BYLAWS
OF
CHAFFEE COUNTY UNITED SOCCER CLUB

A COLORADO NONPROFIT CORPORATION

ARTICLE I - NAME OF CORPORATION

The name of the nonprofit corporation shall be called Chaffee County (C.C.) United Soccer Club.

ARTICLE II - OFFICE, PURPOSE, AND FISCAL YEAR

1. Office

The principal office of this State of Colorado nonprofit corporation shall be located in Chaffee County, Colorado, and other offices may be maintained within or without the State of incorporation as the Board of Directors may designate or as business of the corporation may from time to time require.

2. Purpose

The purpose of the corporation is to promote and foster the development of soccer for players of all ages in Chaffee County, Western Fremont County, and other adjacent counties. The highest standards of competitive play are encouraged through unity, sportsmanship, professional and volunteer coaching, and ongoing education conducted in a safe and enjoyable environment.

3. Fiscal Year

Respective fiscal years shall be run from June 1st through May 31st.

ARTICLE III - MEMBERS

[The corporation shall have no members.]

ARTICLE IV - BOARD OF DIRECTORS

1. General Powers

There shall be a Board of Directors. The affairs of the corporation shall be managed by its Board of Directors. The directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings, and the management of the corporation, solely as they may deem right and proper, but that is in no way inconsistent with these Bylaws, the laws of this State, or the intent and purposes of the corporation.

2. Number, Tenure

The number of directors should be no fewer than five (5) and no greater than nine (9). However, in the event of absent Board member positions, the remaining Directors shall be duly and fully authorized to conduct the business of this corporation, as outlined in the body of these

Bylaws, until such time that suitable and willing candidates are identified and approved. Directors shall represent the club according to the following geographic areas: Northern Chaffee County, Southern Chaffee County, and when possible, other adjacent counties or communities. While representation may, at times, be affected by ability and / or willingness of individuals to serve, the Board shall strive for balanced representation throughout the geographic area.

All Board members shall normally serve two year terms with eligibility for re-elections. The intent is to generally have Board memberships expiring in alternating years. Appendix A to these Bylaws more fully outlines how this new provision is to be implemented at time of adoption of these revised Bylaws. Further, the Appendix outlines how this provision would be addressed in the event of an increase in the number of Board memberships from the current level. At no time should any Board membership tenure exceed two years.

Directors may include past or current officers of the corporation.

3. Vacancies and Nominations

Each director of the corporation shall be elected by a quorum majority vote of the directors at any properly called meeting. Generally, directors will be elected at the February annual meeting, with commencement of official duties coinciding with that of the next fiscal year. As noted above, Directors will generally be elected to serve for two year terms (again, coinciding with respective fiscal year) with eligibility for re-election. In addition to the Board's authority to make exceptions in individual instances, terms less than two years will generally apply when such elections are respective to the filling of vacancies 'mid term' – in which case election will generally be for the remainder of that said term.

4. Annual Meetings

Each February, at a time and place to be determined by the Board of Directors, upon at least ten (10) days public notice, there shall be held a meeting of the Board of Directors. Said meeting shall be open to the public. The order of business shall, at a minimum, include:

A. Election of Officers
B. Club Coach's Report
C. Review of Mission Statement
D. Review of Bylaws
E. Statement of Financial Condition

5. Special Meetings

The Board of Directors may call meetings of the directors, upon at least ten (10) days written notice or at the request of the president or any other two (2) directors upon at least ten (10) days written notice to all directors. These meetings shall be held at such times and places necessary for conducting business.

6. Quorum and Voting

At any meeting of the directors, more than 50% of the directors shall constitute a quorum for the transaction of business. However, if less than said number are present at such meeting, a majority of those in attendance may adjourn said meeting(s) without further notice.

When said quorum is established at such meeting(s), favorable vote by a majority of those directors in attendance shall pass any properly made motion(s). Should there be a tie vote, said motion(s) shall die for lack of majority.

7. Removal of Directors

Removal of a director shall require a quorum majority vote of all directors.

8. Resignation

Absence of a director from three (3) consecutive properly called meetings may be considered resignation or basis for removal of that director from the board. Alternatively, a director may, at any time, resign from the board through written notice to the board.

9. Compensation

No compensation shall be paid to directors for their services in capacity thereof. However, nothing herein contained herein shall be construed to preclude any director from serving the corporation in any other capacity with any respective proper and reasonable compensation payable thereof.

ARTICLE V - OFFICERS

1. Number

There shall be four (4) officers of the corporation - president, vice president, secretary, and treasurer. Directors may also appoint any additional, assistant, officers that may be deemed necessary.

