

## **Altitude FC, Inc.**

### **CONSTITUTION and BYLAWS**

Adopted/Approved on 06/29/2023

Amended on 01/25/2025

Amended on 05/05/2025

#### **ARTICLE 1. Name**

The name of the organization shall be Altitude FC, Inc. or "AFC." Within this document, the phrases "Organization", "Club", or "Altitude FC" shall be used when referring to Altitude FC, Inc. The Club shall constitute individuals who enjoy soccer and may be primarily residents of the Denver Metropolitan Statistical Area (MSA) and surrounding areas. The principal office of the organization shall be located in the Denver MSA of the state of Colorado.

#### **ARTICLE 2. Purpose**

The group is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (IRC) or the corresponding section of any future federal tax code. Altitude FC shall:

- Endorse the growth of soccer in the greater Denver area and facilitate a sense of community for LGBTQIA+ individuals and allies by providing a venue for the play of soccer;
- Advance equity, inclusion, and equality for marginalized members of the community on and off the field through education, philanthropy, and the normalization of diversity
- Encourage players at all levels to participate and improve their skills through Club-sponsored clinics, practices, scrimmages, and events;
- Participate in local league play;
- Host and/or participate in national and international tournaments;
- Support and develop amateur athletes for said competitions; and
- Establish and maintain membership in the International Gay and Lesbian Football Association (IGLFA).

#### **ARTICLE 3. Club Membership and Voting**

##### **Section 1. Club Membership:**

- Associate: Any individual wishing to participate in the practice and play of soccer on a regular basis or willing to volunteer for the Club.
- Member: Any Club Associate who is up to date on the payment of dues.

**Section 2. Voting:** All Members of the Club who are in good standing with the Organization shall be granted one vote for all official Organizational votes.

**Section 2.1** Voting by proxy is allowed provided the individual notifies the Board President and Secretary in writing at least five (5) days before the scheduled vote. The absent individual will allow their designated representative to speak on their behalf and serve as a voting representative if the need arises.

## **ARTICLE 4. Judicial Procedures**

### **Section 1: Grounds for Suspension or Expulsion and Judicial Review:**

**Section 1.1** Any Club Associate or Member may be suspended or expelled from the Club for engaging in unsportsmanlike conduct or conduct determined to be detrimental to the Mission of Altitude FC.

**Section 1.2** Unsportsmanlike conduct is defined as any behavior, whether verbal, physical, or digital, that:

- Demonstrates a lack of respect for players, officials, spectators, or other participants, including but not limited to:
  - Abusive, threatening, or profane language.
  - Physical aggression or intimidation.
  - Harassment or discrimination based on race, gender, religion, age, disability, or other protected characteristics.
- Violates the rules of fair play, such as:
  - Cheating.
  - Deliberately injuring another participant.
  - Attempting to manipulate the outcome of a game or event.
- Promotes or engages in behavior that tarnishes the reputation or integrity of Altitude FC.

**Section 1.3** Detrimental conduct is defined as any action, inaction, or pattern of behavior that:

- Undermines the Club's Mission, values, or goals, including but not limited to:
  - Publicly disparaging the Club, its Members, or its leadership in a malicious or false manner.
  - Willfully engaging in activities that harm the Club's operations, finances, or relationships with sponsors, partners, or the community.
- Violates local, state, or federal laws during Club-related activities.
- Negatively impacts the safety, inclusivity, or well-being of participants at Club events, games, or competitions.

**Section 1.4** Unsportsmanlike or detrimental conduct is not limited to actions occurring during games, events, or competitions and may include behavior in any setting that involves or reflects upon the Club, including social media and other public forums.

**Section 1.5** Judicial Review Panel: To ensure fairness, impartiality, and accountability, judicial matters, including suspensions, expulsions, or other disciplinary actions, shall be

handled by a Judicial Review Panel established to address all matters of unsportsmanlike or detrimental conduct.

