

**CASTRO VALLEY SOCCER CLUB**  
**A California Non-Profit Corporation**  
**CONSTITUTION AND BYLAWS**  
**PROPOSED: November 1, 2022**  
**APPROVED: December 14<sup>th</sup>, 2022**  
**ADOPTED: January 1<sup>st</sup>, 2023**

**ARTICLE I – NAME**

Section 1.1 - NAME

This California Non-Profit Corporation is known as the Castro Valley Soccer Club.

Section 1.2 - SEAL

The Board of Directors provides a corporate seal with the words “Castro Valley Soccer Club, incorporated 1982”. The Board of Directors can update or designate a logo. Current logo:



Section 1.3 - BOUNDARIES

The boundaries of the Castro Valley Soccer Club is the community of Castro Valley, Alameda County, within the current US Postal Service ZIP Codes 94546 and 94552 and any other ZIP codes 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 is located in the geographical area known as Castro Valley, Alameda County, California. 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 is 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 promotes good sportsmanship and enjoyment of soccer for players, coaches, referees, and parents or guardians of players.

**ARTICLE III – AFFILIATION**

The Castro Valley Soccer Club is an affiliated branch of and complies 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 are green and yellow.

**ARTICLE V – AUTHORITY**

Section 5.1 - GOVERNMENT

The Castro Valley Soccer Club is governed by its Constitution and Bylaws (this document) and [Rules and Regulations] (collectively the “Rules”) except when these Rules conflict with or are superseded by the rules, regulations, constitution or bylaws of [Cal North](#), the [United States Youth Soccer Association](#) (USYSA), [NorCal](#),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 are delineated by these Bylaws, are vested in the Board of Directors (the Board) composed of the elected officers of the Castro Valley Soccer Club.

#### Section 5.3 - SEASONAL YEAR

The seasonal year is directed by [Cal North](#) and [NorCal](#).

#### Section 5.4 - FISCAL YEAR

The fiscal year is the calendar year, beginning on January 1 and ending on December 31, of a given year.

#### Section 5.5 - RULES AND REGULATIONS

The Board will publish the [Rules and Regulations] on the Castro Valley Soccer Club's website annually on or before the first day of registration. These [Rules and Regulations] include operational rules and procedures for the Castro Valley Soccer Club. Rules of play, team formation, conduct of matches, and other game procedures 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 Board. 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](#), [USSE](#), [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 composed 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 is held the second week of December each year. The specific date of the meeting is 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, the Annual Membership meeting may be delayed for a period not to exceed thirty (30) days.

#### Section 7.1.2 - PURPOSE OF ANNUAL MEMBERSHIP MEETING

The purpose of the Annual Membership Meeting is to elect officers of the Castro Valley Soccer Club, to decide on any proposed amendments to these Bylaws, and to address any other club business. 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 Annual Membership meeting and must be included in the notice of the Annual Membership meeting.

#### Section 7.1.3 - NOTICE OF ANNUAL MEMBERSHIP MEETING

A notice of the Annual Membership meeting stating 1) the place, 2) the day and hour, and 3) the purpose (to include the agenda and copies of material to be considered) is posted on the Castro Valley Soccer Club's website not less than 30 or more than 60 days prior to the scheduled 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 or by 100 members, by petition in writing, to the Board of Directors.

#### Section 7.1.5 - QUORUM

At the Annual Membership meeting, without regard to the actual number of members, the presence of twenty (20) members with voting privileges constitutes a quorum to conduct business at a meeting. The members present at a duly called meeting with quorum may continue to transact business until adjournment, even if members leave the meeting making attendance 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 an Annual Membership meeting constitutes the act of the membership, unless a greater number is required by these Bylaws.

#### Section 7.1.8 ONLINE VOTING

Castro Valley Soccer Club allows 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 is not 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 meet monthly on the third Monday of the month. Unless the third Monday is a holiday and then the meeting is 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 or by written petition of 100 members 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 constitutes the act of the Board of Directors, unless the act of a greater number is required by these Bylaws. Directors abstaining are 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. Matters of personnel, discipline, etc. may appear appropriate to the Board of Directors to occur in an Executive Session. The records of the Executive Session are maintained as confidential.

#### Section 7.2.6 – CONFLICT OF INTEREST DOCUMENT

All serving Board Members must sign a Conflict of Interest (COI) document annually in January. If a board member is elected after January, that person signs a COI document at their first board meeting.

#### Section 7.2.7 – ELECTRONIC VOTING

For pressing issues, in between scheduled board meetings, Castro Valley Soccer Club may allow for electronic (board position specific email, in video conference polls, collaborative software tracking) voting. All voting aligns with section 7.2.4 where a majority of directors voting is needed for an act to pass. Directors abstaining are 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 is comprised of the seventeen(17) officers listed below 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, 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 Director, 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 must receive a written notice of the hearing before the Board. The hearing must 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 is 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 serves 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 that 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 is responsible for ensuring the PO Box is regularly checked. 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 disburse the funds that have first been deposited in Castro Valley Soccer Club's accounts. 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 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 recruiting coaches, coach education program, player development, and recruiting and organizing field volunteers. CVSC Registrar and Director of Coaching may consult with the Bumblebee & Grasshopper Program Director on issues of teaming.

