

ALAMEDA SOCCER CLUB, INC.
A California Nonprofit Public Benefit Corporation

BYLAWS

(Approved by Annual General Meeting - November 2001)

ARTICLE 1

Name and Boundary

- a. The name of this corporation is ALAMEDA SOCCER CLUB, INC., (hereinafter referred to as the "ASC").
- b. The boundary of the ASC is the City of Alameda.

ARTICLE 2

Purpose and Nonprofit Status

- a. The purpose of the ASC is to develop, promote, and administer the game of soccer among youth (boys and girls under the age of 19) without regard to race, creed, sex, ability or economic advantage, within the City of Alameda.
- b. The ASC shall be nonprofit and nonpartisan in its operation. No substantial part of the activities of the ASC shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. The ASC shall not participate or intervene in any political campaign on behalf of any candidate for public office or against any measure being submitted to the people for a vote.

ARTICLE 3

Affiliation

- a. The ASC shall be affiliated with the Jack London Youth Soccer League ("JLYSL"), District IV of the California Youth Soccer Association ("CYSA"), United States Youth Soccer Association, ("USYSA"), and the United States Soccer Federation ("USSF").

ARTICLE 4

Bylaws and Authorities

- a. The ASC is governed by these Bylaws and the Constitution and the Bylaws of the JLYSL, except where superseded by the CYSA, USYSA, and USSF.
- b. The governing authority of the ASC shall be its Board of Directors, whose powers and responsibilities are described in these Bylaws. All member teams, which include their players, coaches, parents, and guardians, referees, and the ASC Board of Directors shall abide by these Bylaws, the Laws of the Game, and the regulations of the ASC as set forth by the Board of Directors, and all applicable rules and regulations of the associations with which the ASC is affiliated.

ARTICLE 5

Membership/Votes

- a. **Membership:** Membership shall be open to any participant in activities of the ASC.
 - 1. Each registered player's family shall be members of the ASC. Coaches, Assistant Coaches, Coordinators, Non-paid Volunteers, and the elected and appointed Board of Directors shall be members of the ASC.
 - 2. Membership shall be for a period of one year, concurrent with the seasonal year beginning August 1 through July 31. Insurance shall be for the same period.
- b. **Votes at General Meetings.**
 - 1. Each player's family or player shall be entitled to one vote, provided that a family having more than one member shall be entitled to the number of votes as it has registered players.

2. Each Coach, Assistant Coach, and ASC member as described in Section (a.) above shall be entitled to one vote, unless they have been entitled to a vote under section (b.1.) above.
 3. Voting by members must be in person. There shall be no proxy votes.
- c. **Rights.** The rights of membership shall be to: 1) elect the Officers of the ASC and to vote at its Annual or Special General Meetings; 2) to present motions; and 3) to attend meetings of the Board of Directors.
- d. **General Meetings.**
1. There shall be an Annual General Meeting.
 2. Special General Meetings may be called by a majority vote of the legal votes cast of the Board of Directors.
 3. All General Meetings will be announced thirty (30) days prior to the Meeting.

ARTICLE 6

Registration, Fiscal Year, Dues and Fees

- a. **Registration.** All applications for player membership in the ASC shall be submitted annually with the appropriate fees. Accompanying the appropriate fees shall be the following documents:
1. Properly completed registration form(s) for each player, prepared in accordance with current CYSA registration requirements and procedures.
 2. Upon initial registration of each player and when a player is being credentialed for a District stamp for tournament play, proof of place and date of birth.
- b. **Fiscal Year.** The fiscal year of the ASC shall be determined by the Board of Directors.
- c. **Dues and Fees.** The ASC shall charge such dues and other fees for participation in its program as shall be established by the Board of Directors.

