

Coronado Youth Soccer, Inc.
By-laws

(Approved at the Annual General Membership Meeting 11/18/2010)

Article I Name

The name of this organization shall be Coronado Youth Soccer, Inc.

Article II Purpose

The purpose of this league shall be to promote the development of youth soccer players to their greatest potential through participation in recreational and/or competitive soccer programs. Coronado Youth Soccer, Inc. is a nonprofit, public educational soccer organization for youth under nineteen (19) years of age.

Article III Authority and Affiliations

Section 1. Coronado Youth Soccer, Inc. (CYS, Inc.), shall be governed by a Board of Directors.

Section 2. The league, through its membership in gaming leagues, operates as an affiliated unit of California State Soccer Association – South (Cal South) under the auspices of the rules established by Cal South, and its parent organizations, the United States Youth Soccer Association (USYSA), and the Federation Internationale de Football Association (FIFA). In addition, Select competitive teams and interleague recreational teams are subject to the rules and regulations of the leagues in which they may participate.

Section 3. All powers not expressly delegated to the State Association by its Constitution and Bylaws are reserved to the league.

Article IV Membership

Section 1. Membership in the League shall be open to:

1. All currently registered players and their parents
2. All currently designated coaches
3. All Board members
4. Any other persons as may be designated by the Board

Section 2. The membership shall vote at the Annual General Meeting on those matters presented to it by the Board of Director or as specifically provided for these Bylaws.

Section 3. Voting at the Annual General Meeting is limited to one vote per member whose age is greater than eighteen (18) years of age. All voting is done in person. Proxy votes are not allowed.

Section 4. The order of business at each Coronado Youth Soccer, Inc., annual meeting shall be as follows:

1. Call to Order
2. Reading of Minutes of previous Board Meeting
3. Acceptance or amendment of previous Board Meeting minutes.
4. Treasurer's Report
5. Board Members' Reports
6. Unfinished Business
7. Election
8. New Business
9. For the 'Good of the Game'
10. Adjournment

Article V Board of Directors

Section 1. The affairs of the League shall be managed by a Board of Directors consisting of elected and appointed directors. Subject to limitations by these Bylaws, the Board shall have the responsibility and authority to:

1. Conduct, manage and control the affairs of the League including employment of all independent contractors
2. Monitor and approve the collection and disbursements of funds
3. Determine League policies, procedures and rules
4. Review and approve all contracts, leases, promissory notes, and other written investments
5. Resolve issues and disputes, authorizing any disciplinary actions
6. Appoint committees as may be necessary from time to time consisting of such numbers of directors or members with such powers as it may designate consistent with these bylaws.
7. Exercise all other powers granted by the Board by these Bylaws or the laws of the State of California.

Section 2. The elected membership of the Board shall consist of up to fifteen (15) members with voting rights as described in Article V. Fourteen positions are voted on by the membership, the final position, Director of Coaching is a position appointed by the Board of Directors.

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Director of Select
6. Director of Recreation
7. Director of Coaching
8. Director of Marketing and Communications
9. Director of Uniforms/Equipment
- 10-15. Directors

Section 3. In addition to the elected membership of the Board, the immediate past President of the Board will be an ex-officio, non-voting member of the Board.

Section 4. The term of office of the elected members of the Board is two (2) years, commencing the December after the Annual General Meeting held in November. The board shall have seven (7) positions open for election annually.

Section 5. The President may nominate individuals as necessary for non-voting positions that report to the Board. These positions may include coordinators, and committee chairpersons that are needed to effectively run the organization. The term of office is until the next Annual General Meeting.

Positions may be filled by voting Board members, though being on the Board is not necessary. Partial lists of appointments include:

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|---|-------------------------------|
| Age Group Coordinators in the Recreational and Competitive programs | |
| Registrar | |
| Assistant Registrar | Equipment Coordinator |
| Fields Coordinator | Web Site Coordinator |
| Referee Coordinator | Snack Bar Coordinator |
| Tournament Director | Spring Soccer Coordinator |
| Scheduling Coordinator | Head Competitive Team Manager |
| Team Parents Coordinator | Photography Coordinator |
| Publicity Coordinator | Uniform Coordinator |
| Scholarship Coordinator | Sponsorship Coordinator |

Opening Day Ceremony Chair
Bookkeeper

Presidio / CalSouth Coordinator

Section 6. In the case that a vacancy exists on the Board, the position may be filled prior to the next Annual General Meeting. A person may be nominated for the open position by a Board member. A majority vote by the Board is needed before an individual may fulfill the open position's term.