**Section 1.6** Composition of the Judicial Review Panel:

- The Vice President (as the chair of the panel).
- Two additional Club Members, selected on a case-by-case basis, who:
  - Are not directly involved in the incident or complaint.
  - Are approved by a majority vote of the Board to ensure impartiality.
- One neutral third party, such as an external advisor or mediator, if deemed necessary by the Board to maintain objectivity.

**Section 1.7** Duties of the Judicial Review Panel:

- Conduct a thorough review of the alleged conduct, including:
  - Gathering facts.
  - Hearing statements from involved parties.
  - Reviewing written evidence or testimonies.
- Ensure that the accused individual has the opportunity to:
  - Present their case.
  - Respond to any allegations.
- Deliberate and decide on appropriate disciplinary actions, if any, based on the definitions and guidelines outlined in Section 1.

**Section 1.8** Decisions of the Judicial Review Panel:

- Require a simple majority vote during the next scheduled Monthly Board Meeting or during a Special Meeting.
- Must be documented in meeting minutes, including the rationale for the decision.
- Shall be communicated to all relevant parties.

**Section 1.9** Transparency and Confidentiality:

- All proceedings of the Judicial Review Panel shall be conducted with transparency to ensure fairness.
- Sensitive matters, including personal information, shall remain confidential and shared only with those directly involved in the case.

**Section 2.** Judicial Authority and Notification:

**Section 2.1** All judicial decisions, including suspensions and expulsions, must be formalized in writing. The affected individual must be notified within 72 hours of the decision being finalized.

**Section 2.2** The Judicial Review Panel shall oversee all disciplinary decisions to ensure impartiality and adherence to the Club's Bylaws.

**Section 3.** Suspension:

**Section 3.1** A motion to suspend an Associate or Member from the Club for conduct considered unsportsmanlike or detrimental, as defined in Sections 1.2 and 1.3, may be initiated offline by a simple majority vote of the Board.

**Section 3.2** All suspensions are indefinite and require a formal review by the Judicial Review Panel, which must include discussions with all relevant parties involved in the situation.

**Section 3.3** Suspensions are subject to formal review at the next scheduled Monthly Board meeting or at a Special Meeting.

**Section 3.4** Individuals under suspension are prohibited from participating in any Club activities, including pickup games, practices, official games, and other Club-affiliated events, until the determined suspension period is over.

**Section 3.5** A motion to suspend a Board Member may be initiated by any Voting Member at the next scheduled Monthly Board Meeting or at a Special Meeting.

**Section 3.5.1** Suspension requires a 2/3 vote of the Voting Members and will follow the formal review process outlined in Section 1.5.

#### **Section 4. Expulsion:**

**Section 4.1** A motion to expel an Associate or Member from the Club for conduct considered unsportsmanlike or detrimental, as defined in Sections 1.2 and 1.3, may be initiated offline by a simple majority vote of the Board.

**Section 4.2** Expulsion requires a formal review by the Judicial Review Panel, which must include discussions with all relevant parties involved in the situation.

**Section 4.3** Individuals expelled from the Club are not entitled to refunds or reimbursement of any fees, dues, or other payments made to the Club.

**Section 4.4** A motion to expel a Board Member may be initiated by any Voting Member at the next scheduled Monthly Board Meeting or at a Special Meeting.

**Section 4.4.1** Expulsion requires a 2/3 vote of the Voting Members and will follow the formal review process outlined in Section 1.5.

#### **Section 5. Appeals:**

**Section 5.1** Any Associate, Member or Board Member may appeal the decision of the Judicial Review Panel to the full Board of the club.

**Section 5.2** Appeals must be submitted in writing to the Vice President within 14 days of receiving formal notification of the suspension or expulsion.

**Section 5.3** The Board is required to review all appeals and render a decision within 30

days of receiving the appeal.

**Section 5.4** The Board's decision on the appeal is final.

**Section 6. Compliance with External Regulations:**

**Section 6.1** These judicial Bylaws are subject to the rules and regulations of both the International Gay and Lesbian Football Association (IGLFA) and the Fédération Internationale De Football Association (FIFA).

