

BY LAWS OF  
EL DORADO UNITED COMPETITIVE CLUB

A California Nonprofit Public Benefit Corporation

ARTICLE I

NAME

The corporation shall be known as El Dorado United Competitive Club.

ARTICLE II

PURPOSE

The goal of the corporation is to develop, administer and promote an organized competitive program for players, coaches, and families that will provide:

- A. A soccer program which stresses teamwork, sportsmanship, and skills within a competitive atmosphere, and
- B. The best soccer coaching available, with an emphasis on promoting players' desire to develop their skills to the highest possible level and to maintain their love of soccer, so that they may successfully compete in college and higher levels throughout their lives.

ARTICLE III

AUTHORITIES

The corporation shall be governed by its bylaws and the bylaws of EDYSL and CYSA. Proposed amendments to the Bylaws must be issued to the Board of Directors at least 14 days in advance. The Bylaws may be amended by two-thirds vote of:

- A. The Board of Directors present at a regularly scheduled meeting of the Board of Directors; or
- B. The members present at the Annual General Meeting (AGM), which shall be held in May of each year or as scheduled by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

The governing authority of the corporation shall be vested in the Board of Directors. A quorum shall be five of the elected directors. Each director shall have one vote. In the case of a tie, the President will decide the tie. Voting by proxy shall not be allowed. In addition to regularly scheduled monthly meetings, Emergency Meetings of the Board of Directors may be held upon forty-eight (48) hours notice by the president by electronic or telephonic notice of all board members.

It shall be the duty of the Board to:

- A. Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or by these Bylaws.
- B. Except as otherwise provided by these Bylaws, appoint and remove, employ and discharge, and determine the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- C. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- D. Meet at such times and places as required by these Bylaws.
- E. Register their addresses, telephone numbers, email addresses and fax numbers with the Secretary of the corporation.

ARTICLE V

OFFICERS AND DIRECTORS

The executive officers shall consist of the President, Vice President, Registrar, Treasurer, Secretary, and Director of Tournaments. Additional voting Directors shall consist of the Girls' Vice President, Boys' Vice President, Referee Coordinator, and Field Coordinator. The executive officers and directors shall be elected at the AGM. One vote per registered player may be cast: (a) by the player if 18 years or older; and (b) otherwise by a parent or guardian of the player. A quorum at the AGM shall be 15 or more voting members. The duties of the executive officers and directors shall be as follows:

- A. Duties of President. The duties of the President shall be to:
  - 1. Preside at all meetings of the Board of Directors and general meetings of the membership.
  - 2. Supervise the activities of the Board of Directors.
  - 3. Subject to the approval of the Board, appoint Standing Committees and Special Committees as needed or required for the proper operation of the Corporation.

4. Nominate individuals to fill vacant positions on the Board of Directors.
5. Represent El Dorado United Competitive Club at public functions.
6. Represent El Dorado United Competitive Club at meetings of EDYSL, and other governing bodies.
7. Authorized to represent the Club on all bank accounts including Tournament bank accounts.
8. Present an annual report of the operation and condition of the Corporation at the Annual General Meeting.

- B. Duties of Vice President. The duties of the Vice President shall be to:
1. In the absence of the President, act with the same powers and authority.
  2. Be an alternate representative at functions where the President is unable to attend.
  3. Perform such other duties as may be assigned by the President or the Board of Directors.
- C. Duties of Secretary. The duties of the Secretary shall be to:
1. Record minutes of Board meetings and General meetings for approval at subsequent meetings.
  2. Maintain records of minutes, policies, guidelines, and other official documents and correspondence.
  3. Administer all voting procedures and elections, and to tabulate and account for all votes.
  4. Perform such other duties as may be assigned by the President or the Board of Directors.
- D. Duties of Treasurer. The duties of the Treasurer shall be to:
1. Present a current financial statement of the El Dorado United Competitive Club at Board Meetings and the AGM.
  2. Maintain the checking and savings accounts for the Corporation and review or audit the records including the Tournament accounts.
  3. Authorized to represent the Club on all bank accounts including the Tournament bank accounts.
  4. Review all contracts, approve invoices for payment, maintain insurance policies, and prepare an annual budget for the Corporation.
  5. Provide policies and procedures to individual teams regarding operation of individual team accounts.
  6. Responsible for tax return filings with the Internal Revenue Service and Franchise Tax Board.
  7. Responsible for annual filings with the Secretary of State and Registry of Charitable Trusts.
  8. Perform such other duties as may be assigned by the President or the Board of Directors.
- E. Duties of Registrar. The duties of the Registrar shall be to:

1. Administer the registration of players and teams with the United States Soccer Federation and other organizations.
2. Administer travel documents.
3. Maintain team rosters including add-on players, dropped players, and transfers.
4. Administer attendance records at tryouts, and coordinate player releases.
5. Perform such other duties as may be assigned by the President or the Board of Directors.

