

BYLAWS
OF
FRHS BOYS SOCCER BOOSTERS, INC.

ARTICLE 1
PURPOSE & AUTHORITY

1.01 Purpose. The purpose of the FRHS Boys Soccer Boosters, Inc. (the "Booster Club") is to raise funds and provide services which promote, support and encourage the Fossil Ridge High School boys' soccer program and its feeder schools in ways which enhance the experience for student athletes within the Poudre School District in Fort Collins and Larimer County, Colorado. Said organization is organized exclusively for charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.02 Authority. The Booster Club is organized pursuant to the Colorado Revised Nonprofit Corporation Act (the "Act").

ARTICLE 2
BOOSTER CLUB MEMBERSHIP AND MEETINGS

2.01 Booster Club Membership. All individuals, families, coaches and businesses interested in the Booster Club's purpose, who are willing to abide by and uphold the Booster Club's rules and regulations, and pay the booster Membership fee as may be set by the Board of Directors may become a Booster Club Member.

2.02 Meetings of Membership. Regular meetings of the Booster Club Membership shall be held twice per year, one meeting to be held preferably in August or September and one meeting to be held preferably in April or May as determined by the Board of Directors. The date and time of each meeting shall be set by the Board of Directors and communicated to the Booster Club Membership at least seventy two (72) hours prior to the meeting. At least once per calendar year the Booster Club shall hold a meeting for the purpose of nominating a slate of candidates for election to the Board of Directors. Failure to hold a Membership meeting shall not invalidate any action taken by the Board of Directors or officers of the Booster Club.

2.03. Member Voting. As determined by the Board of Directors, or at a Special Meeting of the Members, Members may vote and nominate individuals to serve on the Board of Directors. Each Member that attends a Membership meeting called for the purpose of nominating individuals to the Board of Director shall have one vote to add one individual to the slate of candidates submitted to the Board of Directors for election. The current Board of Directors then elects the successor Directors from the slate of nominated candidates voted on and nominated by the Members. Members may vote and nominate individuals to serve as Directors but the Board of Directors elects the successor Directors as provided in Article 4 below.

In addition, at a special meeting of the Members at which a quorum is present, Directors may be removed by an affirmative vote of a majority of the Members. Members only have the voting rights specifically set forth in this Section 2.03.

2.04 Special Membership Meeting. Special Members' meetings for any purpose or purposes may be called by the Board of Directors or the President. The Booster Club shall also hold a special Members' meeting in the event it receives one or more written demands for the meeting, stating the purpose or purposes for which it is to be held signed and dated by not less than ten percent (10%) of the Members. Written or printed notice of any special meeting of the Members will be communicated to the Booster Club Membership at least seventy two (72) hours prior to the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called, which purpose may be to vote on a slate of nominated Directors as set forth in Section 2.02 above or the removal of a Director as set forth in Section 2.03 above.

2.05 Membership List. The secretary shall make before each meeting of Members, a complete list of the Members entitled to vote at such meeting or any adjournment thereof.

ARTICLE 3 OFFICES

3.01 Principal Address. The principal address of the Booster Club will be located within Larimer County, Colorado, as designated by the Board of Directors. The Booster Club may have other addresses, offices, and places of business at such places within the State of Colorado as shall be determined by the Board of Directors.

3.02 Registered Office; Registered Agent. The registered office of the Booster Club required by the Act must be maintained in the State of Colorado and it may be, but need not be, identical with the principal office if located in the State of Colorado. The address of the registered office of the Booster Club may be changed from time to time as provided in the Act. The Booster Club will maintain a registered agent in the State of Colorado as required by the Act. Such registered agent may be changed from time to time as provided in the Act.

ARTICLE 4 BOARD OF DIRECTORS

4.01. Management of the Corporation. The business, affairs, activities, and property of the Booster Club shall be managed, directed, governed, and controlled, and the power of Booster Club shall be vested in and exercised by a Board of Directors.

