

**AMENDED AND RESTATED BYLAWS
OF
GRAND JUNCTION SOCCER CLUB**

ARTICLE 1 – NAME

The Corporation is Grand Junction Soccer Club, Inc., doing business as Fire FC.

ARTICLE 2 – PURPOSES

Section 1 – Primary Purposes. The purposes for which the Corporation is formed are those set forth in its Articles of Incorporation, as they may be amended from time-to-time. Those purposes include the establishment and supervision of soccer education, training, and competition for the benefit of its membership in Mesa County, Colorado. The corporate purposes are exclusively for charitable and educational purposes under Section 501-(c)(3), I.R.C.

ARTICLE 3 – MEMBERSHIP

Section 1 – Members. The Members of the Corporation shall be defined as the following:

- (a) For a period of (12) months after the date of registrations, each parent or legal guardian of a child registered in any soccer league sponsored by the Corporation; or
- (b) Any individual who provides volunteer services at the request of the Corporation. Each individual who acts in the above capacity shall be a member for a period of one year after the beginning of any regular soccer season sponsored by the Corporation; or
- (c) Each member of the Board of Directors, during his or her term of office. Membership shall automatically terminate without additional action by, or notice to, any person if the member or member's child is expelled from the Corporation program by disciplinary action in accordance with the policies and procedures of the Corporation.

Section 2 – Annual General Meetings (AGM). The annual meeting of the members shall be held at a place in Mesa County, Colorado designated by the Board of Directors in the Notice of Annual Meeting. The annual meeting of the members shall be held in the month of May or June of each year for the purpose of the election of officers and directors for the ensuing year, and for such other business as may lawfully come before the meeting. Notice of the 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. All nominees and agenda items for the AGM must be submitted in writing thirty (30) days in advance of the meeting.

Section 3 – Special Meetings. A special meeting of the membership may be called by the President of the Corporation, by written request of a majority of the Board of Directors, or by written request of at least one hundred (100) members of the Corporation. Special meetings shall be held in Mesa County, Colorado, at a time and place specified in the Notice of the special meeting. 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. Twenty-five (25) members of the Corporation shall constitute a quorum for the transaction of business at any annual or special meeting of the membership. Upon failure to reach a quorum, an adjournment may be taken for a period not to exceed 30 days after the time scheduled for the original meeting. No action taken by the membership shall destroy a quorum once established. The vote of a majority of the members present and entitled to vote at any meeting shall be necessary to determine any action or decide any question coming before the meeting, unless otherwise specified by law; provided, no action other than adjournment of the meeting will be undertaken or considered if a quorum has not been established.

Section 5 – Proxies. No proxies shall be permitted.

Section 6 – Order of Business. The order of business at annual meetings of the members and, so far as is practical all other meeting of the members shall be as follows:

- (a) Establishment of a quorum;
- (b) Proof of notice of meeting;
- (c) Reading of Minutes of last meeting;
- (d) Reports of officers and committees;
- (e) Election of directors;
- (f) Unfinished Business;
- (g) New business.

ARTICLE 4 – BOARD OF DIRECTORS

Section 1 – Term. The affairs of the Corporation shall be governed by the Board of Directors. Each director shall serve for a period of three (3) years after the date of election and until election and qualification of a successor, unless sooner removed from office. The terms shall be staggered so that approximately 1/3 of the positions on the board will be open each year. The Supervisor of Referees shall be a designated representative of Western Colorado Soccer Referee Association (WCSRA) and shall serve no set term. No director shall serve more than two (2) consecutive three (3) year terms.

Section 2 – Number of directors. The number of directors shall be from nine (9) to eleven (11), as determined by the members or the board of directors from time to time.

Section 3 – Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the members called for that purpose.

Section 4 – Removal. At a meeting of the Board of Directors or members called expressly for that purpose, the entire Board of Directors or any lesser member may be removed, with or without cause, by a vote of two thirds (2/3) of the members or Board of Directors present and who are entitled to vote at the meeting.

Section 5 – Meetings of Directors. Regular meetings of the Board shall be held once a month as set by the Board of Directors and posted on our website in advance of the meeting date and may be changed by a majority vote of the Board of Directors.

Section 6 – Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President of the corporation or by any four directors, but no business shall be considered or transacted at a special meeting except as set forth in the notice of the meeting.

Section 7 – Place of Meetings. Unless notice shall be given as provided below, all meetings of the Board of Directors, whether general or specific, shall be held at a place to be set by the Board.

Section 8 – Notice of Meetings. Regular meetings of the Board of Directors, as provided in Sections 5 and 7 above, shall require no further notice than that provided by these By-laws. Special meetings or regular meetings at a time or place other than as provided in Section 7 above, shall be held only after notice at least forty-eight (48) hours in advance of such meeting to each Director either personally, by email, or mailing to the Director at his last known post office address a written or printed notice of such meeting, giving the time and place (and in case of special meetings, the purpose or purposes) of the meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, properly addressed and postage paid.

Section 9 – Quorum. A majority of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10 – Order of Business. The order of business at all regular meetings of the Board of Directors, and to the extent practical at any special meetings, shall be as follows:

- (a) Establishment of quorum;
- (b) Introduction of any guests present;
- (c) Approval of prior minutes;
- (d) Reports of Directors;
- (e) Committee reports;
- (f) Unfinished business; and
- (g) New business.