ARTICLE 7

Selection of the Board of Directors

- a. **Elected Officers.** The elected Board Officers shall consist of the following: President, First Vice President, Second Vice President, Secretary, Treasurer, Registrar, Age Division Coordinators, Match Coordinator, Referee Coordinator, Field Coordinator, Equipment Coordinator, Select Teams Coordinator, Sponsorship Coordinator, Bay Oaks Representative, City Representative, School Representative, JLYSL Representative, Coaching Development Coordinator, two (2) Player Representatives, and up to three (3) Directors at Large. The Immediate Past President of the ASC is automatically part of the Board of Directors.
- b. **Appointed Members.** The Board may choose to appoint additional members of the Board. Members may be appointed with full Board voting rights. Appointed positions may include, but are not limited to: Assistant Registrar(s), Assistant Treasurer(s), ASC Tournament Director, Uniforms Coordinator, Newsletter Coordinator, Publicity Coordinator, Office Coordinator, Outreach Coordinator, Picture Coordinator, Soccer Camps Coordinator, JLYSL Tournament Coordinator, Referee Development Coordinator, Trophy Coordinator, Volunteer Coordinator, Fundraising Coordinator, and any other position as deemed necessary by the Board of Directors.
- c. **Executive Board.** The Executive Board of Directors shall consist of: the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the Registrar, and the Immediate Past President.
- d. **Nominations.**
1. No person's name shall be submitted without first obtaining his/her consent.
 2. No candidate may be nominated for President who has not served on the Board of Directors for at least one (1) year prior to his/her nomination for President.
 3. At the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, nominations from the floor from any member (as described in Article 5 above) are permitted provided the individual consents.

- e. **Elections.** The Board of Directors (other than the Immediate Past President) shall be elected at the Annual General Meeting. More than one person may share the same office, if both parties agree to share the duties. Elections are subject to the following.
 1. No candidate can be elected to office and no proposal can be decided except by a majority vote of the total ballot cast at any General Meeting.
 2. In the event of a tie, the vote must be retaken until the tie is resolved by voting.
 3. When candidates for more than one office are voted on at the same time, a majority of the legal votes cast for each particular office is required to elect a candidate to that office.
 4. Members may vote for anyone who is eligible, regardless of whether he/she has been nominated, by writing in the name of their choice on the ballot or voting for him/her on roll call.
 5. Any member receiving the necessary vote is elected, unless he/she declines to accept the office.
- f. **Tenure.** Tenure of office shall begin effective fourteen (14) days after election or upon appointment and continue until fourteen (14) days after the next Annual General Meeting when elections are held. Those outgoing Board of Directors shall assist with the transition of their responsibilities to their successors.
- g. **Term Limits.** Limit on consecutive terms. No individual holding the position of President, First Vice-President, Second Vice President, or Treasurer may hold the same elected office for more than two (2) consecutive terms; but nothing shall prevent the mentioned individuals from holding the same elected office for more than two terms, provided that no more than two such terms are consecutive. Expiration dates for those holding the offices identified above should be staggered.
- h. **Vacancies.** A vacancy occurring in any office shall be filled by a majority vote of the legal votes cast of the Board of Directors at a meeting called for that purpose or at a regularly scheduled monthly Board Meeting. However, the Board of Directors at its discretion, may call for a Special General Meeting for the purpose of filling that vacancy. In that event, the procedure for general election shall be followed with respect to nomination of candidates.

ARTICLE 8

Duties of Elected Officers

Elected:

- a. **President:** The President shall: 1) preside over all meetings of the ASC and the Board of Directors; 2) be a member ex officio of all committees except the Nominating Committee and the Financial Review Committee; 3) appoint chairpersons of the Standing Committees; 4) be the official spokesperson for the ASC, except when the President at his/her discretion delegates that responsibility; 5) be the ASC representative at all JLYSL meetings, except when at his/her discretion, that responsibility is delegated to another; 6) oversee the activities of the School Representative and City Representative; 7) oversee the Directors at Large; 8) oversee the Bay Oaks, JLYSL, and Player Representatives; and 9) provide supervision over compliance and performance of all contractors involved in all contracts authorized by the Board.
- b. **First Vice President:** The First Vice President shall: 1) act as an aide to the President and in the absence of the President, perform all duties of the President; 2) have responsibilities for overseeing and coordinating the administrative functions of the ASC; and 3) be the alternate representative at all JLYSL meetings. The First Vice President shall not automatically succeed to the office of the President, but anyone elected to such position must be willing to consider a subsequent nomination for President when that office becomes vacant.
- c. **Second Vice President:** The Second Vice President shall: 1) have responsibilities for overseeing and coordinating the functions of the ASC which are directly involved with the play of the Game; and 2) serve as a representative on the Disciplinary Committee.
- d. **Secretary:** The Secretary shall: 1) make arrangements for meeting locations; 2) notify ASC members in advance of all monthly scheduled meetings, the Annual General Meeting and any other Board meetings requiring attendance of the Board of Directors; 3) shall keep an accurate record of the proceedings of all scheduled ASC meetings; 4) shall prepare and distribute minutes for such meetings by the next scheduled meeting; 5) shall keep a record of all policy decisions of the Board and make

