CASTRO VALLEY SOCCER CLUB
A California Non-Profit Corporation
CONSTITUTION AND BYLAWS
PROPOSED: November 14, 2026
APPROVED: December __, 2026
ADOPTED: January 1, 2027

Section 1.1 - NAME
This California Non-Profit Corporation is known as the Castro Valley Soccer Club.

Section 2.1 - SEAL
The Board of Directors provides a corporate seal with the words “Castro Valley Soccer Club, incorporated 1982”. The Board of Directors can update or designate a logo. Current logo:



Section 3.1 - BOUNDARIES
The boundaries of the Castro Valley Soccer Club are the community of Castro Valley, Alameda County, within the current US Postal Service ZIP Codes 94546 and 94552 and any other ZIP codes added by the US Postal Service within the geographical limits established by these ZIP codes.

Section 4.1 - DOMICILE
The principal office or mailbox of the Castro Valley Soccer Club is located in the geographical area known as Castro Valley, Alameda County, California. Today, Castro Valley Soccer Club’s P.O. Box is 4061 East Castro Valley Blvd., #505, Castro Valley, CA 94552. If a physical address, beyond a mailbox, is required to conduct business, Castro Valley Soccer Club will use an address designated by the Board (for example, a registered-agent or other business address) so that no volunteer’s home address is published.

The purpose of the Castro Valley Soccer Club is to teach and foster youth soccer. Consistent with this purpose, the Castro Valley Soccer Club is a family based organization that offers high quality soccer to individuals regardless of race, color, religion, sex, national origin, ancestry, sexual orientation, gender identity, or disability. The Castro Valley Soccer Club promotes good sportsmanship and enjoyment of soccer for players, coaches, referees, and parents or guardians of players.

The Castro Valley Soccer Club is an affiliated branch of and complies with the authority of Cal North, the United States Youth Soccer Association (USYSA), NorCal, US Club Soccer, and the United States Soccer Federation (USSF).

The primary colors of the Castro Valley Soccer Club are green and yellow.

Section 5.1 - GOVERNMENT
The Castro Valley Soccer Club is governed by its Constitution and Bylaws (this document) and [Rules and Regulations] (collectively the "Rules") except when these Rules conflict with or are superseded by the rules, regulations, constitution or bylaws of Cal North, the United States Youth Soccer (USYS), NorCal, US Club Soccer, and the United States Soccer Federation (USSF). If there is a conflict, the following order of precedence applies: (1) applicable law; (2) the Articles of Incorporation; (3) these Bylaws; and (4) the Rules and Regulations.

Section 5.2 - GOVERNING BODY
The governing body of the Castro Valley Soccer Club, whose powers are delineated by these Bylaws, are vested in the Board of Directors (the Board) composed of the elected officers of the Castro Valley Soccer Club.

Section 5.3 - SEASONAL YEAR
The seasonal year is directed by Cal North and NorCal.

Section 5.4 - FISCAL YEAR
The fiscal year is the calendar year, beginning on January 1 and ending on December 31, of a given year.

Section 5.5 - RULES AND REGULATIONS
The Board will publish the Rules and Regulations on the Castro Valley Soccer Club's website annually on or before the first day of registration. These Rules and Regulations include operational rules and procedures for the Castro Valley Soccer Club. Rules of play, team formation, conduct of matches, and other game procedures included.

Section 6.1 - MEMBERSHIP DEFINITION
Membership in the Castro Valley Soccer Club is limited to registered players, their parents or guardians, registered coaches, active adult and youth referees, and officers of the Board. For purposes of voting at annual membership meetings, each family is limited to one (1) vote. A "family" means members who live in the same household. Voting eligibility is determined as of a record date set by the Board that is not more than sixty (60) days and not less than ten (10) days before the meeting.

Section 6.2 - ACTIVE ADULT REFEREE DEFINITION
To be declared an active adult referee, the individual must be at least 18 years of age, be currently licensed with the United States Soccer Federation, and have participated in officiating ten (10) or more matches for the Castro Valley Soccer Club during the previous 12-month period. Matches must be governed under the guidelines of FIFA, USSF, NorCal, and Cal North.

Section 6.3 - VOTING AGE
All voting members must be at least 18 years of age.

Section 6.4 - BOARD OF DIRECTORS
The Board of Directors shall be composed of the fourteen (17) officers elected from the voting membership of the Castro Valley Soccer Club.

Section 6.5 - PLAYERS
All players sponsored, financed, coached, or administered by any team of the Castro Valley Soccer Club, must be registered with the Castro Valley Soccer Club, Cal North, NorCal or US Club Soccer. Nothing within these Bylaws shall prevent the Board from limiting the number of players registering with the Castro Valley Soccer Club.

Section 7.1.1 - ANNUAL MEMBERSHIP MEETING
The Annual Membership meeting is held the second week of December each year. The specific date of the meeting is determined with the approval of two-thirds (2/3) of the Board present and voting no later than the October Monthly Meeting. With the approval of two-thirds (2/3) of the Board present and voting, the Annual Membership meeting may be delayed for a period not to exceed thirty (30) days.

