



Oakdale Soccer Club Constitution and Bylaws

Adopted: January 29, 2017 Amended: November 12, 2019

Constitution

Article I Name and Affiliation

Section 1. The name of this organization shall be known as **Oakdale Soccer Club**. It shall exist solely as a non-profit organization and hereafter is referred to as **OSC** or **Club**.

Section 2. The Oakdale Soccer Club is an incorporated non-profit organization formed of and by Oakdale, California.

Section 3. The name and logos of the Oakdale Soccer Club shall be a black, white, gold and maroon with shield, soccer ball, and crown. It may not be used without express written consent or permission from OSC Board of Directors.

Article II Purposes and Objectives

Section 1. The purpose of OSC is to operate and offer a quality soccer program in a safe, fun, fair, and positive environment that complies in spirit and letter with the bylaws, policies, rules, regulations, and philosophies of the Oakdale Soccer Club.

Section 2.

Core Objectives:

- Develop physical and mental fitness in players
- Develop self and community pride in an environment conducive toward promoting sportsmanship
- Teach basic skills and fundamentals of soccer through qualified adult leadership
- Provide and assist with instructional services for coaches, referees, players, parents, and other individuals

Article III Authorities

Section 1. OSC shall be governed by the Bylaws, Constitution, and General Policies and Procedures.

Section 2. The Governing Authority of OSC shall be vested in the Board of Directors and may be referred to as the Board. The Board of Directors shall have full power and authority over the business and affairs of OSC to carry out any and all purposes specified in its bylaws and as provided by the Non-Profit Corporation Law of the State of California.

Article IV Membership

Section 1. Each parent(s) or guardian(s) of each registered child, members of the Board of Directors, and its appointed committees and all coaches, shall be considered member(s) of OSC.

Section 2. All members shall abide by the OSC Constitution, Bylaws, and General Policies and Procedures.



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Section 3. Members shall be entitled to attend regular meetings of OSC, participate in the activities of the same, and shall be entitled to one (1) household vote in the annual election of the Board of Directors of OSC and one (1) household vote when a motion has been made to amend the Constitution, Bylaws, or General Policies and Procedures.

Section 4. The Board, or its designee, may expel an officer, Board member, volunteer, or guardian or parent of a registered child for conduct which the Board shall deem inimical to the best interests of the Club, including, without limitation, violation of any provision of these Bylaws or any of the rules, regulations, policies, or philosophies of the Club.

Article V Board of Directors

Section 1. The officers of the Club shall be the President, Vice-President, Secretary, Treasurer, and Registrar, and shall be known as the Executive Board of this Association.

Section 2. The Board of Directors, with power of vote, shall consist of the President, Vice-President, Treasurer, Secretary, Registrar, and Director of Recreation, Director of Competitive, and Referee Manager. Voting by proxy shall not be permitted.

Section 3. No one person shall hold more than one Board position at a time.

Section 4. In the event that a Board position becomes vacant, the Board of Directors, by vote, may assign an interim person to fulfill the term of the position in whole or part, or until a replacement can be made.

Section 5. The Board of Directors is led by the President and shall be ultimately responsible for the overall operation of the OSC. The Board of Directors shall be responsible for providing the strategic direction for the Club. The Board has ultimate responsibility for the contractual, budgetary, and financial issues of OSC and the Club's rules and procedures.

Section 6. A full Board of Directors must have a minimum of five (5) members and a maximum of nine (9).

Section 7. At least five voting members must be present to constitute a quorum for any Board meeting.

Section 8. The full Board of Directors shall:

- Set the objectives for the year.
- Approve the annual budget and any proposed changes to the budget, including proposed fees.
- Review financial reports at each meeting.
- Fill all appointed officer positions in the first month of the term.
- Review and approve head and assistant coaches.
- Approve all contracts, banking relationships, and other legal obligations.



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Section 9. All Directors shall abide by and conform to the Conflict of Interest Policy.

Section 10. All Directors shall have a criminal background screening. No person with a criminal background shall be elected to the Board in any capacity. The Board of Directors reserves the right to conduct a credit check for any person in consideration of the role of Treasurer.