such decisions readily available at all meetings; 6) keep a record of all correspondence for the ASC; and 7) preserve all records, reports, and official documents of the ASC except those specifically assigned to the custody of other Board members.

- e. **Treasurer:** The Treasurer shall: 1) receive all moneys for the ASC and deposit it into such Bank accounts as approved by the Board; 2) pay all such sums in a timely manner, in accordance with the approved budget as authorized by the Board; 3) verify full performance of all contractor services prior to payment; 4) keep an accurate record of all transactions, receipts and disbursements; 5) be responsible for the timely filing of all legally required filings; 6) present a statement of account to the Board once a month; 7) develop procedures to encourage the fiscal responsibility of the ASC and make a full report at the Annual General Meeting; 8) propose a budget to be presented to the Board no later than the third month following the Annual General Meeting; and 9) be the Chair of the Budget Committee.
- f. **Registrar:** The Registrar shall: 1) coordinate registration of all players on all teams with the ASC and the JLYSL and assure that every player is appropriately registered and all documentation is correct and approved by the League and / or District IV; 2) be in charge of coordinating "Registration Night(s)" and shall be the head of the Committees so delegated to help with registrations; 3) provide computerized copies of players lists and coaches lists, and completed player passes in a timely fashion; 4) be responsible for the computer database containing registration data; and 5) be a member of the Scholarships Committee.
- g. **Age Division Coordinators:** The Age Division Coordinators shall: 1) screen and assign players to the various teams within the Coordinators' age group and gender if applicable; 2) be responsible for obtaining and screening coaches for the various teams within the age group and gender if applicable; 3) work with the Field Coordinator in developing a practice schedule for the various teams within the age group; 4) work with the Field Coordinator in developing a schedule for game day field preparation (i.e., set up and remove nets, corner flags); and 5) be the link between the coaches and the Board and shall communicate ASC policies and procedures to the coaches. The Under 6, Under 7, and Under 8 Age Division Coordinators shall also be responsible for developing the ASC game schedules and distributing such to the Second Vice President, Field Coordinator, Equipment Coordinator, and other members of the ASC whose job is impacted by such schedules.
- h. **Match Coordinator:** The Match Coordinator shall: 1) work with the Under 10 and older Age Division Coordinators to obtain information about teams for flighting purposes and provide such information to the JLYSL Match Coordinator; and 2) be responsible for obtaining and/or distributing the JLYSL game schedules to the Second Vice President, Under 10 and older Age Division Coordinators, Field Coordinator, Equipment Coordinator, Referee Coordinator, and other members of the ASC whose job is impacted by such schedules.
- i. **Referee Coordinator:** The Referee Coordinator shall: 1) schedule the referees for the JLYSL and District IV Under 10 and older Age Division games and tournaments for fields in Alameda and other fields as determined by the JLYSL; 2) work closely with the Disciplinary Committee in disciplinary matters that occurred on the fields; 3) provide a list for payment to the Treasurer of services rendered by referees; and 4) work closely with the Referee Development Coordinator.
- j. **Field Coordinator:** The Field Coordinator shall: 1) be responsible for acquiring field sites for practices and games for the ASC; 2) work with the Age Division Coordinators in designating and scheduling the appropriate practice fields for each division; 3) work with the Age Division Coordinators in the designation of which teams to prepare the fields (i.e., set up and remove nets, corner flags) prior to or after the games; and 4) ensure that fields are properly lined for game play.
- k. **Equipment Coordinator:** The Equipment Coordinator shall: 1) prior to each playing season, order, acquire and distribute such equipment and goalkeeper uniforms as is appropriate for the functioning of the teams and obtain the return of the equipment at the conclusion of the playing season; and 2) be in charge of all ASC equipment, including nets, corner flags, etc. Acquisition of any equipment for the ASC or an individual team must have the consent of the Equipment Coordinator and must be in accordance with the approved budget as authorized by the Board.
- l. **Select Teams Coordinator:** The Select Teams Coordinator shall: 1) be responsible for coordinating activities associated with the Class III program; 2) be the head of the Committee so delegated to review and update, as necessary, the Class III program goals and direction; 3) be the head of the

