BYLAWS OF THE ARVADA SOCCER ASSOCIATION
dba COLORADO EDGE SOCCER CLUB
Approved September 15, 2026

ORGANIZATION

The Arvada Soccer Association, dba Colorado EDGE Soccer Club. (the "Corporation"), a nonprofit corporation formed under the Colorado Revised Nonprofit Corporation Act, is organized for the purpose of promoting and developing the game of soccer; specifically, to teach, develop, promote and administer the game, within the City limits of Arvada, in Jefferson County and the surrounding areas. The Corporation shall foster national and international competition through affiliation with (but not controlled by) COLORADO SOCCER ASSOCIATION (CSA), the UNITED STATES YOUTH SOCCER (UYS), US CLUB SOCCER (US Club), other national governing bodies of which our teams may participate in their Leagues or competitions, and the UNITED STATES SOCCER FEDERATION (USSF).

It shall be the policy of the Corporation to provide equal membership opportunities to all eligible persons without regard to race, religion, creed, color, national origin, sex, age, parental status or socio-economic status.

ARTICLE I ~ PRINCIPAL OFFICE AND CORPORATE SEAL

1. *Principal Office*. The principal office and place of business of the Corporation in the State of Colorado shall be 5400 Ward Rd, Building 1-200, Arvada, Colorado 80002, or at such other location as the Board of Directors may from time to time determine. Other offices and places of business may be established from time to time by the Board of Directors.
2. *Corporate Seal.* The seal of the Corporation shall be inscribed with the name of the Corporation, the year of its incorporation, and the words "Colorado" and "Seal" and shall be in a form approved by the Board of Directors, which may alter the same at pleasure.

ARTICLE II ~ CONDITIONS OF MEMBERSHIP

1. The corporation shall have voting members (the "Voting Members"), who shall consist of the following:

    a. The parents, step-parents, or legal guardians of each player under the age of 18 who is duly registered and is in good standing with the Corporation, while and so long as such youth player is so registered and in good standing, with such parents, stepparents, and legal guardians being entitled to exercise, collectively, one vote for each such registered youth player who is a member of such person's or persons' household.

b. Each player age 18 or older who is duly registered and is in good standing with the Corporation, while and so long as such player is so registered and in good standing.

c. Each individual who is a head coach registered with the Club and who has been so registered for at least two (2) full consecutive (fall/spring, or spring/spring, fall/fall for coaches of high school aged teams) soccer seasons, while and so long as such individual is so registered.

2. "Registered" for the preceding purposes shall mean that a player or coach is enrolled and is identified on the official roster of a youth team subject to the supervision of and regulation by the Corporation for the current season, or in any case where a current season has ended, properly enrolled, and accepted for placement for the next upcoming season. Enrollment and participation in any camp/clinic programs do not qualify for member voting rights. Notwithstanding the preceding, any player or coach who was registered with respect to a High School aged boys' team as of January 1st of any year and who is not listed on any other roster for any other soccer club shall be deemed to be registered December 31st of the next seasonal year.
3. "Good Standing" for the proceeding purposes shall mean that a player, parent, stepparent, legal guardian or coach has not violated the clubs' rules, procedures, or policies, and has no unresolved disciplinary committee actions or judgements. In addition, members must be in good financial standing with the organization, with no outstanding balances due from past registrations.

4. The Corporation may also have nonvoting members, who shall not be permitted to vote on any matter presented to a vote of the Voting Members, but who shall otherwise have such rights, privileges, and responsibilities as may be set forth in one or more resolutions adopted by the Board of Directors from time to time.

ARTICLE III ~ MEETINGS OF VOTING MEMBERS

1. *Annual Meeting.* There shall be held an annual meeting of the Voting Members immediately preceding the annual meeting of the Board of Directors in each year. The annual meeting shall be for the purpose of electing the officers of the Board of Directors and for the transaction of such other business as may properly come before the meeting. Written notice of the time and place of every meeting shall be given personally or mailed or by electronic mail to the Voting Members at least 15 days before the date fixed for the annual meeting.

