

BYLAWS
OF COLOR COUNTRY FUTBOL CLUB

ARTICLE I: IDENTITY

These are the By-Laws of the COLOR COUNTRY FUTBOL CLUB., hereinafter referred to as the Association. The principal office of the Association shall be located at Po Box 3004, Cedar City, UT 84721, or such other place as may be subsequently designated by the Board of Trustees.

ARTICLE II: DEFINITIONS

The terms used herein shall have the meaning stated as follows unless the context otherwise requires:

2.1 COLOR COUNTRY FUTBOL CLUB. (hereinafter the "Club" or "Association") shall mean that certain non-profit Utah corporation formed for the purpose of fostering soccer skills, Said Club is to consist of individuals who actively join in the above-noted purpose, whether through actively participating or through financial contributions.

2.2 Board of Trustees. or "Board" shall mean and refer to those persons duly elected thereto by the Members in accordance with the provisions hereof.

2.3 Members. Only parents or guardians of players within the organization will be given Membership privileges, limited to one vote per family unit. Family unit will be defined as player or players living with and cared for by primary guardian. Each of the Trustees or Board Members shall also be Members and have one vote per Trustee and shall governed by these By-Laws.

ARTICLE III: APLICATION

All individuals who participate within the Club, or any person(s) who might use, or receive any benefit from the assets or property of the Club in any manner shall be subject to the regulations set forth in these By Laws.

ARTICLE IV: ADMINISTRATION

4.1 Place of Meetings. Meetings of the Members of the Club shall be held at such place within the State of Utah as the Board may specify by notice, except as herein otherwise specified.

4.2 Annual Meetings. The annual meeting of the Members shall be held on the first Thursday of the month following the filing of the Articles of Incorporation at such place as the Board of Trustees shall specify. Thereafter, the annual meeting shall be held on a day designated by the Board of Trustees of each succeeding year; provided, however, that whenever such date falls on a legal holiday, the meeting shall be held on the next succeeding business day, and provided further, that the Board of Trustees may by resolution fix the date of the annual meeting on such date at such place as the Board of Trustees may deem appropriate.

4.3 Special Meetings. Special meetings of the Members may be called at anytime by written notice served by the Board of Trustees, delivered not less than fifteen (15) days prior to the date fixed for such meeting. Such meeting shall be held at such place as the Board of Trustees may specify and the notice thereof shall state the place, date, time and matters to be considered.

4.4 Notices. Any notice permitted or required to be delivered as provided herein may be delivered personally, by mail, email, or by posting said notice in three public places within Iron County such as a library, public park, or school at least fifteen (15) days before such meeting. If delivery is by mail, it shall be deemed to have been delivered twenty four (24) hours after a copy

of the same has been deposited in the United States mail, postage prepaid, addressed to each Member at the address given by such person to the Board of Trustees for the purpose of service of such notice. Such address may be changed from time to time by notice in writing to the Board of Trustees. Such notice shall set forth the place, date, and time of the meeting.

4.5 Quorum. At any meeting of the Member, the attendance at the meeting of a majority of the Board of Trustees shall constitute a quorum for any and all purposes, except whereby express provisions, a greater vote is required, in which event a quorum shall be the number required for such vote. In the absence of a quorum, the President or presiding officer at the meeting may adjourn the meeting from time to time, without notice other than by announcement at the meeting, until holders of the amount of interest requisite to constitute a quorum shall attend. At any such adjourned meeting, a lesser quorum requirement of one half of the original quorum requirement shall be permitted to transact any business, which might have been transacted at the meeting as originally notified.

4.6 Voting. When a Quorum is present at any meeting, the vote of Members representing at least fifty-one percent (51%), or more, of the Members present in person, shall decide any question of business brought before such meeting, unless the question is one upon which, by express provision of the statutes of the State of Utah, the Declaration, or of these By-Laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

4.7 Waivers of Notice. Any Member may at any time waive any notice required to be given under these By-Laws, or by statutes or otherwise. The presence of a Member in person at any meeting of the Members shall be deemed such waiver.

