

**STINGERS SOCCER CLUB  
DBA ALTITUDE FOOTBALL CLUB and ALTITUDE FC**

**BYLAWS  
(REVISED EFFECTIVE December 1, 1999  
ADDITIONALLY REVISED December 10, 2012, December 15, 2014 and July 8, 2015)**

**ARTICLE I – NAME**

**Section 1**

*Name*

The name of the organization is the Altitude Football Club, hereinafter referred to as the Altitude FC or abbreviated as AFC. The AFC has been incorporated as a non-profit corporation under the name of Stingers Soccer Club, Inc., and is currently registered as such with the Colorado Secretary of State. Altitude FC and Altitude Football Club are trade names registered with the Colorado Secretary of State. The registered address is 32135 Castle Court, Suite 103, Evergreen, CO 80439.

**ARTICLE II – PURPOSE**

**Section 1**

*Purpose*

The primary purpose of the club is to provide an organization through which individuals of all ages and abilities can learn, play and develop their skills at the game of soccer. Additional objectives include: teaching the importance of sportsmanship and fair play; providing a safe and fun game environment; ensuring quality coaching and officiating; fostering adult and youth leadership; and offering administrative support to the players and members of the AFC. The club also strives to further the knowledge of and interest in the game of soccer among members of the AFC and the public.

**ARTICLE III - AUTHORITY OF BYLAWS**

**Section 1**

*Authority*

- A. The members of the AFC agree to be bound by the rules and duties listed in these Bylaws, and any amendments thereto, and such rules, policies, procedures and regulations as may from time to time be adopted by the Board of Directors (defined below, Article VI) of the AFC.
- B. It is accepted and understood by the members (defined below, Article IV) of the AFC that these Bylaws are not the sole source of regulations governing the club. Further rules, policies, procedures, regulations, and the applicable Laws of the Game of Soccer (including AFC interpretations, adaptations and/or amendments), can be found on the Altitude FC website and through the Colorado Soccer Association (CSA), the United States Youth Soccer Association (USYSA), FIFA, and federal, state, county and/or municipal laws, where applicable.

**ARTICLE IV – MEMBERSHIP**

**Section 1**

*Member*

- A. Definition. To be considered a member in the AFC, a person must have: 1) an AFC application form submitted for themselves and/or their minor player(s) (under the age of 18) to the AFC for the current season (Fall/Spring), 2) all applicable fees paid in full, or are current on a payment plan provided by AFC, or have been granted an AFC hardship scholarship, and 3) been offered a place for themselves and/or their minor player(s) on an AFC team. For the purposes of AFC Board of Directors eligibility, a member must have a currently registered player in the club to be elected to the board.

- B. Categories of Members.
  - i.) Voting Member. A voting member shall be a member (See Article IV, Section 1) who is 18 years of age or older. A voting member will have one (1) vote per player registered in the AFC. Members of the AFC shall have the right to vote at any meeting of the members.
  - ii.) Non-Voting Member: A player who is younger than 18 years of age.
- C. Membership Changes. Upon the resignation, withdrawal, expulsion, or death of a member, the membership shall thereupon terminate. No transfer of membership is allowed.
- D. Removal of a Member. Any member may be removed from the AFC by a quorum of the Board of Directors.

**Section 2**  
*Fees Required*

AFC Fees. Fees are due at the time and date set by the Executive Director to coincide with dates set for registration by CSA.

**Section 3**  
*Voting rights*

- A. The Executive Director shall notify members of their right to vote on candidates for the Board of Directors at least sixty (60) days before voting commences. The Director will also notify members when voting opens and shall close. Members who wish to be listed as a candidate for the Board of Directors shall mail a letter of interest to the AFC at least thirty (30) days prior to the commencement of voting. A candidate may submit a letter of interest at any time the Board does not have the required minimum amount of directors or the Board anticipates that it will not have at least eight (8) directors.
- B. Procedure. The method and manner of voting will be at the discretion of the Board to maximize membership vote and maintain the integrity of the voting process. The Board of Directors may be elected via online voting.