2. *Special Meetings.* Special meetings of the Voting Members may be called at any time by the Board of Directors, by ten percent of the Voting Members, or by the President. Special meetings shall be held at such time and place as may be designated by the authority calling such meetings. If called by the Board of

Directors, written notice of the time and place of every special meeting shall be given or mailed or by electronic mail to the Voting Members at least ten (10) days before the date fixed for the meeting. The purpose of any special meeting of the Voting Members shall be stated in such notice.

3. *Quorum; Voting.* A quorum at all meetings of the Voting Members shall consist of the number of Voting Members present in person, via video conference or by proxy at the time of an annual or special meeting of Voting Members unless otherwise defined in the Articles of Incorporation. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Except as provided specifically to the contrary by these Bylaws, the act of a majority of the Voting Members present in person or by proxy at a meeting at which a quorum is present shall be the act of the Voting Members.
4. *Inspection of Books and Records.* The Voting Members shall have the right, on written or oral demand, from time to time to examine and photocopy, in person or by agent or attorney, at any reasonable time and for any purpose, all of the books and records of account of the Corporation, its last annual and most recently published financial statement, and minutes of all acts and proceedings of the Board of Directors.

5. *Transfer of Membership.* No Member may transfer, assign, or otherwise dispose of his or her voting membership in the Corporation.

ARTICLE IV ~ OFFICERS; BOARD OF DIRECTORS

1. *Board Composition.* There shall be five (5) elected Officers of the Corporation. In addition, the Officers may appoint Directors to serve the Corporation. The number of Appointed Directors may from time to time be increased or decreased by a vote of not less than a majority of the Board of Directors. At no time shall the total number of Board of Directors exceed fifteen (15) nor drop below five (5). All members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, limitations and restrictions.

2. *Qualifications*.
   a. Members of the Board of Directors must be at least 18 years of age and at least one of the following: voting member of the soccer club or a special member referred by the CEO or referred by an officer of the Corporation, all of which must be voted on by the Board of Directors for consideration to serve on the board. Each candidate must pass a background check as issued by Colorado Soccer Association.
   b. No person convicted of a felony within the previous ten (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime or a crime involving the abuse of a child, or

any financial crime. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.

c. Employees of the Corporation compensated for providing services to the Corporation, for example including, but not limited to, full or part-time management, operations, sales, marketing, accounting, information technology, or administrative positions, shall not be entitled to serve on the Board of Directors unless approved by a two-thirds vote of the Board of Directors. Additionally, during the compensation period, the board member shall not have any financial signatory authority and shall be restricted from voting on all board motions. Conversely, independent contractors, whose sole compensation from the Corporation is derived from paid referee, coach or staff trainer positions, shall be eligible to serve on the Board of Directors with a reference by the CEO or referred by an officer of the Corporation all of which must be voted on by the Board of Directors for consideration to serve on the board.

3. *Officers*. The officers of the Corporation shall be the President, the First Vice President, the Second Vice President, a Secretary and a Treasurer. To be eligible to be elected to serve as an officer of the Corporation, the individual must have served a minimum of one (1) year as an appointed Director and must be in good standing. Notwithstanding the foregoing, to be eligible for election to the office of President, an individual must have served a minimum of two (2) years on the Board of Directors of the Corporation, including a minimum of one (1) year as an elected Officer of the Corporation, and must be in good standing.

4. The officers shall be elected by a majority vote of the Voting Members of the Corporation at any meeting of the Voting Members at which a quorum is present, provided that a quorum for such purposes shall consist of the number of voting members present in person or by proxy at such meeting and provided further that if there are more individuals nominated than positions to be filled, then the individuals receiving the greater number of votes shall be elected.

5. Duties and Responsibilities of Officers

a. President of the Board

i. Shall be the Chairman of the Board of Directors.

ii. Shall be familiar with the Bylaws of the Corporation, CSA, UYS, US Club, other national governing bodies of which our teams may participate in their Leagues or competitions and USSF.

iii. Shall sign all bonds, deeds, mortgages, or other instruments evidencing debt of the Club.

iv. Shall establish and appoint such ad hoc Committees as are needed to effectuate the Strategic Plan of the Board and/or to administer and manage the programs of the Corporation, with the approval of the Board.

v. Shall be either an ex officio or, where specifically provided, a voting member of all committees of the Club.

