

Denver United Futbol Club Bylaws

ARTICLE I: NAME

The name of the organization shall be Denver United Futbol Club (“Denver United”), herein referred to as “Denver United” or “the Club”.

ARTICLE II: MEMBERSHIP

- Section 1. “General Members” shall be defined as all parents/guardians of a youth who is committed to play in the upcoming season for a Denver United team who are in good standing with the Club. Coaches who do not have a player but are committed to coach in the upcoming year for a Denver United team and are in good standing with the Club shall also be defined as General Members. Members are in “Good Standing” as long as they are in good financial standing and are not in a probationary or sanctioned status as a result of disciplinary action by the Club or NCYSA.
- Section 2. Denver United shall hold an Annual General Meeting (AGM) of the Members of the Club in June of each year.
- Section 3. Voting and Nomination Rights. “Voting Members” shall be defined as all General Members who also had a rostered player or coached in the most recent season. Each Voting Member (family) shall have one vote for each rostered player up to two (2) votes per family.
- Section 4. The responsibilities of each Member. Attend the AGM, elect officers and at-large Members for the Board of Directors, approve Articles of Incorporation amendments as needed, and address any board submitted business.
- Section 5. All Members must act in the best interest of Denver United. Any behavior that is deemed to be abusive or inappropriate shall not be tolerated. This includes both physical and verbal abuse and any and all other conduct deemed to be unacceptable as outlined in the NCYSA Discipline and Appeals Manual. All Members are representatives of Denver United and must act in accordance with these rules. Any act that is deemed to be contradictory to this policy or detrimental to Denver United can and shall be handled in accordance with the processes prescribed by the NCYSA. After a hearing and investigation and any appeals made are heard in accordance with NCYSA rules, this offending Member can be removed from Denver United with no refund of fees.

ARTICLE III: BOARD OF DIRECTORS

- Section 1. The governing body of Denver United shall be the Board of Directors (the Board) and shall have the right to transact all business in the name of the Club. The Board shall have full authority to take all action necessary to manage the affairs of Denver United consistent with the current Bylaws.

- Section 2. The Board shall be comprised of the following officers: President, Vice President, Secretary, Treasurer, and Director of Coaching (non-voting). Three at-large members shall also serve on the Board of Directors.
- Section 3. All members of the Board of Directors shall serve on a voluntary basis and shall be elected by majority vote of the Voting Members of Denver United. Only one representative from each player family can serve on the board at the same time. Notwithstanding the first three (3) years in existence and only upon the beginning of the fourth (4th) year in existence, officers shall be elected to a two-year term and at-large members to a one-year term. No officer may serve more than two (2) consecutive terms in their current role. If no other candidate(s) are nominated, the current officer could seek an additional term with two-thirds (2/3) Board approval. This section does not apply to the Director of Coaching.
- Section 4. Nomination applications for Board positions must be submitted in writing to an officer no later than one (1) week prior to the election. Any candidate running for office must be a Voting Member in good standing with Denver United and endorsed by two-thirds majority of the Board.
- Section 5. Election of Board members shall be by secret ballot. The ballot shall include the names of the official slate of candidates for each office. The Vice President shall select two (2) members not up for election and not currently serving on the Board to tally votes. The Vice President shall return tally results to the President. In the event the Vice President is on the ballot, another officer of Denver United shall tally the votes. The President shall announce the election results. The new Board Members shall take office on August 1st.
- Section 6. Board positions may be created or deleted by a two-thirds (2/3) vote of the Board.
- Section 7. Board terms shall be staggered in such fashion so no more than one-half (1/2) of the officer positions are up for re-election each year.
- Section 8. The Director of Coaching or Technical Director position is Board appointed, and the role of this position shall be defined by the Board and shall report to the President. The Director of Coaching/Technical Director position requires approval by a two-thirds (2/3) vote of the Board. The Director of Coaching/Technical Director may also serve as a non-voting member of the Board of Directors. The Director of Coaching/Technical Director can be removed from the position by a majority vote of the Board of Directors.
- Section 9. Any board member may be removed from office with or without cause by a vote of a majority of all the Denver United Voting Members or by a two-thirds (2/3) or greater vote of the Board of Directors. A director may not be removed by the Voting Members at a meeting unless the notice of such meeting states that the purpose, or one of the purposes, of the meeting is removal of the director.
- Section 10. Any Board member may resign from the Board at any time by giving written notice to the President.