Committee so delegated to obtain names of qualified individuals interested in coaching Class III teams and to present such to the Board of Directors to determine which coaches will coach these teams during the year; 4) work with the Field Coordinator and the coaches to schedule the Select Team tryout dates and locations; 5) be the focal point for the communication and dissemination of information specific to the Class III teams, 6) communicate with the Registrar and Age Division Coordinators to ensure the correct registration of all players; and 7) communicate with the Treasurer to ensure that Class III team expenditures are appropriate and within the approved budget.

- m. **Sponsorship Coordinator:** The Sponsorship Coordinator shall: 1) coordinate efforts to solicit sponsorship contributions for the benefit of the ASC; 2) be the head of the Committee so delegated to propose what, if any, items are to be provided to ASC players; and 3) coordinate the distribution of any sponsor-logo items.
- n. **Bay Oaks Representative:** The Bay Oaks Representative shall: 1) as a representative of the ASC, be responsible for maintaining relations with Bay Oaks; 2) attend various Bay Oaks meetings as required or directed by the Board of Directors; 3) keep the Board informed of any issues which may directly (or indirectly) affect the ASC; and 4) provide Bay Oaks meeting minutes and budget to the Board.
- o. **City Representative:** The City Representative shall: 1) as a representative of the ASC, be responsible for maintaining relations with the various City Boards and representatives; 2) attend various City Board meetings as required or directed by the Board of Directors; and 3) keep the Board informed of any issues which may directly (or indirectly) affect the health and welfare of the ASC.
- p. **School Representative:** The School Representative shall: 1) as a representative of the ASC, be responsible for maintaining relations with the Alameda School Board and personnel; 2) attend School Board meetings when issues concerning the health and welfare of the ASC are discussed; and 3) keep the Board informed of any issues which may directly (or indirectly) affect the health and welfare of the ASC.
- q. **JLYSL Representative:** The JLYSL Representative shall: 1) as a representative of the ASC, be responsible for maintaining relations with the JLYSL; 2) attend the monthly and the Annual General meetings of the JLYSL; 3) keep the Board informed of any issues which may directly (or indirectly) affect the health and welfare of the ASC; and 4) provide JLYSL meeting minutes and budget to the Board.
- r. **Player Representatives:** The Player Representatives, up to two (2), shall serve at the direction of the Board and may be called upon to assist the ASC with special projects. Player Representatives must be at least 15 years old when their tenure of office begins.
- s. **Directors at Large:** The Directors at Large, up to three (3), shall serve at the direction of the Board and may be called upon to assist the ASC with special projects.
- t. **Immediate Past President:** The Immediate Past President shall serve in an advisory role to the Board.

ARTICLE 9

Duties of the Board of Directors

- a. **President.** The President shall be the Chair of the Board of Directors. In the absence of the President, the Chair shall be determined in order of (b.) through (f.) in Article 8 above (First Vice President, Second Vice President, Secretary, Treasurer, Registrar).
- b. **Meetings, Notice, Quorum, and Voting.** The Board of Directors shall meet monthly. The Board shall arrange an Annual General Meeting. At the request of the President and two Board members, a special Board meeting may be held upon four (4) day's notice by U.S. mail or electronic mail (email), or 48 hours notice by telephone. A quorum shall consist of not less than eleven (11) Board members. The Board may take action by a majority vote of the legal votes cast of the Board of Directors. Board members who share an office will share only one vote. Board members holding more than one office shall be limited to one vote.
- c. **Open Meetings.** Meetings of the Board of Directors shall be open to all ASC members. However, the Board may consider items in closed session if the Chair rules them to be confidential on the grounds that their disclosure would be detrimental to the welfare of the ASC.