4.02. Number, Qualifications, and Tenure of Directors. The number of directors will be a number determined by the Board that is not less than five (5) and not greater than eleven (11). Each Director will serve for a term the longer of one (1) year or until their successor is elected and qualified. Directors must be Members of the Booster Club. Directors may serve one (1) or more consecutive terms. The Fossil Ridge High School principal and athletic director shall have the right to be nonvoting, ex-officio directors of the Booster Club.

4.03. Nominating Directors. Directors may be nominated at a Membership meeting as set forth in Article 2 above. In addition, at any meeting at which the election of a Director is held, any Director may nominate an individual. Also, in addition to nominations made at meetings, nominations may be accepted via email or phone calls to any current Director. The secretary will include the names of all nominated with the notice of the meeting at which the election occurs.

4.04. Electing Directors. A person who meets the qualifications for Director and who has been duly nominated may be elected as a Director. Directors will be elected by the majority vote of the Board. Each Director will hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director.

4.05. Vacancies. The Board will fill any vacancy in the Board and any Director position to be filled due to an increase in the number of Directors. A vacancy is filled by the affirmative vote of a majority of the remaining Directors, even if it is less than a quorum of the Board, or if it is a sole remaining Director. A Director selected to fill a vacancy will be serve for the unexpired term of his or her predecessor in office.

4.06. Regular Meetings. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held in Larimer County, Colorado, and will be held at the Corporation's registered office in Colorado if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

4.07. Special Meetings. Special Board meetings may be called by, or at the request of, the President or any two Directors. A person or persons authorized to call special meetings of the Board may fix any place within fifteen (15) miles of the Booster Club's registered office as the place for holding a special meeting. The person or persons calling a special meeting will inform the Secretary of the information to be included in the notice of the meeting. The Secretary of the Corporation will give notice to the Directors as these Bylaws require.

4.08. Notice of Special Meetings. Written or printed notice of any special meeting of the Board will be delivered to each Director not less than five (5), nor more than fifteen (15) days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

4.09. Quorum. A majority of the Directors constitutes a quorum for transacting business at any Board meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

4.10. Duties of Directors. Each Director shall discharge his or her duties as a Director, including the Director's duties as a member of a committee and as an officer of the Booster Club, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of the

Booster Club. Directors are not deemed to have the duties of trustees of a trust with respect to the Booster Club or with respect to any property held or administered by the Booster Club, including property that may be subject to restrictions imposed by the donor or transferor of the property.

4.11. Limitation of Liability. Directors shall have absolutely no personal liability to the Booster Club or to any Member for monetary damages for breach of fiduciary duty as a Director to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act; except that such provision does not eliminate or limit the liability of a Director for monetary damages for any breach of a Director's duty of loyalty to the Booster Club; acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; acts specified in Colorado Revised Statutes §§ 7-128-403 or 7-128-501(2); or any transaction from which the Director directly or indirectly derived an improper personal benefit. If the Act is hereafter amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Booster Club, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Colorado Revised Nonprofit Corporation Act. Further, no Director shall be personally liable for any injury to the person or property arising out of a tort committed by an employee unless such Director was personally involved in the situation giving rise to the litigation or unless such Director committed a criminal offense in connection with such situation. Such limitations shall apply to any Director serving as an Officer or committee member.

4.12. Conflict of Interest. The Board of Directors may by resolution establish guidelines regarding conflicts of interest. Directors shall adhere to any guidelines established by the Board of Directors regarding conflicts of interest.

4.13. Actions of Board of Directors. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of Directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a Director who is represented by proxy in a vote is considered present.

4.14. Proxies. A Director may vote by proxy. All proxies must be in writing, must bear the signature of the Director giving the proxy, and must bear the date on which the proxy was executed by the Director. No proxy is valid more than ninety (90) days after the date of its execution.

4.15. Compensation. Directors will not receive salaries or any type of fee for their services. Directors shall be entitled to reimbursement of any reasonable and necessary sums expended on behalf of the Booster Club.

4.16. Removing Directors. A Director may be removed with or without cause by the affirmative vote of a majority of the Board. A Director may also be removed with or without cause by the affirmative vote of a majority of the Members at a special meeting of the Members called for the specific purpose of removing one or more named Directors. A meeting to consider

removing a Director may be called and noticed following the procedures provided in these Bylaws for a special meeting of the Board of Directors or a special meeting of the Members. The notice of the meeting will state that the issue of possibly removing a named Director will be on the agenda.

