

**CASTRO VALLEY SOCCER CLUB
A CALIFORNIA NON-PROFIT CORPORATION
CONSTITUTION AND BYLAWS**

APPROVED: December 12, 2007

ARTICLE I - NAME

Section 1.1 - NAME. This California Non-Profit Corporation shall be known as the Castro Valley Soccer Club.

Section 1.2 - SEAL. The Board of Directors shall provide a corporate seal which shall be in the form of a circle with the words "Castro Valley Soccer Club, incorporated 1982", and contain any logo as the Board of Directors shall designate.

Section 1.3 - BOUNDARIES. The boundaries of the Castro Valley Soccer Club shall be the community of Castro Valley, Alameda County, within the current US Postal Service ZIP Codes 94546 and 94552 and any other ZIP codes, which may be added by the US Postal Service within the geographical limits established by these ZIP codes.

Section 1.4 - OFFICES. The principal office of the Castro Valley Soccer Club in the State of California shall be located in the geographical area known as Castro Valley and the County of Alameda. The principal office of the Castro Valley Soccer Club is currently located at 20212 Redwood Road, Suite 201, Castro Valley, CA 94552.

ARTICLE II - PURPOSE

The purpose of the Castro Valley Soccer Club shall be to develop, promote and administer the game of youth soccer regardless of race, creed, gender, and/or ability within the Castro Valley area.

ARTICLE III - AFFILIATION

The Castro Valley Soccer Club shall be an affiliated branch of and comply with the authority of the California Youth Soccer Association (CYSA), the United States Youth Soccer Association (USYSA) and the United States Soccer Federation (USSF).

ARTICLE IV - COLORS

The primary color of the Castro Valley Soccer Club shall be green. The secondary colors of the Castro Valley Soccer Club shall be white, gold and black.

ARTICLE V – AUTHORITY

Section 5.1 - GOVERNMENT. The Castro Valley Soccer Club shall be governed by its Constitution and Bylaws and Rules and Regulations (collectively the "Rules") except when these Rules conflict with or are superseded by the rules, regulations, constitution or by laws of CYSA District IV, CYSA, USYSA, and/or USSF.

Section 5.2 - GOVERNING BODY. The governing body of the The Castro Valley Soccer Club, whose powers shall be delineated by these Bylaws, shall be vested in the Board of Directors, hereinafter referred to as the Board, comprised of the elected officers of the Castro Valley Soccer Club.

Section 5.3 - SEASONAL YEAR. The seasonal year shall be directed by CYSA.

Section 5.4 - FISCAL YEAR. The fiscal year shall be the calendar year.

Section 5.5 - RULES AND REGULATIONS. The Board shall publish and distribute, either on the Castro Valley Soccer Club's website or via hardcopy on or before the first day of registration, to no less than all officers and coaches, "Rules and Regulations" annually. These Rules and Regulations will include operational rules and procedures for the Castro Valley Soccer Club. Rules of play, team formation, conduct of matches and other game procedures shall be included.

ARTICLE VI - MEMBERS

Section 6.1 - MEMBERSHIP DEFINITION. Membership in the Castro Valley Soccer Club is limited to registered players, their parents or guardians, registered coaches, adult active referees and officers of the Corporation. For purposes of annual membership meeting voting, each family is limited to one (1) vote.

Section 6.2 - ACTIVE ADULT REFEREE DEFINITION. To be declared an active adult referee, the individual must have reached at least 18 years of age at the beginning of the calendar year, currently licensed with the United States Soccer Federation, and have participated in officiating ten (10) or more matches for the Castro Valley Soccer Club during the previous 12-month period. Matches must be governed under the guidelines of FIFA, USSF, and CYSA.

Section 6.3 - VOTING AGE. All voting members must have reached at least 18 years of age.

Section 6.4 - BOARD OF DIRECTORS. The Board of Directors shall be comprised of the fifteen (15) officers elected from the voting membership of the Castro Valley Soccer Club.

Section 6.5 - PLAYERS. All players sponsored, financed, coached or administered by any team of the Castro Valley Soccer Club, must be registered with the Castro Valley Soccer Club and CYSA. Nothing within these Bylaws shall prevent the Board from limiting the number of players registering with the Castro Valley Soccer Club.

ARTICLE VII - MEETINGS

Section 7.1 - MEMBERSHIP.

