

# **WALNUT CREEK SOCCER CLUB**

## **BY-LAWS**

### **ARTICLE I**

#### *Name and Affiliation*

SECTION 1. The name of this organization shall be known as the Walnut Creek Soccer Club. It shall exist solely as a non-profit organization and hereafter is referred to as WCSC.

SECTION 2. The WCSC shall be affiliated and comply with the authority of the California Youth Soccer Association (CYSA).

### **ARTICLE II**

#### *Purposes and Objectives*

SECTION 1. The purposes of the WCSC are set forth in its Articles of Incorporation.

SECTION 2. Its objective is to develop an atmosphere wherein youths and young people can learn, play, and compete in the field of soccer.

Objectives:

- To develop physical and mental fitness in youth and young people according to the age categories required by CYSA.
- To develop a self and community pride in our environment conducive toward promoting sportsmanship.
- To teach basic skills and fundamentals of soccer through qualified adult leadership.
- To provide an opportunity to all youth and young people to play organized and competitive soccer.
- To provide and assist with instructional services for coaches, referees, players, parents, and other involved individuals.
- To follow the Rules Book which will be revised from time to time in order to suit the needs and requirements of the soccer program

### **ARTICLE III**

#### *Membership*

Membership shall be available to individuals playing, coaching, managing and/or officiating soccer residing with an address indicated as Walnut Creek by the United States Postal Service and to others indicated in the Rules Book.

### **ARTICLE IV**

#### *Corporate Powers, Management, Terms of Office, and Voting Rights*

The corporate powers and management of the WCSC shall be vested in a Board of Directors, hereafter referred to as the 'Board,' and a Management Committee. Decisions will be determined by a simple majority vote of each of these bodies unless otherwise specified within these by-laws. The Board of Directors and Management Committee shall have full power and authority over the business and affairs of the WCSC to carry out any and all purposes specified in its Articles of Incorporation and/or by CYSA and as provided by the Non-Profit Corporation Law of the State of California.

The administration of WCSC shall also involve two committees – Competitive Committee and House Committee.

## **SECTION 1: BOARD OF DIRECTORS**

1. The Board of Directors shall comprise 15 elected, voting members as follows:
  - President
  - Vice President
  - Secretary
  - Treasurer
  - Competitive Programs Director
  - House Programs Director
  - Operations Director
  - Marketing Director
  - Competitive Treasurer
  - Competitive Coordinators (2)
  - House Special Programs Coordinator
  - House Coordinators (2)
  - Field Scheduling Coordinator
2. Assignment: Each position on the Board of Directors is an elective position, filled by the general membership at an Annual General Meeting.
3. Number of positions: No one person shall hold more than one Board position at a time.
4. Authority:
  - The Board of Directors is led by the President and shall be ultimately responsible for the overall operation of the WCSC. The Board of Directors shall be responsible for providing the strategic direction for the organization. The Board also has ultimate responsibility for the contractual, budgetary, and financial issues of the league and for the organization's rules and procedures.
  - The full Board of Directors shall:
    - Set the objectives for the year.
    - Approve the annual budget and any proposed changes to the budget, including proposed fees.
    - Review financial reports at each meeting.
    - Fill all appointed officer positions, in the first month of the term as recommended by the Nominating Committee and at other times as necessary.
    - Approve all committee and special officer appointments made by the President and/or Management Committee.
    - Review and approve the competitive coaches, assistant coaches, and trainers, as recommended by the Management Committee and Competitive Committee.
    - Approve all contracts, banking relationships, and other legal obligations.
    - Approve the annual contracts of staff members.

- Approve all changes to the league's Rules, as recommended by the Management Committee or Rules Committee.
  - Have the authority to review any issue or decision made by the Management Committee or committees.
  - Act on all other matters not specifically stated as the duties of the Management Committee or committee.
  - Take under consideration all matters presented to it by the Management Committee.
5. Term of office: Board members shall serve two-year terms of office.
  6. Year of election: To optimize continuity among Board members from year to year, the terms of office shall be offset by one (1) year as follows:
    - Elected term begins in even-numbered year: President, Treasurer, House Programs Director, Marketing Director
    - Elected term begins in odd-numbered year: Vice President, Secretary, Competitive Programs Director, Operations Director
    - In case of a mid-term vacancy, the replacement will fill the remainder of the term and stand for election in the appropriate year.
    - Where practical, the terms of office shall be offset by one (1) year as follows:
      - Treasurer and Competitive Treasurer
      - Operations Director and Field Scheduling Coordinator
      - The two elected Competitive Coordinators
      - The two elected House Coordinators
      - In case of a mid-term vacancy, the replacement will fill the remainder of the term and stand for election in the appropriate year.
  7. Meetings: The Board of Directors shall meet at least four times per year, in the following months: January, March, July or August, and November.
  8. Quorum: A majority of the incumbents shall constitute a quorum.

