

**Constitution and Bylaws
Of
San Carlos United Soccer Club, Inc.
EIN 90-0527254**

**Adopted by the Board of Directors
Effective July 21, 2009**

And Further Amended on February 12, 2013

**Constitution
Of
San Carlos United Soccer Club, Inc.**

ARTICLE ONE: Purpose

The purpose of San Carlos United Soccer Club, Inc., a California Non-profit Public Benefit Corporation (the "Club"), shall be to develop, promote, and administer the game of soccer by providing youth in our community a place to learn and play competitive soccer in a positive and supportive environment. Coaches are to offer positive coaching rather than negative instruction. Good Sportsmanship in coaching, playing, and overall conduct before and following a game should represent the Club in a positive manner.

ARTICLE TWO: Name and Colors

This organization shall be named the "San Carlos United Soccer Club, Inc." ("Club"), and shall have royal blue and white as its recognized colors.

ARTICLE THREE: Affiliation

The Club shall be affiliated and comply with the authority of the Redwood Junior Soccer League, California Youth Soccer Association North, (CYSA-N), the United States Youth Soccer Association, (USYSA), and the United States Soccer Federation, (USSF). Club teams may also be affiliated and play in US Club soccer competitions.

ARTICLE FOUR: Membership

Members of the Club shall consist of registered players, parents, or guardians of players, coaches, assistant coaches, managers, and officers.

ARTICLE FIVE: Governing Authority

The governing authority of this Club shall be vested with the Board of Directors. The Board of Directors shall consist of a President, Vice-President, Secretary, Treasurer, Registrar, Chief Referee, and Manager of Fields. Each director shall have the right to vote and each may cast no more than one vote. Their purpose shall be to enforce and interpret the By-laws, and to act as the Club Disciplinary board, hearing and rendering judgments in disciplinary hearings concerning players, coaches, or others, within the Club's jurisdiction. The Club President shall cast a vote only in the event of voting in a tie.

ARTICLE SIX: Right to Vote

Each Team shall have the right to vote and each may cast no more than one vote, with regards to the general business of managing the Club. The recognized team representative is considered to be a Voting Member of the Club and may delegate his/her right to vote to a team manager, coach, assistant coach, or other duly authorized representative.

ARTICLE SEVEN: Ratification and Amendment

7.1 Ratification of these By-laws shall be by an affirmative vote of a majority of Voting Members in the organization that are present at a properly announced meeting.

7.2 Proposed amendments to the By-laws shall be submitted in writing to the Secretary thirty (30) days prior to the annual general meeting (the "AGM"). All Voting Members shall be notified in writing of such proposed amendments a minimum of fifteen (15) days prior to the AGM. Amendments to these By-laws require a majority vote by the Voting Members present at the AGM.

ARTICLE EIGHT: Annual General Meeting

An AGM shall be held each year no later than March 1st for the purpose of electing officers and to approve any amendments to the Bylaws.

ARTICLE NINE: General Disbursements of Funds

Standard expenses of the Club and special funding to support team participation in tournaments, cups, and play-offs shall be approved by a majority of the Voting Members.

By-Laws Of San Carlos United Soccer Club, Inc.

ARTICLE ONE: Membership

Members of the Club shall agree to comply with all provisions contained in the Constitution and By-laws of the club.

ARTICLE TWO: Board of Directors

2.1 Board of Directors: Shall be the officers of the Club and consist of a President, Vice-president, Treasurer, Secretary, Registrar, Chief Referee, and Manager of Fields.

2.2 President: Shall be the chief officer of the Club and of the Board of Directors; shall conduct all meetings and shall cast a vote only in the event of voting ending in a tie; shall appoint special or standing committees; shall, in general, perform such duties as are customary for presiding officers.

2.3 Vice-President: Shall assume the duties of President in his/her absence including casting of a vote in the event of voting ending in a tie; shall preside at meetings in the

President's absence; shall assist the President in the performance of his/her duties, and shall coordinate in the participation of tournaments.

