

ALMADEN VALLEY SOCCER CLUB CONSTITUTION

ARTICLE I. NAME

This non-profit organization shall be known as the Almaden Valley Soccer Club, Incorporated, also hereinafter referred to as the Organization, or AVSC.

ARTICLE II. PURPOSE

The purpose of the Organization shall be to provide organized soccer for youth under the playing age of nineteen (19).

Through these activities, the following objectives are sought:

A. Health and Recreation - To create healthful, responsible, memorable and valuable experiences for all who come to play in AVSC.

B. Social - To promote social interaction while teaching life aptitudes including good sportsmanship, teamwork, determination, and overcoming adversity.

C. Instructional - To focus on player development; not winning, while advancing the athletic development in the sport of soccer.

D. Competitive - To provide an opportunity for individuals to strive for success through a team effort through competition with other teams.

E. Community – To provide an opportunity for members of the community (both players and parents) to meet and create bonds between families and players.

ARTICLE III. AFFILIATION AND BOUNDARIES

AVSC is affiliated with US Club Soccer, California Youth Soccer Association (CYSA), and NorCal and responsibly follows their rules and regulations.

Section 1. This organization shall be an affiliate of the California Youth Soccer Association (CYSA) and shall have jurisdiction over the geographical subdivision of CYSA, District 2, known as the Almaden Valley Soccer Club. Additionally, this organization shall be an affiliate of US Club Soccer and shall comply with all applicable rules and regulations.

Section 2. The territory of the Almaden Valley Soccer Club is determined by CYSA and is bounded on the east by the Santa Teresa Hills, extending south to the Santa Clara County Line; on the north by Blossom Hill Road; on the west by Harwood Road extending south to the Santa Clara County Line; and on the south by the Santa Clara County Line.

ARTICLE IV. ADMINISTRATION

Section 1. This organization shall be governed by its Constitution and Bylaws except when mandated by the California Youth Soccer Association (CYSA) or US Club Soccer and its affiliates, Constitution and Bylaws.

Section 2. The governing authority of this Organization, whose powers shall be delegated in the Bylaws, shall be vested with the Board of Directors of this Organization.

Section 3. The governing board, hereafter to be known as the "Board of Directors," shall be composed of the President and other Officers of this Organization, but in no case shall exceed fifteen (15) members. The titles of the Officers are listed in Article VI.

Section 4. The Board of Directors shall be elected annually by the general membership of this Organization.

Section 5. The stated language of the Organization, meetings, member communications and minutes is English.

ARTICLE V. MEMBERSHIP

Section 1. Membership in the Organization is defined as the parent(s) or legal guardian(s) of all registered players in the Organization. Membership constitutes the full calendar year (January 1 through December 31) in which their players are registered.

Section 2. Registered players are defined as AVSC accepted players, under the playing age of 19, with their account in good standing, all required paperwork submitted, and associated fees not delinquent.

Section 3. Registration dates, fees, procedures will be reviewed and approved by the Board of Directors and reported to the general membership at least thirty (30) days prior to registration.

Section 4. All members and players shall abide by the Constitution, Bylaws, and Rules and Regulations of this Organization, as set forth by the Board of Directors, and those of our Affiliates, where applicable.

ARTICLE VI. OFFICERS

Section 1. At minimum, the officers of the Organization shall be the President, Vice President, Secretary, and Treasurer. Other voting and non-voting positions may be created and defined within the Bylaws.

Section 2. The duties of the officers of the Organization are those duties usually associated with their titles and are further defined in the Bylaws.

Section 3. The Board of Directors of the Organization shall be elected at the annual general meeting of the membership. Candidates must qualify as members at the time of their election, or if not members, shall be recommended by the Nominating Committee, and they shall serve one year beginning January 1. The number of non-Member Officers shall not exceed one-third ($\frac{1}{3}$) of the number of sitting Board of Directors.

Section 4. Prior to general meetings at which elections will be held, a Nominating Committee composed of the Vice President and up to three (3) additional members shall be identified and approved by the Board of Directors. All candidates shall communicate their interest to the Board at the last regularly scheduled Board meeting prior to the general meeting. The Nominating Committee shall make candidates known to the general membership seven (7) days prior to the general meeting and shall prepare ballots for use at the general meeting. The ballots will be counted at the General Meeting. The new offices take effect immediately upon the candidate's acceptance as officer-elect.

Section 5. When deemed necessary to successful management of the Organization, positions may be created, modified, or removed by the current Board of Directors at a regular meeting by two-third majority vote.

Section 6. Resignations of Officers of the Board must be confirmed in writing.

A. In the event that the President cannot complete his/her term, the Vice President shall assume his/her duties until a new President can be elected by the general membership. This election shall be held within sixty (60) days of termination of office and will be completed at a general membership meeting that is communicated to all members within fifteen (15) days of the vacancy.

