

Adopted: July 16, 1976
Revised: November 15, 2010
Revised: December 1, 2015
Revised: November 22, 2016
Revised: April 19, 2018

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 or Club.

SECTION 2. The WCSC shall be affiliated with a youth soccer association.

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 enrich the community by developing athletes with a strong foundation of skills to play at any level, providing our players and families an environment that focuses on teaching life lessons, and building a love for soccer.

Objectives:

- To develop physical and mental fitness in members
- To develop self and community pride in an environment conducive toward promoting sportsmanship.
- To teach basic skills and fundamentals including but not limiting to technical and tactical skills of soccer through quality programs.
- To provide an opportunity for 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 club rules which will be revised as required.

ARTICLE III

Membership

Membership shall be made up of individuals playing, coaching, managing, officiating and/or parents of soccer players for the Walnut Creek Soccer Club and to others indicated in the Rule Books.

ARTICLE IV

Corporate Powers and Management

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 as provided by the Non-Profit Corporation Law of the State of California. The Executive Committee shall consist of the eight elected Management Committee members and shall convene only as required within the context of the Management Committee meeting exclusively for the purposes of contracts and/or staffing concerns.

The administration of WCSC shall also involve three committees – Competitive Committee, House Committee, and Marketing Committee. These committees and their responsibilities will be defined in the club rules

SECTION 1. BOARD OF DIRECTORS

1. Composition: The Board of Directors shall comprise 14 elected, voting members as follows:

- President
- Vice President
- Secretary
- Treasurer
- Competitive Programs Coordinator
- Recreation Programs Coordinator
- Operations Programs Coordinator
- Marketing Programs Coordinator
- Competitive Treasurer
- (2) Competitive Coordinators
- Recreational Select Coordinator
- (2) House Coordinators

2. Assignment: Each position on the Board of Directors is an elected 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 finances of the WCSC 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 (January) 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.
- Approve all contracts, banking relationships, and other legal obligations not already approved by the Management Committee as set forth below.
- Approve all changes to the Club's Rules, as recommended by the Management Committee or Rules Committee.
- Take under consideration all matters presented to it by the Management Committee.
- If all eight Management Committee members are present at a properly noticed meeting (meaning a majority of the board is present), they may make decisions on behalf of the Board. The exception being that the Management Committee may not approve the final budget or make any decisions that require a 2/3 majority.

5. Term of office: Board members shall serve two-year terms of office.

The Board members elected in 2016 who have already served more than four years, may serve an additional two terms starting in 2018.

All other board members may on serve for serve for eight consecutive years and the following term limits apply to each elected position:

- **President:** 2 years minimum , 4 year limit (2 consecutive term maximum)
- **Vice president:** 2 years minimum, 4 year limit (2 consecutive term maximum)
- **Secretary:** 2 years minimum, 4 year limit (2 consecutive term maximum)
- **Treasurer:** 2 years minimum, 4 year limit (2 consecutive term maximum)*
- **Competitive Programs Coordinator:** 2 years minimum, 4 year limit (2 consecutive term maximum)
- **Recreational Programs Coordinator:** 2 years minimum, 4 year limit (2 consecutive term maximum)
- **Marketing Programs Coordinator:** 2 years minimum, 4 year limit (2 consecutive term maximum)
- **Operations Programs Coordinator:** 2 years minimum, 4 year limit (2 consecutive term maximum)

With the exception of the Board Members elected in 2016, all management committee members have **8 years maximum** to serve on the management committee in accordance with the term limits above. A Management Committee member who has reached the maximum term limit may be eligible to run in an election 24 months after their last term is completed.

If there is no qualified candidate nominated prior to the General Meeting, then the current Member may elect to remain in the same position for another term, with the exception of the President and Treasurer. If there is no qualified candidate nominated for President, then the Vice-President shall become the President and the position of Vice-President Shall be filled by the Board as set forth in the By-laws. If there is no qualified candidate for Treasurer, the Treasurer shall be replaced by the Competitive Treasurer and the Competitive Treasurer position shall be filled as set forth in the By-laws.

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 Programs Director, Field Scheduling Coordinator, House Winter Select Coordinator, one Competitive Coordinator, one House Coordinator.
- Elected term begins in odd-numbered year: Vice President, Secretary, Competitive Programs Director, Operations Director, Competitive Treasurer, one Competitive Coordinator, one House Coordinator.

In case of a mid-term vacancy, the replacement will fill the remainder of the term and stand for election in the appropriate year.