**ARTICLE V – MEETINGS**

**Section 1**  
*Meetings*

- A. GENERAL MEMBERSHIP AND BOARD OF DIRECTORS MEETINGS
  - i.) Meeting Attendance. Board of Directors’ meetings shall be open to all AFC members and to the public, except when the meetings are in executive session to consider confidential matters such as personnel issues.
  - ii.) The regularly scheduled time and place is 7:00 p.m. (and 6:00 p.m. in the Summer) on the second Wednesday of each month at the Altitude FC office currently located at 32135 Castle Court, Suite 103, Evergreen. The regularly scheduled meeting of the Board of Directors in December of each year shall be the Annual General Membership meeting (“AGM”). The Chairman of the AFC has the authority to modify the schedule and location as circumstances dictate.
  - iii.) The order of business is maintained by the presiding officer and the Secretary. Requests to change the order of business must be presented to the presiding officer and approved by a majority of the directors.
  - iv.) A quorum at all meetings of the Board of Directors shall consist of a majority of the number of directors, but a smaller number may adjourn from time to time without further notice until a quorum is secured. A decision made at a properly called meeting at which a quorum is present shall be the act of the Board of Directors. Board meetings and voting may be held electronically, virtually, or by telephone when additional, non-scheduled meetings are necessary or in cases of emergency.
  - v.) Voting.
    - a.) Eligibility. Except for issues presented to the general membership, voting rights shall be limited to those persons on the Board of Directors.
    - b.) Directors may vote by proxy.

- c.) For voting regarding bylaw amendments, see Article IX.
- d.) For voting pertaining to the annual AFC elections, see Article VII.

**Section 2**  
*Parliamentary Rules*

Robert's Rules of Order (Revised) shall control at the regular and special meetings of the AFC unless suspended by the presiding officer with approval by a majority of the board members present.

**ARTICLE VI – Board Members and Officers**

**Section 1**  
*Board Members*

- A. The elected directors of the AFC shall consist of a minimum of eight (8) directors with a maximum of fifteen (15) directors depending upon the need of the AFC. Each director shall serve for a term of two years with one half of the director positions to be filled by election at the meeting of the Board of Directors held in December of each calendar year. There is no term limit for how long a director may serve.
- B. No director of the AFC shall receive a salary or other compensation for services rendered as a director.
- C. The directors shall have specific duties as assigned to them by the Chairman of the Board of Directors.
- D. Any director may be removed from office in accordance with Colorado Revised Statute Section 7-128-108, effective July 1, 1998. (Directors may be removed with or without cause by a simple majority vote of the Board of Directors.)
- E. Indemnification. The AFC shall indemnify each of its directors against all expenses actually and reasonably incurred by the person (including but not limited to: judgments, court costs and attorneys' fees) in connection with the defense of any pending or threatened litigation because that person is or was serving in such a capacity. This does not include any expenses incurred by a person who has been removed from office in accordance with Colorado Revised Statute Section 7-128-108.
- F. The Board of Directors may elect a new director by a majority vote to fill any vacancy.
- G. Any director absent for four (4) meetings during a calendar year, unless excused for extenuating circumstances by the Board of Directors, shall be requested to resign by the Board. If the Director refuses to resign then the director may be removed by a vote of a quorum of the Board of Directors.

**Section 2**  
*Officers of the AFC*

The Board of Directors shall elect the AFC officers, which shall consist of a Chairman of the Board, a Treasurer, and a Secretary. Their duties shall be:

- A. Chairman
  - i) Eligibility. The Chairman must be a member of the Altitude Football Club and of the Board of Directors.
  - ii.) The Chairman presides over the monthly meetings of the Board of Directors and is the AFC's representative to the state soccer organization (CSA).
  - iii.) The Chairman appoints directors to committees.

- iv.) The Chairman is responsible for overseeing the personnel decisions of the Executive Director, who hires all employees and independent contractors of the AFC and coordinates all volunteers working with the AFC.
- v.) The Chairman is responsible for overseeing the legal and financial decisions of the Executive Director, who is a signatory to all legal and financial documents for the AFC. The Chairman also is a signatory on financial documents for the AFC.
- vi.) The Chairman is responsible for ensuring that all necessary documentation is gathered and reports are filed with the Colorado Secretary of State or other entities as necessary regarding the corporate status of the Altitude Football Club.
- vii.) Normal Term. Two years. The Chairman serves from the 1st Wednesday in December through the 1<sup>st</sup> Wednesday in December of the second full year in office.
- vii.) Vacancy During a Term. If the office of the Chairman becomes vacant for any reason before the term has expired, the office may be filled by appointment of the Board of Directors of the AFC.