**Section 6.2** However, in order to protect the autonomy and integrity of the Club, these Bylaws shall ultimately supersede the rules and regulations of external organizations in cases of conflict. This is to account for any changes to the Club's Bylaws made through Board decisions that may unknowingly conflict with the rules of external organizations.

**Section 6.3** The Club shall make reasonable efforts to align its Bylaws with external regulations; however, the Club retains the right to act in accordance with its own policies and procedures as decided by the Board.

**ARTICLE 5. Meeting of Members**

**Section 1.** The Board will set the date and time of the Annual General Membership Meeting ("Annual Meeting") usually near the beginning of the calendar year, but no later than the second week of February, unless a quorum cannot be met or conditions outside the direct control of the Board prevent meeting the deadline. Mid-Year Membership Meeting: The Board will set the date and time of the Mid-Year Membership Meeting ("Mid-Year Meeting") usually near the middle of the calendar year. This meeting is not a strict Organizational requirement and will not have elections, but can serve as an additional informative meeting for Members that may have missed the Annual General Membership Meeting.

**Section 1.1** The Board of Directors for Altitude FC shall be voted on during the Annual Meeting.

**Section 1.2** Notices for the Annual Meeting and Mid-Year Meeting shall be not less than fourteen (14) days before the meetings.

**Section 1.3** Fifteen (15%) percent of the Voting Members (as defined in Article 3, Section 2) shall constitute a quorum for Annual General Membership Meetings.

**Section 2.** Special Meetings: Any Members of the Board of Directors or 25% of Voting Members may request a Special Meeting to be held.

**Section 2.1** A Special Meeting Notice must set forth with specificity the purpose of the meeting and only that purpose may be conducted at the meeting.

**Section 2.2** A Special Meeting requires a quorum of at least five (5) Board officers. If the meeting is to amend the Constitution and Bylaws or to confirm a Presidential appointment, a quorum must also include 15% of Voting Members (as

defined in Article 3, Section 2).

**Section 3.** Monthly Board Meetings: The Board of Directors will meet monthly to discuss the issues of the Club and resolve any issues that may arise. These meetings are open to all Associates/Members. Any participant in the Club may request they have an item put on the agenda.

**Section 3.1** Five (5) Officers shall constitute a quorum for Monthly Board Meetings.

**Section 3.2** Only the Board of Directors shall vote during the Monthly Board Meetings.

**Section 3.3** Motions are carried by a simple majority unless otherwise specified in these Bylaws.

**Section 4.** Notice: Notice of each Special or Monthly Board Meeting shall be given to each Voting Member by announcement; effort will be made to provide notice in a timely manner with a goal of at least one (1) week but no shorter than two (2) days' notice.

**Section 5.** Participation: Officers may participate in any meeting(s) through telephone or video conference if they are unable to attend in person.

## **ARTICLE 6. Finances**

**Section 1.** The Club's fiscal year shall coincide with the calendar year, unless otherwise established by the Board. Club dues may be assessed on a yearly or seasonal basis according to a schedule approved by the Board.

**Section 1.1** If deemed necessary, the Board reserves the right to assess a player fee to those individuals who are participating in Club events who are not Members. These costs will help defer/defray the expenses of the event.

**Section 2.** Whereas, the Club recognizes that a Member's financial situation may occasionally prevent them from paying; and whereas, the Club does not wish to discourage a Member in such a situation from playing; the Club may request that a minimum contribution is made in lieu of the full Club due, waive the due or provide the due from the accounts of the Organization; in the event this occurs that Member for purposes of voting shall be considered an Associate.

**Section 3.** The dues and player fees described in Article 6, Section 1 shall be applied to Club expenses incurred in the administration and operation of the Club. These expenses may include, but are not limited to, equipment purchases, field charges, and tournament fees. In general, the money collected from dues shall not be used to pay for personal expenses such as housing and transportation expenses incurred through participation in tournaments.