Section 7.1.2 - PURPOSE OF ANNUAL MEMBERSHIP MEETING
The purpose of the Annual Membership Meeting is to elect officers of the Castro Valley Soccer Club, to decide on any proposed amendments to these Bylaws, and to address any other club business. Agenda items not specifically addressed in these Bylaws must be submitted, in writing, to the Board not more than 60 days and not less than 35 days before a scheduled Annual Membership meeting and must be included in the notice of the Annual Membership meeting.

Section 7.1.3 - NOTICE OF ANNUAL MEMBERSHIP MEETING
A notice of the Annual Membership meeting stating 1) the place, 2) the day and hour, and 3) the purpose (to include the agenda and copies of material to be considered) is posted on the Castro Valley Soccer Club's website and sent by email to each member at the email address on record not less than 30 or more than 60 days prior to the scheduled Annual Membership Meeting.

Section 7.1.4 - SPECIAL MEMBERSHIP MEETING

A special membership meeting may be called by two-thirds (2/3) of the Board of Directors or by 100 members, by petition in writing, to the Board of Directors.

Section 7.1.5 - QUORUM
At the Annual Membership meeting, without regard to the actual number of members, the presence of twenty (20) members with voting privileges constitutes a quorum to conduct business at a meeting. The members present at a duly called meeting with quorum may continue to transact business until adjournment, even if members leave the meeting making attendance less than a quorum.

Section 7.1.6 - PROXIES
Voting by proxy is not permitted.

Section 7.1.7 - CONDUCT OF BUSINESS
The act of a majority of the members present and voting (abstentions do not count) at an Annual Membership meeting constitutes the act of the membership, unless a greater number is required by these Bylaws. A tie vote on any motion at a membership meeting means the motion is not adopted. A tie between candidates in an election is resolved under Section 9.4.2.

Section 7.1.8 ONLINE VOTING
Castro Valley Soccer Club allows for online balloting provided the online voting ends at the specified period directed by the board. Members may elect to vote either online or in person at the Annual Membership Meeting depending on the board offering. Online voting is not secret as membership must be verified to establish voting eligibility.

Section 7.2 - BOARD OF DIRECTORS
Section 7.2.1 - MONTHLY MEETING
The Board of Directors meet monthly on the third Monday of the month. If the third Monday is a holiday, the meeting is held on the second Monday of the month. A change to this date may be made on a month-to-month basis by approval of two-thirds (2/3) of the directors then in office. At least 14 days prior to a rescheduled meeting, notice of change must be communicated in writing to each director (email is sufficient).

Section 7.2.2 - SPECIAL MEETING
A special meeting of the Board of Directors may be called by the President or by any three (3) directors. Notice stating the date, time, place (or video-conference link) and purpose of the meeting must be given to each director at least four (4) days in advance by mail, or at least forty-eight (48) hours in advance by telephone, email or other electronic transmission.

Section 7.2.3 - QUORUM
At any Board meeting, the presence of a majority of the directors then in office shall constitute a quorum for the purpose of conducting business at a meeting. Directors participating by telephone or video conference, where all participants can hear one another, are present for purposes of quorum and voting.

Section 7.2.4 - CONDUCT OF BUSINESS
The act of a majority of the directors voting at a meeting constitutes the act of the Board of Directors, unless the act of a greater number is required by these Bylaws. Directors abstaining are considered to not have voted.

Section 7.2.4.1 - TIE VOTES
(a) Motions. A tie vote on any motion means the motion is not adopted. A motion lost because of a tie may be amended and brought back for a new vote at a later regular or special meeting. The President and every other director vote as equals; no director, including the presiding officer, has a second or casting vote.
(b) Time-sensitive matters. If a tie prevents action on a matter that cannot wait until the next regular meeting, the President or any three (3) directors may call a special meeting under Section 7.2.2 to reconsider it. Pending that meeting, the Executive Committee may take only the limited interim action permitted by Section 9.4.6. (c) Choosing among candidates. When the Board is choosing among candidates (for example, to fill a vacancy under Section 8.6) and no candidate receives a majority of the votes cast, the Board shall hold a runoff between the two candidates with the most votes. If the runoff is tied, or a tie prevents selection of the two runoff candidates, the tie is decided by random draw (coin toss or drawing of names) held in open session by the Secretary/Communications Director in the presence of at least two other directors. A director who is a candidate may not conduct the draw.
(d) Recording the result. Directors who abstain or are recused are not counted as having voted. The presiding officer shall announce each result as “adopted” or

“not adopted,” and the minutes shall record the number of votes for and against and the names of any abstaining or recused directors.

Section 7.2.5 - EXECUTIVE SESSIONS
Approval must be obtained from 2/3 of the Board members present and voting to move the Board meeting into executive session. Matters of personnel, discipline, etc. may appear appropriate to the Board of Directors to occur in an Executive Session. The records of the Executive Session are maintained as confidential. Records of an Executive Session remain open to every director. Any action taken in Executive Session must be reported in open session in general terms.