B. Treasurer

- i.) Eligibility. The Treasurer must be a member of the Altitude Football Club and of the Board of Directors.
- ii.) The Treasurer shall review the receipts and expenditures of the AFC on a monthly basis and shall present a written report at the next meeting of the Board of Directors summarizing the receipts and expenditures.
- iii.) Records Retention. The Treasurer shall maintain and preserve an original set of financial records for reference for seven (7) years. The Treasurer shall also maintain a copy of these records in an “off-site” location, e.g. his/her residence. Electronic record keeping shall be permitted, with sufficient back up. The responsibility for maintaining the original records will be transferred as the duties are transferred.
- iv.) The Treasurer is a signatory to all financial documents for the AFC.
- v.) Normal Term. Two years. The Treasurer serves from the 1<sup>st</sup> Wednesday in December through the 1<sup>st</sup> Wednesday in December of the second full year in office.
- viii.) Vacancy During a Term. If this office becomes vacant before the term has expired, the office may be filled by an appointment of the Chairman.
- ix.) The Treasurer is responsible for ensuring that all required tax documentation is gathered and returns are filed on a timely basis. The Treasurer may delegate such functions as deemed necessary (and approved by the Board) to another party and/or shall ensure such functions herein are faithfully fulfilled by a designee (e.g. accountant).

C. Secretary

- i.) Eligibility. The Secretary must be a member of the Altitude Football Club and of the Board of Directors.
- ii.) The Secretary is responsible for keeping written, approved minutes of all meetings of the Board of Directors including Annual General Membership Meetings. The minutes of the previous meeting shall be distributed to all Directors 5 days in advance of the next regularly scheduled meeting. This person is also responsible for general AFC correspondence.

- iii.) Records Retention. This person shall maintain and preserve an original set of minutes from each Board of Director's meeting for reference. This person shall also maintain and preserve an original set of the current Bylaws, including any amendments thereto. This person shall also maintain a copy of these minutes, Bylaws and amendments in a secure location, e.g. his/her residence. Electronic record keeping shall be permitted, with sufficient back up. The responsibility for maintaining the original and copy of the records will be transferred as the duties are transferred.
- iv.) Normal Term. Two years. The Secretary serves from the 1<sup>st</sup> Wednesday in December through the 1<sup>st</sup> Wednesday in December of the second full year in office.
- v.) Vacancy During a Term. If this office becomes vacant before the term has expired, the office may be filled by an appointment by the Chairman.

**ARTICLE VII - NOMINATIONS AND ELECTIONS**

**Section 1**

*Nominations*

Nominations for any board position must be submitted to the Secretary at least thirty (30) days prior to the commencement of voting. Nominations for board positions will be distributed to all membership prior to the commencement of voting. AFC approved proxy voting will be allowed for the general election.

**Section 2**

*Elections*

The election results will be tallied and reported during the Altitude FC's AGM meeting held on the second Wednesday of December or at the earliest opportunity available afterward.

**ARTICLE VIII - COMMITTEES**

**Section 1**

*Authority*

All committees shall have only those powers delegated to them by these Bylaws or by the Board of Directors from time to time. All actions and decisions of any committee shall not bind the AFC or the Board of Directors. Such actions and decisions shall become final and binding only upon review and approval or ratification by the Board of Directors.

**Section 2**

*Formation of Committees*

- A. By Chairman of the Board. The Chairman of the Board may form such committees as necessary from time to time. This may include, but is not limited to: a Membership Committee, Nominating Committee, Coaching and Player Development Committee, Planning Committee, Public Relations Committee, Customer Service Committee, Fund Raising Committee and/or Risk Management Committee.
- B. Request by Member. Additionally, a committee may be requested in a writing submitted to the Chairman by any member of the AFC. The Chairman shall determine, within thirty (30) days of receipt of the writing, whether or not the request warrants the formation of a committee. In the event that the Chairman declines to form a committee in response to such a request, the requesting member may call for a vote of the Board of Directors on his or her request at the next regularly scheduled meeting of that body that a quorum is present.

### **Section 3**

#### *Committee Recommendations*

Once a committee is formed, the members will present its findings and recommendations, if any, seven (7) days prior to the next regularly scheduled meeting of the Board of Directors. The directors will vote on any recommendations, with multiple recommendations being voted on individually. If a quorum upholds any of the recommendations, such recommendation shall be adopted as a finding of the board.