F. Duties of Director of Tournaments. The duties of the Director of Tournaments shall be to:

1. Organize the annual tournament hosted by the El Dorado United Competitive Club.
2. Direct the activities of the Tournament Committee.
3. Prepare quarterly and annual reports for review by the Treasurer and Board of Directors.
4. Approve contracts related to the Tournament, including contracts for facilities, vendors and items purchased for resale, awards, and other items necessary to ensure the success of the Tournament.

G. Duties of Girls' Vice President. The duties of the Girls' Vice President shall be to:

1. Oversee the activities of the Girls' soccer teams.
2. Work with teams to resolve individual team issues.
3. Report to the Board of Directors regarding unresolved issues.
4. Perform such other duties as may be assigned by the President or the Board of Directors.

H. Duties of Boys' Vice President. The duties of the Boys' Vice President shall be to:

1. Oversee the activities of the Boys' soccer teams.
2. Work with teams to resolve individual team issues.
3. Report to the Board of Directors regarding unresolved issues.
4. Perform such other duties as may be assigned by the President or the Board of Directors.

I. Duties of Referee Coordinator. The duties of the Referee Coordinator shall be to:

1. Arrange for referees to officiate games for El Dorado United Competitive Club teams.
2. Perform such other duties as may be assigned by the President or the Board of Directors.

J. Duties of Field Coordinator. The duties of the Field Coordinator shall be to:

1. Arrange for game and practice fields, lights, and scheduling for El Dorado United Competitive Club teams.
2. Perform such other duties as may be assigned by the President or the Board of Directors.

K. Term of Office. The term of the President, Registrar and Treasurer shall be for two years. All other elected positions shall be for one-year terms.

L. Compensation of Officers. The salaries of the officers, if any, shall be fixed from time to time by vote of the Board of Directors. Compensation paid for services to the corporation shall only be allowed if reasonable and as permitted by California law.

M. Non-Liability of Officers and Directors. The officers and directors shall not be personally liable for activities or other obligations of the corporation.

N. Insurance of Corporate Agents. The Board of Directors may adopt a resolution authorizing the purchase of or maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing under the California Nonprofit Public Benefit Corporation Law.

## ARTICLE VI

### DIRECTOR OF COACHING, COACHES, TRAINERS, and MANAGERS

- A. Director of Coaching. The Director of Coaching will be appointed by the Board of Directors and may serve as a director on the Board if appropriate. The duties of the Director of Coaching shall be to:
1. Establish a consistent player development philosophy and oversee the implementation of this philosophy to the coaches and Boys' and Girls' Vice Presidents.
  2. Oversee the activities of the coaching staff and Boys' and Girls' Vice Presidents.
  3. Attend monthly Board of Directors meetings and additional meetings as necessary.
  4. Work with Boys' and Girls' Vice Presidents to supply appropriate substitute coaches for tournaments, games, or practice sessions when the regular team coach is absent.
  5. Develop recruitment policies that support Club philosophy and labor laws.
  6. Prepare and monitor coach evaluation process.
  7. Recruit and retain qualified coaches.

8. Submit recommended coaches for Board approval.
  9. Perform other such duties deemed reasonable by the Board of Directors as needed.
- C. Coaches and Trainers. The Board shall be responsible for appointing all coaches and approving all trainers for the El Dorado United Competitive Club teams. Coaches shall be under written contracts with the Corporation. Trainers shall be under written contract with the Corporation or with their respective teams as appropriate.
- D. Coach Selection and Retention. Applicants for head coaching positions, including Director of Coaching, shall annually present applications to the Coaching Selection Committee for review. The coaches and Director of Coaching will be selected by the Coaching Selection Committee and approved by the Board of Directors. An applicant that is on the Coaching Selection Committee shall be recused from consideration of his/her own application. Assistant coaching positions will be filled by the selection of the head coach and presented to the Board of Directors for approval.

Coaches who have been unable to meet the defined responsibilities and qualifications shall be subject to review by the Board of Directors. This review may result in actions, which may include, but are not limited to:

1. Dismissal or request for coach's resignation.
  2. A probation period (as determined by the Board and not to exceed one playing season).
  3. Subjection to written development guidelines for improvement. These guidelines would include recommendations for improvements of deficiencies, and would be developed by the President and Director of Coaching.
- E. Team Managers. The duties of the Team Managers shall be to:
1. Coordinate all non-coaching activities of the team.
  2. Coordinate player and team documentation required for league and tournament applications.
  3. Coordinate team finances and fundraisers.
  4. Communicate Club related information to parents and players.
  5. Attend monthly Board meetings.
  6. Perform such other duties as may be required by the Coach or the Board of Directors.

