

2019 49ER UNITED SOCCER CLUB

CONSTITUTION & BYLAWS

CONSTITUTION

This Constitution and these Bylaws supersedes all previous documentation concerning the Constitution and Bylaws of the 49er United Soccer Club.

ARTICLE 1: Legal Name

The legal name of this organization shall be known as the 49er United Soccer Club (49er United SC), hereinafter referred to as the "Club." It is a California nonprofit corporation doing business in Placer County of California and the areas surrounding Auburn. The Club's existence shall continue until dissolved pursuant to the provisions of its Bylaws.

ARTICLE 2: Mission, Goals, Vision, Motto, & Core Values

2.1 Our Mission: We are a player-first club with a commitment to develop players, support a love for the sport of soccer, and promote the positive aspects of youth sports throughout our member communities.

2.2 Our Goals: 49er United exists to provide a comprehensive competitive soccer program for the youth of our community. The Club will continually look to improve the quality of soccer instruction while emphasizing the need to develop the character of its players. It will benefit youth soccer by creating a strong, balanced program. The Club will focus its resources and energies on strategies and activities that will result in the betterment of the overall program. It is essential for this organization to define, implement and improve standards that will ensure the highest quality of youth soccer in our area.

2.2 Our Vision: We aspire to be an integral part of our greater community that helps to cultivate character, sportsmanship, and the competitive spirit through the sport of soccer. Equipping every player that puts on a 49er United uniform to put forward their personal best every day, both on and off the field.

2.3 Our Motto: Building CHARACTER in our COMMUNITY through COMPETITION.

2.4 Our Core Values: We have a commitment to culture, following the initiative started by the United Soccer Coaches, we have adopted the following values:

Character
Character First
The Rule of Fun
Well-Being Counts

Community
We are Family-Strong
Soccer Unites Us

Competition
The Game is the Teacher
Soccer is the Player's Game

ARTICLE 3: Uniforms & Colors

All uniforms will be approved by the Club’s Board of Directors. The representative colors of this organization shall be Green, Blue and White.

ARTICLE 4: Membership

The Club’s voting membership shall be defined by the Bylaws.

The Board of Directors, as further specified in the Bylaws, may discipline any coach, parent or player of the Club.

Voting Members shall abide by the Constitution, Bylaws, Articles of Incorporation and other policies and guidelines established by the Club and its affiliated organizations. Voting members failing to comply with this governance or found to be acting in a manner, not in the best interest of the Club, are subject to removal as deemed appropriate by the Board of Directors and as defined in the Bylaws of the Club.

ARTICLE 5: Affiliation & Governance

The Club shall be governed by its Constitution and Bylaws, Articles of Incorporation, and any specific Rules and Procedures adopted by the Board of Directors, any specific rules established by NorCal, CYSA and/or its parent organization.

The governing authority of this Club whose powers shall be designated in the Constitution and Bylaws shall be vested within the Board of Directors of the Club.

The President of the Board hereafter referred to as the “President,” will be charged with planning, leading and directing the activities of the Club.

The Club’s Bylaws may be amended by a vote of $\frac{2}{3}$ of the voting members present at the Annual General Meeting or a duly noticed Special Meeting.

BYLAWS

ARTICLE 1: Offices

The principal office of the Club for the transaction of business is in Auburn in Placer County, California.

ARTICLE 2: Voting Membership

Voting Members Defined. The Club shall have the following Voting Members: (a) players over the age of 18; (b) players with a parent/legal guardian voting on their behalf if under the age of 18; (c) the President may only cast a vote in the event of a tie vote regarding a particular issue.

Voting Rights Defined. All voting members in Good Standing shall have the right to vote on the following matters: (a) Election of the Executive Board of Directors; (b) Revisions of the Bylaws; and, (c) Dissolution of the Club.

Election Procedures. The Board may adopt additional election procedures to facilitate the voting of the members, as long as such procedures are not inconsistent with other election rules and procedures set forth in these Bylaws, by a vote of fifty-one percent (51%) or greater of the Board of Directors in attendance at the Board meeting so long as a quorum is established.

Good Standing Defined. Each Club member must pay to the Club registration fees, and to the extent applicable, team dues, within the timeframe and on the conditions defined by the Board. Voting Members who have paid the required fees in accordance with these Bylaws shall be members in good standing. A member may be suspended or terminated by the Board for failure to pay such fees within 30 days after their due date. Any member not in good standing shall be ineligible to vote.

