

Bylaws of Santa Cruz County Youth Premiere Futbol Club

A California Nonprofit Public Benefit Corporation

Article I. Name

The name of this corporation shall be the Santa Cruz County Youth Premiere Futbol Club, hereinafter referred to as the "Club" or as "SCC", which shall exist solely as a non-profit corporation.

Article II. Purpose and Mission Statement

Section A. Purpose and Activity

- i. The specific purpose of this Club shall be to develop, promote, and govern the game of soccer among youth between U-10 and U-19 at the developmental and competition levels of play. This Club is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3).
- ii. The property of this Club is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this Club shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or against any candidate for public office or for or against any cause or measure being submitted to the people for a vote.
- iii. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public and/or charitable purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).

Section B. Mission Statement

It is the Mission of the Santa Cruz County Youth Premiere Futbol Club to provide the highest level of soccer in the Santa Cruz County Youth Soccer League while

maintaining good sportsmanship values with quality coaching.

Article III. Area

The area of the Club's activities shall be the same as the area encompassed by the Santa Cruz County Youth Soccer League (SCCYSL).

Article IV. Affiliation

This Club shall be an affiliate of the Santa Cruz County Youth Soccer League (hereinafter the "SCCYSL") and with any appropriate affiliate member of the U.S. Soccer Federation (hereinafter the "USSF").

Article V. Players, Coaches and Teams

Section A. Players

Players are selected by the Club's participating teams, subject to the review of and ultimate authority of the Board of Directors (which may delegate authority to the appropriate Coaching Director). Player selection is also subject to any suspensions or restrictions imposed by the Club or SCCYSL. All players shall abide by the bylaws, policies and rules set forth by the Club, the SCCYSL, and the appropriate affiliate of the USSF.

Section B. Coaches

- i. All coaches shall be selected and approved by the Board of Directors of the Club. No coach who has served in any previous season shall have a right to be appointed in a subsequent year unless he or she is reappointed by the Board of Directors. All coaches must submit their request to coach and provide the names of assistant coaches and managers. Additionally, all petitioning coaches must submit the names of two (2) adult persons to serve in Club committees.
- ii. Coaches will be selected on the basis of their ability to display and teach good sportsmanship; to teach the techniques and rules of soccer; and to manage their players as a team in addition to having the minimum coaching licenses required by the SCCYSL. All selected and approved coaches may only coach and manage the team they were assigned.

Section C. Teams

- i. Teams selected to represent the Club (“affiliated teams”) shall be formed by the Club, with coaches selected by the Club (before or after formation) and follow age group guidelines set by the Club.
- ii. The number of affiliated teams per age group and gender shall be decided by the Board on an annual basis.
- iii. It is the goal of the Club to maintain age purity. No team may register a player playing up in age, without prior approval of the Coaching Director, the Board, or an approved subcommittee of the Board.
- iv. It is the policy of the Club that affiliated teams shall not evaluate and select players based on geographic areas smaller than the Area covered by the Club. The Board shall take reasonable steps to implement this policy.
- v. All SCC teams will wear the uniforms selected by or approved by the Club. .
- vi. All Club teams will be named SCC Breakers and further identified by the gender, age group and/or birth year and, in the event there are two or more team of the same gender in any one age group, such other name or designation as approved by the Board of Directors. Waivers for existing Club teams may be applied for to the Board of Directors.

Article VI. Membership

Section A. The membership of the Club shall consist of the Board of Directors and the coach of record (or designated representative) of each Club affiliated team.

Section B. Head coaches who are compensated by the players’ parents or other individuals or entities may be the head coach of record, provided that their fee structure may be reviewed and approved by the Board of Directors prior to their appointment.

Section C. A member may be expelled by the Board of Directors for violation of the Club’s bylaws and policies using the following procedure: (i) the Board shall give the member 15 days prior written notice of the expulsion and the reasons therefor; (ii) if the member submits a written response to the President of the Club contesting the expulsion prior to the expulsion date set out in the written notice, the Board of Directors shall meet within a reasonable time, but no less than 5 days from receipt of the written response, to review the member’s written response and offer the member an opportunity to respond orally, in which case the expulsion shall be effective only at such time as the Board shall decide, after

reviewing the member's response, to expel the member.

Article VII. Board of Directors

The governing board of this Club shall be the Board of Directors which shall conduct the business affairs of the Club and act on behalf of the membership except at the Annual General Meeting. Board members need not be a coach of an affiliated team. Any action which under the law would otherwise require approval by a majority of all members shall require only approval of a majority of the Board of Directors, except as provided in the Bylaws. A quorum of the board shall be required to conduct business.

Article VIII. Directors, Officers and Duties

The Board of Directors shall consist of the following voting officers:

President: Shall be the chief executive officer of the Club; shall conduct all meetings of the board; shall appoint temporary committees when the need arises; and shall be the official liaison with the Santa Cruz County Youth Soccer League.

The President shall direct the activities of a fund raising and/or sponsor's coordinator. (It is intended that this position or positions be filled by a person or persons other than the President).

