

**RIVER PARK SOCCER CLUB
BYLAWS**

1. Name

- A. This organization shall be known as the “River Park Soccer Club,” also known and referred to herein as “RPSC” and “the Club.”

2. Purpose

- A. The purpose of the RPSC shall be to develop, administer, and promote an organized soccer program for the children of River Park and nearby areas of Sacramento. The Club is and has been organized to foster amateur sports competition and education for the children within the meaning of Internal Revenue Code Section 501(c)(3) or corresponding sections of any future tax code.
- B. “Children Playing Soccer” is the most important goal of the RPSC. Fulfillment of this goal is to be brought about by setting an atmosphere of friendly competition in which sportsmanship, learning, and playing soccer are held foremost. Anything that detracts from this atmosphere will be strongly discouraged.

3. Colors

- A. The representative colors of the RPSC shall be determined by the RPSC Executive Board.

4. Affiliation

- A. This club shall be an affiliated branch of, and comply with, the authority of the United States Soccer Federation (USSF) or the Federation Internationale de Football (FIFA). The RPSC Executive Board may authorize affiliation with leagues at its discretion upon a unanimous vote of the Board.

1.5 Membership

- A. Membership in the RPSC shall be by yearly registration of a child playing soccer. Any youth applicant for membership (player) shall submit the appropriate fee, completed registration form, and any other required information or documentation. Registration fees shall be payable at the time of registration.

- B. Each member of the RPSC shall be entitled to one (1) vote at the Annual General Meeting (AGM) or other General Meeting. Proxy voting shall not be allowed.

6. The RPSC Executive Board

- A. The governing authority of the RPSC shall be vested with the Executive Board. The RPSC membership, at the AGM, shall elect officers to serve on the Executive Board (Board) from its ranks, whose terms shall commence immediately following their election, and who shall remain in office until the next AGM. Elected officers and their respective responsibilities are as follows:
1. CLUB MANAGER: The Club Manager shall conduct all meetings of the Board, appoint members to any standing or adhoc committees, and designate their chairpersons as needed for the purpose of carrying out the duties of the Board.
 2. ASSISTANT MANAGER: The Assistant Manager shall preside in the absence of the General Manager and carry out such duties and assignments as delegated by the General Manager.
 3. SECRETARY: The Secretary shall keep an accurate record of all meetings of the Board and the AGM, handle all correspondences, give notice of meetings, and maintain the files of the Club.
 4. TREASURER: The Treasurer shall keep a record of all Club financial activity and provide a receipt for all monies, which shall be deposited in a recognized bank in the name of the RPSC. All accounts shall be paid by check and shall bear the signature of the Treasurer and one other designated member of the Board. The records and receipt book and vouchers shall be produced when required by the Board, properly balanced according to the bankbook or statement, which must be kept up-to-date.
 5. REGISTRAR: The Registrar shall **organize** registration for all players, **coaches, and assistant coaches**, handle all drops and transfers, and maintain **updated** rosters for all teams.
 6. ATLARGE MEMBERS: There shall be up to six (6) atlarge members of the Board, who are members of the RPSC and whose responsibilities shall be assigned by the Club Manager.

- B. In the event any Board member resigns or the Board position becomes otherwise available the Board may by a majority vote replace that member for the remainder of that member's term.
- C. One atlarge member of the Board may be a nonmember of the Club.
- D. To carry out the purposes of this Club, the Board is vested with the powers listed below as well as any other powers conferred by law. The enumeration of certain powers in this Club shall not limit the Board's powers. The Board shall have all the rights, powers, and privileges that an absolute owner of the same property would have, subject to the Club's fiduciary obligations and to any limitations stated elsewhere in these ByLaws and is vested specifically with the power to take any action in furtherance of the Club's purpose not specifically stated hereafter:
 - 1. The Board may invest and reinvest Club funds in every kind of property necessary specifically including, but not limited to, soccer equipment, materials, uniforms, property for resale, services used to benefit the Club members generally if related to the Club's purpose and to attain the goals of the Club and subject to the conflict of interest rules set forth in these ByLaws. The Board may, in the Board's discretion, continue to hold any property acquired by the Club, as long as the Board considers it advisable.
 - 2. The Board may, in the Board's discretion, acquire or dispose of Club property, at public or private sale or by exchange; manage, control, divide, develop, improve, exchange, partition, change the character of, repair, alter, or abandon Club property. The Board may lease or rent property of any character, or enter into license agreements or any other agreements related to any property of any character.
 - 3. The Board may enter into contracts and execute and deliver any instrument by or through any of its agents that it may designate from time to time.
 - 4. The Board may, in the Board's discretion, take any action and make any election to minimize tax liabilities.
 - 5. The Board may, in the Board's discretion, initiate or defend, at the expense of the Club, any litigation that the Board considers advisable relating to the Club or any property of the Club. The Club shall have no duties, however, regarding any litigation or claims occurring after distribution of Club assets, unless the Club is adequately indemnified.
 - 6. The Board may compromise, submit to arbitration, abandon, or otherwise adjust any claims or litigation against or in favor of the Club, as long as the Board determines, in the Board's discretion, that such action will be beneficial to the Club.