Section 7. Any Board member may resign at any time by giving written notice to the entire Board of Directors. Such resignations shall take effect immediately, or if the Board agrees, at a future date. Additionally, a Board member may be removed from his/her position with or without cause at a regularly scheduled meeting of the Board. In order to be removed, a majority of the Board must vote for the removal.

Section 8. In the event that the President's position is vacated, the Vice-President will succeed to this position. In the event of additional vacancies, the order of succession shall be Secretary, Treasurer, and then any other Director in order of seniority. The position of President cannot be filled by any person who receives compensation from the League, as an employee, a contractor, or in any other capacity.

Article VI Responsibilities of Elected Board Members

Section 1. President – The president shall be the League's chief executive officer. He/She shall supervise elected, appointed and administrative staff, shall preside at all meetings of the membership and Board of Directors. He/She is an ex-officio member of all standing committees, is the representative to the leagues in which its teams participate and to Cal South. The President shall sign all contracts, agreements, leases or other legal documents. The President votes only to break a tie or in the case of need to meet a quorum at Board and / or General Membership meetings. The President shall be determined by a vote of the seated board members following the annual Board elections. This individual is subject to the control of the entire board. During the course of performing duties of the office, the President may be removed from the position by a majority of the entire Board of Directors.

Section 2. Vice President (VP) – The VP, in the absence of the President, assumes the responsibility of that position. The VP will act as the chief operating officer, interacting with all committees and staff. The VP shall be determined by a vote of the seated board members following the annual Board elections. During the course of performing duties of the office, the Vice President may be removed from the position by a majority of the entire Board of Directors.

Section 3. Secretary – The Secretary is responsible for taking minutes at each meeting of the Board of Directors. Once the minutes are accepted by the Board, the Secretary makes them available to the membership. The Secretary schedules locations for Board and other league meetings. The Secretary maintains a current roster of Board members. The Secretary shall be determined by a vote of the seated board members following the annual Board elections. During the course of performing duties of the office, the Secretary may be removed from the position by a majority of the entire Board of Directors.

Section 4. Treasurer – The Treasurer is responsible for supervision and handling of all funds of the league, to maintain all financial accounts, which include assets and promissory notes. The Treasurer will supervise the disbursement of monies as directed by the Board. The Treasurer shall provide the Board with updates on the financial status of the organization, and will work to supervise the work of the administrative staff regarding financial matters. The Treasurer will ensure the submission of tax forms to the appropriate agencies. The Treasurer may have other powers as prescribed in the by-laws and/or through the direction of the Board. The Treasurer shall be determined by a vote of the seated board members following the annual Board elections. During the course of performing duties of the office, a President may be removed from the position by a majority of the entire Board of Directors.

Section 5. Director of Select (DOS) – The DOS oversees the operation of the Select (competitive) program, including coordination with the Director of Coaching, the Referee Coordinator, the Field Scheduler, and the Head Manager. He/She chairs the Select Committee, which sets policies that pertain

specifically to the Select Program, and makes recommendations to the full Board for matters that require Board approval. The DOS is responsible for submitting the Select program budget to the President annually. He/She works with Select Team Managers to ensure all teams are in compliance with Cal South and Presidio League regulations. The DOS shall be determined by a vote of the seated board members following the annual Board elections. During the course of performing duties of the office, a President may be removed from the position by a majority of the entire Board of Directors.

Section 6. Director of Recreation (DOR) – The DOR oversees the operation of the Recreational program, including coordination with the Director of Coaching, the Referee Coordinator, the Field Scheduler, and the Rec Age Group Coordinators. He/She chairs the Rec Committee, which sets policies that pertain specifically to the Rec Program, and makes recommendations to the full Board for matters that require Board approval. The DOR is responsible for submitting the Rec program budget to the President annually. Working with the Age Group Coordinators, he/she recruits volunteer coaches and other volunteers (as needed), and ensures they comply with certification and Risk Management requirements. The DOR shall be determined by a vote of the seated board members following the annual Board elections. During the course of performing duties of the office, a President may be removed from the position by a majority of the entire Board of Directors.

Section 7. Director of Coaching (DOC) – The DOC is appointed by the Board of Directors. The responsibilities of this position include being named a member of the Board of Directors and the supervision of all coaches in the Competitive Program, assessment of player advancement, and support the Recreational program as requested. The DOC, as a member of the Board, shall participate in all activities except he/she will not participate in votes that impact his/her compensation or duties.

