

**AMENDED BYLAWS  
OF THE  
PALO ALTO SOCCER CLUB**

**ARTICLE I – NAME**

**Section 1:** The name of the organization shall be Palo Alto Soccer Club ("PASC").

**ARTICLE II - PURPOSE**

**Section 1:** The PASC is organized exclusively for non-profit purposes; more specifically to organize and sponsor youth soccer at all age levels to participate in recreational and competitive play.

**ARTICLE III - AFFILIATION**

**Section 1:** The PASC shall be an affiliated club with any authorized playing league (e.g., Redwood Junior League, Abronzino League, NorCal Premier Soccer) and comply with the authority thereof and that of the soccer associations it is affiliated with (e.g., California Youth Soccer Association (CYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF)).

**ARTICLE IV - MEMBERS**

**Section 1:** Membership. Membership of the PASC shall consist of (1) registered players; (2) parents and guardians of the registered players; (3) team managers; (4) team coaches and trainers; and (5) Officers and Directors.

**Section 2:** Membership Eligibility and Admission Procedure. Membership is automatic upon team registration through the PASC with any authorized soccer league, or by majority approval by the Board of Directors.

**Section 3:** Voting. Registered teams shall be entitled to one vote in all general proceedings.

**Section 4:** Membership Governance. All Members shall abide by the By-Laws, and Rules and Regulations set forth by the Club, except when these are superseded by those of CYSA, USYSA and USSF.

**Section 5:** Duties. All Members shall provide volunteer work to support teams, the club and promote soccer in the community. Each team shall provide resources to support club functions. The Board of Director shall govern that process.

**Section 6:** Exclusion of Membership. The Board of Directors may exclude from membership, either new or returning, any team whose coach, manager or other affiliated individual has exhibited conduct contrary to established Club doctrine.

**Section 7:** Fees. Each registered team shall pay an annual Club membership fee. These fees shall cover costs of operating the Club. These fees are additional to any membership or registration fees levied by an authorized playing league, CYSA or USYSA. The amount of the Club membership fees shall be established by a majority vote of the Board of Directors.

**Section 8:** Special Fees. Special fees or assessments may be levied against the members by majority vote of Members present at any regular Club meeting.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1:** Board Role. Size and Compensation. The Board is responsible for overall policy and direction of the PASC, and delegates responsibility for day-to-day operations to the individual team managers and coaches. The Board shall have up to nine (9) and not fewer than five (5) members. At no time shall the Board consist of an even number of Directors. The Board receives no compensation other than reasonable expenses. Any vacancies arising during the year shall be filled by appointment by the Board of Directors for the balance of the term.

**Section 2:** Meetings. The Board shall meet at least monthly at an agreed upon time and place. An official Board meeting requires that each Board member have written or telephonic notice at least one week in advance. The agenda is determined by the President of the Club who acts as Chairman of the Club's Board in consultation with other Board members, Club members and relevant Club volunteers and contracted employees. Issues are dealt with in order of priority. Club members who wish to bring issues to the attention of, or for discussion by, the Board may do so at any time. Issues will be added to the Board agenda based on priority and any relevant Club members or guests may be invited to join the Board for all or any part of that Board meeting.

**Section 3:** Nominating Procedure, Board Elections. The Secretary may receive nominations for new members two weeks in advance of the annual meeting. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual membership meeting of the Club. Directors will be elected by a majority vote of the current Club Members.

**Section 4:** Office-Holding Limitations. All Board members shall serve a one (1) year term, but are eligible for re-election.

**Section 5:** Officers and Duties. There shall be a minimum of five (5) Officers, with each such officer serving as a Board member, consisting of a President, Vice President, Secretary, Treasurer and Manager Coordinator. Their duties are as follows:

The **President** shall convene regularly scheduled Board meetings and general meetings, shall preside or arrange for other members of the Board to preside at each meeting in the following order: Vice President, Secretary and Treasurer. Shall appoint special or standing committees and perform other club duties as are appropriate to this office. Shall represent the Club at the League, District, State and National Levels and with the City of Palo Alto.

The **Vice President** will chair committees on special subjects as designated by the Board and shall assist the President in the operation of the Club.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each of the Board members, and assuring that corporate records are maintained.

The **Treasurer** shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public at the Annual Meeting or as requested by the Board of Directors, shall receive and disburse the funds of the club and maintain accurate records thereof, and shall deposit all funds in a recognized bank in the name of the Club.

The **Manager Coordinator** will serve as a liaison between the Club and team managers, and provide necessary support to ensure proper operation of the teams.