**Section 4.** All expenses on behalf of Altitude FC must be approved by the Board prior to incurring the expense unless otherwise approved by the Board.

**Section 4.1** Associates/Members who expend funds on behalf of the Club and which are less than \$50 in total may be approved for reimbursement retroactively by vote of the Board.

**Section 5.** Fundraising proceeds may be applied to player expenses incurred through participation in tournaments provided that the Club defines the purpose of the fundraiser as such.

**Section 6.** The Club may receive and accept property, whether real, personal or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with the purposes of the Club.

**Section 7.** All financial matters of the Club should be handled through an account opened in the name of Altitude FC Inc. All checks/purchases must be signed by an officer of the Board (specifically any of the following: Treasurer, President, Vice President or Immediate Past President) whose name appears on the authorized signature card submitted to the banking institution handling the checking account. All Club purchases must be in accordance with Article 6, Section 4.

**Section 8.** No part of the net earnings of the Organization nor net receipts shall inure to the benefit of, or be distributable to the Members, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 above.

**Section 9.** No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation through the use of Organizational funds. Additionally, the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Organization shall be permitted to engage in educational activities that impact the LGBTQIA+ community and are in alignment with the Mission of Altitude FC.

**Section 10.** The Club shall not make any loans to Members. “Loans” in this matter do not refer to grants, awards, gifts, or elements of a contract that require Members to pay.

**Section 11.** Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE 7. Board of Directors & Officers**

**Section 1.** The Board of Directors (also referred to as “The Board”) must act in good faith or at least what is reasonably believed to be the best interests of the Club, they must act with reasonable care, and must disclose all material information not already known, unless legally prohibited.

**Section 1.1** The Board must consist of at least three (3) Directors and/or Officers. All Officers are considered Directors for purposes of meeting those minimums. The

Board shall consist of the following Officers: President, Vice President, Treasurer, Communications Officer, Membership Coordinator/Registrar, Historian, League Coordinator, Player Development Coordinator, and Immediate Past President. Any Voting Member may hold an office.

**Section 1.2** All Board Members must complete an annual Conflict of Interest Statement in order to serve on the Board of Directors.

**Section 2.** The Board shall have the authority to act on all matters concerning the Club, unless otherwise directed in these Bylaws, between Monthly meetings.

**Section 3.** The Board will serve on a volunteer basis and will not receive salaries or wages for the time required to carry out their duties as Board Members. This does not exclude the Organization from financially compensating contractors or vendors that have no financial ties to the Board.

**Section 4.** The Board may adopt standards or governance policies for efficiency and/or compliance with laws and regulations. The Board shall also be responsible for ensuring legal compliance.

**Section 5.** Excluding the Immediate Past President, the Officers shall be elected at the annual meeting of the Club (Article 5, Section 1.1). Their term of office shall begin at the close of officer elections. Their term of office shall end when a successor has been chosen.

**Section 5.1** Officer candidates need to become Members within 48 hours, if elected, and may hold no more than one (1) office at a time.

**Section 5.2** In the event that an office becomes vacant due to death, resignation, removal, or any other legal cause, the following procedures shall apply:

- Vacancy with more than five (5) months remaining in the term: A Membership vote is required to approve the President's appointment of a successor. If the appointment is not approved, the President must select another successor for approval by the Membership. If a Membership meeting cannot be convened in a timely manner, the President may appoint a successor, subject to approval by the remaining Board Members. The appointed successor must be a dues-paying Member. The process can occur through various means, such as email, Board chat group, Special Meetings, or other methods as appropriate. All votes and discussions regarding the appointment shall be documented accordingly.
- Vacancy with less than five (5) months remaining in the term: The President may appoint a successor from a pool of willing applicants, subject to approval by the remaining Board Members. The appointed successor must be a dues-paying Member. The process can occur through various means, such as email, Board chat group, Special Meetings, or other methods as appropriate. All votes and discussions regarding the appointment shall be documented accordingly.



