

BYLAWS OF THE MONTROSE SOCCER CLUB

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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 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 gathering candidates for elections 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 meetings 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

The affairs of the MSC shall be governed by the Board of Directors. Each director shall serve
for a period of two (2) years from the date of election and until the election and
qualification of a successor, unless sooner removed from office.

Board terms shall be staggered so that three (3) director positions shall be elected in one
year and four (4) director positions shall be elected the following year.

Section 2 – Number of Directors: The number of directors shall be a minimum
of five (5) and shall not exceed nine (9); (7) voting members and (2) non-voting members
reserved for a appointed city representative and a Montrose Rec district representative

Section 3 – Meetings of Directors: Regular meetings of the Board of Directors

Regular meetings of the Board of Directors shall be held monthly. The Board of Directors, in
its discretion, may allow visitors to attend such meetings and may enter into executive
session, when necessary, to discuss matters of a personal, legal, or confidential nature.

Section 4 – Special Meetings: Special meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the MSC President or by a
majority of the directors. 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

A majority of the directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present 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 a 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

Any vacancy occurring on the Board of Directors may be filled by appointment of the remaining directors. A director appointed to fill a vacancy shall serve until the next regular 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.

Section 12 – Board Elections

Candidates for the Board of Directors shall be nominated at the annual meeting of the MSC, which shall be held on the first day of club tryouts in June.

New Board of Director nominations must be submitted within forty-eight (48) hours following the annual meeting. All nominees must accept their nomination prior to being placed on the ballot.

Each nominee shall submit a candidate biography and statement of interest within the same forty-eight (48) hour nomination period following the annual meeting. Upon the close of the nomination period, all candidate biographies and statements shall be electronically distributed to the membership of the MSC.

Voting shall be conducted electronically through an online voting form approved by the Board of Directors. Each eligible member of the MSC, as defined in Article III, shall be entitled to one (1) vote.

Board members whose terms are expiring may seek reelection.

Voting shall commence following distribution of the candidate biographies and shall conclude no later than seven (7) days thereafter. Candidates receiving the highest number of votes for the available positions shall be elected to the Board of Directors.

In the event of a tie vote affecting the outcome of an election, the tie shall be resolved by a vote of the currently seated Board of Directors whose positions are not up for election. If such vote also results in a tie, the Director of Coaching shall cast the deciding vote.

The Club Registrar, as a non-voting position, shall administer, record, and maintain all election results. The Board of Directors shall oversee and certify the election process and final results.

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. Public 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.

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.
8. Act as a mentor to the newly appointed, incoming President.

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.

4. Serve as a liaison between the board and coaches.

c. The Secretary shall:

1. Record all proceedings of the MSC, including its annual, special, and board meetings and provide minutes and/or notes to the Registrar within one week of the meeting ;

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 work directly with the Registrar to oversee all financials and 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;

5. Serve on the Fundraising Committee; and,

6. 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. Fulfill any special duties assigned by the President.

ARTICLE VI COACHES AND TEAM ADMINISTRATION

Section 1 – U17 and U19 MSC Teams

The head coach of the Montrose High School boys' soccer program shall be granted the right of first refusal to serve as the head coach of the corresponding U17 and U19 boys' teams of the Montrose Soccer Club. Likewise, the head coach of the Montrose High School girls' soccer program shall be granted the right of first refusal to serve as the head coach of the corresponding U17 and U19 girls' teams of the Montrose Soccer Club.

To exercise this right, the coach must notify the Board of Directors of their intent to coach prior to the opening of player registration and within any deadlines established by the Club. Failure to provide notice within the required timeframe shall constitute a waiver of the right of first refusal for that seasonal year.

Section 2 – All other MSC Teams

All other coaches will be appointed by the active Director of coaching then approved by the Board of directors.

Section 3 – Coaching Requirements

All coaches, including those granted the right of first refusal under this Article, shall comply with all coaching standards, licensing requirements, background checks, risk management requirements, codes of conduct, policies, procedures, and other requirements established by the Board of Directors.

Section 4 – Board Oversight and Discipline

The Board of Directors retains full authority over all coaching appointments within the Club. The Board may investigate complaints, review coach performance, issue warnings or reprimands, require corrective action, suspend coaching privileges, or remove a coach when it determines that such action is in the best interests of the Club, its players, or its members.

A coach's right of first refusal shall be contingent upon remaining in good standing with the Club and maintaining compliance with all Board-established requirements. Failure to meet such requirements may result in forfeiture of the right of first refusal and/or removal from a coaching position.

Section 5 – Vacancies

If a coach declines the position, is unable to serve, fails to meet Club requirements, is removed by Board action, or waives the right of first refusal by failing to provide timely notice, the Board of Directors may appoint another qualified coach to fill the position.

ARTICLE VII

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 or Registrar 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 VIII

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 IX

METHOD OF AMENDMENT

The bylaws may be amended at any Board 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 May of 2026.



MSC President