Each member shall be entitled to one vote per issue.

Absentee voting is allowed. Voting by proxy is not allowed.

ARTICLE 3: Board of Directors

The Board of Directors shall be elected at the Annual General Meeting (AGM). The term of office shall be for a period of two (2) years with at least half of the Board positions staggered so that the Board has some continuity from year-to-year. Immediately upon adoption of the Bylaws, elections for the Board will be conducted with at least half, but not more than one-half plus one of the Board of Directors, elected to initial two (2) year terms. The remaining Board Director will serve for an initial one (1) year term. Thereafter, at each AGM, Board positions will be filled for those whose terms have expired. Board Director Candidates are to be nominated from the floor by a registered member of the Club. If needed, the President may nominate candidates to ensure that all Board positions are filled for the coming seasonal year. Board members will be awarded and granted one registration credit per season to use at their own discretion.

The governing Board of Directors, hereafter referred to as the "Board," shall be composed of no more than nine (9) members and no less than five (5) members from the communities the Club represents. The Board shall be composed of the club President, Vice President, Secretary, Treasurer, and Representatives and/or positions elected by the membership as set forth in the Bylaws. The Board shall oversee the operation, growth and development of the Club.

In the event that a Director becomes unable to serve, a new Director shall be appointed by a majority of Directors.

3.1 Duties and Responsibilities:

The Board of Directors shall be responsible for and have sole authority for the following:

- A. Knowing, interpreting, and enforcing the Constitution, Bylaws, and Rules & Regulations of the Associations with which this Club is affiliated.
- B. Insuring proper registration of all players, teams, coaches, trainers and others associated with teams.
- C. Approving procedures regulating the conduct of registered teams, all their associated players and adults, and other adults associated with the Club but not registered to a specific team.
- D. Exemplify and promote the Club's goal, mission, vision and values at all times.
- E. Define and approve amendments to the Constitution and Bylaws, the Articles of Incorporation and other policies and guidelines established by the Club.
- F. Approve the employment and hiring and compensation of employees and contractors
- G. Suspend, remove or otherwise discipline any Voting Member of the club when necessary.
- H. Define policy and make decisions for specific cases or occasions to: (a) interpret the Constitution and Bylaws, the Articles of Incorporation, and other policies and guidelines established by the Club; (b) assess and discipline the behavior of any Voting Member; (c) arbitrate grievances between players and teams; and, (d) carry out the objective and purpose of the Club.
- I. Borrow money and incur indebtedness on the Club's behalf and cause to be executed and delivered for the Club's purposes, in the Club's name, promissory notes, bonds, debentures, deeds of trust, mortgages, ledges and other evidence of debt and securities.
- J. Oversee the financial well-being of the Club including: (a) review and approve the budget presented by the Treasurer; (b) review and approve player fees and policies related to the waiver of fees; (c) review and approve all expenditures of the Club; and (d) review, approve and adjust the compensation schedule and job descriptions, if any, of all employees and contractors of the Club.
- K. Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Club, by the Constitution of the Club or by these Bylaws.
- L. A Board Member may be removed, for any reason or no reason, by a vote of 2/3 or greater of the full Board of Directors.
- M. The following restriction applies to the Board of Directors: (a) Executive Board members and Coordinators must be at least 18 years old; (b) Executive Board

members may not reside in the same household or qualify for membership as a parent of the same player and (c) all Board members must successfully complete the Live Scan process.

The officers to the Board of Directors shall be as follows:

3.2 President

- A. Preside at all meetings of the Board of Directors and Annual General Meetings of the Voting Members
- B. Supervise the activities of the Board of Directors
- C. Represent the Club at meetings with other organizations and public functions as required including but not limited to 49er Youth Soccer League and NorCal Premier Soccer
- D. Present an annual report of the operation and condition of the Club at the Annual General Meeting
- E. Shall be a signer on all club bank accounts.
- F. Perform other duties as required and assigned by the Board of Directors.

3.3 Vice-President

- A. Act with the same powers and authority in the absence of the President;
- B. Act as an alternate representative at functions where the President is unable to attend;
- C. Serve as the Chair of the Protests, Appeals & Discipline (PAD) Committee for the Club
- D. Perform other duties as required and assigned by the Board of Directors.