Section 7.2.6 – CONFLICT OF INTEREST DOCUMENT
All serving Board Members must sign a Conflict of Interest (COI) document annually in January. If a board member is elected after January, that person signs a COI document at their first board meeting. A director who has a financial interest in a matter before the Board (or whose relative or household member has one) must disclose it before discussion begins, may not vote on it or try to influence the vote, and shall leave the room during deliberation and the vote if the Board so requests. Each disclosure and recusal shall be recorded in the minutes. “Relative” means a spouse or domestic partner, parent, child, sibling, or any person living in the same household. Directors serve without compensation, and no director or relative of a director may be hired or paid by the Club except as approved by the other directors in compliance with applicable law.

Section 7.2.7 – ELECTRONIC VOTING
For pressing issues, in between scheduled board meetings, Castro Valley Soccer Club may allow for electronic (board position specific email, in video conference polls, collaborative software tracking) voting. A vote taken during a real-time telephone or video conference in which all participating directors can hear one another is a vote at a Board meeting and follows Sections 7.2.3, 7.2.4 and 7.2.4.1. Any other electronic vote (for example, an email or online poll) is valid Board action only if every director consents in writing (email is sufficient) and the action is recorded in the minutes of the next Board meeting. Otherwise, the result is advisory only and must be ratified at the next Board meeting.

Section 7.2.8 – ITEMS REQUIRING VOTES
Outside of explicitly listed votes outlined in other parts of this document, the following topics require board votes before action is taken 1) approval of minutes, 2) approval of annual rules & regulations changes, 3) hiring decisions, 4) approval of board members to fill vacancies, 5) approval of annual budget, 6) any spend or refunds outside of the approved budget, 7) any decision around branding including approval of sponsors, and 8) any other topic the Executive Committee believes necessitates a vote.

Section 8.1 - COMPOSITION
The Board of Directors is comprised of the fourteen (17) voting directors, each holding one of the offices listed below, and elected to staggered two-year terms (Section 8.3) by the general membership:

- President
- Vice-President
- Secretary/Communications Director
- Treasurer
- Operations Director
- Competitive Program Director
- Recreational Teaming Director
- Recreational Coaching Director
- Recreational Scheduling Director
- Recreational Director Over BB and GH
- Recreational Director Over Academy
- Recreational Director over 7v7 and 9v9
- Recreational Director over Super Rec
- Events & Volunteer Director
- Referee Program Director

- Compliance Director
- Fields Director

Section 8.2 - ELECTION
The officers of the Castro Valley Soccer Club are elected at the Annual Membership Meeting. A tie in an election is resolved as provided in Sections 7.1.7 and 9.4.2.

Section 8.3 - TERM OF OFFICE
The term of office is for two (2) calendar years following the Annual Membership Meeting. The term begins on January 1 following the Annual Membership Meeting at which the officer is elected and continues until a successor is elected and takes office.
To be eligible to run and serve as President, the individual must have served for a minimum of 2 years on the CVSC Board of Directors prior to beginning the term as President. It is highly recommended that the President-elect has experience in multiple offices on the CVSC Board before serving as President.

The two-year term begins in calendar years ending in **even** numbers for the following offices:
- President
- Secretary/Communications Director
- Recreational Teaming Director
- Recreational Coaching Director
- Recreational Director over 7v7 and 9v9
- Competitive Program Director
- Events & Volunteer Director
- Recreational Director Over Academy
- Fields Director.

The two-year term begins in calendar years ending in **odd** numbers for the following offices:
- Vice President
- Treasurer
- Recreational Scheduling Director
- Recreational Director over BB and GH
- Recreational Director over SuperRec
- Operations Director
- Referee Program Director
- Compliance Director.

Members of the same household cannot hold two or more of the following offices at the same time: President, Vice President, Treasurer, Secretary or Operations Director.

Section 8.4 - TENURE
No individual may serve more than two (2) consecutive terms as President or Vice President, unless that position remains vacant at the time of the first meeting of the new Board, and the service of a third term is approved by the Board at its first meeting, pursuant to Section 8.6 below.

Section 8.5 - REMOVAL
Any officer may be removed by the Board for cause upon approval of 2/3 vote of its members present and voting. “Cause” means failure to attend three (3) consecutive regular Board meetings, or more than one-third of the regular Board meetings in a calendar year, without an excused absence; a breach of the Conflict of Interest requirements in Section 7.2.6 or of a director’s fiduciary duties; a violation of the Club’s safeguarding requirements; or other conduct materially harmful to the Club. An officer may also be removed or by 2/3 of the general membership present and voting at a meeting of the general membership. Prior to any vote to remove an officer, the officer must receive a written notice of the hearing before the Board. The hearing must take place at least ten (10) days and no later than thirty (30) days after the written notice has been mailed or delivered. A notice of hearing is deemed delivered on the fifth day following the date on which it is mailed to the last known address of the Board member, first class postage prepaid. Notice may instead be sent by email to the address on file, in which case it is deemed delivered on the day it is sent. The officer has the right to attend the hearing, to be heard, and to present evidence and witnesses.

Section 8.6 – VACANCIES
The Board of Directors may fill any vacancy occurring in any office for any reason. The President and Vice President (or, if either office is vacant, the next highest ranking officers remaining on the Board) will seek qualified individuals who meet the eligibility requirements for the office and nominate them for approval by a majority vote of the directors then in office, even if fewer than a quorum. A person appointed to fill a vacancy serves for the remainder of the unexpired term. If the office of President becomes vacant, the Vice President becomes President for the remainder of the term and the resulting Vice President vacancy is filled under this Section. A tie vote on an appointment is resolved under Section 7.2.4.1.