4.17 Fidelity Bond. The Board may elect to acquire and maintain a fidelity bond to cover those individuals authorized to handle the Booster Club's monies. The amount of any such fidelity bond shall be determined by the Board.

ARTICLE 5 DIRECTOR AND OFFICER POSITIONS

5.01. Director Positions. The Directors will be the President, Vice President, Secretary, Treasurer, and Communications Director. The Board may create additional positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions by resolution of the Board. The same person may hold any two or more position, except for President and Treasurer.

5.02. Election and Term of Office. Directors will be elected annually by the Directors at the annual Board meeting. The Directors will serve one (1) year terms or until their successor is elected. Each Director will hold office until a successor is duly selected and qualifies. A Director may be elected to succeed himself or herself in the same office.

5.03. Removal. Any Officer elected or appointed by the Board may be removed by the Board with or without good cause. Election or appointment of as a Director, Officer or an agent shall not create contract rights.

5.04. Vacancies. The Board may select a person to fill a vacancy in any position for the unexpired portion of the director's term.

5.05. President. The president is the Corporation's chief executive officer. He or she will supervise and control all of the Booster Club's business and affairs and will preside at all meetings of the Board. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the President may not execute instruments on the Booster Club's behalf if this power is expressly delegated to another officer or agent of the Booster Club by the Board, these Bylaws, or statute. The President, will perform other duties prescribed by the Board and all duties incident to the office of President.

5.06. Vice President. When the President is absent, cannot act, or refuses to act, the Vice President will perform the President's duties. When acting in the President's place, the Vice President has all the powers of, and is subject to all the restrictions on, the President. The Vice President will perform other duties as assigned by the President or Board.

5.07. Treasurer. The Treasurer will: (a) have charge and custody of and be responsible for all the Booster Club's funds and securities; (b) receive and give receipts for moneys due and payable to the Booster Club from any source; (c) deposit all moneys in the Booster Club's name in banks, trust companies, or other depositaries as these Bylaws provide or as the Board or

President directs; (d) write checks and disburse funds to discharge the Corporation's obligations, all of which shall be by corporate check; (e) maintain the Booster Club's financial books and records; (f) prepare financial reports in accordance with the requirements hereof; (g) perform other duties as assigned by the president or the Board; (h) if the Board requires, give a bond for faithfully discharging his or her duties in a sum and with a surety as determined by the Board; and (i) perform all of the other duties incident to the office of Treasurer.

5.08. Secretary. The Secretary will: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the Board and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records; (d) keep a register of the mailing address of each director and employee of the corporation; (e) perform duties as assigned by the president or the Board; and (f) perform all other duties incident to the office of Secretary.

5.09. Communications Director. The communication director is responsible for all outgoing communication to the Booster Club Members and associates. This position reports to the President.

5.10. Immediate Past President. In an effort to provide continuity and insight, the immediate past President shall have the right to be nonvoting, ex-officio director of the Booster Club.

ARTICLE 6 COMMITTEES

6.01. Establishing Committees. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include Directors and may include persons who are not Directors. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of Directors. The Board may also delegate to the President its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. A committee may have one or more committee members.

6.02. Authorization of Specific Committees. The following committees are specifically authorized: (i) Off-Season Training (Summer Program; Development Athletic Program; Camp; Third-Party Programs); (ii) Poudre School District Relations and Compliance (AD Communications; PSD Applications; Regulation Compliance; Advocacy); (iii) Away Game Meals and Nutrition; (iv) Social/Celebration (Team dinners, End of Year Banquet, Senior Night, Coach gifts); (v) Equipment (Uniforms; Training Equipment; Blue Card Collection); (vi) Fundraising (Banner sponsorship, Pizza Pals, Blankets, etc.); (vii) Snack Bar Management; (viii) Website Management; (ix) Photography Management (including end of season video); and, (x) Team Managers. The Board will define the activities and scope of authority of each committee by resolution. The Board may disband or form committees by resolution from time to time.

