

CASTRO VALLEY SOCCER CLUB
A California Non-Profit Corporation
CONSTITUTION AND BYLAWS
PROPOSED: November 9th, 2021
APPROVED: December 13th, 2021
ADOPTED: January 1st, 2022

ARTICLE I – NAME

Section 1.1 - NAME. This California Non-Profit Corporation shall be known as the Castro Valley Soccer Club.

Section 1.2 - SEAL. The Board of Directors shall provide a corporate seal which shall be in the form of a circle with the words “Castro Valley Soccer Club, incorporated 1982”, and contain any logo as the Board of Directors shall designate.

Section 1.3 - BOUNDARIES. The boundaries of the Castro Valley Soccer Club shall be the community of Castro Valley, Alameda County, within the current US Postal Service ZIP Codes 94546 and 94552 and any other ZIP codes, which may be added by the US Postal Service within the geographical limits established by these ZIP codes.

Section 1.4 - DOMICILE. The principal office or mailbox of the Castro Valley Soccer Club in the State of California shall be located in the geographical area known as Castro Valley and the County of Alameda. Today, Castro Valley Soccer Club’s P.O. Box is 4061 East Castro Valley Blvd., #505, Castro Valley, CA 94552. If a physical address, beyond a mailbox, is required to conduct business, Castro Valley Soccer Club will use the address of the current club President.

ARTICLE II – PURPOSE

The purpose of the Castro Valley Soccer Club is to teach and foster youth soccer. Consistent with this purpose, the Castro Valley Soccer Club shall be a family based organization that offers high quality soccer to individuals regardless of race, color, religion, sex, national origin and/or ability. The Castro Valley Soccer Club shall promote good sportsmanship and enjoyment of soccer for players, coaches, referees, and parents or guardians of players.

ARTICLE III – AFFILIATION

The Castro Valley Soccer Club shall be an affiliated branch of and comply with the authority of Cal North, the United States Youth Soccer Association (USYSA), NorCal, US Club Soccer and the United States Soccer Federation (USSF).

ARTICLE IV – COLORS

The primary colors of the Castro Valley Soccer Club shall be green and yellow.

ARTICLE V – AUTHORITY

Section 5.1 - GOVERNMENT. The Castro Valley Soccer Club shall be governed by its Constitution and Bylaws and Rules and Regulations (collectively the “Rules”) except when these Rules conflict with or are superseded by the rules, regulations, constitution or bylaws of Cal North, the United States Youth Soccer Association (USYSA), NorCal, US Club Soccer and the United States Soccer Federation (USSF).

Section 5.2 - GOVERNING BODY. The governing body of the Castro Valley Soccer Club, whose powers shall be delineated by these Bylaws, shall be vested in the Board of Directors, hereinafter referred to as the Board, comprised of the elected officers of the Castro Valley Soccer Club.

Section 5.3 - SEASONAL YEAR. The seasonal year shall be directed by Cal North and NorCal.

Section 5.4 - FISCAL YEAR. The fiscal year shall be the calendar year, beginning on January 1 and ending on December 31, of a given year.

Section 5.5 - RULES AND REGULATIONS. The Board shall annually publish the “Rules and Regulations” on the Castro Valley Soccer Club’s website on or before the first day of registration. These Rules and Regulations will include operational rules and procedures for the Castro Valley Soccer Club. Rules of play, team formation, conduct of matches and other game procedures shall be included.

ARTICLE VI – MEMBERS

Section 6.1 - MEMBERSHIP DEFINITION. Membership in the Castro Valley Soccer Club is limited to registered players, their parents or guardians, registered coaches, active adult and youth referees and officers of the Corporation. For purposes of voting at annual membership meetings, each family is limited to one (1) vote.

Section 6.2 - ACTIVE ADULT REFEREE DEFINITION. To be declared an active adult referee, the individual must be at least 18 years of age, be currently licensed with the United States Soccer Federation, and have participated in officiating ten (10) or more matches for the Castro Valley Soccer Club during the previous 12-month period. Matches must be governed under the guidelines of FIFA, USSF, NorCal, and Cal North.

Section 6.3 - VOTING AGE. All voting members must be at least 18 years of age.

Section 6.4 - BOARD OF DIRECTORS. The Board of Directors shall be comprised of the seventeen (17) officers elected from the voting membership of the Castro Valley Soccer Club.