Section 8.7 - DUTIES OF OFFICERS
Section 8.7.1 - PRESIDENT
The President has general supervision over all the affairs of the Castro Valley Soccer Club and calls and presides at all meetings of the Castro Valley Soccer Club and the Board. The President is an ex-officio member of all committees and appoints chairpersons and members of committees consistent with these Bylaws. The President or designee serves as the primary liaison with the Castro Valley Unified School District and the Hayward Area Recreation District. The president acts as chair of the Executive Committee. The President is expected to be present at CVSC Sponsored Events when possible, as well as take the role of Co-Director of the CVSC Spring Classic Tournament alongside the Vice President. The President serves as oversight for the Competitive Program. At the beginning of each calendar year, the President arranges time to meet with each Board Member individually to set goals and ensure clear understanding of expectations.

Section 8.7.2 - VICE PRESIDENT
The Vice President, in the absence of the President, performs all duties of the President. The Vice President performs the duties of parliamentarian and advises the Castro Valley Soccer Club and the Board on all matters pertaining to the conduct of meetings as established by Robert's Rules of Order and such other procedures that the Board or the members may adopt. The Vice President ensures that all ratified and/or approved Club documents are published in a timely manner. At a minimum, the Club's Constitution and Bylaws and [Rules and Regulations] must be approved for the current year and published prior to the beginning of the registration process. The Vice President also acts as the chair of the Disciplinary Committee (Section 9.4.5). The Vice President coordinates the PCA agreement and meetings. The Vice President provides and ensures the Conflict of Interest Document is signed by all Board members. The Vice President is expected to be present at CVSC Sponsored events when possible, as well as serves as Co-Director of the CVSC Spring Classic alongside the President. The Vice President is expected to manage the CVSC Merchandise Experience via the club website. The Vice President serves as oversight for the Recreational Program, in addition to being a member of the Financial Aid Committee.

Section 8.7.3 – SECRETARY/ COMMUNICATIONS
The Secretary/Communications role (COMMS) keeps the minutes of all the meetings of the members and the Board, takes charge of and serves as the official custodian of all non-financial records of the Castro Valley Soccer Club, and issues notices or other correspondence as directed. This role is responsible for setting calendar invites for all Board meetings, as well as creating and sharing the relevant agendas. COMMS acts as the chair of the Nominating Committee. COMMS leads and standardizes communication between CVSC and its Members. This role is responsible for maintaining the CVSC Website and Social Media Outlets (Facebook/IG). COMMS is responsible for managing the TEAM SNAP set up and maintenance annually.

Section 8.7.4 - TREASURER
The Treasurer manages the collection and deposit of all monies and receives and holds all securities of the Castro Valley Soccer Club and disburses the same as directed by the Board. The Treasurer may only disburse the funds that have first been deposited in Castro Valley Soccer Club's accounts. The Treasurer keeps accounts of the Castro Valley Soccer Club, which are open for inspection as directed by these Bylaws or the Board. The Treasurer submits full monthly written statements of the accounts to the Board at each monthly meeting. The Treasurer files all legally required financial reports for the Castro Valley Soccer Club. As applicable, these include the IRS Form 990-series return, the California Franchise Tax Board Form 199-series return, the Attorney General Registry of Charitable Trusts annual report, and the Secretary of State Statement of Information, each filed by its due date with copies provided to the Board. The Treasurer prepares a summary financial report for distribution to the members at the Annual Meeting. An individual who cannot qualify for a bond is deemed ineligible to serve as Treasurer and must be replaced by the Board. An individual who can qualify for a bond but for whom the bonding company requires a surcharge may be declared ineligible to serve by a two-thirds (2/3) vote of the Board, in which case, the Board must replace the person as the Treasurer. The Treasurer acts as the chair of the Budget & Goals Committee.

Section 8.7.5
The following outlines general expectations for all Recreational Director roles, followed by specific expectations by role.

Recreational Directors are responsible for partnering with the Vice President on conducting the annual PCA meeting for Coaches and Parents, managing all REC Inventory (uniforms/goals/other equipment/end of season medals/pins), and building/maintaining a FAQ for Rec Families to reference each season. These responsibilities are to be divided between the six Recreational directors at the beginning of the Fiscal Year to ensure a calendar is in place with clear deadlines and

deliverables per role. Outside of the Rec Season (January-July and November-December), Recreational Directors are asked to continue to serve as active members of the Board. Working closely with the Events Director to facilitate various events.

Section 8.7.5.1 RECREATIONAL TEAMING DIRECTOR
Recreational teaming director is responsible for the registration process, and teaming at the beginning of each season. Additionally they is responsible for creating, sharing, and tracking the end of season surveys, reporting out on themes to the Board. The Teaming Director is responsible for communicating final team formations (in partnership with the release via Team Snap by the Communications Director. This role is expected to track specific and unique “cut off” registration dates, ensuring the waitlist trigger goes into effect based on age/gender.