## ARTICLE VII

### STANDING COMMITTEES

- A. Tournament Committee. The Tournament Committee shall be headed by the Director of Tournaments. The committee is responsible for assisting the Director of Tournaments in the successful direction of the annual Club tournament. The Tournament Committee shall be recommended by the Director of Tournaments and approved by the Board of Directors.
  
- B. Tryout Committee. The Tryout Committee shall be responsible for holding tryouts for team selection. The Tryout Committee shall be recommended by the President and Director of Coaching and approved by the Board of Directors.
  
- C. Coaching Selection Committee. The Coaching Selection Committee shall be responsible for selection of coaches. The Coaching Selection Committee shall be recommended by the President and Director of Coaching and approved by the Board of Directors.
  
- D. Executive Committee. The Board of Directors may designate two (2) or more members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business affairs of the corporation, except with respect to:
  - 1. The approval of any action which, under law or the provisions of these Bylaws, requires a majority of all members.
  - 2. The fixing of compensation of the directors for serving on the Board or on any committee.
  - 3. The amendment or repeal of Bylaws or the adoption of new Bylaws.
  - 4. The approval of any transaction to which this corporation is a party and any of the committee members has a material financial interest.
  
- E. Other Committees. The corporation shall have such other committees as may from time to time be necessary as determined by the Board of Directors.

## ARTICLE VIII

### MEMBERSHIP

The corporation shall be open to membership by players who shall be selected by annual competitive tryouts, and registered with a team, according to procedures established by the Board of Directors. Players shall be selected through the tryouts, in an objective manner, with an emphasis on skills, team play, and competitive attitudes. All players will be considered without regard to race, creed, sex, or national origin. Each player shall be required to pay operations fees, the amount of said fees to be determined annually by the

Board of Directors. In addition, the parents, or legal guardians of players, shall be members of the corporation and will be encouraged to participate to the fullest extent possible.

Annual General Meeting. The President shall call for an Annual General Meeting (AGM) of the membership. The meeting will be held in May of each year or as scheduled by the Board of Directors. Notification for the meeting will be made at least thirty (30) days prior to the meeting by posting the notice on the Corporation's website.

The order of business at the AGM shall generally be as follows:

1. Call to Order
2. Roll Call of the Board of Directors
3. Approval of minutes of previous AGM
4. Reports:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
  - e. Registrar
  - f. Director of Tournaments
  - g. Boys' Vice President
  - h. Girls' Vice President
  - i. Referee Coordinator
  - j. Field Coordinator
  - k. Director of Coaching
5. Old Business
6. New Business
7. Election of Officers
8. Adjournment

#### ARTICLE IX

#### FISCAL YEAR

The fiscal year of the corporation shall begin on the first (1<sup>st</sup>) of July and end on the thirtieth (30<sup>th</sup>) of June in each year.

## ARTICLE X

### DISCIPLINARY ACTION

The Board of Directors shall have the right to refuse, restrict or revoke membership in the El Dorado United Competitive Club for conduct that is found to be not in the best interest of the Club or the United States Soccer Federation or its affiliates. The Board of Directors, by a two-thirds majority vote, can subject any member of the Club to disciplinary action for conduct that is found to be not in the best interest of the Club. The Club shall give the individual due written notice and the appropriate opportunity to refute charges and defend themselves. The disciplinary action may include exclusion of the individual from Club related activities for a period of time as determined by the Board of Directors.

No person(s) associated with the operation of the United States Soccer Federation and its affiliated organizations on any level may invoke the aid of the courts of any state or of the United States without first exhausting all remedies within the United States Soccer Federation and its affiliated organizations.

## ARTICLE XI

### TEAM ORGANIZATION

Coaches selected by the corporation shall be responsible for conducting team activities in accordance with the by-laws. The head coach has final authority for decisions affecting and about the team. Each head coach shall select a responsible person, other than the coach, to act as a team manager who shall assist the head coach in the administrative responsibilities of the team. Each head coach shall also select a responsible person, other than the coach, to act as a team treasurer who shall assist the head coach in the financial responsibilities of the team. Upon receipt, all team property, including funds on deposit and accounts receivable, shall be irrevocably assigned to and the property of the corporation. Should a team dissolve, all team liabilities shall be paid promptly, and immediately thereafter all team property shall be delivered back to the corporation. All teams shall wear uniforms approved by the Board of Directors and bearing the logo of the corporation.

## ARTICLE XII

### PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary

profit from the operations of the corporation, provided, however, that the provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by the by-laws; and no such person or persons shall be entitled to share in the distribution, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

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Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Officer

\_\_\_\_\_  
Date