Article VII Elections

Section 1. The members of the Board of Directors, and the elected officers shall either be residents of Oakdale, or active in the Oakdale Soccer Club as parents, coaches, or referees, or a former member of the Board of Directors.

Section 2. The term of office for the members of the Board of Directors shall be two years. The Board shall be elected by a majority two-thirds (2/3) vote of the voting membership of the Club.

- President, Registrar, Director of Recreation, and Referee Manager shall be elected in even number year and serve in following calendar year.
- Vice-President, Treasurer, Secretary, and Director of Competitive shall be elected in odd number year and serve in following calendar year.
- Volunteer positions shall be elected by the Board of Directors, as non-Board roles, in service of OSC, during any regular Board meeting throughout the year, and shall serve at the pleasure of the Board for any duration deemed reasonable by the Board. The Board may through vote, decide to retain a Volunteer or relinquish their duties from year to year.

Section 3. The Annual Membership Meeting shall be held between the first week of November and the first week of December. At this meeting the Board will be elected, amendments and changes to the Bylaws will be acted upon, and other business may be conducted.

Section 4. At least 45 days prior to the Annual Membership Meeting, the Club shall announce the Board positions open for the coming year.

Section 5. If a Board member resigns or is removed from office, the Board shall have the authority to elect an individual to complete the balance of the elected office.

Section 6. If a Board member fails to attend three (3) consecutive meetings, their position can be declared vacant and said vacancy shall be filled by appointment of the President, subject to the approval of the Board of Directors, for the balance of the elected office.

Section 7. The accounting year of the Club will be January 1st through December 31st.



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Article VIII Meetings

Section 1. The Annual Membership Meeting shall be held between the first week of November and the first week of December. At this meeting the Board will be elected, amendments and changes to the Bylaws will be acted upon, and other business may be conducted.

Section 2. Board meetings shall be held in January, March, May, July, September, and November. These meetings will be held on the 1st Tuesday of the month.

Section 3. Special meetings shall be held as may be determined necessary by the Board or at the request of an executive director. In addition, regular or special meetings of executive directors within any particular division of the Club shall be held as may be determined necessary by the Board.

Section 4. Notice of a Special Membership Meeting shall be communicated to the entire membership by the Secretary of the Board at least seven (7) days prior to the meeting. The notice shall include the time and place of the meeting and the subject with explanation for the meeting.

Section 5. Emergency meetings shall be held as may be deemed necessary by the President, or his/her designee, first being the Vice President, and then the Treasurer, and Secretary, respectively.

Section 6. Notice of an Emergency Membership Meeting shall be communicated to the entire membership by the Secretary as soon as reasonable, given the circumstances of the meeting. The notice shall include the time and place of the meeting and the subject with explanation for the meeting.

Section 7. Robert's Rules of Order, except as otherwise provided in the Bylaws, shall be conducted in accordance with the latest authorized edition.

Article IX Records

Section 1. The records of OSC shall consist of Constitution, Bylaws, General Policies and Procedures, complete minutes of all meetings of the Board, a roster of the members and officials, statements completely reflecting the financial affairs of OSC, any contracts and such records as may be designated from time to time by the Board. All of said records shall be open to the inspection of any member of OSC at any reasonable time.

Article X Financial Authority and Responsibilities

Section 1. Each member of the Board of Directors and Management Committee shall have the fiscal responsibility to oversee the budget and expenditures of the Club and to ensure all financial decisions are carried out for the good of the Club and its members.

Section 2. The Board of Directors shall approve the annual budget for the next fiscal year no later than November 30th of the current fiscal year. The budget shall include a determination of the player registration fee rates to be in effect for the next fiscal year. The Board may subsequently amend the budget, including the player registration fees. Approval of the budget and any amendments to the budget requires a simple majority vote.

Section 3. The Board has the responsibility to oversee the financial accounts of the Club and shall review financial reports each month and ratify the payment of bills.



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Section 4. Only the President, Vice President, Secretary, Treasurer, and a designated bookkeeper shall have signature authority over the financial assets of the Club.