b. First Vice President
   i. In the absence or disability of the President shall perform all duties of the President and, when so acting, shall have all the power of and be subject to the restrictions on the President. The First Vice President shall perform such other duties as the President or the Board of Directors may assign such as working with the Executive Staff on day-to-day business operations.
   ii. Shall sign all bonds, deeds, mortgages, or other instruments evidencing debt of the Club

c. Second Vice President
   i. In the absence or disability of the President and the First Vice President, shall perform all duties of the President and, when so acting, shall have all the power of and be subject to the restrictions on the President. The Second Vice President shall perform such other duties as the President or the Board of Directors may assign such as working with the Executive Staff on long-term development of the Corporation.

d. Secretary
   i. In the absence or disability of the President and First Vice President and Second Vice President shall perform all duties of the President and, when so acting, shall have all the power of and be subject to the restrictions on the President. The Secretary shall keep accurate minutes of all meetings of the Members and the Board of Directors. He/She shall cause to be kept at the Corporation's office a record of the names and addresses of its Members and shall be responsible for giving notice of meetings of Members and of the Board of Directors. The Secretary shall be the custodian of the records and shall attest the signature of the President when so authorized. The Secretary shall perform all duties commonly incident to the office and such other duties as may be assigned by the President or Board of Directors.

e. Treasurer
   i. In the absence or disability of the President, First Vice President and Second Vice President and Secretary, shall perform all duties of the President and, when so acting, shall have all the power of and be subject to the restrictions on the President.
   ii. Shall oversee all financial accounts of the Corporation.
   iii. Shall oversee the preparation of monthly financial statements using generally accepted accounting principles.
   iv. Shall ensure that an annual financial statement for the previous fiscal year, prepared in accordance with generally accepted accounting principles, is presented to the Annual Meeting of the Corporation.
   v. Shall assist the Executive Staff in preparing a proposed budget.

vi. Shall monitor the receipt of all monies by the Corporation and ensure that appropriate deposits and investments of temporarily surplus funds are prudently made.

vii. Shall oversee the preparation of any and all documentation necessary to preserve the tax-exempt status of this Corporation.

5. Executive Staff. The Board of Directors will appoint the Executive Staff, which will consist of the Chief Executive Officer (CEO); and at the discretion of the Board of Directors, a Chief Operating Officer (COO) may be included, but is not mandatory.

a. Chief Executive Officer (CEO)

i. Be appointed by the Board of Directors and shall serve as the salaried chief executive officer of the Corporation;

ii. Be charged with the responsibility of operating, managing and directing the corporate business, including the employment of individuals to carry out the purposes of the Corporation; and

iii. Execute checks, bonds, mortgages and other contracts except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

iv Act as a voting member of the Board in matters requiring Board approval, except in matters where a direct conflict of interest is identified in terms of employment agreements or other matters where a conflict may exist.

b. Chief Operating Officer (COO)

i. Be appointed by the CEO and shall serve as a salaried officer of the Corporation;

ii. Be responsible for overseeing and optimizing the day-to-day operations of the Corporation.

iii. Ensure efficiency, financial health, and compliance across all departments.

5. *Board of Directors*. The Board of Directors shall consist of the officers of the Corporation, plus such additional individuals which will serve as Directors. The Officers of the Corporation may appoint individuals to serve as Directors, for the purpose of ensuring the proper running of the Corporation.

7. *Nominations and Elections.* At least 45 days prior to the Annual Meeting of the Voting Members, a Nominating Committee, consisting of at least two Directors, an Officer of the Board, and the CEO, shall be appointed by the Board of Directors. It shall be the duty of the Nominating Committee to nominate at least one candidate for each office to be filled at the Annual Meeting. The Membership shall be notified at least ten days prior to the Annual Meeting of the nominations. In odd years, the Voting Members

shall elect the President, First Vice President and Secretary, and in even years, the Voting Members shall elect the Second Vice President and Treasurer. The candidates wishing to voice their positions may do so in the Corporation's newsletter, delivered by mail or email to the Member not less than 14 days prior to the Annual Meeting of Voting Members. Position statements must be delivered to the Nominating Committee not less than 21 days prior to the Annual Meeting of Voting Members.