Section 6.5 - PLAYERS. All players sponsored, financed, coached or administered by any team of the Castro Valley Soccer Club, must be registered with the Castro Valley Soccer Club, Cal North, NorCal or US Club Soccer. Nothing within these Bylaws shall prevent the Board from limiting the number of players registering with the Castro Valley Soccer Club.

ARTICLE VII – MEETINGS

Section 7.1.1 - ANNUAL MEMBERSHIP MEETING. The Annual Membership meeting shall be held the second week in the month of December each year. The specific date of the meeting will be determined with the approval of two-thirds (2/3) of the Board present and voting no later than the October Monthly Meeting.

With the approval of two-thirds (2/3) of the Board present and voting, this meeting may be delayed only for a period not to exceed thirty (30) days.

Section 7.1.2 - PURPOSES OF ANNUAL MEMBERSHIP MEETING. The purposes of the Annual Membership Meeting are to elect officers of the Castro Valley Soccer Club, to decide on any proposed amendments to these Bylaws, and to address such other business as may properly come before the meeting. Agenda items not specifically addressed in these Bylaws must be submitted in writing to the Board not more than 50 days and not less than 10 days before a scheduled membership meeting and must be included in the notice of a membership meeting.

Section 7.1.3 - NOTICE OF MEETINGS. Notice of every membership meeting stating 1) the place, 2) day and hour, and 3) purpose (to include the agenda and copies of material to be considered) shall be posted on the Castro Valley Soccer Club's website not less than 30 or more than 60 days prior to the scheduled date for the Annual Membership Meeting.

Section 7.1.4 - SPECIAL MEMBERSHIP MEETING. A special membership meeting may be called by two-thirds (2/3) of the Board of Directors who have voted for a special meeting or by 100 members, by petition in writing, to the Board of Directors.

Section 7.1.5 - QUORUM. At all membership meetings, without regard to the actual number of members, the presence of twenty (20) members with voting privileges shall constitute a quorum for the purpose of conducting business at a meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7.1.6 - PROXIES. Voting by proxy is not permitted.

Section 7.1.7 - CONDUCT OF BUSINESS. The act of a majority of the members present and voting (abstentions do not count) at a membership meeting shall be the act of the membership, unless the act of a greater number is required by these Bylaws.

Section 7.1.8 ONLINE VOTING. In order to increase participation in the election process, Castro Valley Soccer Club may allow for online balloting provided the online voting ends at the specified period directed by the board. Members may elect to vote either online or in person at the Annual Membership Meeting depending on the board offering. Online voting will not be "secret" as membership must be verified to establish voting eligibility.

Section 7.2 - BOARD OF DIRECTORS

Section 7.2.1 - MONTHLY MEETING. The Board of Directors shall meet monthly on the third Monday of the month. Unless the third Monday is a holiday and then the meeting shall be held on the second Monday of the month. A change to this date may be made on a month-to-month basis by approval of two thirds (2/3) of the Board. At least 14 days prior to a rescheduled meeting, notice of change must be communicated in writing to each director.

Section 7.2.2 - SPECIAL MEETING. A special meeting of the Board of Directors may be called by two thirds (2/3) of the Board who have voted for a special meeting of 100 members, by petition in writing, to the Board.

Section 7.2.3 - QUORUM. At any Board meeting, the presence of eight (8) directors shall constitute a quorum for the purpose of conducting business at a meeting.

Section 7.2.4 - CONDUCT OF BUSINESS. The act of a majority of the directors voting at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws. Directors abstaining will be considered to not have voted.

Section 7.2.5 - EXECUTIVE SESSIONS. Approval must be obtained from 2/3 of the Board members present and voting to move the Board meeting into executive session. All personnel matters, discipline matters and such other matters as may appear appropriate to the Board of Directors shall occur in Executive Session. The records of the Executive Session shall be maintained as confidential.

Section 7.2.6 – CONFLICT OF INTEREST DOCUMENT. All serving Board Members must sign a Conflict of Interest (COI) document annually each January. If a board member is elected after January, that person should sign a COI document at their first board meeting.

Section 7.2.7 – ELECTRONIC VOTING. In order to facilitate voting on pressing issues in between scheduled board meetings, Castro Valley Soccer Club may allow for electronic (board position specific e-mail, in video conference polls, collaborative software tracking) voting. All voting will align with section 7.2.4 where a majority of directors voting is needed for an act to pass. Directors abstaining will be considered to not have voted.