**Section 6:** Additional Officers. Additional Officers may be appointed by the Board of Directors as needed during any one year term, or elected in a general Membership meeting to hold positions, and serve on the Board.

**Section 7:** Vacancies. When a vacancy on the Board exists, the Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

**Section 8:** Resignation. Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a majority vote of the remaining Directors.

#### **ARTICLE VI – MEETINGS**

**Section 1:** Regular Club meetings shall be held at least four times per year, approximately at quarterly intervals. These may include the Spring Registration Meeting, the Fall Registration Meeting, the Annual General Meeting and at least one additional meeting. All Club members will receive at least one week's notice of any Club meeting.

**Section 2:** Annual Membership Meeting. An Annual Meeting shall be held each year in place of a regular monthly meeting. The purpose shall be to elect Officers and members of the Board of Directors, and to adopt amendments to the Bylaws for the following soccer year.

**Section 3:** Special Meetings. Special meetings shall be called by the President as deemed necessary, or as demanded by a majority of the Board of Directors or by two thirds (2/3) of the membership.

**Section 4:** Notice. An invitation to the meeting shall be sent in writing (physically or by email) to each member team (Team Manager) at their last known mailing or email address no later than seven days prior to the meeting.

**Section 5:** Voting. Each member team in good standing and each member of the Board of Directors shall be entitled to one (1) vote. Teams must be official members of the PASC.

**Section 6:** Voting Eligibility. The team manager, coach, or their authorized adult representative is authorized to cast the Team vote. An adult representative must be authorized in writing by a registered team official (Team Manager or Coach), prior to casting a team vote. No authorized voting person shall cast more than one vote.

**Section 7:** Quorum. A meeting must be attended by at least sixty (60%) percent of the eligible voting members before business can be transacted or motions made or passed.

#### **Article VII - EXECUTIVE COMMITTEE**

**Section 1:** Committee Composition. The President, Vice President, Secretary, Treasurer and Manager Coordinator serve as the members of the Executive Committee.

**Section 2:** Committee's Duties and Powers. The Executive Committee shall be responsible for and hold the sole authority for the following: implementing, interpreting and enforcing the Club's Constitution, Bylaws, and Rules and Regulations.

**Section 3:** Disciplinary Body. The Executive Committee shall act as the Club's disciplinary body, hearing and rendering judgments concerning players, managers, coaches and others within the Club's jurisdiction. The Executive Committee shall use the guidelines set forth in the CYSA Specific Rules to execute these duties.

#### **ARTICLE VIII – COMMITTEES**

**Section 1:** Committees. The President or a majority of the Executive Board may appoint standing or special committees as deemed necessary to carry on the work of the Club.

**Section 2:** Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

**Section 3:** Social Event Committee. The Board of Directors shall appoint a social event committee promptly after the annual meeting, whose duty it is to plan the annual event program of the club.

#### **ARTICLE IX - AUTHORITY**

**Section 1:** Governance. This Club shall be governed by its Articles of Incorporation, Bylaws, and Rules and Regulations except when these are superseded by an associated playing league, CYSA, USYSA and USSF.

**Section 2:** Governing Body. The governing authority of this Club, whose powers shall be designated in the Bylaws, is vested with the Board of Directors.

**Section 3:** Rule and Regulation Process. The Board of Directors shall adopt Rules and Regulations necessary to fulfill Club responsibilities and to conduct Club operations, when no applicable rule exists within the PASC Bylaws or Rules and Regulations. The Club Rules and Regulations may be voted by a majority vote of the Board of Directors. Any new or revised rule or regulation shall be formally adopted at the next general Club meeting.

**Section 4:** Rules of Order. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the conducting of Club meetings in all cases to which they are applicable.

#### **ARTICLE X - AMENDMENTS**

**Section 1:** Amendments and Ratification. Proposed amendments shall be submitted to the Club Secretary in writing. All proposed amendments should be included in the agenda of an announced Club meeting, which the Secretary shall mail to each member no later than seven days prior to the next general meeting. Amendments shall be adopted by a two-thirds (2/3) vote of those members present at the meeting.

**ARTICLE XI - DISSOLUTION**

Should the Palo Alto Soccer Club be dissolved, all assets remaining after payment of all debts shall be donated to CYSA for the purpose of developing youth soccer.

These Amended Bylaws were approved at a duly called meeting of the Club Members on August 17, 2010.

Palo Alto Soccer Club,  
Board of Directors:

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President  
Stephen Kelsey

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Secretary  
Pamela Sherwood

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Treasurer  
Biol Becan

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Manager Coordinator  
Huayu Mi

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City of Palo Alto Fields Rep.  
Eric Verwillow