7. The Board may, in the Board's discretion, carry, at the expense of the Club, insurance of the kinds and in the amounts that the Board considers advisable to protect the Club, coaches, players, and the Board against liability.
 8. The Board may, in the Board's discretion, inspect from time to time or monitor any property held by the Club in order to determine compliance with any law, regulation, or ordinance that may or does affect the property.
 9. Enforcing and interpreting the ByLaws and Rules and Regulations.
 10. Sanctioning all youth soccer games played under the auspices of the RPSC.
 11. Making temporary rules and regulations for specific cases or occasions not provided for in the ByLaws or Rules and Regulations, but which are deemed necessary to carry out the objectives and purpose of the RPSC.
 12. Reviewing and approving the ByLaws and ensuring consistency with any applicable league rules.
 13. Establishing a system of officiating during the playing season.
 14. Determining annually the procedures, rules and fees for registration.
 15. Determining annually the procedures, rules and availability of scholarships.
- E. The Board shall have the right and authority to suspend, bar, or otherwise discipline any player, coach, manager, team assistant, referee, official, parent or any member of the RPSC.

7. Meetings

- A. Regular meetings of the Board shall be held at least quarterly.
- B. The Board may also meet whenever the Club Manager deems it necessary, or if he or she is instructed to do so by a majority of Board members, and may call a special General Meeting if in its discretion it deems it necessary for any purpose. The Board may determine the notice required for each special meeting but may not suspend notice. Any special meeting may be conducted with Board members by email, telephone or other manner of communication deemed necessary under the circumstances at the discretion of the Board.

RPSC ByLaws

- C. The RPSC shall conduct an AGM each year. The Club Manager shall notify the members of the date, time, and place of the AGM or other General Meeting at least 45 days in advance. Agenda items and proposed changes to the ByLaws or rules and regulations of the RPSC shall be submitted to the Executive Board at least 30 days in advance of the AGM or other General Meeting. Proposed changes to the ByLaws and/or Rules and Regulations may be considered at the AGM or other General Meeting without 30 days advance notice with the unanimous consent of those Club members in attendance.
- D. The order of business at the AGM or other General Meeting shall be as follows:
1. Call to Order
 2. Roll Call
 3. Reading of the minutes of the previous AGM or other General Meeting
 4. Approval of the minutes of the previous AGM or other General Meeting
 5. Reports:
 - a. Club Manager
 - b. Treasurer
 - c. Registrar
 - d. Head Coach
 6. Election of Board Members
 7. Proposals for changes to the ByLaws and /or Rules and Regulations
 8. Unfinished Business
 9. New Business
 10. Good of the Game
 11. Adjournment
- F. At all meetings of the Board, fifty percent (50%) of the Board shall constitute a quorum for the transaction of business.
- G. Robert's Rules of Order shall be deemed as adopted at all meetings of RPSC, unless otherwise agreed to by the participants.

8. Financial Policy

- A. The fiscal year shall be from January 1 to December 31.
- B. The Board shall decide all matters pertaining to the finances of the Club and it shall place all income in a common treasury, directing the expenditure of same in such a manner as will give no individual or team an advantage over another individual or team as to

equipment, etc. The disbursement of RPSC funds shall in no way benefit personally any Board member, member, player, coach, or official of the RPSC. This policy, however, shall not prevent payment for services rendered to the RPSC by any individual or business, or prevent reimbursement for material purchased for use by the RPSC., and any such disbursement or payment shall be governed as provided in this Section.