- Section 11. Vacancies on the Board, other than the President and Vice President, shall be filled by a nomination from Voting Members of Denver United or by a member of the Board, and approved by a majority vote of the Board. Nominations shall be accepted for fourteen (14) days after notice of a vacancy has been given. If no nominations are received within fourteen (14) days, the Board may appoint a willing Member to the vacant position.
- Section 12. In the event the President's position is vacated, the Vice President shall fill the President's position. This appointed Officer shall serve out the remaining time of the vacated office until the next Annual General Meeting.
- Section 13. In the event the Vice President's position is vacated, the President shall appoint a member to the Vice President's position and shall be confirmed with two-thirds (2/3) vote of the Board. This appointed Officer shall serve out the remaining time of the vacated office until the next Annual General Meeting.

ARTICLE IV: OFFICERS

- Section 1. The President shall preside over all regular Board meetings and special called meetings. The President shall serve and vote as a member of the Board. In the event of a tie the President will break the tie. Further responsibilities of the President shall include, but not be limited to:
- Oversight of all soccer teams throughout the year
 - Oversight and coordination of all Denver United Board of Director and Annual General meetings
 - Oversight of team and player registration processes
 - Oversight of long range planning and field development
 - Representation at NCYSA Board of Director meetings
 - Oversight of all fund raising and sponsorship programs
 - Establishment of committees as needed
 - Assistance with preparation of annual budget
- Section 2. The Vice President shall perform the duties of the President in the President's absence or disability. They shall assist Board members in coordinating all activities of their program and the President with day-to-day activities. Further responsibilities of the Vice President shall include, but not be limited to:
- Assist with oversight of all soccer teams throughout the year
 - Assist with oversight and coordination of Denver United meetings
 - Assist with oversight of team and player registration processes
 - Assist with oversight of long range planning and field development
 - Form and chair the board election committee
 - Assist with oversight all fund raising and sponsorship programs
 - Assist with preparation of annual budget
- Section 3. The Treasurer shall coordinate all financial activities of all Denver United programs. The Treasurer shall receive and disburse Denver United funds and keep accurate and

detailed records of receipts and disbursements. The Treasurer shall supervise the deposit of all funds in a bank approved by the Board. The Treasurer shall provide reports at each Board meeting and provide additional reports as requested by the Board. The Treasurer shall make available a financial report to the membership at the Annual Membership Meeting. Further, the responsibilities of the Treasurer shall include, but not be limited to:

- Assist in the preparation of the annual budgets
- Assist with the collection of all Denver United fees
- Track outstanding revenues and expenses
- Balance all accounts on a monthly basis
- Produce financial records
- Coordinate the preparation of tax paperwork

Section 4. The Secretary's responsibility shall be to record and keep minutes of all meetings of the Board of Directors and the Members. The Secretary shall give notice for all meetings and keep accurate lists of Board Members and General Members/Voting Members along with email information for all Members. The Secretary is charged with maintaining all previous and current minutes of Denver United and making them available at each meeting of the Board of Directors. Further, the responsibilities of the Secretary shall include, but not be limited to:

- Recording and distribution of all Denver United paperwork, including minutes of meetings
- Coordination of all club wide communications
- Maintenance of all coaches' names, emails, and contact information
- Maintenance of files on all Denver United contracts and copies of all other formal documents
- Monitoring the post office box of the club, recording all items received and distributing to the appropriate party.
- Provide the successor Secretary with all records of the Club

ARTICLE V: MEMBER MEETINGS

Section 1. Denver United shall hold an Annual General Meeting of the Members of the Club in June of each year. The purpose of the meeting shall be the election of members needed for the Board of Directors and for the transaction of other business as may be properly brought before the meeting.

Section 2. Special meetings of the members may be called at any time by the President or a majority of the Board of Directors.

Section 3. The Board shall publish advanced notice to its General Members of the location, date and time of the Annual General Meeting at least 30 days in advance. This notice shall be published on the Club's website and distributed electronically to all General Members to the email addresses on file at the time of notice. The notice of meeting shall state the

business to be transacted. Parliamentary law as set forth in Robert's Rules of Order shall govern the meeting and other procedures not expressly provided. Section 4.