2.4 Treasurer: Shall have custody of all funds, evidence of debt and other valuable documents, and shall deposit funds in the name of the Club in an accredited bank. The Treasurer shall keep appropriate books; an accurate account of all money received and paid out, and report at each Club meeting on the financial status of the Club. At the AGM the Treasurer shall submit an annual report on the Club finances, summarizing the past year's operation and provide an estimated budget for the forthcoming year.

2.5 Secretary: Shall keep the minutes of all meetings, issue notices of meetings, conduct correspondence for the Club, ensure all votes at meetings are valid according to the Constitution and By-laws of the Club.

2.6 Registrar: Shall maintain a list of names and addresses of all members, issue coaches packets, provide a current list of names and addresses to the Club President and Secretary and inform them of any changes as they may occur.

2.7 Chief Referee: Shall recruit, instruct, and keep referees apprised of Laws as they may change. Maintain ongoing training, including interpretations of the Laws as they exist.

2.8 Manager of Fields: Shall arrange for and schedule use of all fields, indoor facilities and lights when necessary, schedule game and practice times, coordinate with other soccer organizations within city to insure no conflicts arise, publish a list of practice times and locations, provide the individual team with permits, and insure fields are properly lined for games.

ARTICLE THREE: Election of Officers

3.1 All Officers of the Club shall be elected at the AGM to serve a term of one year commencing March 1 and expiring the following February 28.

3.2 Officers shall be elected by a majority vote of the Voting Members at the AGM.

ARTICLE FOUR: Club Bank Account and Funds

4.1 All disbursements of Club funds shall be by check drawn on the Club account except for petty cash as set forth in Sec. 4.3. The Club account shall be established in a manner requiring two signatures, a signer and co-signer, for withdrawal of funds or drawing a check over the amount of \$1,000.00. The Treasurer shall have signature authority and Secretary and President shall be authorized co-signers.

4.2 Within five (5) business days after election of officers at the AGM the signature authority at the Club's bank shall be updated to show only those signatures of the newly elected Treasurer (signer), Secretary (co-signer), and President (co-signer).

4.3 The Treasurer at the discretion of the Club may establish a petty cash fund, not to exceed one hundred (100) dollars for payment of miscellaneous Club expenses. The Treasurer shall keep appropriate receipts to substantiate all disbursements from petty cash. The petty cash fund shall be reimbursed by the Treasurer from the Club bank account when deemed necessary by the Treasurer.

ARTICLE FIVE: Meetings

5.1 Regular meetings shall be held once a month at a time and date selected by the Voting Members. This schedule may be modified by a majority vote of the Voting Members.

These meetings are open to the entire membership of the Club.

5.2 The AGM shall be held in lieu of the regular meeting or at the convenience of the membership, but no later than March 1.

5.3 A special meeting may be called by the President or demanded by a majority vote of the Voting Members. These may be designated as open or restricted attendance meetings.

ARTICLE SIX: Quorum

Four members of the Board of Directors shall constitute a quorum at board meetings. A majority of Voting Members shall constitute a quorum in Club meetings.

ARTICLE SEVEN: Appointed Positions

7.1 The Board of Directors shall appoint by March 1 of each year through February 29 of the following year, individuals to be responsible for the following:

7.2 Manager of Equipment: Shall procure, maintain, and distribute all equipment such as balls, uniforms, patches, pins, sweat suits, and any other necessary equipment.

Additionally, he/she shall acquire trophies, plaques, pennants, or other material needed for approved Club functions or activities.

7.3 Director of Publicity: Shall be responsible for promoting the Club and its activities, receive all game scores and highlights from coaches and provide this information on a timely basis to local media organizations, provide to local media organizations special announcements of significant Club achievements such as tournament victories, hosting of major soccer events, etc., to promote the Club in a professional manner.

7.4 Referee Scheduler: Shall arrange for referees to all home games for regular season; coordinate with Chief Referee to insure experienced referees and new referees are properly teamed.