C. When the Club is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Board member of the Club or might result in a possible excess benefit transaction, the following conflict of interest policy will apply:

1. Purpose: The purpose of the RPSC conflict of interest policy is to protect RPSC 501(c)(3) status and interests when it is contemplating entering into a transaction or arrangement that might benefit personally the private interest of an officer or director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions:

- a. Interested Person – any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Benefit Personally or Financial Interest – a person benefits personally or has a financial interest if this person has, directly or indirectly, through business, investment, or family: (1) An ownership or investment interest in any entity with which the Club has a transaction or arrangement, (2) A compensation arrangement with the Club or with an entity or individual with which the Club has a transaction or arrangement, or (3) A potential ownership or investment in, or compensation agreement with, any entity or individual with which the Club is negotiating a transaction or arrangement.
- c. Compensation includes direct and indirect remunerations as well as gifts or favors that are not insubstantial.

3. A financial interest is not necessarily a conflict of interest. A person who has financial interest may have a conflict of interest only if the appropriate governing board committee decides that a conflict of interest exists.

4. Procedures:

- a. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and Board members concerning the proposed transaction or arrangement.

- b. Determining Whether a Conflict of Interest Exists – After disclosure of financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
 - c. Procedures for Addressing the Conflict of Interest – When a person has a financial interest, directly or indirectly, through business investment or family:
 - (1) The interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest,
 - (2) The manager of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement,
 - (3) After exercising due diligence, the Board shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest,
 - (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in the Club’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
 - d. Violations of the Conflicts of Interest Policy – (1) If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. (2) If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
5. Records of Proceedings: The minutes of the governing Board and all committees with Board delegated powers shall contain:
- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board’s or committee’s decision as to whether a conflict of interest in fact existed.

RPSC ByLaws

effort to notify the party or parties involved in order that they may rectify the matter during the playing season for which the registration fees are due. The Board may waive this policy by majority vote upon sufficient showing of financial hardship.

- F. The RPSC shall not assume, nor be liable for, the debts nor financial responsibilities, either implied or incurred, of any of its members.
- G. All officers of the RPSC, officials, coaches, and players shall be covered against personal liability claims for performing any duties directly related to the work of the RPSC.
- H. Should the RPSC dissolve, all assets remaining after payment of all debts shall be turned over to another qualified **not for profit** entity whose goals, **at** the discretion of the Board, are closely devoted to the goals and purpose of the RPSC.
- I. All Board Members are allowed an exemption from one youth player registration fee in honoraria of their service to the club.

9. Member Responsibilities

- A. All members, coaches, players and Board members of the RPSC shall abide by the ByLaws of the RPSC, all rules and regulations set forth by the RPSC Board, and all applicable rules and regulations of the associations to which the RPSC is affiliated.
- B. Members will conduct themselves in a courteous manner before, during and after games.
- C. Members will respect the coaches actions to control the behavior of the team and spectators, and abide by the rulings of the referee.

10. Coach Responsibilities

- A. All coaches and assistant coaches must be registered with applicable associations to which the RPSC is affiliated.
- B. All coaches and assistant coaches shall, at all times:
 - 1. Conduct themselves in a courteous manner during games;

RPSC ByLaws

2. Make a reasonable effort to control unruly crowds or spectators;
3. Abide by and be responsible for knowing the rules and regulations of the RPSC, and the applicable rules and regulations of the associations to which the RPSC is affiliated.
4. Abide by and be responsible for knowing the laws of the game.
5. Respect and abide by the rulings of the referees.

11. Violations, Protests and Appeals

- A. Falsification of records shall be grounds for disbarment from future participation and membership in the RPSC.
- B. Any person found guilty of violating the ByLaws or Rules and Regulations of the RPSC may be asked to appear before the Board to explain their actions, and may be subject to disciplinary action by the Board. Any plea of ignorance to the ByLaws or Rules and Regulations of this Club is not sufficient cause for dismissal of the violation.
- C. In the matter of protests and appeals, no member, player, coach, team, or official shall be represented by a lawyer, attorney, or professional agent for the purposes of presenting said appeal to the Board.
- D. Any complaints regarding the conduct of a player, coach or parent or any other matter concerning a player, coach or parent must be made in writing and signed by the complainant to an Elected Officer of the Club for submission to the Board.
- E. Any parent wishing to appeal a decision of the Board concerning his/her child must appeal to any Elected Officer of the Club for submission to the Board in writing and signed by the complainant.
- F. The Executive Board at, or by, its next meeting, or as soon thereafter as possible, will address the complaint/appeal.
- G. Board will issue a response to the complainant. The decisions of the Board are final.