## **SECTION 2: MANAGEMENT COMMITTEE**

1. Composition: The Management Committee shall comprise eight (8) members as follows:
  - President
  - Vice President
  - Secretary
  - Treasurer
  - Competitive Programs Director
  - House Programs Director
  - Operations Director
  - Marketing Director

2. Assignment: Each position on the Management Committee is an elective position, filled by the general membership at an Annual General Meeting.
3. Number of positions: No one person shall hold more than one Management Committee position at a time.
4. Authority:
  - The Management Committee is led by the President and shall be responsible for the overall day-to-day management of the WCSC.
  - The Management Committee is accountable to the full Board of Directors and operates under the guidance and direction of the Board of Directors.
  - The decisions of the Management Committee may be delegated to the full Board of Directors as follows:
    - At the discretion of the President
    - At the written request of three (3) members of the Board of Directors (see subsequent article, Meetings of the Board of Directors and Management Committee).
  - The Management Committee shall:
    - Provide day-to-day management direction to the organization.
    - Approve all plans for registration, competitive tryouts, coach development, referee development and management, field use, and marketing, as recommended by the appropriate committees and directors.
    - Review the financial reports each month and ratify the payment of all bills.
    - Review and recommend for approval to the Board of Directors the competitive coaches, assistant coaches, and trainers, as recommended by the Competitive Committee.
    - Review and recommend for approval to the Board the annual budget, any changes to the budget, and all contracts, banking relationships, and other legal obligations.
    - Serve as the Personnel Committee and have full responsibility for the management of the league's staff.
    - Appoint, each year, the members of the Finance Committee (chaired by the Treasurer) and the Rules Committee and Nominating Committee, both to be chaired by the Vice President. The members of these committees are approved by the Board of Directors.
    - Review and recommend for approval to the Board of Directors all committee and special officer appointments made by the President and define the responsibilities, level of authority, and tenure of appointment for each.
    - Ensure the league's adherence to all directives of CYSA and District 4.
    - Handle all other issues necessary that come before it.
5. Meetings: The Management Committee shall meet regularly at least once a month.
6. Quorum: A majority of the incumbents shall constitute a quorum.

### **SECTION 3: COMPETITIVE COMMITTEE**

1. The Competitive Committee shall comprise the following:
  - Competitive Programs Director (member of the Management Committee)
  - Competitive Treasurer
  - Competitive Secretary

- Four Coordinators: Class 1 Boys, Class 1 Girls, Class 3 Boys, and Class 3 Girls
  - Competitive Tournament Coordinator
  - Jamboree Coordinator
  - Coach Development Director (non-voting staff member)
2. Assignment: Except for the Competitive Programs Director, Competitive Treasurer, and two of the Competitive Coordinators, each position on the Competitive Committee is an appointed, voting position, filled by the Board of Directors at its first meeting of the term.
  3. Number of positions: No one person shall hold more than one Committee position at a time.
  4. Authority: The Competitive Committee is led by the Competitive Programs Director and shall be responsible for all issues related to the competitive program, except where noted otherwise. At the discretion of the President, decisions may be delegated to the Management Committee or to the Board of Directors. If at any time, the number of voting members of the Competitive Committee falls below six, all decisions of the committee must be approved by the Management Committee.
    - Shall manage the competitive program, according to the Competitive Policies and Procedures.
    - Shall organize and conduct player tryouts in conjunction with the Coach Development Director and staff and in accordance with the Competitive Policies and Procedures.
    - Shall manage the team selection process and ensure that the process is in accordance with the Competitive Policies and Procedures.
    - Shall ensure an adequate development program for competitive coaches.
    - Shall ensure that all competitive teams adhere to league, district, and CYSA policies and procedures.
    - Shall provide for two competitive tournaments and one U10 jamboree each year.
    - Shall have the authority to make all decisions regarding competitive team uniforms, adhering to the league's Branding Guidelines and with the approval of the Marketing Director. Shall manage the selection of uniform vendors (with Management Committee approval) and the purchasing and distribution of uniforms.
    - Shall oversee the financial accounts of all competitive teams, through the team treasurers.
  5. Term of office: Competitive Committee members shall serve two-year terms of office.
  6. Year of appointment: Where practical, the terms of office shall be offset by one (1) year as follows:
    - Half of the Competitive Coordinators shall be elected or appointed each year.
    - In case of a mid-term vacancy, the replacement will fill the remainder of the term and stand for election in the appropriate year.
  7. Meetings: The Competitive Committee shall meet monthly.
  8. Quorum: A majority of the incumbents shall constitute a quorum.