7.5 Tournament Director: Shall be responsible for the planning, arranging, scheduling, and general running of tournaments. The authority to provide for the tournaments with Club support shall be vested herewith. Tournament Director shall be a minimum of a two year commitment. All teams within the club shall commit volunteer hours to support the tournament. The Tournament Director shall be responsible for setting the number of volunteer hours needed per team and communicating that to the club membership by the AGM.

7.6 Field Maintenance Director: Shall be responsible for the maintenance of fields, identifying field problems, lining of fields and organizing volunteers to assist in said activities.

7.7 Community Relations Director: Shall meet with City Official(s) to discuss scheduling and maintenance issues as well as other related activities. In addition, he/she must attend all monthly Park and Recreation meetings and all City of San Carlos Athletic Council

meetings held four times per year and report back to the Club the information provided and issues discussed.

7.8 Assistant Registrar: Shall be assisting Club Registrar with all duties and will back up Club Registrar when the Club Registrar is unavailable to carry out their duties in a timely fashion.

7.9 Webmaster: Shall maintain www.SanCarlosUnited.org as our official web site on the World Wide Web. Shall maintain content of the site's information in a timely fashion. Shall initiate Sub-webs for San Carlos United teams. Shall maintain e-mail lists of team contacts.

7.10 Director of Coaching (DOC): Shall be responsible for and oversee all coaches in the club. The DOC will set the age-group specific coaching curriculum that will be followed by all coaches. The DOC will also be responsible for documentation verifying that all teams coaches, assistant coaches and managers have meet the education requirements of our affiliations and coaching education requirements indicated by the City of San Carlos Field Permit policies.

7.11 Tournament Concessions Director: Shall be responsible for all tournament concessions. Tournament Concessions Director reports to the Tournament Director and shall coordinate with the Tournament Director on all aspects of the Tournament concessions.

7.12 District Cup Coordinator/Tournament Director in Training: Shall work with the Redwood League in hosting flights of the annual District Cup Competition. Shall work with the Tournament Director in hosting our annual tournament and shall succeed the Tournament Director in their position.

7.13 League Representatives: Shall be responsible for attending all League meetings and reporting back to the Club the information provided and issues discussed. There will be a League Representative for all playing Leagues that have team participation from San Carlos United teams.

7.14 Field workers: Shall help in the establishment of fields at the beginning of the season and shall maintain the field markings throughout the season.

7.15 AYSO Representative: Shall represent San Carlos United and meet with the San Carlos region of AYSO on field use and other issues of mutual interest.

7.16 Should the needs of the Club change during the year as determined by the Board of Directors, the Board may eliminate current appointed positions or create new appointed positions and appoint individuals to these positions.

ARTICLE EIGHT: Selection of New Teams and Team Representatives

8.1 At the end of each Fall season, the Club shall establish new U8 Girls and Boys Squads. The DOC shall be responsible for organizing the necessary tryouts.

8.2 For new teams older than U8. A majority of the Voting Members shall approve the formation of a new team. The DOC (or a Coach delegated by the DOC) shall be responsible for organizing the necessary tryout.

8.3 All new teams shall be subject to the Club's Single Squad – Multi-team Policy.

8.4 New teams must have one person who is designated as the Team Representative and approved by the Voting Members. The Team Representative must be a resident of San Carlos.

8.5 The DOC is responsible for approving the Head Coach. The Head Coach must possess a substantial knowledge of the game of soccer and has demonstrated previous success in coaching. The Head Coach must meet the education requirements maintained by our affiliations and the city of San Carlos. All coaches will complete and submit a coaching application and go through the interview process with the Coach Selection committee, run by the DOC.

ARTICLE NINE: Responsibility of a Team

9.1 A majority of players on new teams must be San Carlos residents (see Article Sixteen).

9.2 Mandatory attendance at all Club meetings.

9.3 Representing the Club in a manner that is consistent with its philosophy and purpose, and as stipulated in the Constitution and By-laws herein.