3.4 Secretary

- A. Record minutes of the Board meetings and Annual General Meetings for approval at subsequent meetings
- B. Draft all Board resolutions as adopted by the Board of Directors
- C. Maintain records of minutes, policies, guidelines, and other official documents and correspondence
- D. Administer all voting procedures and elections, including tabulation and accounting of all votes cast.
- E. Notify the Voting Members of all meetings conducted by the Club;
- F. Perform other duties as required and assigned by the Board of Directors.

3.5 Treasurer

- A. Be directly cognizant of the fiscal operations of the organization while maintaining all club bank accounts.

- B. Assure that the best fiscal practices are being utilized. Under the direction of the Board of Directors and subject to the terms and provisions of these Bylaws receive, invest and disburse funds.
- C. Assist in the preparation and the submission of the annual budget and submit a monthly financial report to the Board of Directors. The Treasurer shall be responsible for preparing any and all papers pursuant to the Articles of Incorporation and tax exemption status of this Club.
- D. Be chairperson of the Finance Committee.
- E. Review and approve all invoices, payroll, and expense reimbursements in a timely fashion
- F. Maintain insurance policies for the Club
- G. Coordinate and direct the services performed by third-party bookkeeping and tax service providers as approved by the Board;
- H. Ensure tax returns are filed with the Franchise Tax Board and the Internal Revenue Service as required, Submit annual filings with the California Secretary of State
- I. Perform other duties as required and assigned by the Board of Directors.

3.6 Board Members At-Large

There will be a sufficient number of At-Large Board Members so that there are no more than 9 members, but at least 5 members of the Board including the President, Vice-President, Secretary, and Treasurer. The Board shall define the At-Large Board Members' roles and responsibilities. The Board will assign roles based on the greater need of the Club.

3.7 Liability

Board members, officers of the Club and adults acting as Board Appointees shall not be held liable for any lawful actions taken while performing their assigned Club duties.

3.8 Discipline

The Board of Directors shall have the right and authority to suspend, bar completely, or otherwise discipline any team, player, parent, coach, manager, team assistant, Club official or any other person associated with the operation of the Club from any member team organization in accordance with these Bylaws.

3.9 Conflict of Interest

Any Board member that is directly involved in a team as a Coach, Volunteer, or Parent will recuse themselves from any vote that directly impacts that team in a greater capacity than it impacts other teams within the club.

ARTICLE 4: Appointed Committees & Positions

The following committees and others may be appointed on an as need basis by the Board

4.1 Protests and Appeals Committee (Detailed in Article 9)

4.2 Finance

4.3 Media & Communication

4.4 Fields and Equipment

4.5 Fundraising and Sponsors

4.6 Club Events

4.7 Futsal Director

4.8 Registrar

- A. Maintain a record of Voting Members indicating their name, address, and registered player affiliation;
- B. Conduct registration of the coaches and players of the Club, timely issue team rosters to team officials, and timely issue coach and player passes from the appropriate affiliated organization;
- C. Verify that all players have an executed medical release forms prior to playing for the Club
- D. Ensure accurate data entry of all players in the appropriate affiliated organization databases
- E. Perform other duties as required and assigned by the Board of Directors.
- F. Compensation. The Registrar shall be compensated by stipend no later than the Board's October meeting each year. The stipend amount will be approved by the Board. In all cases, all stipends received by the Registrar shall be reasonable and given in return for services actually rendered and related to the performance of the charitable purposes of the Club.

4.9 Referee Assignor

- A. Report to and be supervised by the Board of Directors;
- B. Be responsible for training, scheduling and verifying USSF certification of all referees used by the club. Specifically, the assigning of all officials to Club home games and other events hosted by the Club;
- C. Provide timely referee payment details to Club's Treasurer;
- D. Perform other duties as required or assigned by the Board of Directors.
- E. Qualifications. The Referee Coordinator should be a currently licensed USSF Referee and a currently licensed USSF Assignor.
- F. Compensation. The Referee Coordinator shall be compensated by stipend no later than the Board's November meeting each year. The stipend amount will be

approved by the Board. In all cases, all stipends received by the Referee Coordinator shall be reasonable and given in return for services actually rendered and related to the performance of the charitable purposes of the Club.

