fourteen (14) days to respond.
- B. Bylaws/Policies Committee. This committee shall be chaired by the Secretary and include one (1) other member of the Board, and two additional members from the general membership of the Club. The committee is appointed by the President. This committee

shall review the Bylaws and Policies of the Club, and make any recommendations for changes to the Board as deemed necessary.

- C. Personnel Committee. This committee shall consist of the President as Chair, the Registrar, and the Director of Teams. This committee shall review all matters pertaining to employees including salary reviews and performance.
- D. Player/Personnel Committee. This committee shall consist of Vice President as Chair, Director of Teams and the Director of Coaching (DOC). This committee shall review player and/or volunteer personnel issues, including team coaches and referees, as requested by the Board and make recommendations as appropriate.
- E. Recruitment Committee. This committee shall consist of Director of Teams, and a minimum of two (2) members from the general membership of the Club. This committee will be responsible for recruiting new players to the Club within the guidelines prescribed by the CYS.
- F. Community Advisory Committee. This committee shall consist of President and four (4) members of the community at large who are not members of the club and meet approximately four (4) times a year. They shall focus on assisting the Club with long range strategic plans and assist the Club in public relations events promoting soccer and the Club.
- G. Disciplinary Committee. This committee will be appointed on a case by case basis if and when a formal written complaint is received for censure, suspension or removal of a Board and/or club member per (ARTICLE) IV(F) or IV(I)(7) of these bylaws. The President shall appoint the committee. If the President refuses to appoint such committee, then the committee may be established and appointed by a majority vote of the Board. This committee shall consist of at least one (1) Board member and no more than four (4) other members from either the Board or the general membership of the Club. The committee will investigate the formal complaint, make a presentation of the facts, and recommend disciplinary response to the Board for formal action. (Refer to Northern Colorado Soccer Club Disciplinary Rules and Procedures – attachment A).

ARTICLE X - CLUB FINANCES

- A. Banking: The moneys for the Club shall be deposited in the name of the Club in such bank(s) or trust company(s) as the Board shall designate and may be drawn out only on checks signed in the name of the Club by the Treasurer, the Vice President (President Elect) and/or the Secretary. Two signatures shall be required on all checks drawn.

ARTICLE XI - AMENDMENTS

- A. Quorum vote required: Any modification affecting the Bylaws of this Club must be approved by a quorum of the Board and voted upon by two-thirds (2/3's) affirmative vote by team representation in a delegate format.
- B. Proposing amendments: Any proposal or motion to amend the Bylaws of the Club may be submitted by a voting member, by the Board of Directors, or the Bylaws Committee.
- C. Advance Notice: Any proposal or motion to amend the Bylaws of the Club must be made in writing to the Secretary at least sixty (60) days in advance of the annual meeting or a special meeting called for the purpose of amending these Bylaws.