Section 7.2.8 – ITEMS REQUIRING VOTES. Outside of explicitly listed votes outline in other parts of this document, the following topics require board votes before action is taken 1) approval of minutes, 2) approval of annual rules & regulations changes, 3) hiring decisions, 4) approval of board members to fill vacancies, 5) approval of annual budget, 6) any spend or refunds outside of the approved budget, 7) any decision around branding including approval of sponsors, 8) any other topic the Executive Committee believes necessitates a vote.

ARTICLE VIII – OFFICERS

Section 8.1 - COMPOSITION. The Board of Directors shall be comprised of the seventeen(17) officers listed herein and elected annually by the general membership:

- President
- Vice-President
- Secretary
- Treasurer
- Operations Director
- Competitive Program Director
- Bumblebee & Grasshopper Program Director
- U7 & U8 Academy Program Director
- Recreational U9-U12 Program Director
- Recreational U14-U19 Program Director
- TOPSoccer Program Director
- Communications Director
- Events Director

- Fields Administrator
- Fields Manager
- Referee Program Director
- Volunteers Director

Section 8.2 - ELECTION. The officers of the Castro Valley Soccer Club are elected at the Annual Membership Meeting.

Section 8.3 - TERM OF OFFICE. The term of office is for two (2) calendar years following the Annual Membership Meeting.

To be eligible to run and serve as President, the individual must have served for a minimum of 2 years on the CVSC Board of Directors prior to beginning the term as President. It is highly recommended that the President-elect has experience in multiple offices on the CVSC Board before serving as President.

The two-year term begins in calendar years ending in even numbers for the following offices: President, Secretary, U7 & U8 Academy Program Director, Recreational U14-U19 Program Director, Competitive Program Director, Events Director, Fields Administrator, TOPSoccer Program Director, and Volunteers Director.

The two-year term begins in calendar years ending in odd numbers for the following offices: Vice President, Treasurer, Bumblebee & Grasshopper Program Director, Recreational U9-U12 Program Director, Fields Manager, Communications Director, Operations Director, and Referee Program Director.

Members of the same household cannot hold two or more of the following offices at the same time: President, Vice President, Treasurer, Secretary or Operations Director.

Section 8.4 - TENURE. No individual may serve more than two (2) consecutive terms as President or Vice President, unless that position remains vacant at the time of the first meeting of the new Board, and the service of a third term is approved by the Board at its first meeting, pursuant to Section 8.6 below.

Section 8.5 - REMOVAL. Any officer may be removed by the Board upon approval of 2/3 vote of its members present and voting; or by 2/3 of the general membership present and voting at a meeting of the general membership. Prior to any vote to remove an officer, the officer shall receive a written notice of the hearing before the Board. The hearing shall take place at least ten (10) days and no later than thirty (30) days after the written notice has been mailed or delivered. A notice of hearing shall be deemed delivered on the fifth day following the date on which it is mailed to the last known address of the Board member, first class postage prepaid.

Section 8.6 – VACANCIES. The Board of Directors may fill any vacancy occurring in any office for any reason. The two highest ranking officers remaining on the Board will seek qualified individuals and nominate such persons for approval by a majority vote of the then remaining Board.

Section 8.7 - DUTIES OF OFFICERS.

Section 8.7.1 - PRESIDENT. The President has general supervision over all the affairs of the Castro Valley

Soccer Club and calls and presides at all meetings of the Castro Valley Soccer Club and the Board. The President is an ex-officio member of all committees and appoints chairpersons and members of committees consistent with these Bylaws. The President or designee shall serve as the primary liaison with the Castro Valley Unified School District and the Hayward Area Recreation District. The president acts as chair of the Executive Committee.

Section 8.7.2 - VICE PRESIDENT. The Vice President, in the absence of the President, performs all duties of the President. The Vice President performs the duties of parliamentarian and advises the Castro Valley Soccer Club and the Board on all matters pertaining to the conduct of meetings as established by Robert's Rules of Order and such other procedures as the Board or the members may adopt. The Vice President ensures that all ratified and/or approved Club documents are published in a timely manner. At a minimum the Club's Constitution and Bylaws and Rules and Regulations must be approved for the current year and published prior to the beginning of the registration process. The Vice President also acts as the chair of the Discipline Committee for such actions. The Vice President maintains and runs the PCA agreement and meetings. The Vice President provides and ensures the Conflict of Interest Document is signed by ALL Board Members.