4.10 Director of Coaching (DOC)

- A. Report to and be supervised by the Board of Directors
- B. Manage and oversee the day-to-day operations of the Club's soccer program
- C. Recruit, train, and supervise the coaches in the Club
- D. Shall be responsible for certification and licensing of coaches at minimum levels as designated by the Board
- E. Establish and implement a consistent player development philosophy and curriculum
- F. Oversee player tryouts and team formation process
- G. Prepare and monitor the coach evaluation process and conduct coach evaluations as appropriate
- H. Maintain a record of complaints about coaches and any disciplinary actions taken
- I. Conduct all general communication for the Club
- J. Oversee the selection process for coaches of all teams
 - i. The Club shall approve new coaches for all age level teams that meet the qualifications and can demonstrate the ability to meet all the coaching responsibilities listed in this section, per Director of Coaching recommendations. Coaches' applications will be submitted to the Director of Coaching for review and selection. Returning coaches may be approved by the Director of Coaching without the submission of a new application. Each team will be awarded and granted one coach's registration credit per season to use at their discretion.
 - ii. When selecting a coach, the Director of Coaching will consider the following qualifications:
 - a. Educational level
 - b. Coaching experience
 - c. Playing experience
 - d. Coaching license(s)
 - e. Prior Club and/or NorCal and/or CYSA violations
 - f. Federal or local law violations
- K. Perform other duties as required or assigned by the Board of Directors.

- L. Compensation. The Director of Coaching shall be compensated by a salary paid monthly. The salary amount will be approved by the Board. In all cases, all salaries received by the Director of Coaching shall be reasonable and given in return for services actually rendered and related to the performance of the charitable purposes of the Club.

ARTICLE 5: Club Members

5.1 Member Teams

Club teams will be formed during the annual Club Tryout Process. The Club will strive to form and field the most competitive teams at each age and gender level. All coaches and trainers associated with a Club team or in an official Club position shall be selected by the Director of Coaching and approved by the Board.

5.2 Member Players

Registrants must submit all information as required by the Board before they will be considered for registration as a Club player. The Board is under no obligation to accept the application of or register any particular player in accordance with the adopted Club Tryout Process.

5.3 Member Adults

All adults associated with a team either as a coach, manager, or a trainer involved with Club players must properly register with the Club. In order to be properly registered with a team or the Club, the adult must submit a properly completed US Club registration form and provide any other information as requested by the Board. All coaches, assistant coaches and trainers must be Live Scanned prior to their first team event. The Board is under no obligation to accept or register any specific adult as a registered member of the Club.

ARTICLE 6: Meetings

6.1 Monthly Board Meetings

Regular meetings of the Board of Directors will be held monthly on the same designated day of the month, without call or notice of such dates and as such time fixed by the Board. Other than regular meetings of the Board, special meetings may be called whenever necessary by any member of the Board. Meeting minutes will be published and distributed at the next regularly scheduled meeting of the Board. Minutes must be approved at that time.

Any action required or permitted by the Board may be taken without a meeting if a majority of Board Members consent to said action in writing or via email.

All personal and personnel issues shall be reviewed and discussed in a closed session of the Board.

6.2 Annual General Meeting

The President shall call an Annual General Meeting (AGM) of the membership to be held in December. Email notification to all registered members shall be sent at least thirty days prior.

Each member shall be entitled to one vote per issue, with the following exceptions: 1) a parent or legal guardian will vote on behalf of members less than 18 years old 2) only one vote per household is allowed 3) the President may only cast a vote in the event of a tie vote regarding a particular issue. Absentee voting is allowed. Voting by proxy is not allowed. Only members in good standing shall be entitled to voting privileges.

6.3 Quorum

At regular and special meetings of the Board of Directors, at least 50% of the Board Members must be present to constitute a quorum for the transaction of business.

If a Board Member fails to attend 4 regular monthly Board meetings, without prior notice, in a calendar year they can be removed by a vote at the next scheduled meeting after the 4th meeting missed.