#### **SECTION 4: HOUSE COMMITTEE**

1. The House Committee shall comprise the following:
  - House Programs Director (member of the Management Committee)
  - Nine Age-Group Coordinators: Boys U8, U10, U12, and U14; Girls U8, U10, U12, and U14; and U16/19 (boys and girls)
  - House Secretary
  - House Tournament Coordinator

- House Special Programs Coordinator
  - Coach Development Director (non-voting staff member)
2. Assignment: Except for the House Programs Director, House Special Programs Coordinator, and two of the House Age-Group Coordinators, each position on the House Committee is an appointed, voting position, filled by the Board of Directors at its first meeting of the term.
  3. Number of positions: No one person shall hold more than one Committee position at a time.
  4. Authority: The House Committee is led by the House Programs Director and shall be responsible for all issues related to the House program, except where noted otherwise. At the discretion of the President, decisions may be delegated to the Management Committee or to the Board of Directors. If at any time, the number of voting members of the House Committee falls below six, all decisions of the committee must be approved by the Management Committee.
    - Shall manage the recruitment of House coaches each year, according to the House Policies and Procedures.
    - Shall manage the team formation process and ensure that the process is in accordance with the House Policies and Procedures.
    - Shall ensure an adequate development program for House coaches.
    - Shall ensure that all House teams adhere to league, district, and CYSA policies and procedures.
    - Shall provide the House Tournament each year at the end of the fall season for U10, U12, and U14 teams.
    - Shall provide other opportunities for play, including a Winter Program, a Spring Co-ed Program, and participation in the District 4 Commissioner's Cup competition.
    - Shall have the authority to make all decisions regarding House team uniforms, adhering to the league's Branding Guidelines and with the approval of the Marketing Director. Shall manage the selection of uniform vendors (with Management Committee approval).
  5. Term of office: House Committee members shall serve two-year terms of office.
  6. Year of appointment: Where practical, the terms of office shall be offset by one (1) year as follows:
    - Half of the House Age-Group Coordinators shall be elected or appointed each year.
    - In case of a mid-term vacancy, the replacement will fill the remainder of the term and stand for election in the appropriate year.
  7. Meetings: The House Committee shall meet at least nine times per year in the months of February, March, May, June, July, August, September, October, and November, on a day/time to be determined in February each year.
  8. Quorum: A majority of the incumbents shall constitute a quorum.

## **Article V**

### ***Roles and Responsibilities of Officers and Staff***

#### **SECTION 1: MANAGEMENT COMMITTEE OFFICERS**

##### ***President***

- Shall preside at all Board of Directors and Management Committee meetings.
- Shall provide leadership and inspiration for the league and its program.

- Shall ensure that a budget is prepared in a timely manner each year for approval of the Management Committee and the Board of Directors.
- Shall sign all contracts and other instruments that have been approved by the Board of Directors.
- Shall serve as an authorized signer on all financial accounts.
- Shall have the authority to manage issues by bringing them to the following:
  - Management Committee as advisory
  - Management Committee for vote
  - Board of Directors as advisory
  - Board of Directors for vote
  - Competitive Committee as advisory
  - Competitive Committee for vote
  - House Committee as advisory
  - House Committee for vote
  - General membership for vote
- Shall appoint individuals to ad hoc or standing committees and special officers when needed with the approval of the Management Committee and, ultimately, the Board of Directors.
- Shall serve as an ex-officio member of all committees except the Nominating Committee.
- Shall have the full authority to suspend, bar completely, or otherwise discipline any player, coach, manager, team assistant, parent, or guardian from any team or from this Club. (Such suspensions and discipline may then be appealed through the league's appeals process.)
- Shall attend meetings when required.
- Shall appoint such other officers as the league may require, with the approval of the Board of Directors.
- Shall be the primary spokesperson for the league in interactions with outside agencies, with responsibility deferred to the Competitive Programs Director and Operations Director in their respective areas, and shall be apprised by the respective Management Committee members of their workings with outside agencies.
- Shall specify the dates of new officer elections and inauguration within the scope of the Bylaws.
- Shall call an Annual General Meeting each year to fulfill the election procedures of the Bylaws.
- Shall submit a written monthly report of activities to the Management Committee.
- Shall be accountable to the league membership.
- Shall not be related by blood or marriage or reside in the same household as any other authorized signer on the league's financial accounts.

***Vice President***

- Shall serve as an elected, voting member of the Management Committee and Board of Directors.
- Shall attend all Board of Director and Management Committee meetings and provide parliamentary guidance to the President and serve as the parliamentary authority at these meetings.
- Shall preside over meetings of the Management Committee and Board of Directors in the absence of the President.
- Shall serve as an authorized signer on all financial accounts.