B. Any other vacancies occurring on the Board caused by resignation, or any other reason, shall be filled by a two-thirds majority affirmative vote of the remaining Board members unless this remaining number shall be less than seven (7). In such event, a special general meeting shall be called in order to fill the vacancies.

C. Directors elected under these circumstances shall serve for the remainder of the existing term.

D. An officer found negligent in the performance of his/her duties as defined by these Bylaws may be removed from office by a two-third majority vote of the remaining members of the Board.

E. An officer who misses three or more meetings without approved representation to the Board will be considered negligent in his or her duties and may be removed from their position. Removal required a two-third majority vote of the remaining members of the board.

Section 7. After a year of board service all non-paid members of the board will receive a stipend of up to \$500/director. After two years of board service all non-paid members of the board will receive a stipend for an amount corresponding to the full annual dues for one child playing competitive soccer with the club. After three years of board service all non-paid members of the board will have all regular annual player dues covered by the league. This fee is only payable if the member has attended the required number of meetings and has served for the calendar year. The Board may approve pro-rating this amount if a director has served for less than the calendar year.

ARTICLE VII. MEETINGS

Section 1. Annual General Meeting

One general meeting of the membership shall be held in December with thirty (30) days-notice of date, time, and location communicated to the membership. Additional general meetings may be called by a two-thirds vote of the Board of Directors or by written petition of at least sixty (60) members. This meeting will occur within thirty (30) days with date, time, and location published fifteen (15) days prior to the meeting.

Section 2. Monthly Meeting

Meetings of the Officers and Board of Directors shall be held no less than once a calendar month. Board Meetings are open to the general membership; however, the Board may call a closed session to discuss personnel or disciplinary matters. Additional meetings (open or closed) may be called by the President or at the request of four (4) members of the Board of Directors.

Section 3. Voting - Regular Meetings

Each member of the Board of Directors or, in their absence their approved proxy, shall have one (1) vote at designated Board meetings. In order to have an approved proxy be eligible to vote for an absent Board member: 1) the Board member must submit the proxy's name in advance of the Board meeting, to allow verification that the proxy is an active member of the Organization, in good standing, and 2) this proxy must be approved by the majority of the Board members in attendance, before voting representation by the proxy will be recognized. The proxy shall not be a current board member. The President of the Organization shall cast a vote only in the case of a tie. A Board Member may teleconference into the Board meeting.

Section 4. Voting - Annual General Meeting

At general meetings, each member of the Organization present shall be eligible to vote; however, voting shall be restricted to one (1) member per family (or household, per league registration records). No family shall cast more than one (1) vote, regardless of his/her affiliations with team(s) and/or as a member of the Board of Directors. Voting shall be according to Roberts Rules of Order unless otherwise contradicted in the Constitution, Bylaws or Rules and Regulations of this Organization.

Section 5. Quorum

At all meetings of the Board of Directors, two-thirds of the voting Board members, or their Board-approved nominees, must be present to constitute a quorum for the transaction of business.

Section 6. Agenda

The agenda for meetings shall be as follows:

- Call to order
- Roll call
- Introduction of guests
- Operations business
- Acceptance of minutes
- Correspondence
- Unfinished business
- New business
- Committee reports
- Officers' reports
- Adjournment

Section 7. Robert's Rules of Order

Robert's Rules of Order shall be deemed as parliamentary procedure at all meetings unless otherwise agreed to by all participants.

ARTICLE VIII. AMENDMENTS

Amendments to the Constitution and Bylaws of this Organization shall be made by two-thirds majority affirmative vote of the general membership in attendance at any general membership or special meeting. All proposals for amendments shall be first presented in a regular meeting by an Officer or member of the Organization, and communicated to the membership with at least ten (10) days notice.

ARTICLE IX. POWERS OF THE DIRECTORS

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

- Defining, interpreting, and enforcing the Constitution and Bylaws.
- Suspending or otherwise disciplining any referee, coach, assistant coach, member, or player from any Almaden Valley Soccer Club activity.
- Approval of the leagues to which teams are assigned.
- Making temporary rules and regulations for specific occasions not provided for in the Constitution or Bylaws but deemed necessary by the Board to carry out the objectives of the Organization.
- May hire an Executive Director, who as the General Manager of the Organization, is responsible for the day-to-day operations necessary to achieve the goals defined by the Board, and shall hire additional staff to support operations, including Directors of Coaching, Technical Directors, employee coaches, and administrative personnel.

ARTICLE X. ANNUAL REVIEW

The Organization shall maintain a set of rules and regulations which shall be annually reviewed and approved by a majority vote of the Board.

ARTICLE XI. DISSOLUTION

Should this Organization dissolve, all assets remaining after payment of debts shall be turned over to the affiliated Organization.

Amended December 2020