Section 8.7.3 - SECRETARY. The Secretary keeps the minutes of all the meetings of the members and the Board, takes charge of and serves as the official custodian of all non-financial records of the Castro Valley Soccer Club, and issues notices or other correspondence as directed. The Secretary acts as the chair of the Nominating Committee.

Section 8.7.4 - TREASURER. The Treasurer manages the collection and deposit of all monies and receives and holds all securities of the Castro Valley Soccer Club and disburses the same as directed by the Board. The Treasurer may only make disbursements on the funds, which have first been deposited in accounts of the Castro Valley Soccer Club. The Treasurer keeps accounts of the Castro Valley Soccer Club, which are open for inspection as directed by these Bylaws or the Board. The Treasurer submits full monthly written statements of the accounts to the Board at least five (5) days prior to each monthly meeting. The Treasurer files all legally required financial reports for the Castro Valley Soccer Club. The Treasurer prepares a summary financial report for distribution to the members at the Annual Meeting. An individual who cannot qualify for a bond is deemed ineligible to serve as Treasurer and must be replaced by the Board. An individual who can qualify for a bond, but, with respect to who, the bonding company requires a surcharge may be declared ineligible to serve by a two-thirds (2/3) vote of the Board, in which case, the Board must replace the person as the Treasurer. The Treasurer acts as the chair of the Budget & Goals Committee.

Section 8.7.5 – BUMBLEBEE & GRASSHOPPER PROGRAM DIRECTOR. The Bumblebee & Grasshopper Program Director has overall responsibility for Castro Valley Soccer Club's Bumblebee and Grasshopper Program, including but not limited to the quantity of teams, recruitment and assignment of coaches and assistant coaches, assignment of players, coach education program, and player development.

Section 8.7.6 – U7 & U8 ACADEMY PROGRAM DIRECTOR. The U7 & U8 Academy Program Director has overall responsibility for Castro Valley Soccer Club's U7 & U8 Academy Program, including but not limited to the quantity of teams, recruitment and assignment of coaches and assistant coaches, assignment of players, coach education program, and player development.

Section 8.7.7 – RECREATIONAL U9-U12 PROGRAM DIRECTOR. The Recreational U9-U12 Program Director has overall responsibility for Castro Valley Soccer Club's Recreational U9-U12 Program, including but not limited to the quantity of teams, recruitment and assignment of coaches and assistant

coaches, assignment of players, coach education program, and player development.

Section 8.7.8 – RECREATIONAL U14-U19 PROGRAM DIRECTOR. The Recreational U14-U19 Program Director has overall responsibility for Castro Valley Soccer Club’s Recreational U14-U19 Program, including but not limited to the quantity of teams, recruitment and assignment of coaches and assistant coaches, assignment of players, coach education program, and Recreational player development.

Section 8.7.9 - COMPETITIVE PROGRAM DIRECTOR. The Competitive Program Director has overall responsibility for the Castro Valley Soccer Club's Competitive Program, including but not limited to the quantity of teams, recruitment and assignment of coaches and assistant coaches, assignment of players, coach education program and player development. The Competitive Program Director manages the collection and deposit of all monies and receives and holds all securities of the Team Accounts of the Castro Valley Soccer Club and disburses the same as directed by the Board. The Comp Director may only make disbursements of the Team funds, which have first been deposited in accounts of the Castro Valley Soccer Club. The Comp Director maintains Team accounts of the Castro Valley Soccer Club, which shall be open for inspection as directed by the Bylaws or the Board. The Comp Director submits full monthly statements of the Team accounts to the Board at least five (5) days prior to each monthly meeting. Section 8.7.10 – TOPSOCCER PROGRAM DIRECTOR. The TOPSoccer Program Director has overall responsibility for the Castro Valley Soccer Club’s TOPSoccer Program, including but not limited to the quantity of teams, recruitment and assignment of coaches and assistant coaches, assignment of players, coach education program, and TOPSoccer player development.

Section 8.7.11 – REFEREE PROGRAMS DIRECTOR. The Referee Programs Director has overall responsibility for the Castro Valley Soccer Club's referee program including the assigning, mentoring, training, and assessment of referees serving the Castro Valley Soccer Club. The Referee Programs Director also makes recommendations to the Board regarding who the CVSC referee assignor(s) should be, and oversees that the referee assignors are assigning referees to games that match their skill level throughout the season. The Referee Program Director forms a committee composed of the President and at least one other board member to review the referee assignor(s) annually. The Referee Programs Director acts as chair of the Referee Committee.