**Section 5.3** In the event that there are simultaneously two (2) Officer vacancies, the President/Board may call a Special Meeting to elect replacements.

**Section 6.** Any Officer may be removed from office for the best interest of the Club, for non-performance of duties, for being declared of unsound mind by a final court order, for being convicted of a felony, for being found by a final court order to have breached a duty as a Director, or for satisfying the requirements of expulsion, as described in Article 4, Section 3.

**Section 7.** Officers serve during their respective term until a new Board is elected or the Officer resigns, is removed, or is unable to serve for any reason whatsoever. Officers can be elected to the same position more than once.

**Section 8.** Any Officer may resign at any time by notifying the President or the Board in writing. Resignations shall take effect at the time specified therein, no acceptance of such resignation shall be necessary to make it effective; Officers shall continue the work of the Club until the effective date including transitioning their duties to the President's appointee or newly elected Officer (Article 7, Section 5).

**Section 8.1** A Board Member may resign at any time by giving notice in writing to the President/Board; however, the Board Member shall not be relieved from any obligations incurred or commitments made prior to the resignation.

## **ARTICLE 8. Officer Duties**

**Section 1.** The President shall preside over all meetings; have the authority to appoint Standing committee chairs as long as they are Board Members; in the event they are not Board Members the person may serve as chair of an Advisory committee; appoint officers and call for Special Meetings as described in Article 5, Section 2; execute financial instruments; serve as an ex officio member of all committees; and shall have overall accountability and responsibility for the affairs of the Club as well as to ensure the Club's compliance with applicable laws and regulations. The President shall coordinate communications between regular business meetings. The President shall also undertake leadership in various projects as determined by the Board.

**Section 2.** The Vice President supports the operation of the Club, assumes the President's duties when absent, and leads projects as assigned by the President or Board. The Vice President also chairs the Judicial Review Panel, overseeing all disciplinary matters and ensuring fair, confidential, and timely resolution of issues related to member conduct in accordance with the Club's Bylaws.

**Section 3.** The Treasurer shall collect Club dues and fees required for Club business; keep an accurate record of the Club's bank account(s), trust companies, or other depositaries; prepare and execute financial instruments/documents and submit all government-required financial forms to ensure compliance with all laws and regulations; assuring the accuracy and integrity of the Club's financial information, and advise on fundraising activities. The Treasurer shall also undertake leadership in various projects as determined by the Board.

**Section 4.** The Communications Officer shall keep an up-to-date mailing list of all Members;

send out Club news and information to Club contacts and Members at regular intervals; manage Club publicity and public affairs; be the point-of-contact for other soccer teams around the country/globe; maintain the overall content of the website and social network websites where necessary, including publishing such information provided by Historian regarding team standings and Club events; and direct and transition people who express team roster interest via social media to the Membership Coordinator. The Communications Officer may undertake leadership in various projects as determined by the Board.

**Section 5.** The Membership Coordinator/Registrar Officer shall be the point of contact for all people who are new to the Club and may request information about becoming an Associate/Member. The Registrar Officer shall also keep an updated roster and contact list(s) of all Members and maintain an inventory of Club uniforms and merchandise and queue of future orders. The Registrar shall either serve as chair of external tournament committees or play an active part. The Registrar, in conjunction with the Treasurer, shall ensure that external tournament participants reimburse the Club for any owed tournament fees. The Registrar may undertake leadership in various projects as determined by the Board.

**Section 6.** The Historian shall record the minutes, highlights, and motions of each Board meeting, seeing that such documents are distributed to Board and any Voting Member in attendance as well as seeing that Communications Officer publishes it to Club's Website as soon as practicable. The Historian shall be the keeper of the Bylaws and a history of the Club. The Historian shall create an annual report of Club activities to be presented and distributed at the Annual Meeting; the report shall consist of various items (photos/videos, results, awards etc.) from Club activities, Club communications, and Club website. The Historian shall keep and archive historical records of the significant moments in the history of the Club including lists of past Board Members and the anniversaries of Club events and may undertake leadership in various projects as determined by the Board.

