



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

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

**Amended on
February 12, 2013,
February 11, 2020, and
February 1, 2022**

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

ARTICLE ONE: Purpose

The purpose of San Carlos United Soccer Club, Inc., a California Nonprofit 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 US Club Soccer and the Redwood Junior Soccer League. Club teams may play in leagues and events run by California Youth Soccer Association North (CalNorth), NorCal Premier Soccer, and other youth soccer events and 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 as described in By-laws Article 2. Each director 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. 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 parents, players, coaches, or others, within the Club’s jurisdiction. The Club President shall cast a vote only in the event of a tie.



ARTICLE SIX: Right to Vote

Each Team within an Age Group shall have the right to vote and each may cast no more than one vote, with regards to approving changes to constitution and bylaws, board election, annual budget as approved by the Board, and monthly meeting minutes. 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 May 31st 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, Director of Referees, Director of Scheduling, and Director of Fields and Equipment.

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; shall provide oversight and is the primary liaison for the Director of Coaching; shall represent San Carlos United and meet with the San Carlos region of AYSO and other organizations on field use and other issues and resources of mutual interest.

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 oversee team management operations including, but not limited to, the initial formation of team management after new age groups are formed each year and recruitment, training, mentoring and oversight of Tryout Coordinator and Director of Team Management.

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. Shall ensure that appropriate tax filings are made to federal and state government tax agencies and additional forms are submitted as needed to maintain non-profit, tax exempt status. Ensure that tax forms (1099s) are issued to independent contractors (independent coaches and referees) as required by law.

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. Shall oversee the outward facing communications for the club, including community and social correspondence via the Director of



Publicity; shall oversee community relationships by engaging with community leaders and organizations.

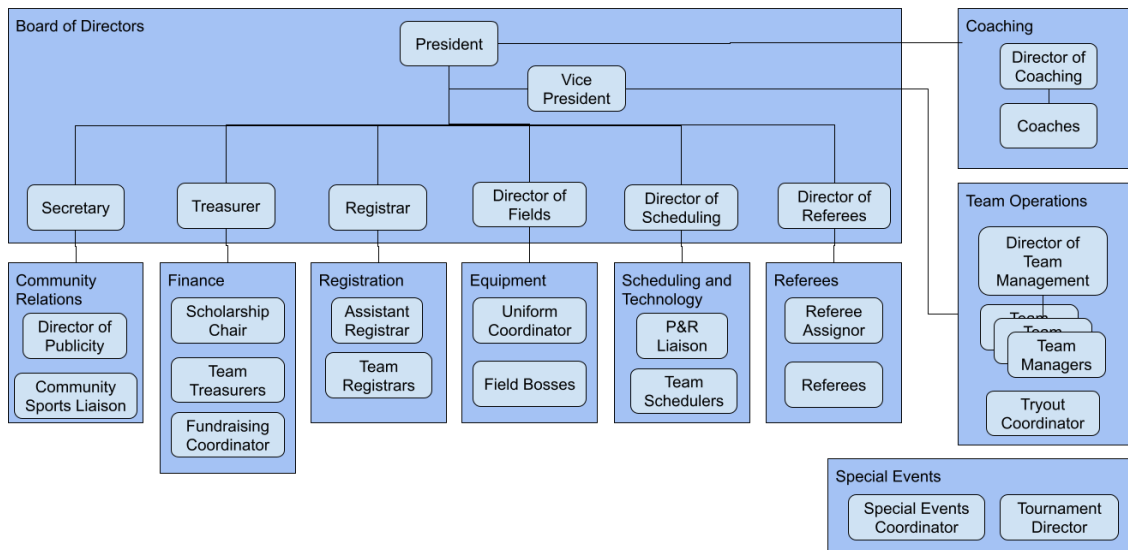
2.6 Registrar: Shall maintain a list of names and addresses of all members, issue coaches packets, provide a current list of names and addresses to the Club President and Secretary and inform them of any changes as they may occur. Shall work with the playing leagues to determine how and where to register teams and players and work with the teams to ensure that they can play.

2.7 Director of Referees: Shall recruit, instruct, and keep referees apprised of Laws as they may change. Maintain ongoing training, including interpretations of the Laws as they exist. Recruit, train, mentor, and oversee the Referee Assignor.

2.8 Director of Scheduling: Shall schedule use of all fields, indoor facilities and lights when necessary, schedule game and practice times, coordinate with other sports organizations within the city to ensure no conflicts arise, publish a list of practice times and locations, and provide the individual team with permits. Shall represent San Carlos United and meet with the San Carlos region of AYSO and other organizations on field use and other issues and resources of mutual interest.

2.9 Director of Fields and Equipment: Shall arrange for use of all fields, including responsibility for the maintenance of those fields, identifying field problems, lining of fields and organizing volunteers to assist in said activities.

2.10 Org Chart -



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. [Addendum: 2022 AGM will occur in February and May thereafter and serve July 1st-June 30th.]



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

3.3 Anyone interested in running for any of the Officer positions should submit their intention to run in written form to the Secretary and President no later than 15 days prior to the AGM so that the members can be notified of all candidates running for office prior to 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.

4.2 For Club expenses over the amount of \$2,000.00 the Treasurer must have the approval of either the President or Secretary.

4.3 Within five (5) business days after the 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).

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 May 31.

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

The Board of Directors shall appoint individuals to be responsible for the following:

7.1 **Uniform Coordinator (under Director of Fields and Equipment):** Maintain relationship with uniform vendor and team uniform coordinators; update board and managers about uniform options and changes. Manage uniform contract. Procure and maintain apparel for coaches and staff.