Section 8.7.12 – OPERATIONS DIRECTOR. The Operations Director manages the uniform and equipment procurement and photo day scheduling. The Operations Director is responsible for the master game schedule for Castro Valley Soccer Club.

Section 8.7.13 – COMMUNICATIONS DIRECTOR. The Communications Director manages the development, distribution, and maintenance of all print and electronic collateral and coordinates webpage maintenance, ensuring that new and consistent information is posted regularly for Castro Valley Soccer Club’s communications.

Section 8.7.14.1- FIELDS ADMINISTRATOR. The Fields Administrator is responsible for the reservation and coordination of field usage for the Castro Valley Soccer Club. The Fields Administrator supervises the scheduling of fields for practices. The Fields Administrator recommends and oversees any independent contractors hired for field maintenance, such as field painting and rental equipment. The Fields Administrator assists the Fields Manager with recreational game day field activities. The Fields Administrator acts as co-chair of the Fields Committee with the Fields Manager.

Section 8.7.14.2 - FIELDS MANAGER. The Fields Manager is responsible for coordinating and arranging

maintenance of the playing fields for the Castro Valley Soccer Club. The Fields Manager regularly inspects field venues and coordinates any field repairs, materials and other issues with CVUSD. The Fields Manager manages field set up and take down at recreational venues. The Fields Manager coordinates supplies and storage at fields. The Fields Manager coordinates with CVUSD for use of club equipment. The Fields Manager acts as co-chair of the Fields Committee with the Fields Administrator.

Section 8.7.15 - EVENTS DIRECTOR. The Events Director plans and coordinates all special events held by the Castro Valley Soccer Club, which may include but is not limited to jamborees, tournaments, the soccer carnival and picture day, community events, partnership events (ie Earthquakes, Roots & local colleges), the coach appreciation dinner, and board dinner. The Events Director acts as chair of the Events Committee.

Section 8.7.16 – VOLUNTEERS DIRECTOR. The Volunteers Director provides direction, coordination, consultation, and recruitment for all volunteer functions to assist in club events and manage match day administration. The Volunteers Director manages the game day and field volunteers, including board member help and event volunteers when needed. The Volunteer Director follows up to be sure volunteers show up and get their hours recorded for the VPP. The Volunteers Director also manages volunteer hours for Financial Aid recipients, Game Day and field volunteers, including board help where needed.

ARTICLE IX – COMMITTEES

Section 9.1 - COMMITTEE MEMBERSHIP. Each committee shall consist of a minimum of three (3) members. The chairperson of these committees shall be prescribed by these Bylaws for standing committees, or elected by the Board from its membership. Committee members may be from the membership of the Castro Valley Soccer Club. All members of a committee must be approved annually by a majority of the Board of Directors present and voting. Members of the same household cannot serve on the same committee.

Section 9.2 - COMMITTEE ACTIONS. All actions shall be subject to approval or ratification of the Board of Directors unless otherwise specified by the Bylaws.

Section 9.3 - OTHER COMMITTEES. The Board of Directors may establish committees as may be necessary from time to time, consisting of Board members and Castro Valley Soccer Club members and with powers as it may designate consistent with these Bylaws. Other committees shall be responsible for recommending to the Board of Directors and must be approved by the Board of Directors.

Section 9.4 - STANDING COMMITTEES. The Castro Valley Soccer Club shall establish and maintain the following standing committees:

- Bylaws and Rules & Regulations
- Nominating
- Audit
- Budget & Goals
- Disciplinary
- Executive
- Credentials
- Fields
- Events
- Referee

Section 9.4.1 - BYLAWS AND RULES AND REGULATIONS COMMITTEE. The Vice President shall serve as Chair of this committee. The committee will accept, propose and recommend changes to the Bylaws of the Castro Valley Soccer Club in accordance with the procedures prescribed by these Bylaws. The committee shall review the Castro Valley Soccer Club's Rules and Regulations (including the process for coach selection) and make recommendations for modification to the Board of Directors prior to the end of the seasonal year. Once the Rules and Regulations of the Castro Valley Soccer Club have been passed by the Board for the next seasonal year, any changes, including any exceptions during that same fiscal year must be approved by two-thirds (2/3) majority of the Board.