Vice-president: Shall, in the absence of the President, undertake all duties of President. It is also the responsibility of the Vice-president to assist the Referee Coordinator and Field Coordinator).

Secretary: Shall keep accurate records of the meetings of the Board of Directors and handle all correspondence.

Treasurer: Shall maintain all accounts, receive income and bills, and prepare payments and maintain all financial records and reports.

Registrar: Shall coordinate registration of all Club players.

Boys Coaching Director: Shall be the lead Board Members in the recruitment, selection and development of boys team coaches. The Boys Coaching Director shall also serve as the primary liaison between the Board and the boys team coaches.

Girls Coaching Director: Shall be the lead Board Members in the recruitment, selection and development of girls team coaches. The Coaching Director shall also serve as the primary liaison between the Board and the girls team coaches.

Referee Coordinator: Shall be responsible for ensuring that qualified officials are present for all games played under the auspices of the Club and shall coordinate officiating issues with the SCCYSL and the area Clubs.

Abronzino Representative: Shall be responsible for maintaining official liaison with the Abronzino League. The Club's representative shall attend all Abronzino League meetings and report to the Board.

Field Coordinator: Shall assist Club affiliated teams to locate and reserve practice and game times.

SCCYSL Clubs Class III Program Liaison: A representative of the SCCYSL's geographic Clubs' Class III programs shall sit on the Board as a voting member.

Past President: Shall provide advice and continuity to the Board from one year to the next. Shall assist the President and other Board members when needed.

Tournament Director Shall be responsible for and be the lead Board Member for all tournament activity sponsored by the Club.

Fundraising Coordinator: Shall assist the Board in directing and managing the fundraising and sponsorship activities of the Club, including fundraising at all levels (player, team and Club sponsorships).

Corporate Fundraiser: Shall assist the Board in identifying and coordinating all corporate and commercial related fund raising effort on a Club wide basis.

Paid (Contracted) Offices: In the event one of the Offices listed above shall be contracted for by this Club as a paid position, then that Office shall not be an elected member of the Board for the period of the paid position.

Article IX. Board Duties

The Board of Directors shall have exclusive responsibilities for the following, in addition to or as part of the normal legal responsibilities of a Board:

Section A. Enforcing and interpreting the bylaws and rules and regulations of the Club, SCCYSL, and any appropriate affiliate member of the USSF.

Section B. Developing, maintaining and amending rules which all players, coaches and other Club participants (parents, etc.) will be required to follow.

Section C. Determining the number of affiliated teams and selecting and approving coaches for all affiliated teams. No coach who has served in any

previous season shall have a right to be appointed in a subsequent year unless he or she is re-appointed by the Board of Directors. Coaches will be selected on the basis of their ability to display and teach good sportsmanship; to teach the techniques and rules of soccer; and to manage their players as a team in addition to having the minimum coaching licenses required by SCCYSL coaches.

Section D. Supervising coaches of affiliated teams and insuring that teams are being managed and coached in a satisfactory manner, consistent with good sportsmanship, good soccer, and the best interests of the players. Supervision shall include applying sanctions, including dismissal, as may be required.

Article X. Terms of Office

Members of the Board of Directors shall be elected annually at the Annual General Meeting by the current Members. Any vacancy on the Board of Directors may be filled by the Board of Directors at any duly noticed meeting.

Article XI. Meetings

Section A. Regular meetings of the Board of Directors shall be held at a time set at a prior meeting, or at the call of the President, who shall give at least 24 hours notice of the meeting by notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means. Special meetings may be called by any three members of the Board in the same manner as the President setting the regular meetings. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section B. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section C. The Annual General Meetings of the Members of the Club shall be held during the month of November, at the date, time and place set by the Board of Directors for purposes of electing officers and transacting other Club business for which the vote of the Members is required.

Article XII. Quorum and Vote

Section A. Board of Directors.

A majority of the Directors holding office shall constitute a quorum for the

transaction of business by the Board of Directors (as set forth in California Corporations Code 5211(a)(7)). All decisions shall be taken by affirmative vote of a majority of those Directors present at a meeting at which there is a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section B. Members.

One third of the voting power of the Members shall constitute a quorum for the transaction of business by the Members at a meeting (as set forth in California Corporations Code 5512). Except where a higher vote is required by these bylaws or state law, decisions shall be taken by affirmative vote of a majority of those Members at a meeting at which there is a quorum. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Members, if any action taken is approved by at least a majority of the required quorum for such meeting.

Article XIII. Removal from Office

A Director may be removed from the Board for any reason by a vote of at least two-thirds of the Directors then holding office. Any Director who fails to attend three consecutive meetings of the Board without a valid excuse (as determined by the remaining Directors) shall be removed from the Board.

Article XIV. Committee

The Board may, by resolution, create one or more committees to serve at the pleasure of the Board. Committee members shall be appointed by the President.

Article XV. Amendments

The Club bylaws may be amended (i) at the Annual General Meeting or a Special Meeting of the Membership (which Special Meeting may be called by the Board or by one-third or more of the Membership) by a two-thirds vote of a quorum of the Members, or (ii) by the unanimous written consent of the Members at any other time.