9.4 Conducting all necessary affairs associated with league, tournament and cup play.

9.5 Each team in the Club must provide someone who is willing to do a specific task for the year. (See elected and appointed positions)

9.6 Each team must have a second coach who will assist the Head Coach at all practices.

9.7 Teams must provide a Referee or have a referee trained for use by the club throughout the season.

9.8 Teams must provide a Volunteer Coordinator who will work with the Board Members and Appointed Positions to coordinate the volunteering efforts of its team members

9.8 Teams must provide volunteers to work all Tournaments supported by the Club.

Number of hours per team will be set by the Tournament director for each tournament.

9.9 Teams may change their Team representative to San Carlos United by appearing at a regularly scheduled meeting and presenting the change. The new team representative will need to be approved by the Voting Membership using the same qualifications as a new team.

ARTICLE TEN: Annual Player Dues

Annual dues from each and every player are due prior to registration for the coming season. The amount of the annual dues shall be set forth each year at the AGM by a majority vote of the Voting Members.

ARTICLE ELEVEN: Fund Raising and Use

Funds in excess of the annual player dues are sometimes needed to support the Club activities. These funds may be raised throughout the year by securing of sponsors, and other activities, and are deposited in the Club account for general support of the Club and shall not be set aside for use by any specific team. These activities shall be supported by all Club members

ARTICLE TWELVE: Intra Club Recruiting

A coach, prior to CYSA registration, may recruit a player from another team providing the recruiting coach has notified the player's current coach previous to seeking said player, and has the approval of the player and his/her parents. After registration, CYSA rules and regulations for player transfer will apply.

ARTICLE THIRTEEN: Rules of Order

Robert's Rules of Order shall be deemed as adopted at all meetings of the Club unless otherwise agreed to by the participants.

ARTICLE FOURTEEN: Dissolution

Should the Club be dissolved, all assets remaining after payment of all debts shall be turned over to the Redwood Junior Soccer League, a 501(c)(3) entity or other youth soccer related 501(c)(3) entity as determined by the Voting Members, for the purpose of developing youth soccer.

ARTICLE FIFTEEN: Number of Teams per Age Group

The Club may limit the number of teams in any age group and sex to three CYSA California Soccer League (CCSL) teams depending upon the available field space for practices and games. The Club shall attempt to keep an even balance between boys and girls teams.

ARTICLE SIXTEEN: Residency Requirements

New CCSL Coast League Teams shall comply with San Carlos City Residence requirements for field use priority. New CCSL Premier and Bay League Teams shall consist of a majority of San Carlos Residents.

ARTICLE SEVENTEEN: The Jerry Walters Memorial Scholarship Program

17.1. Priority shall be given to San Carlos residents or players directly connected to San Carlos (i.e. in school here, parent works here, was a resident when joined the team).

17.2. Budget for Scholarship shall be established at AGM.

17.3. Application deadline shall be June 1 of each year.

17.4. A committee of 3-5 board members should be appointed by the president to review the applications.

17.5. Award should be need based, but the application need not be formal. i.e. no tax returns required. Application should be in the form of a letter from the team representative outlining the need and giving pertinent information on the player for the committee to consider. Letter should include players' name, address, age, and

relationship to San Carlos, if not a resident. Also, a statement as to whether the player will be able to play in the absence of aid.

17.6. Ability of the player is not an issue. If the player is good enough to make the team, that is sufficient.

17.7. The amount of the award will be determined by the committee and will take into account the scholarship budget set at the AGM, the number of applications and the need for a reserve for Spring submissions. Money to go to the team for team dues only and not the player.

17.8. The committee will accept applications prior to the Spring season if extraordinary circumstances exist or players on new teams formed for the Spring season are in need of support.

ARTICLE EIGHTEEN: Conflict of Interest Policy

18.1

Purpose

The purpose of the conflict of interest policy is to protect the Club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

18.2

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Club has a transaction or arrangement,
- b.** A compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

18.3

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

18.4

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

18.5

Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

18.6

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Club is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

18.7

Periodic Reviews

To ensure the Club operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Club's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes

and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

18.8

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Club may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.