**Section 7.** The League Coordinator chairs or actively participates in all league and tournament committees. They ensure year-round league offerings with at least two skill levels (e.g., recreational and competitive), and facilitate all-gender, non-binary, or transgender-focused teams when interest allows. They recruit team captains and, with the Registrar, ensure each team has jerseys and that captains manage jersey washing and inventory. The League Coordinator reports league or player issues to the Board and, with the Treasurer, ensures players pay any league or internal tournament fees owed to the Club.

**Section 8.** The Player Development Coordinator chairs the Player Development & Evaluations Committee (title subject to change). They manage the Club's practice equipment inventory and upkeep, fulfill equipment needs and purchases for external league captains, and track future orders. They ensure all Club-sponsored practices and scrimmages have a designated coach or Board representative. Alongside the Player Development & Evaluations Committee, they maintain a player rating system to help form skill-balanced external league teams. They are also responsible for booking fields for Club practices and scrimmages and keeping external league captains informed about available field options.

**Section 9.** The Immediate Past President shall serve as an advisor and provide continuity to the Board. The position shall be filled by the immediate predecessor to the newly-elected President. The Immediate Past President shall serve for a minimum of one (1) year, but may be reappointed by the President as deemed necessary. The Immediate Past President shall be

responsible for seeing to the transition of the Board to newly elected Officers following elections. The transition may include such responsibilities as: preparing documentation to the bank to notify them of the change to the Officers authorized on the account to the elected President & Treasurer; over-seeing memorandum and other documents are created detailing processes/recommendations/statuses from past Officers to newly elected Officers; establishing a list of websites with user-names and passwords to permit access for new Officers; and transitioning any other equipment, materials, or assets to newly elected Officers. The Immediate Past President may execute financial instruments and may undertake leadership in various projects as determined by the Board.

**Section 10.** Any Officer may propose governance policies for the Board's consideration.

## **ARTICLE 9. Administration and Operations**

**Section 1.** The Club shall have regular pick-up games/practices at least once a month, conditions permitting. The Club may also set up practice sessions and clinics as desired throughout the year.

**Section 2.** Any Voting Member of the Club may request in writing to the President or Treasurer giving five (5) days' notice to inspect the accounting records, any financial reports, policies, Organizational documents (including but not limited to these Bylaws), or any copies of documentation submitted to the U.S. government which are not nor contain privileged information, work-product, or communications (as defined in the Federal Rules of Evidence).

**Section 2.1** Pursuant to IRC the Club's filings with the Internal Revenue Service are open to public inspection. The Club upon a written request from a non-Member, an Associate/Member, or the public at large (and their payment for reasonable copying and shipping charges) may provide copies of those filings. Voting Members may also inspect Club records as long as five (5) days' written notice is given; the notice must be done in good faith and state the proper purpose. These copies shall be governed by the previous clause dealing with privileged information.

**Section 3.** Principal Office: The Club shall maintain an office within the Denver MSA, Colorado but it may be moved from time to time in accordance with filing the correct paperwork to comply with local and state rules and regulations.

**Section 3.1** Books and Records must be maintained at the Principal Office. These materials include: Articles of Incorporation, Bylaws, Minutes (for the last 3 years), Communications to Members generally and annual financial statements filed with the IRS (for the last 3 years), Names and business addresses for the Directors, IRS Form 990 (for the last 3 years) as well as CO Forms 1023 or 1023-EZ (if applicable), and a list of Voting Members.

**Section 4.** Registered Agent: The Registered Agent is the person who is able to serve as the Club representative for purposes of notification and serve of legal proceedings. The Club may

designate or change its Registered Agent from time to time by giving notice to the appropriate Colorado agency. The Registered Agent may notify the Club and appropriate Colorado agency of any change in address; the Registered Agent may also resign as long as that person informs the Board in writing and files the necessary paperwork with the appropriate Colorado agency.