Section 11 – Compensation. Directors as such shall not receive monetary compensation for their services on the Board but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the club in any other capacity and receiving compensation therefor.

Section 12 – Informal Action. Any action may be taken without a meeting of the Directors if a consent in writing setting forth the action so taken shall be signed by a majority of the Directors.

Section 13 – Email Voting - Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, In the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Directors have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:

- (a) The President or any three (3) Directors may request a vote via e-mail. Directors shall have 3 options regarding their vote:
 - (i) Vote to pass the motion;
 - (ii) Vote to reject the motion; or
 - (iii) Express the opinion that the motion is not amenable to an electronic vote.
- (b) If any member objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.
- (c) All directors must have access to electronic mail, and it is the responsibility of each director to inform the Executive Director of the correct e-mail address for purposes of correspondence and e-mail voting.

ARTICLE 5 – OFFICERS

Section 1 – General. The Officers of the Corporation shall consist of the following:

- (a) President
- (b) Vice President
- (c) Secretary/Treasurer

Section 2 – Qualification of Officers. All Officers will be selected from the members of the Board of Directors. Each director shall hold no more than one office at the same time. In any case where the duties of any officer, agent, or employee of the corporation are not prescribed by these By-laws or the Board of Directors, that individual shall follow the orders and instructions of the President.

Section 3 – Term of Office and Election. The Officers of the Corporation shall hold office for a term of one year and until election of a successor. The Supervisor of Referees who shall serve no set term, unless sooner removed from office. All officers shall be elected by a vote of two-thirds (2/3) of the members of the Board of Directors at its first monthly meeting following the AGM.

Section 4 – Removal. Any officer, agent, or member may be removed with or without cause by a majority vote of the members present and entitled to vote at a special meeting of the members called expressly for that purpose or by the vote of two-thirds (2/3) of the members of the Board of Directors present and entitled to vote at a special meeting of the Board of Directors called expressly for that purpose. Unexcused absences from a total of three (3) Board meetings by any Board Member may constitute removal from the Board at the discretion of the Board.

Section 5 – Vacancies. The Board of Directors may fill a vacancy in any office, however occurring, for the unexpired portion of the term of the office vacated.

Section 6 – Duties of the Officers. Board of Director job descriptions are available for review at the Corporation office.

ARTICLE 6 – COMMITTEES

Section 1 – Standing Committees. Committees will be appointed by the President with the approval of the Board of Directors as needed.

Section 2 – Reporting. All committees will report to the Board of Directors at each of their meetings through their Board Representative.

Section 3 - Committee Membership. Committee membership is not specifically limited to members of the Board, committee members also may be selected from the members of the Corporation.

ARTICLE 7 – INVESTMENTS

Section 1 – Investment Policy. The Corporation shall maintain an Investment Policy describing the goals and objectives for invested monies and the decision-making process of selecting and monitoring investments. The investment policy shall also establish and identify roles, responsibilities and procedures for an Investment Committee and Advisor. The policy shall describe investment objectives, an investment philosophy, and investment options. Investment policy shall be reviewed at least annually by the committee. The policy shall be kept on file at the Corporation.

ARTICLE 8 – BOOKS AND RECORDS

Section 1 – Maintaining Records. The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the responsibility to the Board of Directors.

ARTICLE 9 – PARLIAMENTARY AUTHORITY

Section 1 – Parliamentary Authority. The current edition of *Robert's Rules of Order, Newly Revised* shall govern all proceedings not provided for in these Bylaws and any special or standing rules that the Corporation may adopt.

ARTICLE 10 – METHOD OF AMENDMENT

Section 1 – Amendments to Bylaws. 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 Corporation as approved at the annual meeting held on May 27, 2025, and replaces all previous Bylaws in their entirety.

Article 11 – NON-DISCRIMINATION POLICY

Section 1 – Non-Discrimination. The Grand Junction Soccer Club shall not discriminate on the basis of race, color, religion (creed), gender, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring

and firing of staff, selection of volunteers, selection of vendors, and provision of services.

Article 12 – CONFLICT OF INTEREST

Section 1 – Board Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article 15 – LIABILITY AND INDEMNIFICATION CONSTITUTION

Section 1. Liability. To the extent permitted by law, an officer, director, trustee or non-director volunteer shall not be personally liable to the Club or the general membership for monetary damages in connection with a breach of fiduciary duty. The Club assumes all liability to any person other than the Club or its members for acts or omissions of an officer, director, trustee or non-director volunteer.

Section 2. Insurance. The Board of Directors shall be authorized to purchase and maintain liability insurance should any area of personal liability to the officers, directors, trustees, employees, agents or representatives of the Club be determined.

Section 3. Indemnification. To the fullest extent provided by Colorado law, the Club shall hold harmless, defend and indemnify all officers, directors, trustees, employees, agents and nondirector volunteers. The club will provide indemnification reimbursements only in amounts not covered by applicable insurance.

[***END***]

BYLAWS CERTIFICATE

The undersigned certifies that he is the Secretary of Grand Junction Soccer Club, a Colorado nonprofit corporation, and that the undersigned is authorized to execute this certificate on behalf of said corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said corporation.

Dated: October 15, 2025


J.R. Davis 2025 20:27:18 MDT

J.R. Davis, Secretary