Section 5. Only the President shall have the authority to sign contracts for the Club. If the President is unavailable or the position has been vacated, the Vice President and Treasurer may together sign contracts.

Section 6. The Club shall maintain financial reserves in an amount equal to a minimum 25 percent of the Club's annual operating budget, after three years of operation.

Section 7. The Club's fiscal year begins January 1st and concludes December 31st.

Section 8. OSC shall be neutral with respect to sex, race, religion, politics, and sexual orientation.

Article XI Amendments

Section 1. These Bylaws or any part thereof may be adopted, amended, or repealed only by a vote of two-thirds (2/3) of the members present at the Annual General Meeting; provided, that the proposed motion therefore be presented in writing setting forth the portion of the Bylaws to be adopted, amended, or repealed and the proposed amendment and notice thereof be given to the membership at least ten (10) days prior to the meeting.

Article XII Dissolution

Section 1. Dissolution of OSC may occur as follows: By two-thirds (2/3) vote of those present at an Annual General Meeting or Special Membership Meeting.

Section 2. In the event of dissolution, all debts having first been discharged, the remaining assets of OSC shall be given to Oakdale Youth Sports Association (OYSA) to benefit recreational sports in Oakdale.



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Bylaws

Article I Officers

President The President shall, subject to the control of the Board, generally supervise, direct, and control the business and the officers of this Club. The President shall preside at all meetings of the Voting members and at all meetings of the Board. Each year the President will review a three- to five-year strategic operating plan for this Club and once adopted, the President will from time to time update, revise, and make recommendations to the Board for its consideration and approval. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Vice President In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers and be subject to all the restrictions upon, the President. The Vice President shall serve at the pleasure of the President, and provide support to the President's duties and any other duties, as deemed necessary by the President.

Secretary The Secretary shall attend to the following:

- Shall keep or cause to be kept, a book of minutes of all meetings and actions of the Board, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings
- Maintain the records in a manner that will permit access by all voting members of the Board
- Shall keep the seal of this Club in safe custody
- Receive, read, and handle all correspondence addressed to this Club and/or the Board
- Write all communications as directed by official action of the Board
- Send meeting notices as directed by the President, the Board, or these Bylaws
- Have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws

Treasurer The Treasurer shall attend to the following:

- Keep and maintain or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this Club, including revenue, expenses, gains, losses, net assets, and other matters customarily included in non-profit financial statements
- Prepare financial statements and report a quarterly financial statement (or at more frequent intervals if so requested by the Board) to the President and the Board, and report an annual statement to the Members, including a Statement of Financial Position, a Statement of Activities, and a Statement of Cash Flows



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- Make available for inspection by any Director at all reasonable times, the books of account, and shall maintain them in accordance with generally accepted accounting principles (GAAP)
- Prepare or cause to be prepared, an annual budget, consisting of a statement of projected revenue and expenses, and shall present the budget to the Executive Board on or before November 15 of each year
- Deposit or cause to be deposited, all money and other valuables, in the name and to the credit of this Club with such depositories as may be designated by the Board
- Disburse or cause to be disbursed, the funds of this Club, as may be ordered by the Board
- Advise fundraising committees of this Club, regarding necessary profits, and record keeping and deposit procedures
- Ensure the President and Vice President are duly aware of and trained in all aspects of the Club financial management, and have access to all books, papers, reports, money, and other property of every kind of this Club in the possession or under the control of the Treasurer
- Have other powers and perform such other duties as may be prescribed by the Board or these Bylaws

Registrar: Is responsible for the planning and implementation of the annual registration of all players. The Registrar shall comply with OSC Governing Documents, including but not being limited to: the registration of all players prior to the commencement of the season and, as applicable, throughout the season, in accordance with the registration and application requirements and procedures of the Club.

Director of Recreation: Provides leadership and is a role model for coaches, referees, and families. The DOR collaborates with the Board to ensure there are enough coaches to support the program and works with Registrar to ensure coach volunteers are properly registered and teams are formed. The DOR also coordinates and leads a pre-season coaches meeting, ensures that coach courses are conducted for all new coaches as needed, maintains a list of registered coaches, including their current license level, and assists the Vice President in handling any coaching related issues. Before the playing season begins, the DOR leads player assessments for balanced team formation. DOR needs to obtain and retain Referee Assignor certification.