SECTION 2. MANAGEMENT COMMITTEE

1. Composition: The Management Committee shall comprise eight (8) members as follows:

- President
- Vice President
- Secretary
- Treasurer
- Competitive Programs Coordinator
- House Programs Coordinator
- Operations Programs Coordinator
- Marketing Programs Coordinator

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 WCSC. The Management Committee is accountable to the full Board of Directors and operates under the guidance and direction of the Board of Directors. As long as there are enough Management Committee members to make up a majority of the Board of Directors, (ie if there are 14 members of the Board of Directors, then eight Management Committee members would suffice) the Management Committee shall:

- Shall oversee the General Manager
- Review the financial reports each month.
- Approve the staffing recommendations of the GM
- 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.
- Appoint, each year, the members of 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 Club's adherence to all directives of our affiliations.
- Address disciplinary issues
- Address any other issues that may arise

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, and be a voting member of the Management Committee and Board of Directors.
- Shall provide leadership and inspiration for the Club 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 or for vote
 - Board of Directors as advisory or for vote
 - Competitive Committee as advisory or for vote
 - House Committee as advisory or 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 attend meetings when required.
- Shall appoint such other officers as the Club may require, with the approval of the Board of Directors.
- Shall be the primary spokesperson for the Club in interactions with outside agencies, with responsibility deferred to the Competitive Programs Coordinator and Operations Coordinator 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 Club membership.
- Shall not be related by blood or marriage or reside in the same household as any other authorized signer on the Club'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 Club'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 Club'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 be a voting member of the Management Committee and Board of Directors
- Shall coordinate with the Competitive Secretary and House Secretary to ensure minutes of all meetings of the Management Committee, Board of Directors, Competitive Committee, and House Committee are available to all elected and appointed officers. (Exception: Minutes of the executive sessions of the Management Committee and Board of Directors.)
- 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 an accurate record of Club operations is kept, including records of all standing and ad hoc committee work.
- Shall coordinate with the Administrative Secretary to maintain and distribute up-to-date rosters of the Management Committee, Board of Directors, appointed officers, staff, and House and Competitive Committees.
- 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 Bylaws and other appropriate Club documentation and ensure that it is made available to all members of the Board of Directors, Competitive and House Committee members, appointed officers and to the WCSC membership.
- Shall oversee the work of the Comp and House Registrars and provide regular reports to the Management Committee as to their assignments, costs, and performance. Shall prepare job description, for approval by the Management Committee and Board of Directors.
- Shall submit the Club's Annual Report to the appropriate bodies each year by the deadline..
- Shall not be related by blood or marriage or reside in the same household as any other authorized signer on the Club's financial accounts.

Treasurer

- Shall have a expertise or a background in finance or accounting.
- Shall be an elected, voting member of the Management Committee and Board of Directors
- Shall oversee the monetary assets of the Club in a 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 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 that exceeds \$1000
- Corporation Tax data and returns with the proper Federal, State, and local authorities.
- Shall oversee the work of the Competitive Treasurer and ensure Club compliance with all financial policies and procedures for competitive teams.
- Shall oversee the work of the standing Scholarship Committee and approve or disapprove all requests for financial aid for players.
- Shall attend all meetings requiring Club 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 Club 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 Club 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 not be related by blood or marriage or reside in the same household as any other authorized signer on the Club's financial accounts.

Competitive Programs Coordinator

- To assist the General Manager in the oversight and running of 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 WCSC rules, WCSC Bylaws, and directives of other Club affiliations.
- Shall submit a monthly report of activities to the Management Committee.
- Shall be direct liaison to competitive team Managers, including training and support include supporting and managing tryout preparation, setup/takedown

Recreation Programs Coordinator

- 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 WCSC rules, WCSC Bylaws, and directives of other Club affiliations.
- Shall submit a monthly report of activities to the Management Committee.
- Shall report to the President.
- Additional responsibilities as specified in the Recreation General Information Packet

Operations Programs Coordinator

- Shall have overall responsibility for the Club's fields (development, permitting, scheduling, maintenance, and equipment), coach equipment, and referee program.
- 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 to oversight of fields and field scheduling; and, oversight of the referee program, coordinating with the President and other members of the Management Committee as necessary.
- 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 oversee the work of the Referee Director in conjunction with the general manager 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 submit a monthly report of activities to the Management Committee.
- Shall report to the Board of D

Marketing Programs Coordinator

With the assistance of the General Manager:

- Shall have overall responsibility for the WCSC Marketing Program;
- Shall be responsible for club branding
- Shall be responsible for community relations.
- Shall serve as an elected, voting member of the Management Committee and Board of Directors.
- Shall ensure that the Marketing Program operates in accordance with WCSC rules, WCSC Bylaws, and directives of other Club affiliations.
- Shall oversee all branding issues related to the Club, including all logos, colors, and the use of the WCSC name. Shall advise the Competitive and House Committees on all issues in this regard and ensure compliance with WCSC branding rules and guidelines. Shall have the authority and support of WCSC to pursue any offenders and/or violators of the WCSC brand(s) and to use reasonable means to protect the WCSC brand.

- Shall appoint individuals to Marketing Committees including appointed or elected members from the
- Competitive and House programs, as deemed necessary and appropriate. These Committees may include: Web Site, Apparel, Publicity, Fundraising, and any others deemed necessary.
- Shall submit a monthly report of activities to the Management Committee.
- Shall oversee any Club fundraising or sponsorship activities, through appointed volunteers, and report these activities to the Management Committee and Board of Directors.

