

Article 1:05 1:05:01 The organization shall be governed by its
Authorities Constitution, By-Laws, Rules and Regulations
except when those are superseded by our parent
organization.

1:05:02 The governing authority of this Organization whose
power shall be vested with the Board of Directors
of this Organization.

Article 1:06 1:06:01 The members of this Organization shall consist of
Membership each member of the Board of Directors.

Article 1:07 1:07:01 The Annual General Meeting (AGM) of members
Meetings shall be held in December of each year in Santa
Cruz County at a time and place set by the
organization's board.

1:07:02 A quorum for the transaction of business shall
consist of those members present at the meeting.
The order of business at the Annual General
Meeting shall be as follows:

A. Call to Order

B. Roll Call

C. Accept Minutes of previous AGM

D. Reports

1. President

2. Treasurer

3. Other Board Members

4. Committees and others

E. Unfinished Business

F. Proposals for change of Constitution, By-Laws and Rules and Regulations.

G. Election of Officers

H. New Business

I. Adjournment

1:07:03 Each Job duty holder at the meeting shall be entitled to one vote.

1:07:04 Decisions made at this meeting shall be by majority vote of the members present except that any amendment to the Constitution, By-Laws or Rules and Regulations shall be by affirmative vote of two-thirds (2/3) of the members present.

Article 1:08
Amendments

1:08:01 Any amendment to these By-Laws and Rules and Regulations of this Organization shall require the affirmative vote of at least two-thirds (2/3) of the members present at the Annual General meeting or any legally held meeting called for the purpose of considering amendments to the By-Laws and/or Rules and Regulations and at which a quorum is present.

Article 1:09
Dissolution

Upon dissolution this organization will contribute any remaining funds to other TOPSoccer organizations.

Article 1:10
Conflict of
Interest

See Appendix A

Article 2:01
Players

2:01:01 All players shall be properly registered with the organization before playing, which includes any play date.

2:01:02 All boys and girls with special needs 4 years of age and older shall be allowed to play, subject to the child not being posing a danger to themselves or others.

2:01:03 All players shall abide by the Constitution, By-Laws and Rules and Regulations of this Organization and all applicable rules and regulations of the organizations with which this organization is affiliated.

Article 2:02
Board of
Directors

2:02:01 The governing board of this Organization shall be the Board of Directors which shall conduct the business affairs of the organization and shall be composed of the following:

1. President: who shall be the chief executive officer of the organization; shall conduct all meetings of the Board of Directors and of the members and shall be a voting member; shall appoint temporary committees when the need arises; and shall be the official liaison with the parent body.

2. Vice President: who, in the absence of the President shall preside at meetings and act as President.

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

The term of office for the Treasurer shall be different than other Board members in order to coincide with the filing of the tax forms. For the

Treasurer only, the term of office shall be from April 1 to March 31. As with all other offices, the election of the treasurer shall occur at the AGM, but for the treasurer only, office is assumed on April 1st.

4. **Senior Board Member:** A member who is committed to the organization for more than one year and has responsibility for at least one of the jobs duties. This board member will attempt to find a qualified candidate to replace himself/herself upon departing this board. Any proposed candidate will still need to be elected to the board through the normal process.

5. **Junior Board Member:** A single term member who will be responsible for at least one of the organization's job duties.

The existing board will decide when additional junior board members are needed in order to facilitate the existing organization's growing needs.

Job Duties: Are essential functions of the club that need to be preformed in order for successful operation of this organizations yearly mission.

Equipment Manager: who shall order and coordinate the delivery of all field equipment, and be in charge of field scheduling, uniforms, soccer balls, etc.

Buddy Coordinator: who shall insure that an adequate number of buddies are available for each play date and the proper training of each buddy. He/She will be responsible for holding a meeting to insure the proper training of buddies. He/She will be responsible for the database of the buddies and the confidentially associated with keeping information on the buddies.

Registrar: who shall keep an accurate record of all players and teams registered in the organization

and be responsible for filing the required registration forms with the parent organization. He/She will also be responsible for providing to the Buddy Coordinator all needs of any of the registered players to help ensure proper coordination of buddies to players.

Community Service Coordinator: who shall be responsible for working with the local schools to fill all necessary forms to insure buddies receive credit for community service.

Fund Raiser: who shall be responsible for the organization's fundraising needs. This person shall also be in charge of our sponsorship program. We have the following levels of sponsorship available: Platinum, Gold, Silver.

Special Events: shall coordinate year end party, Christmas party, Valentines day party and any other special event as decided by the Board.

Secretary: He/She shall take minutes of all official meetings and make sure these are posted to the website.

Website Coordinator: He/She shall be responsible for the coordination of the content to be posted on the website.