ARTICLE V: BOARD OF TRUSTEES

5.1 Purpose and Powers. The business, property, and affairs of the Club shall be managed and governed by the Board of Trustees of not less than three (3) and not more than five(5) members, pursuant to the Articles. One of the Board of Trustees will be a representative selected by Utah Surf with no vote or ratification from the Club. The Board of Trustees shall have the powers and duties necessary for administration of the affairs of the Club and may do all such acts and things allowed by law. The Board shall operate and maintain the assets of the Club, fix the amount of the annual dues for the Membership, and collect said dues from the Members. The Board shall employ and/or dismiss the personnel necessary for the maintenance and operation of the Club. The Board may also obtain insurance for the property of the Club as it deems necessary and prudent. The Board may adopt and amend the rules and regulations governing the use of the Club property and funds, and the personal conduct of the Members, as well as establish penalties for the infraction thereof. The Board shall open bank accounts on behalf of the Club and designate the signatories required therefore. The Board shall also take all other necessary and proper actions for the sound management of the Club and fulfillment of the terms and provisions of the Articles and By-Laws.

5.2 Appointment of the Board of Trustees. Appointment of the Board of Trustees shall be as follows:

5.2.1 Regular Appointment to the Board of Trustees shall be done at the Annual General Meeting

5.2.2 Nominations for Board Members shall be made by any current Board Member.

5.2.3 The appointment of Board Members shall be by a majority vote of existing board members at the Annual General Meeting.

5.2.4 Except as to vacancies created by removal of Board Members by Members, vacancies in the Board of Trustees occurring between annual meetings of the Members shall be filled by the remaining Board Members.

5.2.5 Any Director may be removed from the Board, with or without cause, by a majority vote of the Members within the Club. In the event of death, resignation, or removal of a Director, his/her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his/her predecessor.

5.3 Term. The term of each Board Member's service shall be the two (2) years following his/her election and subsequently until his/her successor is duly elected and qualified or until he/she is removed.

5.4 Regular Meetings. A regular meeting of the Board of Trustees shall be held immediately after the adjournment of each annual general meeting. Regular meetings, other than the annual general meeting, shall or may be held at regular intervals at such places and at such times as the Board of Trustees may from time to time designate.

5.5 Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by any Trustee. By unanimous consent of the Board of Trustees, special meetings may be held without call or notice at any time or place.

5.6 Quorum. A quorum for the transaction of business at any meeting of the Board of Trustees shall consist of a majority of the Board of Trustees then in office.

5.7 Compensation. Members of the Board of Trustees, as such shall not receive any stated salary or compensation; provided that nothing herein contained shall be construed to preclude any member of the Board of Trustees from serving the Club in any other capacity and receiving compensation therefore. The Board of Trustees may establish practices within its rules and regulations for reimbursement to Members of the Board of Trustees for expenses incurred for Club related activities and travels. The Board of Trustees may also establish practices within its rules and regulations for "registration scholarships" for children of Members of the Board of Trustees or others providing service to or within the Association.

5.8 Waiver of Notice. Before or at any meeting of the Board of Trustees, any member thereof, may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member of the Board of Trustees at any meeting thereof shall be a waiver of notice by him/her of the time and place thereof.

5.9 Adjournments. The Board of Trustees may adjourn any meeting from day to day or for such other time as may be prudent or necessary, provided that no meeting may be adjourned for longer than thirty (30) days.

5.10 Joinder in Meeting by Approval of Minutes. The joinder of a Board Member in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Board Member for the purpose of determining a quorum.

5.11 The Presiding Officer of the Board of Trustees Meetings. The President of the Board of Trustees shall preside.

5.12 The Order of Business. Board of Trustees' Annual General Meetings and exception for the election of officers, at other Board of Trustees meetings, shall be:

Calling of roll. Proof of due notice of meeting. Reading and disposal of any approved minutes. Reports of officers and Committees. Election of officers. New business. Adjournment.

5.13 Fidelity Bonds. The Board of Trustees may require that all officers and employees of the Board of Trustees handling or responsible for funds shall require adequate fidelity bonds. The premium on such fidelity bonds shall be paid by the Club.

5.14 Action without a Meeting. The Board shall have the right to take any action in the absence of a meeting upon obtaining the written approval of all of the Board Members.

ARTICLE VI: OFFICERS

The officers of the Association may be a President, a Vice-President, a Treasurer, and a Secretary, In addition to the officers elected by the Membership one representative from the Utah Surf Organization shall be apart of the Board of Trustees. A Utah Surf representative will also act as the DOC for the Club.