### **Section 4**

#### *Grievance Committee*

- A. After the election of directors and establishment of the executive committee, a standing grievance committee shall be formed. It shall consist of the members of the executive committee and one additional member of the board. If any member of the grievance committee has a conflict of interest concerning a matter before the committee, another member of the board shall replace them on the committee regarding that matter.
- B. The grievance committee shall 1) act as an investigating body of disciplinary actions under Article VIII, Section 5 and 2) act as a reviewing body of such actions or decisions made by the Executive Director which a coach, referee, administrator, or member requests to be reviewed. A grievance committee meeting may be requested in a writing submitted to the Chairman at the legal address of the AFC.
- C. Notice and Initial Meeting. Once a meeting has been requested or an allegation of misconduct has been made or is suspected, the Grievance Committee shall notify the aggrieved party in writing within seven (7) days. A copy of this Bylaw Article must be included with the notice. A grievance committee meeting shall then be called as soon as possible, or at a time agreed to by the aggrieved party and the Committee, not to exceed one month from the time of notice. The meeting will be held in public unless the aggrieved party requests that it be held in private and the Committee agrees that is appropriate. At the initial meeting the grievance committee will determine if further investigation is necessary and make preliminary recommendations, if any.
- D. Investigation. If at the initial meeting further investigation is determined to be necessary, the grievance committee, or an outside investigating committee if deemed to be in the best interests of the AFC, shall conduct a full investigation related to the alleged or suspected infraction. The time period for the investigation shall be scheduled in accordance with the circumstances. Additional grievance committee meetings related to the matter at hand may be scheduled as necessary.
- E. Once an investigation is concluded, the grievance committee will present its findings and recommendations in writing to the aggrieved party and any other interested parties. Further, the grievance committee will present its findings and recommendations at the next regularly scheduled meeting of the Board of Directors. If necessary, the directors will vote on the recommendations, with multiple recommendations being voted on individually. If a simple majority upholds any of the recommendations, such recommendations will be enforced and there will be no further appeal to the AFC. If any of the recommendations are not upheld, the matter related to such recommendations will be considered closed. Further proceedings on any matters considered closed per the above must be resubmitted as a new grievance.

### **Section 5**

#### *Disciplinary Actions*

- A. Disciplinary Actions. Any alleged action of a board member, coach, referee, administrator, member or player who is accused or suspected of willfully injuring, defacing, destroying or diverting to their personal use any property of the AFC shall be investigated by the grievance committee and will be reported to the appropriate authorities. Any alleged action of a board member, coach, referee, administrator, member or player who is accused or suspected of misusing their AFC membership or standing to gain fraudulent entry; misrepresenting for personal gain; or otherwise harming the reputation of the AFC shall be investigated by the grievance committee and will be reported to the appropriate authorities. Any board member, coach, referee, administrator, member or player who is accused

or suspected of abusing their authority or otherwise engaging in misconduct shall be investigated by the grievance committee and will be reported to the appropriate authorities.

- B. Penalties. Penalties for proven infractions which are upheld by the Board of Directors may include, but are not limited to, dismissal from the AFC, repair to damaged property, return of property, and/or restitution of the cost of damaged property or other loss to the AFC.

#### **ARTICLE IX – AMENDMENTS**

- A. Proposed Amendment(s) by a Director. An amendment to the Bylaws may be proposed at any time by a director at a regularly scheduled meeting of the Board of Directors.
- B. Proposed Amendment(s) by a Member. A proposed amendment to the Bylaws must be made in writing, and signed and dated by the member proposing the amendment. Only members are allowed to submit a proposed amendment. The amendment must be specific and indicate whether it is a change of existing language, a deletion of existing language, or an addition of language. If it relates to amending or deleting existing language, the article, section, paragraph and sub-paragraph identifiers must be included along with the language to be modified and the desired new language. If it relates to adding language, the proposer must indicate where the language is proposed to be placed.
- C. Voting. To pass, an amendment requires the affirmative vote of two-thirds (2/3) of the Board of Directors.

#### **ARTICLE X—EXECUTIVE DIRECTOR**

- A. The board may hire an Executive Director to conduct the daily business of the Altitude Football Club. The duties of the Executive Director include, but are not limited to: communicating with AFC members, the Board of Directors, and the community; receiving, managing and tracking revenue; paying and accounting for expenses; developing and making budget recommendations; hiring, supervising, disciplining and/or terminating employees; contracting with and monitoring independent contractors; managing volunteers; making short and long term planning recommendations; advertising and promoting the AFC; procuring fields and facilities as necessary; promoting fundraising; and retaining professionals as needed to protect the club's best interests.
- B. The Executive Director shall provide a report to the Board of Directors before each regularly scheduled board meeting. The report shall provide a summary of: 1) the financial transactions since the last board meeting; 2) any employee, independent contractor or volunteer issues since the last board meeting, and the resolution of the issue, if any; 3) any member issues since the last board meeting, and the resolution of the issue, if any; 4) current membership numbers; 5) planning recommendations; 6) fundraising developments; 7) updates regarding tournament results; and 8) any other issues that are relevant for the board to oversee the Altitude FC.