2. Election and Terms of Office

Each officer, or assistant officer, of the corporation shall be elected by a quorum majority vote of the directors at any properly called meeting. Generally, officers will be elected at the February annual meeting, with commencement of official duties coinciding with that of the next fiscal year. Officers will serve in one year terms (again, coinciding with respective fiscal year) with eligibility for re-election.

3. Removal

Any officer or agent elected or appointed by the directors may be removed by a quorum majority vote of the directors at any time that they deem such action in the best interest of the corporation.

4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a quorum majority vote of the directors for the remaining portion of the existing term.

5. President

The president shall be the principal executive officer of the corporation and, subject to the control of Board of Directors, shall in general supervise and control all the business and other affairs of the corporation. He/She shall, when present, preside at all meetings of the directors as chairperson. He/She may sign, with the secretary, or any other proper officer of the corporation thereunto authorized by the directors, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except where such signing and / or execution has expressly been delegated by the directors to another officer or agent of the corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all the duties as may be prescribed by the directors from time to time.

6. Vice President

At the president's designation or in the absence of the president, or in the event of his/her death, resignation, refusal or inability to act, the vice president shall perform all the duties of the president, and when so acting, shall have all the power of and be subject to all the restrictions upon the president. The vice president shall also perform such other duties as from time to time may be assigned by the president or directors.

7. Secretary

The secretary shall keep the minutes of the directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as additionally required by the president or directors, be custodian of the corporate records, be responsible for distribution of meeting agendas and minutes to members of the board, and in general perform all duties incident to the office of secretary and such other duties as may from time to time be assigned by the president or directors.

8. Treasurer

The treasurer shall have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, deposit such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws, be responsible for the corporation's financial statements and reports, and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or directors.

ARTICLE VI - CONTRACTS, LOANS, CHECKS, AND DEPOSITS

1. Contracts

By a quorum majority vote, Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Loans

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless specifically and expressly authorized by a respective resolution of more than 50% of all directors (exception to Article IV, 6, above). Such authority may be general or confined to specific instances.

ARTICLE VII - AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a quorum majority vote of directors.

ARTICLE VIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify every director or officer, his/her heirs, executors, and administrators against all loss, costs, and expenses, including the counsel fees, reasonably incurred by him/her in connection with any Action, suit, or proceeding with which he/she may be made a party to by reason of his/her being, or having been, a director or officer of the corporation, except as matters as to which he/she shall finally be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified has note been guilty of gross negligence or willful misconduct in the performance of his/her duty as such director or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such director or officer may be entitled. All liability, loss, damage, costs, and expense incurred or suffered by the corporation by reason or arising out of, or in connection with the foregoing indemnification provisions, shall be treated and handled by the corporation as common expenses.

ARTICLE IX -DISSOLUTION OF THE NON-PROFIT CORPORATION

In the event of the dissolution of the corporation by a majority vote of all directors (exception to Article IV, 6, above), or otherwise, net assets of the corporation shall be distributed to other non-profit corporations sharing similar goals and objectives, specifically to groups promoting youth soccer and that have qualified for 501(c)(3) status (under Internal Revenue Service guidelines and authorization).

THESE BYLAWS WERE APPROVED AT A MEETING OF THE CHAFFEE COUNTY UNITED SOCCER CLUB BOARD OF DIRECTORS ON THE

_____ DAY OF _____ , 20____

_____

President

APPENDIX A –

BYLAWS OF CHAFFEE COUNTY UNITED SOCCER CLUB

Board of Directors - Tenure

Overview - Identification of Tenure

Among other changes, revisions made in the month of February, 2002 to the Bylaws of Chaffee County United Soccer Club included a change in general Board membership tenure from one year to two years. However, it was also the intent that Board memberships generally expire in equal numbers in alternating years. That is, the calendar of Board membership tenures should generally provide for annual expirations of essentially one half of the existing Board memberships. The idea continues to be to provide an allowance for the potential, natural, turnover of Board members while maintaining a requisite level of collective continuity of Board oversight.

Addition to the Number of Board Memberships – Identification of Tenure

It is recognized that these Bylaws do allow for the addition of Board Memberships up to a maximum of nine (9). Generally, new Board Memberships should carry two-year tenures. However, the needs of the Board for new memberships and the desire to maintain essentially equal numbers of annual expirations should also be balanced against that generality. If, in light of these considerations, an initial one-year term for a new Board Membership(s) is deemed appropriate by the then-current Board, such term shall be considered and assigned as described above. In the event that new Board Members are appointed in the course of the next fiscal year, that appointment will include an identification of tenure in accordance with the spirit described in this addendum and in the remaining body of these Bylaws.