7.2 **Director of Publicity (under Secretary):** Shall be responsible for promoting the Club and its activities, receive select game highlights as determined by managers 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.

7.3 Referee Assignor (under Director of Referees): Shall arrange for referees to all home games for regular season; coordinate with the Director of Referees to ensure experienced referees and new referees are properly teamed.

7.4 Tournament Director (under President): 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.

7.5 Parks and Recreation Liaison (under Director of Scheduling) : 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.

7.6 Assistant Registrar (under 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.

7.7 Director of Technology (under Director of Scheduling): Shall maintain www.SanCarlosUnited.org as our official website and internal systems. 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.

7.8 Director of Coaching (DOC) (under President): 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 meet the education requirements of our affiliations and coaching education requirements indicated by the City of San Carlos Field Permit policies.

7.9 Field Bosses (under Director of Fields and Equipment): Point person for each field and communicate field status and equipment needs to Director of Fields and Equipment. Assist with field maintenance projects.

7.10 Scholarship Chair (under Treasurer): Shall solicit scholarship (financial aid) applications prior to each season and work with at least 2 Board members to determine scholarship amounts based on the applications received and the funds available. (under Treasurer)

7.11 Tryouts Coordinator (under Vice President): Ensure that tryouts are conducted each year to form new age groups. Monitor and direct requests from the Tryout form to the appropriate manager. Schedule fields for Age Group formation tryouts. Coordinate



with DOC so that coaches are identified and available for tryouts. Advertise tryouts through AYSO, schools, website and social media. Recruit volunteers to help with tryouts. Conduct tryouts - player check-in, gathering and reconciling coach decisions with attendance/check-in records, send invitation and decline emails.

7.12 Director of Team Management (Under Vice President): Assist the VP with recruiting volunteers for new Age Groups as they are formed. Update New Age Group onboarding documents. Assist the VP with the initial Age Group meeting. Be the primary POC for the new Age Group Manager and other volunteers. Identify and raise any foreseeable potential team management issues to the VP and Board if needed.

7.13 Fundraiser Coordinator (under Treasurer)

7.14 Special Events Coordinator (under Secretary)

7.15 Volunteer Coordinator – maintain spreadsheet of volunteers and identify positions

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 a new U8 Girls Age Group and a new U8 Boys Age Group. The DOC shall be responsible for organizing the necessary tryouts.

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

8.3 All new age groups and teams shall be subject to the Club's policy of Single Age Group – Multi-team.

8.4 New Age Groups must have one person who is designated as the Age Group Manager and approved by the Board of Directors.

8.5 The DOC is responsible for approving the Age Group Coordinator and securing signoff from the Board. The Age Group Coordinator must have appropriate soccer experience and credentials. All coaches will complete and submit a coaching application and go through the interview process with the Coach Selection committee, run by the DOC. The Age Group Coordinator will make all decisions about player movement between teams within the age group.

ARTICLE NINE: Responsibility of a Team

9.1 A majority of players in each Age Group must be San Carlos residents (see Article Sixteen).

9.2 At least one Manager or Team Representative from each Age Group must attend each Club meeting. Meetings are open and any parent, player, or member may attend.

9.3 All members must represent 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 Teams will conduct 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 Age Group must have more than one credentialed (US Club Soccer) adult at all games.
- 9.7 Age Groups must provide a trained Referee who is available and actively participates as a referee for the club throughout the season.
- 9.8 Age Groups must provide a Volunteer Coordinator who will work with the Board Members and Appointed Positions to coordinate the volunteering efforts of its team members
- 9.9 Age Groups 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.
- 9.10 Age Groups may change their Age Group Manager(s) to San Carlos United by coordinating with the Vice President or President and presenting the change. The new Age Group Manager(s) will need to be approved by the Board of Directors using the same qualifications as a new team.

ARTICLE TEN: Seasonal Player Dues

Seasonal dues for every player are due within the first 3 weeks of the season, ideally prior to registration for the coming season. The amount of the dues shall be set forth each season and approved by majority vote of the Board prior to collection.

ARTICLE ELEVEN: Fundraising 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 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: Player Movement

In order to maintain the stability and viability of teams and age groups and provide for proper levels of play to promote individual development, Coaches, Managers, and parents are prohibited from recruiting players from other SCU teams and age groups. Player movement within an Age Group is governed by the Age Group Coordinator/Head Coach of an age group based on what is best for player development and building viable teams within the age group.



When a player or parent wants to join another age group they must first discuss this with their existing coach and AGC who will then discuss it with the DOC and the AGC who may potentially receive that player. If the DOC and impacted AGCs agree the move is in the best interest of the development of that player and continues to provide for viable age groups, the player may move. Under no circumstances should coaches, managers, or parents recruit, invite to practice, or arrange tryouts for SCU players in other age groups.

Recruiting players from other clubs is governed by the playing leagues.

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 teams registered with a playing league 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

All Age Groups shall comply with San Carlos City Residence requirements for field use priority. 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 set by the Scholarship Chair, and be no later than 5 days before the start of each season.

17.4. A committee of at least 3 (Scholarship Chair plus at least 2 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 process should be determined by the Scholarship chair and agreed to by the Board. Applications should include pertinent information on the player and the family's financial situation for the committee to consider. Applications 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, and the number of applications. Award amounts will go directly to the team treasurer for team dues and the player's fees will be discounted that amount. Award amounts will not go directly to the player nor player's family.

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.