6.03. Committee Procedure. Unless provided otherwise in the establishing resolution, each committee shall elect a presiding chairperson from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws. In the absence of any governing

provisions, the meeting, notice, waiver of notice, action without meeting, quorum and voting requirements of the Board of Directors as set forth in these Bylaws shall apply to any committee. The committee shall upon request provide periodic reports to the Board of Directors.

6.04. Committee Limitations. Any committee established pursuant to these Bylaws or by resolution of the Board, may, to the extent provided in the resolution, the Articles of Incorporation, or these Bylaws, have all the authority of the Board, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any Officer or Director; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Booster Club; or amending, altering, or repealing any resolution of the Board.

ARTICLE 7 TRANSACTIONS OF CORPORATION

7.01. Contracts. The Board may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Booster Club. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

7.02. Deposits. All of the Booster Club's funds will be deposited to the credit of the Booster Club in banks, trust companies, or other depositories that the Board selects.

7.03. Gifts. The Board may accept, on the Booster Club's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Booster Club. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the Certificate of Incorporation, state law, and provisions set out in federal tax law that must be complied with to maintain the Booster Club's federal and state tax status.

ARTICLE 8 BOOKS AND RECORDS

8.01. Required Books and Records. The Corporation will keep correct and complete books and records of account as required by the Act and as necessary to maintain status as an Internal Revenue Code Section 501(c)(3) entity.

8.02. Inspection and Copying. Any Director, committee member or Member of the Booster Club may inspect and receive copies of all the corporate books and records required to be kept under the Bylaws, or any other person entitled to access as necessary to maintain status as an Internal Revenue Code Section 501(c)(3) entity. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Booster Club. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than ten working days after the Booster Club receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed

twenty cents per page. The Booster Club will provide requested copies of books or records no later than ten working days after receiving a proper written request.

ARTICLE 9 CALENDAR YEAR

The Booster Club adopts the calendar year.

ARTICLE 10 INDEMNIFICATION

The Booster Club shall indemnify Directors, Officers, employees and agents to the fullest extent permitted by Section 7-129-101 et. seq. of the Colorado Revised Nonprofit Corporation Act with the corresponding provision of any subsequent applicable law, as either are amended from time to time. Such indemnification shall be in addition to any other indemnification allowed by law provided for in the Articles of Incorporation or any Bylaw, resolution or otherwise. The Booster Club shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

ARTICLE 11 NOTICES

11.01. Notice. Any notice required or permitted by these Bylaws to be given to a Director, Officer, Member of a committee, or booster of the Booster Club may be given by mail, by facsimile transmission, electronic mail or social media. A person may change his or her address, fax number, or e-mail address in the corporate records by giving written notice of the change to the Secretary.

11.02. Signed Waiver of Notice. Whenever any notice is required by law or under the Certificate of Incorporation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

11.03. Waiving Notice by Attendance. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 12 SPECIAL PROCEDURES CONCERNING MEETINGS

12.01. Meeting by Telephone. The Board and any committee of the Booster Club may hold a meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and, a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

12.02. Decision Without Meeting. Any decision required or permitted to be made at a meeting of the Board or any committee of the Booster Club may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Booster Club minute book and kept with the corporate records.

ARTICLE 13
AMENDING BYLAWS

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 14
MISCELLANEOUS PROVISIONS

14.01. Legal Authorities Governing Construction of Bylaws. These Bylaws will be construed under Colorado law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

14.02. Legal Construction. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not invalidate any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

14.03. Headings. The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

14.04. Number. In these Bylaws, all singular words include the plural, and all plural words include the singular.

14.05. Parties Bound. The Bylaws will bind and inure to the benefit of the Directors, Officers, committee Members, Members, employees, and agents of the Corporation and their respective heirs, executors.

I, Shannon Bohl, hereby certify that I am the Secretary of FRHS Boys Soccer Boosters, Inc., a Colorado nonprofit corporation, and that the foregoing Bylaws were duly adopted by the Board of Directors of FRHS Boys Soccer Boosters, Inc. on the ____ day of September, 2017.

Shannon Bohl, Secretary