The Secretary of the Club shall prepare a list of the members entitled to vote at each meeting, which list shall be kept on file. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting.

Section 5. The presence of fifty percent (50%) of all Voting Members represented in person either physically or attending via online meeting resources, or by paper or electronic proxy, shall constitute a quorum for action at an annual meeting.

Section 6. The President shall preside over the Members' meetings. In the President's absence, the Vice-President shall preside. The Secretary or, in the absence of the Secretary, any person designated by the President shall act as secretary of such meetings.

ARTICLE VI: BOARD OF DIRECTOR'S MEETINGS

Section 1. The Board of Directors will have its regular meetings quarterly in September, December, March and June and may also meet on an ad hoc basis as necessary as determined by the President. All General Members have the right to attend all regular meetings of the Board of Directors and shall be notified of all regular meeting dates as least two weeks in advance.

Section 2. The presence of a majority of the number of directors prescribed by the Board of Directors and in office immediately prior to a meeting shall constitute a quorum for the transaction of business at that meeting of the Board.

Section 3. The President shall preside at the Board meetings. In the President's absence, the Vice-President shall preside. The Secretary or, in the absence of the Secretary, any person designated by the President shall act as secretary of such meetings.

Section 4. Parliamentary law as set forth in Robert's Rules of Order shall govern all Board meetings and other procedures not expressly provided.

Section 5. Action taken by the directors without a meeting is nevertheless Board action, and may be described as such if one or more written consents to the action in question, describing the action taken, are signed by all the directors and filed with the minutes of the proceedings of the Board of Directors or in the records of the Club, whether done before or after the action so taken. Action taken shall be effective when the last director signs a written consent to such action, unless the consent specifies a different effective date.

ARTICLE VII: COMMITTEES

Section 1. The President, subject to ratification by the Board of Directors by a two-thirds (2/3) vote may create any required committees as may be deemed by the President or the Board, as applicable and appropriate. Each such committee shall have at least three (3) members.

- Section 2. Members of all committees of the Board shall serve at the pleasure of the Board. Any member of a Board committee may be removed at any time with or without cause by a two-thirds (2/3) vote of the Board of Directors.
- Section 3. Committee meetings are subject only to common parliamentary law. Recommendations of the committee along with notes from the meetings shall be reported to the President prior to presentation to the Board.
- Section 4. In discharging his or her duties as a director, a director shall be entitled to rely on information, opinions, reports and statements prepared or presented by a Board committee of which he or she is not a member unless he or she has actual knowledge of a matter which makes such reliance unwarranted. Such permissible reliance shall relieve such director of any responsibility or liability imposed upon him or her by law when and to the extent permitted by the Act.
- Section 5. If any action taken by a Board committee is not thereafter formally considered by the Board, any director may dissent from such action by filing his or her written objection with the Secretary with reasonable promptness after learning of such action.

ARTICLE VIII: FINANCES

- Section 1. The Board shall set fees for the upcoming year prior to tryouts, after review and approval by a two-thirds (2/3) vote of the Board. Members must pay all fees due before their children will be allowed to participate in any Denver United program. The Denver United year is defined as August 1 – July 31, which runs concurrent with the NCYSA calendar.
- Section 2. It is the intention of Denver United to be self-supporting. The preparation of the budget is the responsibility of the Treasurer, the President, and the Vice President. They shall ensure that the budget is adhered to and spending occurs as documented and approved in the annual budget. The annual budget will be submitted each April to the Board for approval. The Board will also set and approve fees for the upcoming year so they can be posted to the website before tryouts.
- Section 3. All funds held by Denver United shall be held in federally insured bank accounts in the name of Denver United. No funds paid to Denver United may be placed in any other accounts at any time except on a temporary basis as needed to allow for online payments. All checks, drafts or other orders for the payment of money issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as from time to time shall be determined by resolution of the Board of Directors.
- Section 4. All financial records of Denver United will be based on a fiscal year (August – July). Any outside audits of the financial records if required by the Board will be conducted by an independent accounting firm that has been approved by a majority vote of the Board of Directors. The Treasurer shall work with the auditor to insure that all necessary documents are provided as required. Any Board member may request an audit of the

financial records of Denver United; however, a majority vote of the Board will be required to approve an audit.