Director of Competitive: Provides leadership and is a role model for coaches, referees, and families. The DOC collaborates with the Board to ensure there are enough coaches to support the program and works with Registrar to ensure coach volunteers are properly registered and teams are formed. The DOC also coordinates and leads coaches meeting, ensures that coach courses are conducted for all new coaches as needed, maintains a list of registered coaches, including their current license level, and assists the Vice President in handling any coaching related issues. Before the playing season begins, the DOC leads coaches recruitment and player tryouts for team allocations. DOC needs to obtain and retain Referee Assignor certification.

Referee Manager: Implements, monitors, and maintains the referee program, ensuring that all referees are appropriately registered, certified, and trained. The Referee Manager is responsible for scheduling referees and assistant referees to games in coordination with the Registrar, Director of Recreation and Director of Competitive, and interpreting and disseminating FIFA law for the Club. The Referee Manager maintains the contact information and current recreation grade level for each referee, and monitors their activities within the region. Referee Manager is required to obtain Referee Assignor certification.



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Article II

Volunteer Roles

Communication Specialist: Oversees, manages, and executes the strategic communications of the Club; defines messaging through media platforms including social media, marketing and public relations, and email distribution. Utilizes board and volunteers to utilize best practices in communications and related to OSC brand. This role reports to Secretary.

Division Coordinators: Under the direction of the Director or Recreation, provides leadership, management, and support for each age group soccer program (U6, U8, U10, U12, U14, U16, and U19); provides support, guidance, and training to coaches within an age group.

Fundraising / Donations Coordinator: Oversees, manages, and executes the planning and implementation of fundraising events and donation activities; collaborates with the Vice President and Treasurer to establish fundraising plans, collect charitable gifts, and ensure completion of fundraising activities. This role reports to Vice President.

Snack Shack Coordinator: Oversees the snack shack activities and sales during the soccer season; responsible for ordering and setting up product, training volunteers, and developing a staffing schedule; has oversight of volunteers responsible for taking money in the form of cash or credit card from patrons in exchange for food or services; provides drawer balance upon request from Treasurer; closes out drawer and provides deposit to Treasurer at the end of each open day. This role reports to Treasurer.

Soccer Coaches: Leading by example, provides developmentally appropriate opportunities for children within an age group to learn the game of soccer, develop good sportsmanship, and improve their soccer skills. This role reports to Division Coordinators.

Uniforms, Pictures, and Awards Coordinator: Collaborates with the Registrar to order, organize, and distribute the uniforms to each player; manages issues with product, vendor, and incorrect sizing. This role reports to Registrar.

Article III Code of Conduct

Section 1. It is the policy and philosophy of OSC to encourage the teaching of sportsmanship, fair play, and leadership through the use of positive reinforcement and by the promotion and encouragement of each player's self-esteem while at the same time teaching fundamental soccer skills. The Club hereby sets forth the following conduct for the membership, volunteers, and Board of Directors for OSC:

- Physical aggression or assault on any individual at an OSC event will not be tolerated.
- The use of alcohol, drugs, or tobacco during any OSC game, practice, or event is prohibited.
- The use of profanity or abusive language is prohibited.
- Improper conduct towards an individual including, but not limited to, harsh criticism or overly negative treatment is prohibited.
- The misuse or destruction of OSC property is prohibited.
- No member of OSC shall verbally, emotionally, or physically attack any member or volunteer of OSC, including Board members.



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- Any suspected violation will result in disciplinary action up to and including immediate suspension of the individual.
 - o Within 72 hours of the suspension, a hearing will be held before the OSC Board of Directors and led by the President.
 - o At such hearing, the individual will be afforded the right to be heard and to bring evidence to support his or her position, as is reasonable and approved by the President.
 - o Following the hearing, the Board of Directors will issue a decision based on the majority vote present deciding terms of the suspension.
 - o The Board shall have the power to rescind the suspension or make the suspension temporary or permanent. The decision of the Board shall be permanent.