8. *Officer Terms*. Except for the office of President, Officer terms shall be limited to three two-year terms, whether consecutive or non-consecutive. No one may hold an Officer position that has reached these limits unless no other qualified candidates are found to fill the position. The office of President shall not be subject to a term limit. An individual serving as President may seek re-election to successive two-year terms without limitation, subject to continued eligibility under these Bylaws and election by the Voting Members.

9. *Vacancy.* Any vacancy occurring of an officer of the board of directors may be filled by appointment by two-thirds of the remaining directors. An officer appointed to fill a vacancy shall serve the remainder of the unexpired term of his or her predecessor in office. In the event that a qualifying candidate from the current board officers and directors is not able to be identified, the board may vote to appoint a non-qualifying candidate from the membership by a two-thirds majority vote to fill any officer vacancy.

10. *Appointment of Directors.* Officers shall appoint directors to the board once a year between the Annual Meeting of Voting Members where officers are elected and the next regular scheduled meeting. Additional members may be appointed as is deemed necessary by the elected officers.
11. *Terms*. Directors hold office from time of appointment to the Annual Meeting of the Voting Members.

12. *Resignation of a Director.* Any director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any director shall take effect upon receipt of notice thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

13. *Disqualification of Director.* During the term of a Director, if the Director becomes involved with another youth soccer organization i.e. has children registered as players with another youth soccer association, is coaching or serving as a Board member for another youth soccer association, such Director's actions will be evaluated as a conflict of interest to the Corporation by a majority vote of the remaining Board of Directors and may be removed from their position if deemed necessary by the Board of Directors. A Director

may be removed from their position if they have two (2) consecutive unexcused absences, and will be removed after four (4) unexcused absences within a year period.

14. *Removal of Directors.* Any director may be removed at any time, with or without cause, in the manner provided in the Colorado Revised Nonprofit Corporation Act.

15. *Meetings*. The Board of Directors shall meet as often as deemed necessary by the President or the Board of Directors, but shall never go two (2) consecutive months without a meeting.

16. *Quorum.* A quorum, defined as over 50 percent of all directors, must be present to hold a Board Meeting. A majority vote is defined as over 50 percent of the quorum present at a Board Meeting. All votes will be by majority vote unless the vote of a greater proportion or number is otherwise required by statute or the Articles of Incorporation or by these Bylaws. From time to time, a vote may be called between meetings, in which votes will be cast via electronic mail, and then ratified at the next scheduled Board Meeting.

17. *Meetings by Telephone.* Members of the board of directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

18. *Contributions.* The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of or for any special purposes of the Corporation.

19. *Committees of the Board*. The Board of Directors of the Corporation may designate from among its members, by a resolution adopted by a majority of the entire Board of Directors, an executive committee and one or more other committees, each of which shall have and may exercise such authority in the management of the Corporation as shall be provided in such resolution or in these Bylaws. No such committee shall have the power or authority —

    a. to authorize any distributions within the meaning of the Colorado Revised Nonprofit Corporation Act;
    b. to approve or propose to the Voting Members any action that the Colorado Revised Nonprofit Corporation Act requires to be approved by the Voting Members;
    c. to elect, appoint, or remove any director;

d. to amend, restate, alter, or repeal the Articles of Incorporation;
e. to amend, alter, or repeal these or any other Bylaws of the Corporation;
f. to approve a plan or merger not requiring the approval of the Voting Members;
g. to approve a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the Corporation, with or without goodwill, otherwise in the usual and regular course of business subject to approval by the Member;
h. or to take any other action prohibited by law.

All committees of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the meeting of the Board next following such actions. The Chairperson of each committee shall be designated at the time of appointment of such committee.

20. *Other Committees*. The Board of Directors of the Corporation may create, by a resolution adopted by the Board of Directors or by any committee of the Board of Directors, such other committees determined to be necessary or desirable for the purpose of assisting with the conduct of the affairs of the Corporation, which committees may consist of such individuals as the authority creating the committee deems appropriate and which shall have and may exercise such authority as shall be provided in such resolution, provided that no such committee shall have or exercise any authority regarding the management of the Corporation or have or exercise any of the powers reserved by law to the Board of Directors.

21. *Standard of Conduct for Directors*. Each director shall perform his or her duties as a director, including without limitation his or her duties as a member of any committee of the board, in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of his or her duties, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below, unless the director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director shall not be liable to the Corporation or the Voting membership.