Section 8.7.5.2 RECREATIONAL COACHING DIRECTOR
The Recreational Coaching Director is responsible for finding volunteer coaches, and **registering**/managing said volunteer coaches. Responsible for following up with Got Sport requirement completion, PRIOR to end of season. This should be occurring monthly as needed, in partnership with the Registrar. The Coaching Director maintains communication with coaches via Team Snap (or future communication platform) and is an active participant in dialogue around challenges and opportunities. It is expected that this role serves as a connection between the Board and Coaches, and is able to effectively communicate the needs of Coaches. With that, prior experience as a CVSC Coach is preferred.

Section 8.7.5.3 RECREATIONAL SCHEDULING DIRECTOR
The Recreational Scheduling Director is responsible for scheduling all practices and games for Bumblebees to U12. Expected to communicate schedules when complete AND handle in season changes/needs, partnering with the Fields Director. Responsible for coordinating game schedules and schedule changes with the Referee Director.

Section 8.7.5.4 RECREATIONAL DIRECTOR OF BUMBLEBEE AND GRASSHOPPER
The Recreational Bumblebee and Grasshopper Director is responsible for communication with and volunteer finding/tracking of Bumblebee and Grasshopper families. Suggested to either be a recent parent of this age group, OR current parent in this age group.

Section 8.7.5.5 RECREATIONAL DIRECTOR OF ACADEMY
The Recreational Academy Director is responsible for communication with and volunteer finding/tracking of Academy families. Suggested to either be a recent parent of this age group, OR current parent in this age group.

Section 8.7.5.6 RECREATIONAL DIRECTOR OVER 7v7 and 9v9
The Recreational 7v7 and 9v9 Director is responsible for communication with and volunteer finding/tracking of 7v7 and 9v9 families. Suggested to either be a recent parent of this age group, OR current parent in this age group.

Section 8.7.5.7 RECREATIONAL DIRECTOR OF SUPER REC
The Recreational SuperRec Director is responsible for communication with and volunteer finding/tracking of Super Rec families, attending pre-season NorCal SuperRec meetings and scheduling SuperRec games.. Responsible for coordinating game schedules and schedule changes with the Referee Director. Suggested to either be a recent parent of this age group, OR current parent in this age group.

Section 8.7.6 - COMPETITIVE PROGRAM DIRECTOR
The Competitive Program Director has overall responsibility for the Castro Valley Soccer Club's Competitive Program, including but not limited to the quantity of teams, recruitment and assignment of coaches and assistant coaches, assignment of players, coach education program and player development. The Competitive Director partners with the Director of Coaching (DOC) to facilitate outreach to Recreational Families, providing a bridge to move from Rec to Comp. The Competitive Director is responsible for building and maintaining the COMP Field Schedule for CVSC Home Games. The Competitive Director will maintain accurate inventory of equipment at each Competitive field used by CVSC, partnering with Operations on when new equipment is needed. It is recommended that this Director has a coaching license or at minimum has experience coaching youth soccer.

Section 8.7.7 – REFEREE PROGRAMS DIRECTOR
The Referee Programs Director has overall responsibility for the Castro Valley Soccer Club's referee program including the assigning, mentoring, training, and assessment of referees serving the Castro Valley Soccer Club. The Referee Programs Director also makes recommendations to the Board regarding who the CVSC referee assignor(s) should be, and oversees that the referee assignors are assigning referees to games that match their skill level throughout the season. The Referee Program Director forms a committee composed of the President and at least one other board member to review the referee assignor(s) annually. The Referee Programs Director acts as chair of the Referee Committee.

Section 8.7.8 – OPERATIONS DIRECTOR
The Operations Director manages the uniform and equipment procurement for both Competitive and Recreational programs. The Operations Director serves as the point of communication with Soccer Post & Adidas (or future Club Sponsorship). The Operations Director is responsible for taking inventory at the end of each calendar year at the CVSC Storage Unit, sharing the status of inventory and proposing where additional inventory is needed or excess exists. This report is to be shared at the January Board Meeting. It is the Operations Director's responsibility to partner with the Treasurer on budget needs based on estimates for replacing equipment. This role is the point of contact for the Storage Units we hold on Castro Valley Blvd. The Operations Director should be partnering with the Referee Director for end of season gifts to Referees as needed. They is responsible for securing any other end of year gifts to coaches/volunteers.

Section 8.7.9 - EVENTS & VOLUNTEER DIRECTOR
The Events Director plans and coordinates all special events held by the Castro Valley Soccer Club, which may include but is not limited to jamborees, soccer carnivals, picture day, community events, partnership events (e.g., Earthquakes, Roots & local colleges), the coach appreciation dinner, and board dinner. The Events Director acts as chair of the Events Committee. The Events Director provides direction, coordination, consultation, and recruitment for all volunteer functions to assist in club events. The Events Director manages game day and field volunteers (field marshalls, Rec Field Set up/break down), including board member help and event volunteers when needed. The Events Director follows up to be sure volunteers show up and get their hours recorded for the VPP. The Events Director also manages volunteer hours for Financial Aid recipients (if applicable).