- Shall chair the Rules Committee and conduct an annual review of the Bylaws and standing rules, for approval by the Board of Directors by December each year.
- Shall chair the Nominating Committee and ensure that the league's policies and procedures for nominations and elections are followed.
- Shall preside during annual elections.
- Shall chair the Grievance Committee.
- Shall not be related by blood or marriage or reside in the same household as any other authorized signer on the league's financial accounts.

### *Secretary*

- Shall attend all Board of Director, Management Committee, and general membership meetings and keep an accurate record of all meeting proceedings (minutes), which shall be approved by the appropriate body at a subsequent meeting.
- Shall ensure that all elected and appointed officers receive minutes of all meetings of the Management Committee, Board of Directors, Competitive Committee, and House Committee. (Exception: Minutes of the executive sessions of the Management Committee and Board of Directors.)
- Shall prepare a list of all unfinished business, within one week of a meeting, for the use of the president and officers.
- Shall prepare the agenda for the Management Committee and Board of Directors meetings, with the President, and ensure its distribution to all elected and appointed officers and to the general membership via the web site.
- Shall ensure that the agendas of the Competitive and House Committees are distributed to all elected and appointed officers.
- Shall ensure that an accurate record of league operations is kept, including records of all standing and ad hoc committee work.
- Shall maintain and distribute up-to-date rosters of the Management Committee, Board of Directors, appointed officers, staff, and House and Competitive Committees, through the Administrative Secretary.
- Shall handle all league correspondence.
- Shall serve all notices required by law or these Bylaws.
- Shall serve as an authorized signer on all financial accounts.
- Shall tally and record all votes cast during any vote of the Board of Directors, Management Committee, or general membership.
- Shall maintain up-to-date copies of the PIMS, Bylaws and other appropriate league documentation and ensure that all members of the Board of Directors, Competitive and House Committee members, and appointed officers have copies and that the documentation is available to the WCSC membership.
- Shall oversee the work of the Administrative Secretary and provide regular reports to the Management Committee as to the individual's assignments, costs, and performance. Shall prepare the Administrative Secretary's contract each year, for approval by the Management Committee and Board of Directors.
- Shall submit the league's Annual Report to CYSA each year by the deadline.
- Shall coordinate volunteers, through the Administrative Secretary.
- Shall submit a written monthly report of activities to the Management Committee.

- Shall report to the President.
- Shall not be related by blood or marriage or reside in the same household as any other authorized signer on the league's financial accounts.

### ***Treasurer***

- Shall oversee the monetary assets of the league in a conservative and professional manner with the guidance of the Management Committee.
- Shall prepare an annual budget for approval by the Management Committee and Board of Directors no later than November each year. Shall conduct budget reviews and issue special reports as required or requested by the Management Committee or Board of Directors.
- Shall keep a proper record of all financial transactions.
- Shall serve as custodian of the funds of WCSC, ensuring (through the Bookkeeper) the timely deposit of such funds in a bank designated by the Board of Directors and effecting the payment of all obligations that have been approved by the Board.
- Shall serve as an authorized signer on all financial accounts.
- Shall make a report of WCSC's financial standing at each regular meeting of the Management Committee and Board of Directors and submit the report in writing to the Secretary to be entered into the minutes.
- Shall chair the standing Finance Committee, responsible for budgets and the annual audit of accounts.
- Shall ensure the proper examination of the books of WCSC at least once annually and report such examination to the Management Committee and Board of Directors.
- Shall keep a list of all property belonging to WCSC.
- Shall be the custodian of all tax papers, insurance papers, licenses, permits, etc. and shall file all Corporation Tax data and returns with the proper Federal, State, and local authorities.
- Shall oversee the work of the Competitive Treasurer and ensure the league compliance with all CYSA financial policies and procedures for competitive teams.
- Shall oversee any league fundraising or sponsorship activities, through appointed volunteers, and report these activities to the Management Committee and Board of Directors.
- Shall oversee the work of the standing Scholarship Committee.
- Shall approve all requests for financial aid for players (registration fee waivers).
- Shall manage the league's insurance program (through the Bookkeeper), including the required filings each year for insurance certificates for playing fields and the filing of insurance claims.
- Shall attend all meetings requiring league financial representation.
- Shall represent the financial interests of any non-Management Committee members at all Management Committee meetings.
- Shall review all financial policies and proposals to ensure legal compliance and fiscally responsible league operation.
- Shall oversee the work of the Bookkeeper and provide regular reports to the Management Committee as to the individual's assignments, costs, and performance. Shall prepare the Bookkeeper's contract each year, for approval by the Management Committee and Board of Directors.
- Shall ensure that any league fundraising activities are staffed and operated in a legal and fiscally responsible manner.
- Shall submit a written monthly report of activities to the Management Committee.