Section 9.4.2 - NOMINATING COMMITTEE. The Secretary shall serve as Chair of this committee. The committee shall meet not less than sixty (60) days prior to the Annual Membership meeting for the purposes of fulfilling its duties as set out in this paragraph. The purpose of the Nominating Committee shall be to secure and compile a list of candidates for the officer positions authorized by Article VIII, Section 8.1 of these Bylaws, to be presented to the members for approval at the Annual Meeting. The Nominating Committee shall accept nominations submitted in writing, in a prescribed format, by any member of the Castro Valley Soccer Club. All nominations shall be received and accepted by the Nominating Committee not less than thirty (30) days prior to the coming election. The Nominating Committee shall conduct the election during the Annual Membership meeting by secret ballot. If voting is conducted online, it will not be "secret" as membership must be verified to establish voting eligibility. After establishment of a quorum, a majority vote of members in attendance at the Annual Membership Meeting shall elect each officer.

Section 9.4.3 - AUDIT COMMITTEE. This committee shall be chaired by a Director selected by the President and approved by a majority of the Board present and voting. The President shall appoint (subject to approval by a majority of the Board present and voting) two or more additional members to the committee, each of whom shall be a member of the Castro Valley Soccer Club, but shall not currently serve as an officer or director of the Castro Valley Soccer Club. The purpose of this committee shall be to review the Castro Valley Soccer Club's financial records with the Treasurer, the Castro Valley Soccer Club's accountant and any reviewing or auditing accountant selected by the Board. The Committee shall complete its review and shall report in writing to the Board on its findings with respect to each fiscal year within 120 days of the close of that fiscal year.

Section 9.4.4 - BUDGET AND GOALS COMMITTEE. This committee shall be chaired by the Castro Valley Soccer Club's Treasurer. The Vice President and the Operations Director will serve as members of this committee. The purpose of this committee is to prepare a proposed budget and season goals for the Castro Valley Soccer Club for the following fiscal year and submit the proposed budget to the Board for approval not later than the February Board of Directors' Meeting of each year. All Directors shall submit in writing, no later than January 15 a written budget for their area of responsibility for the following fiscal year if needed.

Proposed: Section 9.4.5 - DISCIPLINARY COMMITTEE. The Vice President shall chair this committee. The committee shall be composed of at least 3 committee members, one of which will be the appropriate Age Group or Program Director. The committee shall have the responsibility of hearing matters pertaining to violations to the Rules and Regulations, and General Procedures of the Castro Valley Soccer Club, or misapplication of the "Laws of the Game."

Section 9.4.6 - EXECUTIVE COMMITTEE. The Board of the Castro Valley Soccer Club shall create an Executive Committee chaired by the President. The committee shall be comprised of the President, Vice

President, Secretary, Treasurer and Operations Director. The Executive Committee may meet monthly to set the regular board meeting agendas, resolve emergency situations between the monthly Board of Directors meetings, to set the regular board meeting agendas, or when so directed by the Board. All actions by the Executive Committee must be ratified by the Board of Directors at their next scheduled meeting.

Section 9.4.7 - CREDENTIALS COMMITTEE. This committee shall be chaired by the Vice President. If the Vice President is presiding at the Annual Membership Meeting the Secretary will be the chair. This committee will establish the eligibility of voting members at the Annual Membership Meeting. Members will be the Vice President, Secretary and two other Board members designated by the President.

Section 9.4.8 – FIELDS COMMITTEE. The Fields Administrator and Manager shall co-chair this committee. This committee shall be responsible for recommending to the Board of Directors how playing and practice fields should be utilized to include the schedules of matches and the allocation of field space for team practices. This committee shall also be responsible for making recommendations on the maintenance and improvement of playing and practice fields.

Section 9.4.9 – EVENTS COMMITTEE. The committee shall be chaired by the Events Director and will include any jamboree coordinators, tournament coordinators and other special event coordinators as recommended by the Events Director and as approved by the President. Tournament and special event coordinators may be either Castro Valley Soccer Club officers or non-officers. This committee shall be responsible for recommending to the Board the number and type of special events sponsored by the Castro Valley Soccer Club. This may include but is not limited to jamborees, tournaments, the soccer carnival & picture day, community events, partnership events (ie Earthquakes, Roots & local colleges), the coach appreciation dinner and board dinner.