Section 8.7.10 - COMPLIANCE DIRECTOR
The Compliance Director shall serve as a member of the Board of Directors and shall have authority to recommend corrective actions, policy changes, and compliance improvements. The Compliance Director shall coordinate with the Registrar, Treasurer, and other Club officers and committees and shall not independently impose disciplinary sanctions unless expressly authorized by the Club's governing documents or Board-approved policies. Specifically, they will oversee adherence to applicable SafeSport requirements, California youth protection laws, and other player safety regulations; monitor compliance with required background checks, fingerprinting, mandated reporter training, and certifications for coaches, administrators, and volunteers; and coordinate with appropriate Club representatives to ensure compliance with concussion protocols, injury reporting, and other participant safety requirements. Ensure that the Club maintains adequate insurance coverage.

Section 8.7.11 - Fields DIRECTOR
The Fields Director shall serve as a member of the Board of Directors and shall be responsible for overseeing the coordination, availability, allocation, and maintenance of soccer fields and related facilities utilized by Castro Valley Soccer Club. The Fields Director shall work collaboratively with the Board of Directors, Club administrators, coaches, and external facility providers to ensure that the Club has access to safe, suitable, and adequately maintained facilities for its programs and activities. The Fields Director shall have the authority to restrict Club use of an unsafe field, even on short notice, while respecting any closure decisions made by the facility owner. The Fields Director will be the point of contact for the Board and have responsibility for developing relationships with local schools, public agencies, and other organizations to improve access to facilities.

Section 9.1 - COMMITTEE MEMBERSHIP
Each committee consists of a minimum of three (3) members. The chairperson of each standing committee is the officer designated in these Bylaws; the chairperson of any other committee is elected by the Board from its membership. Committee members may be from the membership of the Castro Valley Soccer Club. Members of the same household cannot serve on the same committee.

Section 9.2 - COMMITTEE ACTIONS
All actions are subject to approval or ratification of the Board of Directors unless otherwise specified by the Bylaws. A committee that includes persons who are not directors may only advise and make recommendations to the Board; it may not bind the Club or exercise the authority of the Board.

Section 9.3 - OTHER COMMITTEES
The Board of Directors may establish committees as necessary, consisting of Board members and Castro Valley Soccer Club members and with powers consistent with these Bylaws. Other committees are responsible for recommending to the Board of Directors and must be approved by the Board of Directors.

Section 9.4 - STANDING COMMITTEES
The Castro Valley Soccer Club establishes and maintains the following standing committees:
- Bylaws and Rules & Regulations
- Nominating
- Budget & Goals
- Disciplinary
- Executive
- Credentials
- Fields
- Events
- Referee
- Financial Aid

Section 9.4.1 - BYLAWS AND [RULES AND REGULATIONS] COMMITTEE
The Vice President serves as Chair of this committee. The committee will accept, propose and recommend changes to the Bylaws of the Castro Valley Soccer Club in accordance with the procedures prescribed by these Bylaws. The committee shall review the Castro Valley Soccer Club's [Rules and Regulations] and make recommendations for modification to the Board of Directors prior to the end of the seasonal year. Once the [Rules and Regulations] of the Castro Valley Soccer Club have been passed by the Board for the next seasonal year, any changes, including any exceptions during that same fiscal year must be approved by two-thirds (2/3) majority of the Board.

Section 9.4.2 - NOMINATING COMMITTEE
The COMMS Director serves as Chair of this committee. The committee meets not less than sixty (60) days prior to the Annual Membership meeting. The purpose of the Nominating Committee is to secure and compile a list of candidates for the officer positions authorized by Article VIII, Section 8.1 of these Bylaws, to be presented to the members for approval at the Annual Meeting. The Nominating Committee accepts nominations submitted in writing by any member of the Castro Valley Soccer Club. All nominations are received and accepted by the Nominating Committee not less than thirty (30) days prior to the coming election. A Nominating Committee member who becomes a candidate must step down from the committee, and if the chair becomes a candidate, the President shall appoint another director to chair the committee for that election. The Nominating Committee shall conduct the election during the Annual Membership meeting by ballot. Online voting is governed by Section 7.1.8. After establishment of a quorum, the candidate receiving a majority of the votes cast for an office is elected to that office. If no candidate receives a majority, a runoff is held between the two candidates with the most votes. If a tie prevents selection of the two runoff candidates, or the runoff is tied, the Credentials Committee shall decide the result by random draw held in open session.

9.4.3 - BUDGET AND GOALS COMMITTEE
This committee is chaired by the Castro Valley Soccer Club's Treasurer. The Vice President and the Operations Director serve as members of this committee. The purpose of this committee is to prepare a proposed budget and season goals for the Castro Valley Soccer Club for the following fiscal year and submit the proposed budget to the Board for approval no later than the February Board of Directors' Meeting of each year. If needed, all Directors submit in writing, no later than January 15 a written budget for their area of responsibility for the following fiscal year. This committee is also responsible for partnering with the Events Director on tracking board engagement as it relates to credits for service.

Section 9.4.4 - DISCIPLINARY COMMITTEE
The Vice President chairs this committee. The committee is composed of at least 3 committee members, one of whom is a Recreational Director. The committee has the responsibility of hearing matters pertaining to violations to the [Rules and Regulations], General Procedures of the Castro Valley Soccer Club, or misapplication of the [Laws of the Game].