- Shall report to the President.
- Shall not be related by blood or marriage or reside in the same household as any other authorized signer on the league's financial accounts.

#### ***Competitive Programs Director***

- Shall have overall responsibility for the Competitive Program.
- Shall serve as an elected, voting member of the Management Committee and Board of Directors.
- Shall ensure that the Competitive Program operates in accordance with league rules, WCSC Bylaws, and CYSA directives.
- Shall preside at all Competitive Committee meetings.
- Shall attend all meetings requiring attendance as the Competitive Programs Director.
- Shall be responsible for developing and implementing coach development in the Competitive Program, through the Coach Development Director.
- Shall appoint individuals to Competitive ad hoc or standing committees as appropriate, upon the notification of the Management Committee.
- Shall be the primary spokesman for WCSC Competitive Program in interactions with outside agencies, coordinating with the President as necessary.
- Shall attend District 4 and Golden State Soccer League meetings as the WCSC representative to these organizations.
- Shall, with the House Programs Director, oversee the work of the Coach Development Director and provide regular reports to the Management Committee as to the individual's assignments, costs, and performance. Shall conduct an annual performance review and prepare the Coach Development Director's contract or any revisions to the contract, for approval by the Management Committee and Board of Directors.
- Shall be ultimately responsible for the competitive coach selection, competitive team tryout, and team selection processes, through the Competitive Committee and as approved by the Management Committee and Board of Directors.
- Shall provide timely, professional and productive responses to all Competitive issues, grievances and reports, records of which are to be maintained in a confidential, detailed, and accurate format.
- Shall submit a written monthly report of activities to the Management Committee.
- Shall report to the President.

#### ***House Programs Director***

- Shall have overall responsibility for the House Program.
- Shall serve as an elected, voting member of the Management Committee and Board of Directors.
- Shall ensure that the House program operates in accordance with league rules, WCSC Bylaws, and CYSA directives.
- Shall preside at all House Committee meetings.
- Shall attend all meetings requiring attendance as the House Programs Director.
- Shall assist the Age-Group Coordinators with the recruiting of coaches and the forming of teams.
- Shall organize, with the House Committee, the annual House Coach meetings held in July.
- Shall ensure the timely updating and distribution of materials and equipment to the House coaches, including manuals, game cards, and coach kits.

- Shall be responsible for developing and implementing coach development in the House Program, through the Coach Development Director, and shall monitor the progress of the program.
- Shall appoint individuals to House ad hoc or standing committees as appropriate, upon the notification of the Management Committee.
- Shall be the only spokesman for WCSC House Program in interactions with outside agencies with the exception of the WCSC President.
- Shall provide timely, professional and productive responses to all House issues, grievances and reports, records of which are to be maintained in a confidential, detailed, and accurate format.
- Shall, with the Competitive Programs Director, oversee the work of the Coach Development Director and provide regular reports to the Management Committee as to the individual's assignments, costs, and performance. Shall conduct an annual performance review and prepare the Coach Development Director's contract or any revisions to the contract, for approval by the Management Committee and Board of Directors.
- Shall submit a written monthly report of activities to the Management Committee.
- Shall report to the President.

### *Operations Director*

- Shall have overall responsibility for the league's fields (development, permitting, scheduling, maintenance, and equipment), coach equipment, referee program, and registration of players.
- Shall serve as an elected, voting member of the Management Committee and Board of Directors.
- Shall be the primary contact, or directly oversee primary contacts, for the WCSC with external organizations in the course of conducting duties related oversight of fields and field scheduling; oversight of registration procedures and policies; and, oversight of the referee program, coordinating with the President and other members of the management Committee as necessary.
- Shall ensure the provision of adequate, safe fields with proper equipment for practices, games, and tryouts throughout the year.
- Shall ensure the provision of a comprehensive referee program with adequately trained referees available for fall, winter, and spring games and tournaments, through the Referee Director.
- Shall ensure the provision of a well-organized and promoted annual registration and the accurate and timely registration of competitive and House players, through the Registrar.
- Shall develop an annual budget, with the assistance of others, for field permits, field maintenance, field and coach equipment, referee program, and registration and provide this to the Treasurer as part of the budget process.
- Shall have responsibility for the following officers: Field Scheduling Coordinator (elected), Field Maintenance Coordinator (appointed), and Equipment Coordinator (appointed).
- Shall appoint, with the approval of the Management Committee, individuals to assist with these duties.
- Shall appoint individuals to Operations Ad Hoc Committees as appropriate, upon the notification of the Management Committee.
- Shall oversee the work of the Referee Director and Registrar and provide regular reports to the Management Committee as to their assignments, costs, and performance. Shall prepare the contracts for each position each year, for approval by the Management Committee and Board of Directors.
- Shall serve on the Finance Committee.
- Shall submit a written monthly report of activities to the Management Committee.