SECTION 2. OTHER OFFICERS (ELECTED AND APPOINTED)

The duties of all other officers are determined by the Board of Directors and are specified in the Rules of the WCSC.

With the approval of the Board of Directors, the President and Management Committee may also appoint other special officers as deemed necessary to operate WCSC.

The number of positions may be combined or divided as appropriate to accommodate the program needs of the Club.

SECTION 3. STAFF

The duties and responsibilities of all paid employees shall be stated in their job descriptions. The staff members, including the General Manager shall report to the the Management Committee, as specified in these Bylaws.

General Manager

- Shall advise the Management Committee on personnel decisions.
- Shall have the authority to hire and terminate personnel with the exception of Director level employees. All Director level hires and terminations shall require Management Committee approval.
- Shall coordinate activities, where applicable, with all members of the Management Committee, Board of Directors, and House and Competitive Committees.
- Shall have the full authority to suspend any player, coach, manager, team assistant, parent, guardian or referee from club activity until final determination by the Management Committee.
- Shall be the primary spokesperson for the WCSC.
- Shall oversee the work of the Director of Coaching (DOC) and other Program Directors.
- Shall conduct an annual performance review of all employees
- Shall prepare all staff hiring agreements
- Shall publish the Club newsletter and be responsible for the website, internal and external communications
- Shall manage the Club'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 oversee the work of the Administrative Assistant and provide regular reports to the Management Committee as to the individual's assignments, costs, and performance. Shall prepare the Administrative Assistant job description for approval by 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 President and the Operations Director.

All employees shall be governed under the California state employment laws. Employees cannot serve as members of the Management Committee or the Board of Directors.

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, or December 1st, whichever occurs later.

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 be comprised of 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 independent contractors may serve on the Nominating Committee to avoid the perception of conflict of interest. No member of this Committee, except 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.

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 30 days prior to the election. No later than 15 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 an e-mail that is sent to all current members, coaches, and referees no later than 7 days prior to the election..

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. No write-in ballots or nominations from the floor will be accepted.

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 between the first week of November, and the first week in December. 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 as defined in the Club rules.

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. The Board shall meet at least four times per year. 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 to members by the Secretary, via e-mail 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 members of the Management Committee shall constitute a quorum for the purpose of any Management Committee meeting. A majority of the Board of Directors shall make a majority of the Board of Directors. 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 member of the Board of Directors who fails to attend three consecutive

properly noticed meeting may be removed from the Board of Directors and/or Management Committee, by a three-fourths (3/4) vote of the members present at a regular meeting or specially noticed meeting. The Board will then have the power to appoint and fill the vacancy, following the process defined in Article VI, Section 7.

SECTION 5. Email Voting. Voting by members of the Board of Directors or Management Committee may be done via email if the email votes are received within 48 hours of the motion and the decisions is unanimously accepted by all members of the voting group.

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, and Nominating Committee.

SECTION 3. Rules Committee. The Rules Committee shall meet at least once each year to review and update WCSC'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 Program Coordinator, and Competitive Program Coordinator.

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

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, any contracts (including employment contracts, except those which are confidential and for review by the Executive Committee only) 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

WCSC shall be a 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 parent or legal guardian of a WCSC player (limited to one vote per family)
- A WCSC player who is 18 years of age or older
- A WCSC coach
- A WCSC referee who is 18 years of age or older
- Any voting member of the WCSC Board of Directors

Each voting member may only cast one vote.

SECTION 2. FINANCIAL AUTHORITY AND RESPONSIBILITIES

Each member of the Board of Directors and Management Committee shall have the fiscal responsibility to oversee the budget and expenditures of the Club and to ensure all financial decisions are carried out for the good of the Club and its members.

The Board of Directors shall approve the annual budget for the next fiscal year no later than January 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.

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.

The Management Committee has the responsibility to oversee the financial accounts of the Club and shall review financial reports each month and ratify the payment of bills.

Only the President, Vice President, Secretary, Treasurer, and bookkeeper shall have signature authority over the financial assets of the Club.

Only the President shall have the authority to sign contracts for the Club. If the President is unavailable or the position has been vacated, the Vice President and Treasurer may together sign contracts.

SECTION 3. FINANCIAL RESERVES

{00771382.DOCX; 1}

The Club shall maintain financial reserves in an amount equal to a minimum 25 percent of the Club's annual operating budget, excluding the amount collected and paid for trainer fees.

SECTION 4. FISCAL YEAR

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

SECTION 5. NON-DISCRIMINATORY

WCSC shall be neutral with respect to sex, race, religion, politics and sexual orientation.

SECTION 6. MEETING RULES

All meetings of WCSC 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 in accordance with one of the following two options:

- 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 notice by e-mail of the proposed amendment at least seven (7) days prior to the meeting; and provided the General Membership is notified of such amendments within ten (10) days; subject to the right of the membership to adopt, amend, or repeal By-Laws or Articles of Incorporation as stated.

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.