Section 9.4.5 - EXECUTIVE COMMITTEE
The Executive Committee chaired by the President. The committee is composed of the President, Vice President, Secretary/Communications, Operations, Treasurer and Competitive Director. The Executive Committee may meet monthly to set the regular board meeting agendas, resolve emergency situations between the monthly Board of Directors meetings, or when so directed by the Board. All actions by the Executive Committee must be ratified by the Board of Directors at their next scheduled meeting. The Executive Committee may not take any action that California law reserves to the full Board, including amending these Bylaws, adopting the budget, filling a Board vacancy, or removing a director. Action between Board meetings must be limited to what is reasonably necessary to protect the Club until the Board can act.

Section 9.4.6 - CREDENTIALS COMMITTEE
This committee shall be chaired by the Vice President. If the Vice President is presiding at the Annual Membership Meeting the Secretary/Communications Director will be the chair. This committee will establish the eligibility of voting members at the Annual Membership Meeting. Members will be the Vice President, Secretary/Communications Director and two other Board members designated by the President.

Section 9.4.7 – FIELDS COMMITTEE
The Competitive Director and one (1) of the Recreational Directors shall co-chair this committee. This committee shall be responsible for recommending to the Board of Directors how playing and practice fields should be utilized to include the schedules of matches and the allocation of field space for team practices. This committee shall also be responsible for making recommendations on the maintenance and improvement of playing and practice fields.

Section 9.4.8 – EVENTS COMMITTEE.
The events committee is chaired by the Events Director and includes any jamboree coordinators, tournament coordinators, and other special event coordinators as recommended by the Events Director and as approved by the President. Tournament and special event coordinators may be either Castro Valley Soccer Club officers or members. This committee is responsible for recommending to the Board the number and type of special events sponsored by the Castro Valley Soccer Club. This may include but is not limited to jamborees, soccer carnivals, picture day, community events, partnership events (e.g., Earthquakes, Roots & local colleges), the coach appreciation dinner and board dinner.

Section 9.4.9 – REFEREE COMMITTEE
The referee committee is chaired by the Referee Programs Director and may include both Castro Valley Soccer Club officers and members as recommended by the Referee Program Director and as approved by the President. This committee shall be responsible for making recommendations to the Board of Directors on all aspects of the Castro Valley Soccer Club's referee program including but not limited to referee education, game assignment, assessment, mentoring, and referee game pay.

Section 9.4.10 – FINANCIAL AID COMMITTEE
The Financial Aid Committee is co-chaired by the Treasurer & Competitive Director. This committee shall be responsible for reviewing/ approving/following up on financial aid applications. This committee is expected to propose a Financial Budget at the beginning of each calendar year, and manage to that budget. If additional funding is needed, the Board will review and vote on the proposal. This committee works with the Registrar in addition to the Vice President. Committee members may not review or vote on an application from their own household or a relative. All applicant information is confidential and shared only with those who need it to administer the program.

Section 10.1 - RECORDS
The Castro Valley Soccer Club maintains adequate and correct accounts, books, and records of its business and properties. All such accounts, books, and records are kept at its principal place of business in the State of California, as fixed by the Board of Directors.

Section 10.2 - INSPECTION OF BOOKS AND RECORDS
All books and records are maintained as required by the Corporations Code of California and are open to inspection by members and directors as provided by law. The Board may withhold or redact from members (but not from directors), to the extent the law permits, personal information about minors, financial aid applicants, employees and contractors, and records of Executive Sessions.

Section 10.3 - CHECKS, DRAFTS, NOTES, INDEBTEDNESS
All checks, drafts, orders for payment of money, notes, or other evidence of indebtedness, issued in the name or payable to the corporation, are signed by two authorized signatures or endorsed by such person or persons and in such manner as determined by resolution of the Board of Directors. No person may sign or approve a payment payable to themselves or to a relative or household member. Authorized signers on the same account must not be relatives or members of the same household, and, where practicable, the person who reconciles bank statements should not be the person who initiates or signs payments.

Section 10.4 - CONTRACTS - HOW EXECUTED
The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers to enter into any contract or execute any instrument in the name of and on behalf of the Castro Valley Soccer Club. Such authority may be general or specific. Unless so authorized by the Board of Directors, no officer has any power or authority to bind the Castro Valley Soccer Club by any contract or engagement or to pledge its credit, or to render it liable for any purpose or any amount.

Section 10.4.1 - INDEPENDENT CONTRACTORS

The Board may contract for independent contractor services as deemed necessary. Unless otherwise specified by job description or contract, independent contractors will perform their duties under the direction of the President, Vice President, Operations Director, or designee. Paid contractors will be held accountable for adherence to all published Castro Valley Soccer Club [Rules and Regulations].

Section 10.4.2 - PARLIAMENTARY AUTHORITY

Robert's Rules of Order are adopted at all meetings of the Castro Valley Soccer Club, unless otherwise agreed to by the participants, as long as such rules are not inconsistent with or are in conflict with the Constitution and Bylaws and [Rules and Regulations] of the Castro Valley Soccer Club or any organization with which the Castro Valley Soccer Club is affiliated.