#### 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 recruiting coaches, coach education program, player development, and recruiting and organizing field volunteers. CVSC Registrar and Director of Coaching may consult with the U7 & U8 Academy Program Director on issues of teaming.

#### 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 recruiting coaches, coach education program, player development, and recruiting and organizing field volunteers. CVSC Registrar and Director of Coaching may consult with the Recreational U9-U12 Program Director on issues of teaming.

#### 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 recruiting coaches, coach education program, player development, and recruiting and organizing field volunteers. CVSC Registrar and Director of Coaching may consult with the Recreational U14-U19 Program Director on issues of teaming.

#### 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.

#### 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 recruitment of coaches, coach education program, and 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 inventory of the storage unit for Castro Valley Soccer Club. 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 - FIELDS DIRECTOR

The Fields Director is responsible for the reservation and coordination of field usage for the Castro Valley Soccer Club. The Fields Director supervises the scheduling of fields for practices. The Fields Director is responsible for coordinating and arranging maintenance of the playing fields for the Castro Valley Soccer Club. The Fields Director regularly inspects (or delegates members to inspect) field venues and coordinates any field repairs, materials and other issues with CVUSD. The Fields Director recommends and oversees any independent contractors hired for field maintenance, such as field painting and rental equipment. The Fields Director organizes recreational game day field activities. The Fields Director manages, by delegating to members/volunteers, field set up and take down at recreational venues. The Fields Director coordinates supplies and storage at fields. The Fields Director coordinates with CVUSD for use of club equipment. The Fields Director is the chair of the Fields Committee.

#### 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, soccer carnivals, 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 (if applicable) and game day field volunteers, including board help where needed.

### **ARTICLE IX – COMMITTEES**

#### Section 9.1 - COMMITTEE MEMBERSHIP

Each committee consists of a minimum of three (3) members. The chairperson of these committees 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. Members of the same household cannot serve on the same committee.

#### Section 9.2 - COMMITTEE ACTIONS

All actions are 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 necessary, consisting of Board members and Castro Valley Soccer Club members and with powers consistent with these Bylaws. Other committees are 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 establishes and maintains 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 serves 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] 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 serves as Chair of this committee. The committee meets not less than sixty (30) days prior to the Annual Membership meeting. The purpose of the Nominating Committee is 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 accepts nominations submitted in writing by any member of the Castro Valley Soccer Club. All nominations are 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 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 is chaired by a Director selected by the President and approved by a majority of the Board present and voting. The President appoints (subject to approval by a majority of the Board present and voting) two or more additional members to the committee, each of whom is a member of the Castro Valley Soccer Club, but not currently serving as an officer or director of the Castro Valley Soccer Club. The purpose of this committee is 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 must complete its review and 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 is chaired by the Castro Valley Soccer Club's Treasurer. The Vice President and the Operations Director 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 no later than the February Board of Directors' Meeting of each year. If needed, all Directors submit in writing, no later than January 15 a written budget for their area of responsibility for the following fiscal year.

#### Section 9.4.5 - DISCIPLINARY COMMITTEE

The Vice President chairs this committee. The committee is composed of at least 3 committee members, one of which is the appropriate Age Group or Program Director. The committee has the responsibility of hearing matters pertaining to violations to the [Rules and Regulations], General Procedures of the Castro Valley Soccer Club, or misapplication of the [Laws of the Game].

#### Section 9.4.6 - EXECUTIVE COMMITTEE

The Executive Committee chaired by the President. The committee is composed 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 events committee is chaired by the Events Director and includes 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 members. This committee is 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, soccer carnivals, 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 referee committee is chaired by the Referee Programs Director and may include both Castro Valley Soccer Club officers and members 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 maintains adequate and correct accounts, books, and records of its business and properties. All such accounts, books, and records are 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 are maintained as required by the [Corporations Code of California](#) and are open to inspection by the members of the Castro Valley Soccer Club.

#### Section 10.3 - CHECKS, DRAFTS, NOTES, INDEBTEDNESS

All checks, drafts, orders for payment of money, notes, or other evidence of indebtedness, issued in the name or payable to the corporation, are signed by two authorized signatures or endorsed by such person or persons and in such manner as 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 has 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, Vice 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](#) are adopted at all meetings of the Castro Valley Soccer Club, unless otherwise agreed to by the participants, as long 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 are subjects to be considered for action by the Disciplinary Committee.

### Section 13.2 - PROCEDURE

All disciplinary reports, protests and/or appeals must be in writing and 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 must be reviewed yearly by the Board of Directors using District IV and [Cal North](#) guidelines.

### Section 13.2.2 - CONFLICTS OF INTEREST

It is 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 will 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 (2/3) 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 new bylaws may be submitted to the membership by majority vote of the Board of Directors or any member who has obtained, by petition signed by no less than thirty (30) active members (single vote per family). The changed or new bylaw must clearly show the text of the changed or new Bylaw. 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 must include the modified sections.

### Section 14.3 - RECORD OF AMENDMENTS

Whenever an amendment to these bylaws is adopted, it must be 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 can be used to the benefit of any director, officer, member, or any private person.

## Section 15.2 – DISSOLUTION

Upon the dissolution of the organization, its assets remaining after payment or provision of payment of all debts and liabilities of this organization, must be distributed to a nonprofit organization that is organized and operated exclusively for charitable purposes.