- d. **Action by Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Email constitutes an acceptable form of writing.
- e. **Business.**
 - 1. The Executive Board runs the day to day operations of the ASC, subject to the direction of the Board of Directors.
 - 2. The Board of Directors shall attend to such matters as may be referred to it. It shall be responsible to the ASC membership for such conduct of ASC activities in accordance with these Bylaws and the policies established by the Board.
 - 3. The Board shall adopt an annual budget and establish registration fees as it deems appropriate.
 - 4. The Board shall establish policies and adhere to existing policies of the CYSA, District IV, and JLYSL on the formation of affiliated teams, registration of players and teams, flighting of teams within District IV and JLYSL play, length and dates of playing seasons, creation and selection of competitive teams, and involvement of the ASC in tournaments and other competitions.
 - 5. The Executive Board of Directors may, by simple majority, vote to expend ASC funds, not to exceed \$500.00 (Five Hundred Dollars), outside of the approved budget. The Executive Board shall report any such expenditure to the full Board of Directors at the next monthly Board Meeting.
- f. **Contracts.** The Board of Directors shall have the authority to enter into contracts on behalf of the ASC.
 - 1. No member of the Executive Board shall be in a paid position or contract with the ASC.
 - 2. On any issue in which there is a potential or actual conflict of interest, that member may not vote on the issue.
- g. **Delegation of Authority by Officers and Boards.** The members, officers, boards, or committees delegating authority retain full responsibility for the performance or exercise of the powers, duties, and responsibilities that they have delegated. They also are responsible for negligence and its consequences in the exercise of the delegated authority.
- h. **Removal of Board Members.**
 - 1. Grounds for removal from office of a Board member shall be: (i) continued, gross, or willful neglect of the duties of the office; (ii) failure or refusal to disclose necessary information on matters of organization business; (iii) unauthorized expenditures, unauthorized signing of checks, or misuse of organization funds; (iv) misrepresentation of the organization and its officers to outside persons; or (v) conviction of a felony.
 - 2. Adequate notice shall be provided to the accused officer. A fair hearing shall be held. A reasonable opportunity to defend oneself shall be provided.
 - 3. A Board member shall face removal from office by a majority vote of the legal votes cast of the Board of Directors at a regularly scheduled Board Meeting.

ARTICLE 10

Standing and Special Committees

- a. **Standing Committees Appointed by the President.** The following Standing Committees shall be appointed annually by the President with the consent of the Board. The term of service of these Committees shall be the same as the term of the officers.
 - 1. Budget Committee. The Budget Committee shall prepare in a timely manner a budget for approval by the Board of Directors. The Budget Committee shall have at least three Board members as part of the Committee. The Budget Committee shall be chaired by the Treasurer. The Treasurer shall add additional members at his/her discretion.
 - 2. Disciplinary Committee. The Disciplinary Committee shall: 1) be responsible for hearing protests, ejections, appeals, and complaints; 2) administer discipline; and 3) present a written report of its findings and disciplinary decisions to the Executive Board. The Disciplinary Committee shall hold