Section 7.1.1 - ANNUAL MEMBERSHIP MEETING. The Annual Membership meeting shall be held the second Wednesday in the month of December each year. With approval of 2/3 of the Board present and voting, this meeting may be delayed only for a period not to exceed thirty (30) days.

Section 7.1.2 - PURPOSES OF ANNUAL MEMBERSHIP MEETING. The purposes of the Annual Membership Meeting are to elect officers of the Castro Valley Soccer Club, to decide on any proposed amendments to these Bylaws, and to address such other business as may properly come before the meeting. Agenda items not specifically addressed in these Bylaws must be submitted in writing to the Board not less than 60 days before a scheduled membership meeting and must be included in the notice of a membership meeting.

Section 7.1.3 - NOTICE OF MEETINGS. Notice of every membership meetings—stating 1) the place, 2) day and hour, and 3) purpose (to include the agenda and copies of material to be considered) shall be posted on the Castro Valley Soccer Club's website not less than 30 nor more than 60 days prior to the scheduled date for the Annual Membership Meeting.

Section 7.1.4 - SPECIAL MEMBERSHIP MEETING. A special membership meeting may be called by two-thirds (2/3) of the Board of Directors who have voted for a special meeting or by 100 members, by petition in writing, to the Board of Directors.

Section 7.1.5 - QUORUM. At all membership meeting, without regard to the actual number of members, the presence of twenty (20) members with voting privileges shall constitute a quorum for the purpose of conducting business at a meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 7.1.6 - PROXIES. Voting by proxy is not permitted.

Section 7.1.7 - CONDUCT OF BUSINESS. The act of a majority of the members present and voting (abstentions do not count) at a membership meeting shall be the act of the membership, unless the act of a greater number is required by these Bylaws.

Section 7.2 - BOARD OF DIRECTORS.

Section 7.2.1 - MONTHLY MEETING. The Board of Directors shall meet monthly on the second Wednesday of the month. 2/3 of the Board present and voting may approve a change to this date on a month to month basis. At least 20 days prior to a rescheduled meeting, notice of change must be communicated in writing to each director.

Section 7.2.2 - SPECIAL MEETING. A special meeting of the Board of Directors may be called by two-thirds (2/3) of the Board of Directors who have voted for a special meeting or 100 members, by petition in writing, to the Board of Directors.

Section 7.2.3 - QUORUM. At any Board meeting, the presence of eight (8) directors shall constitute a quorum for the purpose of conducting business at a meeting.

Section 7.2.4 - CONDUCT OF BUSINESS. The act of a majority of the directors voting at a meeting shall be the act of the Board of Directors, unless the act of a greater number is required by these Bylaws. Directors abstaining will be considered to not have voted.

Section 7.2.5 - EXECUTIVE SESSIONS. Approval must be obtained from 2/3 of the Board members present and voting to move the Board meeting into executive session. All personnel matters, discipline matters and such other matters as may appear appropriate to the Board of Directors shall occur in Executive Session. The records of the Executive Session shall be maintained as confidential.

ARTICLE VIII - OFFICERS

Section 8.1 - COMPOSITION. The Board of Directors shall be comprised of the fifteen (15) officers listed herein and elected annually by the general membership:

- President
- Vice-President
- Secretary
- Treasurer
- Operations Director
- Division 1 & 3 Program Director
- Grasshopper Director
- Division 4 Boys' U7-U10 Program Director
- Division 4 Girls' U7-U10 Program Director
- Division 4 U12-U19 Program Director
- Division 5 Program Director
- Communications Director
- Events Director
- Fields Director
- Referee Program Director

Section 8.2 - ELECTION. The officers of the Castro Valley Soccer Club shall be elected annually at the Annual Membership Meeting.

Section 8.3 - TERM OF OFFICE. The term of office shall be for the two (2) calendar years following the Annual Membership Meeting.

The two-year term will begin in calendar years ending in even numbers for the following offices: President, Secretary, Grasshopper Director, Division 4 Girls U7-U10 Program Director, Division 4 U12-U19 Program Director, Division 1 & 3 Program Director, Events Director and Fields Director.

The two-year term will begin in calendar years ending in odd years for the following offices: Vice-President, Treasurer, Division 4 Boys U7-U10 Program Director, Division 5 Program Director, Communications Director, Operations Director, Referee Program Director
Members of the same household cannot hold two or more of the following offices at the same time: President, Vice President, Treasurer, Secretary or Operations Director.