Section 10.5 - DISCOUNT FOR SERVICE
The Castro Valley Soccer Club offers a discount on registration fees to Board members for the fulfillment of such fiduciary and governance responsibilities as defined below. The maximum discount any one Director can receive is $1,000 as that is the amount the members have determined as reasonable and just in light of the expected governance responsibilities of each director.
In order to qualify for the discount, a Director must fulfill the following board-related duties:

- Serving as a board officer (such as President, Vice President, Secretary, or Treasurer but not limited to) and fulfilling the responsibilities associated with that position;
- Attendance at 80% of regularly scheduled board meetings (i.e. 10 of 12 annually);
- Reviewing board materials, participating in board deliberations and voting;
- Serving on one or more board committees;
- Participating in annual strategic planning, board retreats, and budgeting activities;
- Assisting with board-level oversight of finances, risk management, compliance, and governance matters;
- Completing conflict-of-interest disclosures and any required director training; and/or

- Participating in member communications and board recruitment efforts.

Failure to fulfill these board related duties disqualifies a Board Member from receiving any discount for service.

Section 10.6 - SAFEGUARDING
The Castro Valley Soccer Club complies with the background-check, training and reporting requirements of US Soccer, US Youth Soccer, Cal North, NorCal, the U.S. Center for SafeSport, and California law. Every coach, referee, volunteer and director who has regular contact with players must pass a background check and complete the required safeguarding training before working with players. The Board shall adopt and annually review a written Safeguarding Policy and designate a director responsible for it. Allegations of abuse or misconduct must be reported as required by law and by those organizations.
Section 10.7 - BOARD POLICIES
The Board shall adopt, and review at least annually, written policies on conflicts of interest, whistleblower protection, document retention and destruction, and safeguarding, and shall make them available to the members on request.

Section 10.8 - INDEMNIFICATION AND INSURANCE
The Castro Valley Soccer Club shall indemnify its directors, officers, employees and volunteers to the fullest extent permitted by California law, and the Board shall maintain general liability insurance and directors' and officers' liability insurance in amounts it considers adequate.

Section 11.1 - SUBJECTS
Violations of the Bylaws, [Rules and Regulations], General Procedures, Specific Rules of the Castro Valley Soccer Club, or misapplication of the Laws of the Game are subjects to be considered for action by the Disciplinary Committee.

Section 11.2 - PROCEDURE
All disciplinary reports, protests and/or appeals must be in writing and follow the Castro Valley Soccer Club Parent Code of Conduct, Player Code of Conduct and [Rules and Regulations].

Section 11.2.1 - DISCIPLINARY RULES AND REGULATIONS
Disciplinary rules and regulations must be reviewed yearly by the Board of Directors using District IV and Cal North guidelines.

Section 11.2.2 - CONFLICTS OF INTEREST
It is a conflict of interest for any Board member to vote on any motion before the Board that involves that Board member, or any child, relative or household member of that Board member. That Board member will recuse themself and the Board may ask that person to leave the room at the Board's discretion.

Section 11.2.3 - NOTICE, HEARING AND APPEAL
Before imposing discipline (such as suspension, removal from a role, or a ban) on a member, coach, volunteer or referee, the Disciplinary Committee shall give the person written notice of the alleged violation and at least ten (10) days to respond in writing or in person, and shall issue a written decision. The decision may be appealed in writing to the Board within fourteen (14) days. Disciplinary Committee members who heard the matter, and any director with a conflict of interest, may not vote on the appeal, and the Board's decision is final. This Section does not prevent the Club from taking immediate temporary action, such as suspension from activities, when needed to protect the safety of players or others, and does not limit any report required by law or by US Soccer, Cal North or the U.S. Center for SafeSport.

Section 12.1 - AUTHORITY
These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by two-thirds (2/3) of the members present and voting at the Annual Membership Meeting or a special membership meeting called for that purpose. The Board may, by a two-thirds (2/3) vote of the directors then in office, correct typographical errors, numbering and cross-references without a membership vote, and shall report each correction at the next Annual Membership Meeting.

Section 12.2 - NOTICE

The text of changed or new bylaws may be submitted to the membership by majority vote of the Board of Directors or any member who has obtained, by petition signed by no less than thirty (30) active members (single vote per family). The changed or new bylaw must clearly show the text of the changed or new Bylaw. Notice of intention to alter, amend, repeal, or adopt new bylaws must be given to the membership by either posting on the Castro Valley Soccer Club's website (and by email to members at the email address on record) or in writing by mail, at the last registered address, not less than 30 days nor more than 60 days prior to the scheduled meeting date. Notice must include the modified sections.

Section 12.3 - RECORD OF AMENDMENTS
Whenever an amendment to these bylaws is adopted, it must be distributed per Article V, section 5.5. The Secretary/Communications Director shall record the date of each amendment on the cover page, certify the current Bylaws, and keep a signed copy with the Club's permanent records.

Section 13.1 – IRREVOCABLE DEDICATION
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation can be used to the benefit of any director, officer, member, or any private person.

Section 13.2 – DISSOLUTION
Upon the dissolution of the organization, its assets remaining after payment or provision of payment of all debts and liabilities of this organization, must be distributed to one or more organizations that are organized and operated exclusively for charitable purposes and are exempt under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the California Revenue and Taxation Code, as selected by the Board, or to a federal, state or local government for a public purpose.