Section 8. Director of Marketing and Communications (DMC) - The DMC shall have oversight, in partnership and consultation with the appropriate or designated CYS, Inc., personnel, contract employees, board members, or volunteers, for the coordination, creation, direction, and distribution of all CYS, Inc., communications and marketing efforts, electronic or print. The DMC shall act as chair of the Marketing and Communications committee and is responsible for providing monthly updates to the Board on the status of any and all communications or marketing efforts, and makes recommendations to the full Board for matters that require Board approval. The DMC shall be determined by a vote of the seated board members following the annual Board elections. During the course of performing duties of the office, the DMC may be removed from the position by a majority of the entire Board of Directors.

Section 9. Director of Uniforms and Equipment (DUE) - The DUE shall have oversight, in partnership and consultation with the appropriate or designated CYS, Inc., personnel, contract employees, board members and volunteers, for the coordination of all uniform and equipment issues, including contracts, ordering, distribution, and maintenance. The DUE shall act as chair of the Uniforms and Equipment Committee, and is responsible for providing monthly updates to the Board on the status of any and all uniforms and equipment issues, and makes recommendations to the full Board for matters that require Board approval. The DUE shall be determined by a vote of the seated board members following the annual Board elections. During the course of performing duties of the office, the DUE may be removed from the position by a majority of the entire Board of Directors

Section 10. Board Members – The members of the Board other than the positions noted in Article VI, Section 5, are elected by the membership at the Annual General Meeting. The members report to the President and Vice-President, voting on all league matters as outlined in Article V, Section 1. They are responsible for voting to fill the positions listed in Article VI, Sections 1-9. The Board members are expected to attend all meetings of the Board to assure organizational decisions are consistent with the goals stated in Article II. Board Members are expected to actively participate in all aspects of CYS, Inc. business and events. During the course of performing duties of the office, a Board Member may be removed from the position by a majority of the entire Board of Directors.

Article VII Nominations and Elections

Section 1. Prior to the Annual General Meeting, the President shall appoint a Nominating Committee of up to 5 members, three being members of the Board whose terms extend beyond the next election. The committee will consist of a Chairperson and 4 other members who ideally are representative of the entire membership; recreational and competitive soccer, younger and older players, boys and girls.

Section 2. The Nominating Committee shall solicit candidates that like their committee, will attempt to represent the leagues membership. Prior to September 30th, the committee will submit the names of qualified individuals that have agreed to stand for election to the Board.

Section 3. Any member of the League may submit the names of candidates through the submission of a petition prior to the Board's October monthly meeting. Nominations may also be made at the Annual General Membership meeting. Nominations made at the meeting, must include the presence of the nominee at the meeting.

Section 4. The Board shall submit the time and location of the Annual Meeting at least ten (10) days in advance. This notice may be directed through current Select team managers and Recreation Coaches or Team Parents to inform the adult members of the club. The meeting must be held prior to November 30th of each calendar year.

Section 5. All voting at the Annual General Meeting shall be by written ballots. Eligibility to vote is defined in Article IV, Section 3. The Directors shall be elected by a simple majority. The vote shall be tallied by the Chairperson of the Nominating Committee. In the absence of the Chairperson, the attending Board members may appoint a committee to perform this task.

Section 6. Once the Board of Directors have been chosen, the Annual General Meeting is adjourned. The newly constituted Board will then convene in executive session to fill the offices named in Article 6, Sections 1 -4.

Article VIII Meetings

Section 1. There shall be at least one General Meeting of the membership held annually. The elections of the Board shall be held in as outlined in Article VII in the month of November.

Section 2. The time, date and location of the monthly Board of Directors meetings will be available to the membership. A quorum at a Board meeting shall consist of a majority of the Board. In the case of an excused absence, a quorum shall mean the majority of remaining members. The order of business will be:

1. Previous Meeting Minutes Review
2. Old Business
3. Treasurer's Report
4. President's Report
5. Vice-President's Report
6. Registrar's Report
7. Other Board Member / Committee / Coordinator's Reports
8. New Business
9. Discussion
10. For the 'Good of the Game'
11. Adjournment

Section 3. The accepted minutes of past Board Meetings will be made available to the membership.

Section 4. All meetings of the Board shall be open to all members, but members other than those selected to Board positions may not participate in any discussion or deliberation unless authorized by a majority of the attending Board Members. Members shall be able to express themselves during a period of time set aside, for the 'Good of the Game.'"