- Section 5. The Treasurer shall provide all necessary documentation to prepare all tax returns and file by tax deadline.
- Section 6. The Treasurer shall provide any successor Treasurer with all financial records of Denver United.
- Section 7. The Treasurer may approve scholarships and installment payment plans in accordance with the requirements of the Financial Aid Program as approved by the Board and within the established budget. The Treasurer may not waive fees without approval of the President or Vice President. All financial aid amounts granted should be reported to the Board as part of the Treasurer's report at each meeting.
- Section 8. The President is authorized to enter any contract, lease or other agreement, and to execute and deliver any instrument, on behalf of the Club which is to be entered or executed and delivered in the ordinary course of the Club's business and falls within the approved annual budget. In addition, the Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract, lease or other agreement or to execute and deliver any instrument on behalf of the Club, whether or not such action is within the ordinary course of the Club's business, and such authority may be general or confined to specific instances. Any resolution of the Board of Directors authorizing the execution of any contract, lease or other agreement or delivery of any instrument of behalf of the Club by the proper officers of the Club or by officers of the Club generally and not specifying particular officers shall be deemed to authorize execution or delivery, as applicable, by the President or any other officer if such execution or delivery is within the scope of the duties of such other officer. The Board of Directors may authorize the Club to enter into employment contracts with any of its employees for any length of time and on any terms and conditions it deems wise.
- Section 9. No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, or a committee thereof, and except as permitted by law. Such authority may be general or specific in nature and scope.

ARTICLE IX: ORDER OF BUSINESS AT THE ANNUAL GENERAL MEETING (AGM)

- Section 1. The Annual General Meeting (AGM) may include the following:
- Old/Unfinished Business
 - Election of officers and at-large Members
 - Reports of Board of Directors and committees
 - Annual Financial Report
 - Articles of Incorporation amendment proposals
 - New Business
 - Acceptance of minutes
 - Dispersing revised Bylaws and other governing documents as needed

Section 2. Parliamentary law as set forth in Robert's Rules of Order shall govern all Member meetings and other procedures not expressly provided.

ARTICLE X: AMENDMENT OF BYLAWS AND OTHER GOVERNING DOCUMENTS

Section 1. Proposed amendments to the Bylaws and other governing documents must be presented to the Board in writing at least five (5) days prior to the next Board meeting.

Section 2. All Board members shall be notified of proposed amendments to the Bylaws and other governing documents prior to the Board meeting at which the Board shall consider the proposed amendment(s) for approval.

Section 3. The Board shall vote approval of the amendments to all governing documents by a two-thirds (2/3) majority.

Section 4. The Bylaws shall be sent by the Secretary each calendar year to the NCYSA office as per the requirements of the NCYSA. The revised Bylaws and other governing documents shall be made available to the Members at the next AGM or electronically immediately following the meeting.

ARTICLE XI: INDEMNIFICATION

Section 1. Members of the Board of Directors shall have no personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director except (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under G.S. 55-8-33, (iii) any transaction from which the director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date these provisions became effective. As used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a director, officer, employee, independent contractor, attorney, or consultant of the corporation.

ARTICLE XII: REMOVAL AND SUSPENSION OF COACHES, PLAYERS, REFEREES, PARENTS, AND SPECTATORS FOR MISCONDUCT

Section 1. Any incident of poor sportsmanship on the part of anyone may be cause for suspension from any Club activities, at the discretion of the Board of Directors.

Section 2. Anyone who violates rules or any Bylaws of the Club, NCYSA, USYSA, OR USSF will be subject to disciplinary actions per NCYSA D&A process.

Section 3. The Discipline & Appeals Coordinator will investigate any such incidents as listed above and recommend to the Board removal or suspension from Club activities and the level of sanctions imposed in accordance with the processes and disciplinary actions prescribed by NCYSA, including the appeals process.

ARTICLE XIII: COLORS

Home Colors: Columbia Blue

Away Colors: Navy Blue ARTICLE XIV: RECORDS

Section 1. Minutes of all meetings of the Board of Directors, including the Annual General Meeting, shall be maintained by the Secretary in hard copy and electronically on a disk provided by the Club. All financial records of the Club will be maintained by the Treasurer in both paper and electronic form.

Section 2. Minutes of all regular meetings of the Board and member meetings such as the Annual General Meeting, along with all financial records of the Club, may be requested for inspection by any member currently in good standing with the Club. Requests should be made in writing to the club President or Vice-President.