6.1 Designation of Election. The officers of the Club shall consist of a President, a Vice-President, a Treasurer, and a Secretary.

6.2 Other Officers. The Board of Trustees may appoint such other officer(s), in addition to the officers herein above expressly named, as it shall deem necessary, who shall have authority to perform such duties as may be prescribed from time to time by the Board of Trustees.

6.3 Removal of Officers and Agents. All officers and agents shall be subject to removal with or without cause, at any time by the affirmative vote of the majority of the members of the Association.

6.4 President. The President shall be the chief executive of the Board of Trustees, and shall exercise general supervision over its property and affairs. He/She shall sign on behalf of the Property all instruments and contracts of material importance to its business, shall do and perform all acts and things, which the Board of Trustees may require of him/her. He/She shall preside at all meetings of the Board of Trustees. He/She shall have all of the general powers or duties which are normally vested in the office of the President of the corporation, including, but not limited to, the power to appoint committees from among the member from time to time as he may, in his/her discretion, decide what is appropriate to assist in the conduct of the affairs of the Property.

6.5 Vice-President. The Vice-President shall take the place of the President and perform his/her duties whenever the President shall be absent, or unable to act. If neither the President nor the Vice-President is able to act, the members of the Association, as a special meeting, shall elect some other member thereof to perform the duties of the President on an interim basis. The Vice-President shall also perform such other duties as shall from time to time be prescribed by the Board of Trustees.

6.6 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Trustees; he/she shall have charge of the books and papers as the Board of Trustees may direct; and he/she shall in general, perform all the duties incident to the office of the Secretary.

6.7 Treasurer. The Treasurer shall have the responsibility for the funds and securities of the Board of Trustees and shall be responsible for keeping full and accurate accounts of all receipts and of all disbursements in books belonging to the Board of Trustees. He/She shall be responsible for the deposit of all monies and all other valuable effects in the name and to the credit of, the Board of Trustees in such depositories as may from time to time be designated by the Board of Trustees.

6.8 DOC (Surf Representative). The DOC shall select and oversee the functions of the Coaching Directors Board. He/She shall coordinate between the Board of Trustees and the Coaching Directors Board for any financial resources and other support needed for the development of players and coaches.

6.9 Compensation. Except as outlined in Article 5.7 no compensation shall be paid to the officers for their services as officers. No remuneration shall be paid to an officer for services performed by him/her for the Board of Trustees in any other capacity, unless the Board of Trustees shall have unanimously adopted a resolution authorizing such remuneration before the services are undertaken and that amount of said remuneration is reasonable.

6.10 Vacancies, Vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he/she replaces.

6.11 Committees. The Board shall appoint committees as deemed appropriate in carrying out its purpose.

ARTICLE VII: Coaching Directors Board

7.1 Purpose and Powers. The Coaching Directors Board is responsible for all activities specific to the development of players. These responsibilities include but are not limited to the following; Selecting or removing coaches for each team, overseeing player training, coach development, consult with parents and coaches about player placement, overseeing behavior of coaches/players and organizing tryouts for each age group. The Coaching Directors Board will not have any financial decision making power. All payments or fees of any kind must be approved by the Board of Trustees.

7.2 Selection of Coaching Directors Board. The DOC shall select or remove, at will, the members of the Coaching Directors Board. There will be a minimum of two (2) and maximum of four (4) Directors in addition to the DOC.

ARTICLE VII: ACCOUNTING

7.1 Books and Accounts. The books and accounts of the Board of Trustees shall be kept under the direction of the Treasurer and in accordance with general accounting procedures.

7.2 Report. At the close of each accounting year, the books and record of the Board of Trustees shall be reviewed by a person or firm approved by the Members. A report of said review shall be prepared and submitted to the Members.

7.3 Inspection of Books. Financial reports, such as are required to be furnished, shall be available at the principal office of the Board of Trustees for inspection upon request at any reasonable time by any Members.

7.4 Fiscal Calendar. The fiscal year of the Association shall begin on the first day of June and end on the 31st day of May of every year.

ARTICLE VIII: AMENDMENTS

These By-Laws may be amended at any duly constituted meeting of the Members called for that purpose or at any Annual General Meeting of the Membership by the affirmative vote of at least fifty-one percent (51%) of the Members in attendance. Notice of such meeting shall be sent to each Member at least fifteen (15) days prior to such meeting.