- Shall report to the President.

### ***Marketing Director***

- Shall have overall responsibility for the league newsletter, web site, publicity, branding, internal and external communications, and community relations.
- Shall serve as an elected, voting member of the Management Committee and Board of Directors.
- Shall be the primary contact for the WCSC with the City of Walnut Creek, the Walnut Creek School District, the Mt. Diablo Unified School District, the press, and other external organizations for general community relations issues, coordinating with the Operations Director in many cases.
- Shall oversee all branding issues related to the league, including logos, colors, and the use of the league name. Shall present an updated Branding Plan to the Management Committee and Board of Directors each November for use in the subsequent year (beginning with Registration). Shall advise the Competitive and House Committees on all issues in this regard and ensure compliance with league branding guidelines.
- Shall ensure the provision of the following:
  - Newsletter published four times per year for all families.
  - E-newsletters/general information emails for all families on a regular basis throughout the year.
  - Confidential email database for all families.
  - Parent Handbook, published annually prior to Registration.
  - Up-to-date web site.
  - Publicity with the local press and schools for major league activities, particularly annual registration, competitive tryouts, House Tournament, and scholarships and awards.
  - Patches for House players at the beginning of each year.
- Shall ensure that all team web site pages, paraphernalia, and external communications adhere to league branding guidelines and policies and procedures.
- Shall appoint, with the approval of the Management Committee, individuals to assist with these duties.
- Shall submit a written monthly report of activities to the Management Committee.
- Shall report to the President.

### **SECTION 2: OTHER OFFICERS (ELECTED AND APPOINTED)**

1. The duties of all other officers are determined by the Board of Directors and are specified in the Rules of the WCSC.
2. With the approval of the Board of Directors, the President and Management Committee may also appoint other special officers as deemed necessary to operate the league.
3. The number of positions may be combined or divided as appropriate to accommodate the program needs of the league.

### **SECTION 3: STAFF (PAID INDEPENDENT CONTRACTORS)**

The duties and responsibilities of the paid independent contractors shall be stated in their contracts. The staff members shall report to the appropriate member of the Management Committee, as specified in these Bylaws. They shall coordinate activities, where applicable, with all members of

the Management Committee, Board of Directors, and House and Competitive Committees. They shall not be voting members of the organization.

## ARTICLE VI

### *Elections*

SECTION 1. *Qualifications for Office.* The members of the Board of Directors and the appointed officers shall either be residents of Walnut Creek, or active in the Walnut Creek Soccer Club as parents, coaches, or referees, or a former member of the Board of Directors.

SECTION 2. *Terms of Office.* The term of office for the members of the Board of Directors and appointed officers shall be two years. The Board shall be elected by a majority vote of the voting membership of the club, as defined in Article XI, Section 1. The appointed officers shall be selected by the Board of Directors.

A term of office shall begin on the day following the election.

SECTION 3. *Nominating Committee.* The President shall appoint, with the approval of the Management Committee and Board of Directors, a Nominating Committee of six (6) members each year at the beginning of the new term of office. The Committee shall serve through the conclusion of elections at the Annual Membership Meeting the following year. The Nominating Committee shall be responsible for nominating candidates to fill any Board and appointed officer positions that become vacant during the year and for nominating candidates for the positions that are open for election and appointment each year.

The members of the Nominating Committee shall be representative of the general membership of the club and shall comprise the Vice President (committee chairperson), two (2) House Coordinators, one (1) Competitive Coordinator, one (1) other member of the Board, and one (1) member at large (non-Board member). At a minimum, three members of the Committee must have children playing in the House program. Neither the President nor any of the paid members of the Board may serve on the Nominating Committee to avoid the perception of conflict of interest. No member of the Committee, excepting the Vice President, may serve for two consecutive years.

SECTION 4. *Nominating Process for Annual Election.* At least 90 days prior to the Annual Membership Meeting, the Nominating Committee shall announce the Board and appointed officer positions open for the coming year. The Committee will publish a call for nominations to all current members, coaches, and referees through a mailing as well as other communications methods. The Nominating Committee shall actively recruit candidates for the open positions from among the general membership and *make every effort* to identify candidates that represent a cross-section of the club — e.g., boys and girls, House and competitive programs, and geographic areas of Walnut Creek. All nominations must be made in writing to the chairman of the Nominating Committee no later than 60 days prior to the election. No later than 30 days before the annual election, the Committee shall complete the nomination process. The Committee shall publish the list of candidates for all open positions along with statements from each of these candidates on the WCSC Web site and in a mailing that is sent to all current members, coaches, and referees no later than 15 days prior to the election. The general membership may submit the names of additional candidates in writing up to seven (7) calendar days prior to the Annual Membership Meeting.