Section 8.4 - TENURE. No individual may serve more than two (2) consecutive terms as President or Vice President, unless that position remains vacant at the time of the first meeting of the new Board, and the service of a third term is approved by the Board at its first meeting, pursuant to Section 8.6 below. No individual may serve more than two (2) consecutive terms in the same office unless that office remains vacant at the time of the first meeting of the new board, and the service of a seventh term is approved by the Board at its first meeting, pursuant to Section 8.6 below.

Section 8.5 - REMOVAL. Any officer may be removed by the Board upon approval of 2/3 vote of its members present and voting; or by 2/3 of the general membership present and voting at a meeting of the general membership. Prior to any vote to remove an officer, the officer shall receive a written notice of hearing before the Board, which hearing shall take place at least ten (10) days and no later than thirty (30) after the written notice has been mailed or delivered. A notice of hearing shall be deemed delivered on the fifth day following the date on which it is mailed to the last known address of the Board member, first class postage prepaid.

Section 8.6 - VACANCIES. The Board of Directors may fill any vacancy occurring in any office for any reason. The two highest ranking officers remaining on the Board will seek qualified individuals and nominate such persons for approval by a majority vote of the then remaining Board.

Section 8.7 - DUTIES OF OFFICERS.

Section 8.7.1 - PRESIDENT. The President shall have general supervision over all the affairs of the Castro Valley Soccer Club and shall call and preside at all meetings of the Castro Valley Soccer Club and the Board. The President shall be an ex-officio member of all committees and shall appoint chairpersons and members of committees consistent with these Bylaws. The President shall serve as the primary liaison with the Castro Valley Unified School District and the Hayward Area Recreation District.

Section 8.7.2 - VICE PRESIDENT. The Vice President shall, in the absence of the President, or in such cases of the President's death, resignation or inability to act, perform all duties of the President. The Vice President shall perform the duties of parliamentarian and advise the Castro Valley Soccer Club and the Board on all matters pertaining to the conduct of meetings as established by Robert's Rules of Order and such other procedures as the Board or the members may duly adopt. The Vice President shall ensure that all ratified and/or approved club documents are published in a timely manner. At a minimum the club's Constitution and By-Laws and Rules and Regulations shall be approved for the current year and published prior to the beginning of the registration process.

Section 8.7.3 - SECRETARY. The Secretary shall keep the minutes of all the meetings of the members and the Board, shall take charge of and serve as the official custodian of all non-financial records, of the Castro Valley Soccer Club, and shall issue notices or other correspondence as directed. The Secretary shall oversee all fundraising activities for the Castro Valley Soccer Club. The Secretary shall coordinate all insurance activities of the Castro Valley Soccer Club. The Secretary shall oversee snack bar activities of the Castro Valley Soccer Club save and except financial records and the handling of funds. Page 5 of 5 5

Section 8.7.4 - TREASURER. The Treasurer shall be responsible to manage the collection and depositing of all monies and receive and hold all securities of the Castro Valley Soccer Club and disburse the same as directed by the Board. The Treasurer may only make disbursements on the funds, which have first been deposited in accounts of the Castro Valley Soccer Club. The Treasurer shall keep accounts of the Castro Valley Soccer Club, which shall be open for inspection as directed by these Bylaws or the Board. The Treasurer shall submit full monthly written statements of the accounts to the Board at least five (5) days prior to each monthly meeting. The Treasurer shall be responsible for filing all legally required financial reports for the Castro Valley Soccer Club. The Treasurer shall prepare a summary financial report for distribution to the members at the Annual Meeting. An individual who cannot qualify for a bond shall be deemed ineligible to serve as Treasurer and shall forthwith be replaced by the Board. An individual who can qualify for a bond, but, with respect to who, the bonding company requires a surcharge may be declared ineligible to serve by a two-thirds (2/3) vote of the Board, in which case the Board shall replace such person as the Treasurer.

Section 8.7.5-Grasshopper PROGRAM DIRECTOR The Grasshopper Program Director shall have overall responsibility for Castro Valley Soccer Club's Boys' U5-U6 and Girls U5-U6 Program. The Grasshopper program Director shall identify and recruit coaches for the teams in the Castro Valley soccer Club's Grasshopper Division. The Grasshopper Program Director shall review all Division 4 Boys and Girls U5 and U6 teams coaching applications and make recommendations to the Board. The Grasshopper Program Director shall be responsible for the education and training of the coaches in the Division 4 Grasshopper Program. The Grasshopper Program Director shall conduct coach evaluations consistent with the policies of the Castro Valley Soccer Club. The Grasshopper Program Director will work in conjunction with the Director of Player and Coach Development on all matters related to the Division 4 Boys' and Girls U5-U6 Program. This includes but is not limited to team formation, player training and coach identification, selection and training.

