

Adopted: October 10, 2010
Revised: December 10, 2018

EAST BAY ECLIPSE SOCCER CLUB

BYLAWS

ARTICLE I

Name

The name of this organization shall be known as the East Bay Eclipse Soccer Club. It may also be referred to as East Bay Eclipse, Eclipse, or EBESC.

ARTICLE II

Purposes

- A. The purposes of the East Bay Eclipse Soccer Club are set forth in its Articles of Incorporation, which were filed with the Secretary of State of the State of California on July 7, 2010.
- B. The East Bay Eclipse Soccer Club shall exist solely as a non-profit organization.
- C. The East Bay Eclipse Soccer Club shall serve as an organization open to all individuals.

ARTICLE III

Management

- A. The management powers of the East Bay Eclipse Soccer Club shall be vested in its Board of Directors. The Board of Directors shall have full authority over the affairs of the East Bay Eclipse Soccer Club, as stated in these Bylaws, the Articles of Incorporation and the laws of the State of California.
- B. The Board of Directors shall consist of a director, president, one or more vice presidents, secretary, and treasurer.
- C. The Board of Directors has the right to create additional board positions not mentioned in Article III, Section B of these bylaws.
- D. Members of the Board of Directors shall serve two-year terms. The maximum amount of

terms a member can consecutively serve is three terms. The six-year cap on consecutive board service can be extended by an affirmative action by the board at its sole discretion for a maximum of one additional two-year term.

E. No one person shall hold more than one position on the Board of Directors.

F. Members are expected to attend Board of Directors meetings, participate actively on committees and special projects, and serve as a representative of the Club in a manner that aligns with the Club's missions and values. The Board of Directors reserves the right to remove any Board Member by a majority vote. Members can be removed without cause.

ARTICLE IV

Staff

A. All paid coaching staff members and referees shall serve and be paid as employees. The director will serve as an employee of the club. The director is a non-voting member of the Board.

B. The duties and responsibilities of staff members will be stated in their individual contracts.

C. Staff members must regularly report the results of their duties and responsibilities to the director, so the director can report this information to the Board of Directors.

ARTICLE V

Membership Meetings

Board meetings are open to all members of the East Bay Eclipse Soccer Club. Board meeting dates will be posted on the Club website. Any member wishing to add an agenda item to any Board meeting agenda must notify the President of the Board 30 days prior to said meeting.

ARTICLE VI

Board of Directors Meetings

A. The Board of Directors shall hold meetings a minimum of six times per year to discuss issues relating to the East Bay Eclipse Soccer Club, including employees, activities and the budget.

B. A majority will carry a vote. Voting will take place at meetings and via email. Voting can occur only when a quorum is achieved with $\frac{2}{3}$ of the Board members present at the meeting or on email. In the event of a tie vote, the proposed motion is deemed to fail.

C. Minutes shall be kept for all meetings involving the Board of Directors.

D. Notwithstanding Article V of these Bylaws, the Board may go into a closed session whenever the Board in its sole discretion determines that it is in the best interest of the Organization to do so.

ARTICLE VII

Records

All records should be kept by the club and made available to any member of the East Bay Eclipse Soccer Club upon request. Records are to include these bylaws, the Articles of Incorporation, Board of Directors meeting minutes and any other documents the Board of Directors files.

ARTICLE VIII

Conflict of Interest

The Board of Directors shall refer to the East Bay Eclipse Soccer Club's Conflict of Interest Policy for all issues relating to a conflict of interest.

ARTICLE IX

Dues and Fees

The Board of Directors shall review and set all membership dues and fees on a yearly basis.

ARTICLE X

Accounting

A. The accounting year for the East Bay Eclipse Soccer Club runs from January 1 to December 31.

B. The Board of Directors shall create and approve a yearly budget prior to January 1 of each year. Revisions to the budget can take place past January 1.

C. The Board of Directors shall keep accurate and detailed financial records of all income and expenditures related to the East Bay Eclipse Soccer Club.

ARTICLE XI

Amendments

- A. These bylaws may be amended at any time based on a majority vote by the Board of Directors.
- B. If the bylaws are amended, an updated copy shall be filed in the East Bay Eclipse Soccer Club's official records.

ARTICLE XII

Dissolution

- A. Dissolution of the East Bay Eclipse Soccer Club may occur as a result of a unanimous vote by the Board of Directors.
- B. In the event of dissolution, all debts shall be immediately discharged. Any remaining assets shall be distributed to a nonprofit fund or corporation, which has established its tax exempt status under Internal Revenue Code section 501(c)(3), per a majority vote by the Board of Directors.