The Nominating Committee will establish policies for campaigning each year.

SECTION 5. *Election Process.* The election of Board members shall be held each year at the Annual Membership Meeting, (see Article VII, Section 1). The Nominating Committee shall work with the Secretary to arrange for the location of the meeting and shall ensure that the time and location of the meeting is well advertised to the membership.

The Nominating Committee shall manage the election process, being responsible for preparing the ballots, overseeing the verification of voter eligibility and distribution of ballots, and collecting and

counting the ballots. The chairman of the Nominating Committee shall conduct the election portion of the Annual Membership Meeting. During the election portion of the annual meeting, all candidates shall have an opportunity to speak briefly on their qualifications, after which the membership can submit their ballots.

SECTION 6: *Appointment Process.* The selection of appointed officers by the Board of Directors will be held at its first regular meeting of the term. The Nominating Committee will present its list of recommendations to the Board of Directors for approval.

SECTION 7. *Vacancies.* If a Board member or appointed officer resigns or is removed from office, the Nominating Committee shall have responsibility for identifying prospective candidates and recommending a qualified candidate or candidates to the Board. The Board shall have the authority to elect an individual to complete the balance of the elected or appointed term of office.

If a Board position is not filled at the Annual Membership Meeting, the new Nominating Committee (see Article VI, Section 2) shall identify prospective candidates for the position and recommend a candidate to the Board of Directors, which must approve the candidate by a 2/3 vote of all seated members of the Board.. If an appointed position becomes vacant, the Nominating Committee shall identify prospective candidates and recommend a candidate to the Board, which must approve the candidate by a majority vote.

## **ARTICLE VII**

### ***Membership Meetings***

SECTION 1. An Annual Membership Meeting shall be held during the last week of January 2004 and thereafter in the first week of December, commencing in 2004 for the 2005 year. At this meeting the Board will be elected, amendments and changes in the By-Laws will be acted upon, and other business may be conducted.

SECTION 2. A Semi-Annual Membership Meeting may be held during August. At this meeting directional matters in regard to the new season will be announced and other business may be conducted.

SECTION 3. Additional Membership Meetings will be held at the discretion of the Board.

SECTION 4. Special Membership Meetings may be called by a majority vote of the Board or by written request of at least 100 of the members in good standing (see Article XI, Section 1).

SECTION 5. Twenty-five (25) members in good standing present at any Membership Meeting shall constitute a quorum for the transaction of business. In the absence of a quorum the meeting shall have no authority except to adjourn from day to day or until such time as may be deemed proper by the members present.

SECTION 6. Notice of a Special Membership Meeting shall be communicated to the entire membership by the Secretary of the Board at least seven (7) days prior to the meeting. This notice shall include the time and place of the meeting and the subject with explanation for the meeting.

## **ARTICLE VIII**

### ***Meetings of the Board of Directors and Management Committee***

#### **SECTION 1: MEETING FREQUENCY**

1. The Board shall meet at least four times per year, in the following months: January, March, July or August, and November.
2. The Management Committee shall meet at least once each month.

## **SECTION 2: SPECIAL MEETINGS**

A Special Meeting of the Board or Management Committee may be called by the President or Vice President or by any three (3) supporting incumbents at any time. Notice of such meeting shall be given by the Secretary, by telephone at least forty-eight (48) hours or mail at least seven (7) days prior to the date set for such meeting.

## **SECTION 3: QUORUM**

A majority of the incumbents shall constitute a quorum for the purpose of any Board or Management Committee meeting. If less than a quorum is present, the meeting shall have the authority only to adjourn from day to day or until such time as may be deemed proper by the incumbents present.

## **SECTION 4: ATTENDANCE**

Any incumbent who fails to attend regular meetings for three (3) consecutive times may be removed from the Board or Management Committee, to which he has been elected, by a three-fourths (3/4) vote of the incumbents present at a regular or special meeting. The Board has the power to appoint and fill the vacancy, following the process defined in Article VI, Section 7.

# **ARTICLE IX**

## ***Committees***

SECTION 1. The President shall appoint committees as necessary, with the approval of the Management Committee and the Board of Directors.

SECTION 2. The standing committees of the WCSC shall be the Rules Committee, Finance Committee, Disciplinary Committee and Nominating Committee. The duties of a personnel committee shall be handled by the Management Committee.