Section 9.4.10 – REFEREE COMMITTEE. The committee shall be chaired by the Referee Programs Director and may include both Castro Valley Soccer Club officers and non-officers as recommended by the Referee Program Director and as approved by the President. This committee shall be responsible for making recommendations to the Board of Directors on all aspects of the Castro Valley Soccer Club's referee program including but not limited to referee education, game assignment, assessment, mentoring, and referee game pay.

ARTICLE X – RECORDS AND REPORTS

Section 10.1 - RECORDS. The Castro Valley Soccer Club shall maintain adequate and correct accounts, books, and records of its business and properties. All such accounts, books, and records shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors.

Section 10.2 - INSPECTION OF BOOKS AND RECORDS. All books and records shall be maintained as required by the Corporations Code of California and shall be open to inspection by the members of the Castro Valley Soccer Club.

Section 10.3 - CHECKS, DRAFTS, NOTES, INDEBTEDNESS. All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name or payable to the corporation, shall be signed by two authorized signatures in the case of checks or other negotiable instruments, or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

Section 10.4 - CONTRACTS - HOW EXECUTED. The Board of Directors, except as otherwise provided

in the Bylaws, may authorize any officer or officers to enter into any contract or execute any instrument in the name of and on behalf of the Castro Valley Soccer Club. Such authority may be general or specific. Unless so authorized by the Board of Directors, no officer shall have any power or authority to bind the Castro Valley Soccer Club by any contract or engagement or to pledge its credit, or to render it liable for any purpose or any amount.

ARTICLE XI – PAID INDEPENDENT CONTRACTORS

The Board may contract for independent contractor services as deemed necessary. Unless otherwise specified by job description or contract, independent contractors will perform their duties under the direction of the President, Operations Officer, or designee. Paid contractors will be held accountable for adherence to all published Castro Valley Soccer Club rules and regulations.

ARTICLE XII – PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be deemed as adopted at all meetings of the Castro Valley Soccer Club, unless otherwise agreed to by the participants, insofar as such rules are not inconsistent with or are in conflict with the Constitution and Bylaws and Rules and Regulations of the Castro Valley Soccer Club or any organization with which the Castro Valley Soccer Club is affiliated.

ARTICLE XIII – DISCIPLINARY/PROTESTS AND CONFLICTS

Section 13.1 - SUBJECTS . Violations of the Bylaws, Rules and Regulations, General Procedures, Specific Rules of the Castro Valley Soccer Club, or misapplication of the "Laws of the Game" shall be proper subjects to be considered for action by the Disciplinary Committee and/or the Protest and Appeals Committee.

Section 13.2 - PROCEDURE. All disciplinary reports, protests and/or appeals shall be in writing and shall follow the Castro Valley Soccer Club Parent Code of Conduct, Player Code of Conduct and Rules and Regulations.

Section 13.2.1 - DISCIPLINARY RULES AND REGULATIONS. Disciplinary rules and regulations shall be reviewed yearly by the Board of Directors using District IV and CAL NORTH guidelines.

Section 13.2.2 - CONFLICTS OF INTEREST. It will be a conflict of interest for any Board member to vote on any motion before the Board that involves the Officer himself/herself, or any child or relative of the Officer. The Officer shall recuse himself/herself and the Board may ask that person to leave the room at the Board's discretion.

ARTICLE XIV – AMENDMENT TO CONSTITUTION AND BYLAWS

Section 14.1 - AUTHORITY. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two-thirds of the members present and voting at the Annual Membership Meeting or a special membership meeting called for that purpose.

Section 14.2 - NOTICE. The text of changed or any new Bylaws may be submitted to the membership by majority vote of the Board of Directors; or any member who has obtained by petition, that clearly shows the text of the changed or new Bylaw, signed by no less than thirty (30) active members (single vote per

family). Notice of intention to alter, amend, repeal, or adopt new Bylaws must be given to the membership by either posting on the Castro Valley Soccer Club's website or in writing by mail, at the last registered address, not less than 30 days nor more than 60 days prior to the scheduled meeting date. Notice will include the modified sections.

Section 14.3 - RECORD OF AMENDMENTS. Whenever an amendment to these Bylaws is adopted, it shall be copied in the Book of Bylaws with the original Bylaws, in the appropriate place and distributed per Article V, section 5.5.

ARTICLE XV – DISSOLUTION

Section 15.1 – IRREVOCABLE DEDICATION. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Section 15.2 – DISSOLUTION. Upon the dissolution or winding up of the organization, its assets remaining after payment or provision of payment of all debts and liabilities of this organization, shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purpose.