- fair and impartial hearings into all matters brought before it, and shall follow the CYSA guidelines to be used in determining what, if any, discipline is to be imposed. The Disciplinary Committee shall have at least one active coach, one non-Board parent, and the Second Vice President as part of the Committee. The Second Vice President shall add additional members at his/her discretion.
3. Scholarships Committee. The Scholarships Committee shall: 1) be responsible for screening and interviewing applicants; 2) grant scholarships; and 3) present a written report of granted scholarships to the Board. The Scholarships Committee shall consist of any three members of the Executive Board. The Registrar shall add additional members at his/her discretion.
 4. Financial Review Committee. The Financial Review Committee shall provide an independent review of the financial or operational aspects of the ASC at least once every 2 years. A written report of the findings of the Financial Review Committee will be provided to the Board. The Financial Review Committee shall have at least two members in good standing. The President shall add additional members at his/her discretion.
- b. **Standing Committees Appointed by the Board.** The following Standing Committees shall be appointed annually by the Board of Directors. The term of service of these Committees shall be the same as the term of the officers.
1. Nominating Committee. Not less than two (2) months prior to the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, the Board of Directors shall appoint a Nominating Committee consisting of at least three (3) persons representing a cross-section of the ASC membership. The members appointed by the Board shall be current or recent members of the Board who, by reason of their service, have a broad and up-to-date knowledge of the needs of the ASC. This Committee shall prepare a slate of candidates for all elected offices. This Committee may prepare a slate of candidates for all appointed offices.
 2. Election Committee. Not less than one (1) month prior to the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, the Board of Directors shall appoint an Election Committee consisting of at least two (2) persons. The Committee prepares and prints the ballots, distributes the ballots at the Annual General Meeting or a Special General Meeting for the purpose of filling a Board vacancy, collects and counts the ballots, and compiles the results of the election. For other business which requires written votes at any General Meeting, the Committee prepares and prints the ballots, distributes the ballots, collects and counts the ballots, and compiles the results.
- c. **Special Committees.** Special Committees shall be appointed by the President or the Board of Directors to assist them at any time, and to delegate investigative, planning, or routine administrative duties to them. The powers, rights, and duties of these Committees shall be provided for in the motion creating them or in the instructions provided to them. These Committees report only to the authority that appointed them. These Committees shall cease to exist when its final report is disposed of. These Committees may be dissolved by the authority that created them.
- d. **Removing Committee Members.** A member of a Committee who is unable or fails to perform his/her duties shall be removed and notified of his/her removal by the appointing or electing authority.
- e. **Replacing Committee Members.** The members of a Committee may be replaced by the appointing or electing authority.

ARTICLE 11

Protests and Appeals

- a. Only violations of these Bylaws, violations of the Rules of Play of the ASC, the JLYSL, District IV, or the CYSA, or the improper application of the Laws of the Game shall be proper subjects for protests and appeals.
- b. In the matter of protests and appeals, no person associated with youth soccer shall invoke the aid of the Courts of any state or the Federal Courts without first exhausting all available remedies within the appropriate soccer organizations, including a final appearance at the Annual General Meeting of the USYSA.

ARTICLE 12

Rules of Order

- a. Robert's Rules of Order shall be deemed as adopted at all ASC meetings, unless otherwise agreed to in advance by the participants, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or regulations by which the ASC is governed.

ARTICLE 13

Changes to Bylaws

- a. Individuals proposing amendments to these Bylaws must do so in writing to the ASC Secretary forty-five (45) days prior to a General Meeting.
- b. Notification of proposed changes to the Bylaws shall be sent to the membership at least fourteen (14) days prior to a General Meeting.
- c. These Bylaws may be amended only by a majority vote of the total ballot cast at any General Meeting.
- d. Bylaw changes voted upon at a General Meeting are adopted immediately upon affirmative vote of the membership.
- e. The ASC Rules of Play and regulations may be amended by a majority vote of the legal votes cast of the Board of Directors at a regularly scheduled Board Meeting.
- f. In the event that the membership votes to change affiliation with the JLYSL, the Bylaws shall be changed as required by the CYSA once formal approval has been made by the proper authority. As a (new) league, the ASC may temporarily function under these Bylaws, subject to requirements of the CYSA, however, in no event for a period longer than six (6) months. New Bylaws shall then be submitted to the general membership no later than six (6) months after league formation, at the Annual General Meeting or at a Special General Meeting called specifically for that purpose.

ARTICLE 14

Dissolution

- a. In the event that the ASC is dissolved, all of the assets remaining after payment of all debts, shall be distributed to a nonprofit fund, foundation or nonprofit organization established for the purpose of developing youth soccer.

End