Past Member Consultant: A past senior board member who is no longer available for performing a job duty but is available as a consultant to help active board members with the successful operation of the organization.

The duration for each position is 1 year.

2:02:02 The Board of Directors shall have exclusive responsibilities for the following, in addition to or as part of the normal legal responsibilities of the Board:

1. Enforcing and interpreting the Articles, By-Laws Rules and Regulations of this Organization and making recommendations to the members of the Organization for their amendment, as needed.

2. Oversee the selecting of the coaches. No coach who has served in any previous season shall have a right to be appointed a coach in a subsequent year unless he/she is selected by the organization's governing board. Coaches shall be selected on the ability to teach the techniques of soccer, to manage his/her buddies and to ensure that each player is having a rewarding experience.

3. Oversee the organization in his/her supervision of buddies and ensuring that buddies are being coached in a satisfactory manner, consistent with sportsmanship, good soccer and the best interests of the players; shall have the power to make appropriate investigations into these matters, to establish corrective measures to be followed by the parties concerned, and to remove a buddy if the provisions are not followed.

4. Having ultimate responsibility for all duties assigned to the officers of the Organization.

2:02:03 The members of the Board of Directors shall be elected by the members of the Organization at its Annual General Meeting and shall take office when elected (except as noted previously for Treasurer). Any vacancy on the Board of Directors shall be appointed by the Board of Directors as soon as possible.

2:02:04 Any member of the Board absent from three (3) successive meetings of the Board of Directors without just cause is subject to removal from office by affirmative vote of the members of the Board of Directors present at a meeting at which there is a

quorum. A Director may be removed from office for any reason by vote of at least (2/3) of the directors of the Board.

Article 2:03 Meetings 2:03:01 Regular meetings of the Board of Directors shall be held once a month, the first Tuesday of each month, except December when there is no meeting and January, which follows the AGM.

2:03:02 Special meetings may be called by the President or by three (3) members of the Board in the same manner as for regular meetings.

Article 2:04 Quorum 2:04:01 At all meetings of the Board of Directors, fifty one percent (51%) of the Board of Directors membership shall constitute a quorum for the transaction of business. All decisions shall be taken by affirmative vote of a majority of those members present at a meeting at which there is a quorum.

Article 3:01 Authorities and Responsibilities 3:01:01 The organization will follow the "General Procedures" and "Specific Rules" that exist from the parent organization that we are part of and are to be followed subject to the following additions and/or modifications contained herein.

3:01:02 This organization shall be responsible for the conduct of its buddies and coaches and it is the responsibility of each coach to insure that his/her actions and the actions of the buddies on or off the field does not bring disrespect upon this Organization.

Article 3:02 Registration 3:02:01 No person shall play or practice in this Organization until a properly completed

registration form has been submitted to the proper authority and officially processed.

3:02:02 Players shall be assigned to teams or buddies by the respective coach or coach's coordinator based upon the then current policies of the Board of Directors.

3:02:03 The Board of Directors shall have the power to suspend registration of players at any time and for any period.

Article 3:03
Coaches

3:03:01 All coaches shall have, prior to the beginning of the first season, taken training working with special needs players.

3:03:02 Any individual who was convicted of or pleads guilty to a crime of moral turpitude or is a registered sex offender is prohibited from coaching or managing youth soccer team under our jurisdiction. If the individual is convicted or pleads guilty, or becomes a registered sex offender while actively coaching or managing, the Organization may remove the individual from the position of coach once the conviction, plea or registration as a sex offender occurs.

Article 3:04
Referees

3:04:01 TBD

Article 3:05
Protests and
Appeals

3:05:01 Only violations of the By-Laws, Rules and Regulations of this Organization or of the Parent Organization, or misapplication of the Laws of the Game shall be considered proper subject for protest.

3:05:02 Any protest or organizational level appeals permitted by these rules and regulations shall be delivered in writing to the parent Organization within two (2) calendar days of the decision of the event being protested, together with a non-refundable amount of \$25.00.

3:05:03 Any protest shall be heard by a protest committee to include the President (or such person designated by him/her) and two members of the Board. The protest committee shall consider all pertinent information arising out of the protest and shall make its decision within seven (7) days following the delivery of protest to the Organization. The decision shall be delivered to the protesting party personally or shall be mailed to him/her within 24 hours of the decision.

3:05:04 The decision of the protest committee shall be final. An appeal may be made to USSF National Appeals Committee per USSF Bylaw 705.

3:05:05 No member of the Organization's Protest Committee shall be a coach, manager or parent of any team whose team is involved in the protest.

Article 3:08
Format of Play

3:06:01 The Board of Directors will, after analyzing the number of teams and after player registration, determine the format of play for that group.

Appendix A

Conflict of Interest

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the board decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible

interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.