6.4 Special Meetings of the Board of Directors

A Special Meeting of the Board may be called under the following circumstances: a) By the President if in his/her judgment, matters cannot wait until the next scheduled Board meeting need to be addressed by the Board; or (b) By greater than one-third of the Voting Members of the Board, if one or more of them had requested an agenda item to be placed on the prior Regular Board Meeting agenda and the President failed to do so. Any Special Meeting must be called for a particular time and place, and with a set agenda. The time and place of the Special Meeting shall be not less than 72 hours from when the notice is given and distributed to Board members. The Board may only substantially discuss and act on items related to the purpose for which the Special Meeting was called.

ARTICLE 7: Changes

Amendments to the Constitution, Bylaws, and Regulations of this Club shall be made at the AGM, except in such cases specified in the Bylaws of this Club.

Amendments to the Constitution, Bylaws, and Regulations of this Club to be voted on during the AGM shall be forwarded in writing to the members at least thirty (30) days prior to the AGM.

An amendment shall be deemed adopted by an affirmative vote of 2/3 of the voting members present at the AGM.

ARTICLE 8: Financial Aid & Assistance

8.1 Financial Aid

The Club will provide financial assistance to players in need based on eligibility criteria approved by the Board.

8.2 Higher Education

The Club will provide 2 scholarships per year to graduating high school seniors based on an application process approved by the Board.

ARTICLE 9: Complaints, Discipline, & Appeals

9.1 Protest, Appeals and Discipline (PAD Committee)

If the Board becomes aware of a serious issue or incident involving a coach, player, or game official, the PAD Committee will investigate the incident, evaluate the merits of the complaint, and make a formal resolution of the complaint including but not limited to an informal verbal warning or formal reprimand of the parties, exclusion from Club-related activities for a defined period of time, probation, suspension, expulsion, or otherwise appropriate actions within one (1) week of notice of the complaint. The PAD Committee will be comprised of the Vice President and four (4) other members selected by the Board. If the complaint directly concerns on field issues, the Director of Coaching will act as one of the four additional members on the PAD Committee. The PAD Committee is required to interview all interested parties, witnesses, and promptly notify the Board of its recommendation. If the PAD Committee recommends discipline, the affected parties have 72 hours to accept or reject the proposed discipline. The affected parties have the right to appeal the PAD Committee's recommended discipline to the Review Committee if they do not agree to the recommended disciplinary action.

There will be no verbal contact with any member of the Board or PAD Committee regarding the issue. Any communication with the Board regarding the issue must be in writing.

9.2 Review Committee

If an affected party does not accept the recommended discipline from the PAD Committee, the affected party may appeal their discipline to the Review Committee within 15 days of notification of the PAD Committee's decision. The Review Committee will be comprised of the President and two (2) other Board members selected by the President that did not sit on the underlying PAD Committee involving the complaint. The President shall promptly establish a date, time, and place for a hearing. The hearing must be conducted within 2 weeks of the decision by the affected parties to reject the discipline recommended by the PAD Committee. During this hearing, the Review Committee will evaluate the evidence developed by the previous PAD Committee and may, at the discretion of the President, hear new evidence specifically related to the matter. The Review Committee must render a decision on the matter within one (1) week of the hearing. The President will promptly inform the Board and the affected parties of the Review Committee's decision. The decision reached by the Review Committee is final and not subject to appeal.

9.2.1 Appeal Process: Upon notification of the "bad standing" status, the individual will be provided details regarding the process of appeal. Any Board decision related to

“bad standing,” suspension, probation, etc. may be appealed through the aforementioned process.

9.2.2 No persons associated with the operation of NorCal at any level (team, region, state) may involve the aid of the courts of any state or of the United States without first exhausting all available remedies within the NorCal/US Club/USSF.

9.3 The Board shall have the right to refuse, restrict, or revoke membership in the 49er United Soccer Club for conduct that is deemed not in the best interest of the Club or NorCal.

ARTICLE 10: Dissolution

Should this Club be dissolved, all assets remaining after payment of all debts shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for the purpose of the development of youth soccer within the boundaries of the dissolved Club. In the event that no such organization exists, the remaining assets are to be distributed to the 49er Youth Soccer League.

ATTEST

We affirm that these Bylaws were approved by the majority of members present at a 49er United Soccer Club Annual General Meeting held in Auburn, California on December 15, 2019

Dakota Sheets, President

Chris Bain, Vice-President

Jennifer Platt, Secretary