SECTION 3: Rules Committee. The Rules Committee shall meet at least once each year to review and update the league's standing rules. These recommended changes must then be approved by the Board of Directors. The members of the Rules Committee shall be representative of the general membership of the club and comprise the Vice President (chair), House Secretary, Competitive Secretary, and two WCSC members at large.

SECTION 4: Nominating Committee. See Article VI, Section 3.

SECTION 5: Finance Committee. The Finance Committee shall comprise the Treasurer (chair), Competitive Treasurer, Operations Director, and one representative of the House Committee. The Finance Committee shall be responsible for preparing the annual budget, which shall be presented to and approved by the Board of Directors no later than November 30 each year.

SECTION 6: The Disciplinary Committee shall convene as necessary throughout the year. The committee shall comprise the WCSC Referee Director (chair) and at least two Board members.

# **ARTICLE X**

## ***Records***

The records of WCSC shall consist of its Articles of Incorporation, these By-Laws, Rules Book, complete minutes of all meetings of the Members and Board, a roster of the members and officials, statements completely reflecting the financial affairs of WCSC, and such other records as may be designated from time to time by the Board. All of said records shall be open to the inspection of any member of WCSC at any reasonable time.

## **ARTICLE XI**

### ***Business Principles and Practices***

The organization shall be cooperative and the following principles shall be observed.

SECTION 1. *Voting membership.* The voting membership of the Walnut Creek Soccer Club (WCSC) shall be as follows:

- A. A parent or legal guardian of a WCSC player (limited to one vote per family)
- B. A WCSC player who is 18 years of age or older
- C. A WCSC coach or a designated adult representative of a WCSC team (limited to one vote per team)
- D. A WCSC referee who is 18 years of age or older
- E. Any voting member of the WCSC Board of Directors

Each voting member may only cast one vote.

SECTION 2: Financial Authority and Responsibilities.

- 1. Each member of the Board of Directors and Management Committee shall have the fiscal responsibility to oversee the budget and expenditures of the league and to ensure all financial decisions are carried out for the good of the league and its members.
- 2. The Board of Directors shall approve the annual budget for the next fiscal year no later than November 30 of the current fiscal year. The budget shall include a determination of the player registration fee rates to be in effect for the next fiscal year. The Board may subsequently amend the budget, including the player registration fees. Approval of the budget and any amendments to the budget requires a simple majority vote.
- 3. Any proposed program requiring expenditures not authorized in the current budget, including, but not limited to, tournaments, jamborees, clinics, camps, marketing programs and fundraising events, must be presented to the Management Committee for approval along with a detailed budget. Upon recommendation of the Management Committee, the program and corresponding budget amendment will be presented to the Board of Directors for approval prior to any implementation of said program or any expenditure made on behalf of said program.
- 4. The Management Committee has the responsibility to oversee the financial accounts of the league and shall review financial reports each month and ratify the payment of bills.
- 5. Only the President, Vice President, Secretary, Treasurer, and bookkeeper shall have signature authority over the financial assets of the league.
- 6. Only the President shall have the authority to sign contracts for the league. If the President is unavailable or the position has been vacated, the Vice President and Treasurer may together sign contracts.

SECTION 3: The league shall maintain financial reserves in an amount equal to a minimum 25 percent of the league's annual operating budget.

SECTION 4: The fiscal year begins April 1 and concludes the following March 31.

SECTION 5. WCSC shall be neutral with respect to sex, race, religion, and politics.

SECTION 6. All meetings of the corporation shall be conducted under Robert's Rules of Order, except as otherwise provided herein.

## **ARTICLE XII**

### ***Amendments***

SECTION 1. These By-Laws or any part thereof may be adopted, amended or repealed:

- A. By a vote of two-thirds (2/3) of the members present at any regular Membership Meeting or a duly called Special Membership Meeting; provided, that the proposed motion therefore be presented in writing setting forth the portion of the By-Laws to be adopted, amended, or repealed and the proposed amendment and notice thereof be given to the membership at least ten (10) days prior to the meeting.
- B. By a vote of two-thirds (2/3) of the members of the Board at a Regular Meeting of the Board, provided each member of the Board is given written notice of the proposed amendment postmarked at least seven (7) days prior to the meeting; and provided the General Membership is notified of such amendments post-marked within ten (10) days; subject to the right of the membership to adopt, amend, or repeal By-Laws or Articles of Incorporation as stated. *[As amended by vote of Board of Directors, September 2002]*

### **ARTICLE XIII**

#### ***Dissolution***

SECTION 1. Dissolution of WCSC may occur as follows: By a two-thirds (2/3) vote of those present at the Annual, Semi-Annual, or a Special Membership Meeting.

SECTION 2. In the event of dissolution, all debts having first been discharged, the remaining assets of WCSC shall be given to the City of Walnut Creek to benefit youth sports.