Section 5. The Board may, with the approval of the majority of the Board, adjourn a meeting to enter Executive Session with the President, Vice President, Secretary, Treasurer, Director of Select, Director of Rec, Director of Marketing and Communications, Director of Uniforms and Equipment, and Director of Coaching (except in matters regarding his/her compensation or duties.) Executive session may be used to discuss and vote on subjects requiring confidentiality such as personnel matters, litigation or business of a similar nature. The nature of any business to be considered in Executive Session shall be first announced in open session.

Section 6. The procedures and debate shall be in accordance with the rules of parliamentary law commonly known as "Robert's Rules of Order" in all cases in which they are applicable and otherwise not in conflict with these By-Laws.

Section 7. The Board will normally vote on issues during regular Board Meetings. However, when necessary, the President may request that members vote by email, voice, or other electronic means between regular Board Meetings.

Section 8. Board Members who receive compensation from the club, as employees, contractors, or in any other capacity, may not vote on any personnel matters or on any matters that impact their compensation or duties.

Article IX Amendments

Section 1. These By-Laws are amended by a two-thirds vote of the membership present at the Annual General Meeting.

Section 2. A draft of any proposed amendments shall be submitted to the Board at least one month prior to being considered by the membership.

Article X Limitations

Section 1. The League shall collect monies necessary to administer the youth soccer program. The League shall operate on a not-for-profit basis, however reserve funds may be carried over for contingencies, for working capital, and, if designated by the Board, for future capital expenses. Reserve funds are to be maintained in an account held in the name of the League in depositories as designated by the Board. The Board shall annually establish policies on the appropriate safeguards for withdrawal or disbursement of funds. In addition to the Treasurer, other persons allowed to sign League checks include the President, VP, Directors of the Select and Recreational programs. The President may authorize the Bookkeeper to sign checks for less than \$500. Upon any dissolution of the organization, all assets shall be turned over to the Coronado schools which may include Sacred Heart School, Christ Church School and/or the Coronado Islander Sports Foundation. The distributed monies should be directed to support youth soccer programs at these schools or in the case of the Coronado Islander Sports Foundation for its use in all Coronado Unified School District schools.

Section 2. The fiscal year of the organization is April 1 to March 31.

Section 3. The President and/or Vice-President, the Director of Recreation, Director of Select, and Tournament Director shall submit an annual budget for their respective programs. The budgets will include a schedule of annual registration fees. The budgets are to be submitted to the President prior to any registration. Acceptance of these budgets shall require a majority vote of the Board.

Section 4. The Treasurer shall prepare an annual financial report of the organization, which shall be maintained with the other permanent records of the League.

Section 5. The Treasurer may be bonded in a manner acceptable to the Board, subject to cost limitations.

Section 6. The Board, by a majority vote, may authorize an officer of officers, agent or agents, to enter any contracts or execute any instrument in the name of the League. Such authority may be general or confined to specific examples. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the League by any contract, engagement, or to incur indebtedness or to render it liable for any purpose or any amount.

Article XI Rules and Regulations

Section 1. Rules of Play – CYS Inc. shall be governed by FIFA Rules and Guidelines, USYSA Rules and Guidelines, Cal South Rules and Regulations, and the Rules and Guidelines of any leagues that teams participate in. Recreational programs may make minor changes to Cal South rules to enhance the educational aspect of the game. These changes may include; field dimensions, goal dimensions, Quarters vs. Halves, free substitutions. These will be for league play only.

Section 2. Colors - The representative colors of CYS, Inc. shall be Forest Green, White and Gold.

Section 3. Age Limits / Divisions – Age limits will be as prescribed by Cal South. The recreational program may make some changes such as combining divisions if it is felt to enhance the educational and or soccer experience.

Section 4. Team Size – Team sizes are determined by Cal South for the competitive programs. The Recreational program shall determine team size based on field dimensions and / or to optimize the soccer experience, as recommended by the Director of Coaching and approved by the Board of Directors.

Section 5. Protests to and Appeals – Protest and Appeal procedures shall be in accordance with Cal South guidelines. These guidelines are available in the published Cal South Manual of Operations.

Section 6. Game Length – Game length shall be determined by Cal South rules, except that the recreation program may choose to have the game broken into quarters. Exceptions to these rules should be agreed to by the Board and noted in the monthly minutes of the Board. All league rule changes should be to enhance the educational experience of our youth members.