## **ARTICLE 10. Committees**

**Section 1.** The President, with the guidance of the Board, may create, as necessary, Standing and Advisory committees to carry out special tasks. These tasks may include, but are not limited to, publicity, fundraising, field search, tournament participation, team newsletters, and participation in community events.

**Section 1.1** Standing committees exist indefinitely, deal with ongoing/recurring tasks, and should at least be represented by one appointed Board Member at every Monthly Board Meeting (as defined in Article 5, Section 3), as well as any committee Members if the committee chair sees fit. Advisory committees are temporary, serving the Board on a case-by-case basis, and may be chaired by an appointed Board Member or Club Member. The chair, along with other appropriate committee members, should only be summoned for a Board Meeting when their guidance is relevant to the items on that particular meeting's agenda.

## **ARTICLE 11. Parliamentary Authority**

**Section 1.** Except where otherwise provided for in these Bylaws, parliamentary procedure shall be conducted in accordance with the most recent edition of *Robert's Rules of Order*.

## **ARTICLE 12. Amendments to Bylaws**

**Section 1.** These Bylaws may be amended at any Special Meeting or Annual Meeting by a 2/3 vote of the Voting Members present and voting. The amendment must be submitted in writing to the Board at least two (2) weeks prior to any meeting at which the vote shall take place.

**Section 2.** In the event that any portion of these Bylaws or amendment is rendered invalid by an act of government, those portions thereof which are not affected by such legislation shall remain in full force and effect until and unless altered or repealed in accordance with these Bylaws.

## **ARTICLE 13. Dissolution**

**Section 1.** The Club may be dissolved upon a majority vote of the Annual General Membership Meeting or The Club will be automatically dissolved if the Voting Members fall beneath three (3) Voting Members.

**Section 2.** Upon the dissolution of the Club after paying or making provisions for payment of all liabilities of the Club, the Board of Directors shall take the remaining assets and distribute for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to such organization(s) which may best fulfill the purposes of the Club or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE 14. Indemnification**

**Section 1.** The Club shall indemnify any person named or threatened to be named a party to a proceeding by reason of the fact that such person is or was a Member of the Board, an Officer, an employee or agent/volunteer.

**Section 2.** The individual(s) named or threatened to be named a party to a proceeding must give written notice to the President within but no later than five (5) days after the date such person has been notified through service of process. Notification shall include a copy of all documentation and information as is reasonably available to the individual(s) regarding the proceeding.

**Section 3.** Indemnification shall be limited to reasonable expenses incurred in connection with the proceeding. Reasonable expenses (including reasonable attorneys' fees and costs) shall include statement(s) detailing time and expenses and shall be delivered to the Club within five (5) days after receipt by the individual(s). Advances may be made for the indemnification of Directors and/or Officers.

**Section 4.** The Club shall not indemnify any individual(s) in a proceeding if the indemnitee:

- a) did not conduct himself or herself in good faith,
- b) did not reasonably believe that his or her conduct was in the best interests of the Club,
- c) was not reasonably informed,
- d) had a conflict of interest
- e) conducted a sustained failure to devote attention or inquire about the Organization's affairs,
- f) received an improper benefit, or
- g) in the case of any criminal proceeding, had reasonable cause to believe their conduct was unlawful.

However, the Club must indemnify any Officer or Director successful in the defense of any proceedings for reasonable expenses incurred.

**Section 5.** In the event that the Club funds have been exhausted, then the indemnification of the individual(s) shall cease.

**Date of Approval/Adoption:** 06/29/2023, during a Monthly Board Meeting **Date of Amendment:** 01/25/2025,  $\frac{2}{3}$  of Voting Members, Annual General Membership Meeting

**Attest:**  **Board President/Founder,**  
**Alexander Chaconas**