22. Members for any action the director takes or omits to take as a director if, in connection with such action or omission, the director performs his or her duties in compliance with this Section. A director, regardless of title, shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including**,**

without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

23. The designated persons on whom a director is entitled to rely are: [a] one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented; [b] legal counsel, a public accountant, or other person as to matters which the director reasonably believes to within such person's professional or expert competence; or [c] a committee of the board of directors on which the director does not serve if the director reasonably believes the committee merits confidence.

24. *Conflicts of Interest*. The Board of Directors acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the board of all persons who might potentially have any such conflict nor the avoidance of all transactions involving a conflict of interest would necessarily serve the best interests of the Corporation. Nonetheless, each member of the Board of Directors is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the board's action on a matter in which such a director is financially interested. It is therefore the policy of the Corporation to avoid the participation of any director in the Board of Directors' consideration of a matter which poses a conflict of interest for that director.
    a. For these purposes, a conflict of interest shall be deemed to arise whenever a matter under consideration involves the potential for significant benefit to a director or to any business, financial, or professional organization of which the director or a member of such director's immediate family is an officer, director, members, owner, or employee.
    b. Whenever any matter comes before a meeting of the Board of Directors which gives rise to a potential conflict of interest, the affected director shall make known the conflict to the remaining directors present at such meeting, shall, after answering any questions posed by the other directors, withdraw from the meeting for as long as the matter is under consideration, and shall neither be present nor cast a vote.
    c. If the withdrawal of the affected director results in the absence of a quorum, no action shall be taken on the matter in question until a quorum of disinterested directors can be established.

25. The minutes of a meeting at which a conflict of interest arises shall reflect that a disclosure was made, the affected director's withdrawal from the meeting and abstention from voting, and, if action is taken on the matter, the continued presence of a quorum.

26. As with all other matters coming before the Board of Directors, the disinterested directors shall pass upon a matter that poses a conflict of

interest for another director in a manner which they reasonably and in good faith believe to be in the best interests of the Corporation. The Board of Directors shall not authorize under this Section any transaction involving a conflict of interest that would also subject the Corporation or its directors, officers, or employees to liability under Section 4941 of the Internal Revenue Code.

ARTICLE V ~ FINANCES

1. *Annual Budget.* The Board of Directors will approve a proposed budget during the first quarter of the next fiscal year.

2. *Contracts.* The Board of Directors may authorize any officer of 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.

3. *Loans.* No loans shall be contracted on behalf of the Corporation and no 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.

4. *Checks.* All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. All checks over $2,500.00 must be signed by two (2) assigned officers or agents of the corporation.

5. *Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

6. *Indemnification*. The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, to the maximum extent permitted by law.

ARTICLE VI ~ TRANSACTIONS REQUIRING MEMBERSHIP APPROVAL

1. Notwithstanding anything in these Bylaws to the contrary, neither the Board of Directors, nor any committee of such Board, nor any officer, agent, or employee of the Corporation shall take any of the following actions without the prior approval of the Voting Members with a quorum of 75% of the voting members by a majority vote of at least 75%:
   a. Merger, consolidation, corporate reorganization, or dissolution of the Corporation;
   b. Disposition, pledge, gift, or encumbrance of all or substantially all real or personal property belonging to the Corporation, except in accordance with the established policies for such matters approved from time to time in advance by the Voting Members.

ARTICLE VII ~ AMENDMENTS TO THESE BYLAWS

1. Amendments to these Bylaws necessary to correct typographical errors, conform with USSF, UYS, other national governing bodies of which our teams may participate in their Leagues or competitions, or CSA rules, or conform with Colorado law may be adopted and approved by a two-thirds vote of the Board of Directors.

2. All other amendments to these Bylaws may be proposed in writing by any Voting Member of the Corporation or by the Board of Directors not less than 45 days prior to the Annual Meeting of Voting Members or any Special Meeting of Voting Members, and shall be printed and mailed or sent via electronic mail to the Membership not less than 14 days prior to the meeting at which the amendment is to be voted upon. Such amendment(s) may be adopted at the Annual Meeting of Voting Members or any Special Meeting of Voting Members by such vote as may be provided in the Articles of Incorporation.