Section 8.7.6 – DIVISION 4 BOYS' U7-U10 PROGRAM DIRECTOR. The Division 4 Boys' U6-U10 Program Director shall have overall responsibility for Castro Valley Soccer Club's Division 4 Boys' U7-U10 Program. The Division 4 Boys' U7-U10 Program Director shall identify and recruit coaches for the teams in the Castro Valley Soccer Club's Division 4 Boys' U7-U10 Boys' Program. The Division 4 Boys' U7-U10 Program Director shall review all Division 4 Boys' U7-U10 teams coaching applications and make recommendations to the Board. The Division 4 Boys' U7-U10 Program Director shall be responsible for the education and training of the coaches in the Division 4 Boys' U7-U10 Program. The Division 4 Boys' U7-U10 Program Director shall conduct coach evaluations consistent with the policies of the Castro Valley Soccer Club. The Division 4 Boys' U7-U10 Program Director shall establish and administer a process for assigning players to teams and shall be responsible for any subsequent player transfer or divisional reassignment. The Division 4 Boys' U7-U10 Program Director shall ensure that all coaches and responsible adults adhere to published club rules and regulations and are given necessary support from the club to provide a positive experience for players and families. The Division 4 Boys' U7-U10 Program Director shall conduct program evaluations consistent with the policies of the Castro Valley Soccer Club.

Section 8.7.7 – DIVISION 4 GIRLS' U7-U10 PROGRAM DIRECTOR. The Division 4 Girls' U7-U10 Program Director shall have overall responsibility for Castro Valley Soccer Club's Girls' Division 4 U7-U10 Program. The Division 4 Girls' U7-U10 Program Director shall identify and recruit coaches for the teams in the Castro Valley Soccer Club's Division 4 Girls' U7-U10 Program. The Division 4 Girls' U7-U10 Program Director shall review all Division 4

Girls' U7-U10 teams coaching applications and make recommendations to the Board. The Division 4 Girls' U7-U10 Program Director shall be responsible for the education and training of the coaches in the Division 4 Girls' U7-U10 Program. The Division 4 Girls' U7-U10 Program Director shall conduct coach evaluations consistent with the policies of the Castro Valley Soccer Club. The Division 4 Girls' U7-U10 Program Director shall establish and administer a process for assigning players to teams and shall be responsible for any subsequent player transfer or divisional reassignment. The Division 4 Girls' U7-U10 Program Director shall ensure that all coaches and responsible adults adhere to published club rules and regulations and are given necessary support from the club to provide a positive experience for players and families. The Division 4 Girls' U7-U10 Program Director shall conduct program evaluations consistent with the policies of the Castro Valley Soccer Club.

Section 8.7.8 – DIVISION 4 U12-U19 PROGRAM DIRECTOR. The Division 4 U12-U19 Program Director shall have overall responsibility for Castro Valley Soccer Club's Division 4 U12-U19 Program. The Division 4 U12-U19 Program Director shall identify and recruit coaches for the teams in the Castro Valley Soccer Club's Division 4 U12-U19 Program. The Division 4 U12-U19 Program Director shall review all Division 4 U12-U19 teams coaching applications and make recommendations to the Board. The Division 4 U12-U19 Program Director shall be responsible for the education and training of the coaches in the Division 4 U12-U19 Program. The Division 4 U12-U19 Program Director shall conduct coach evaluations consistent with the policies of the Castro Valley Soccer Club. The Division 4 U12-U19 Program Director shall establish and administer a process for assigning players to teams and shall be responsible for any subsequent player transfer or divisional reassignment. The Division 4 U12-U19 Program Director shall ensure that all coaches and responsible adults adhere to published club rules and regulations and are given necessary support from the club to provide a positive experience for players and families. The Division 4 U12-U19 Program Director shall conduct program evaluations consistent with the policies of the Castro Valley Soccer Club.

Section 8.7.9 - DIVISION 1 & 3 PROGRAM DIRECTOR. The Division 1 & 3 Program Director shall have overall responsibility for the Division 1 and 3 Program. The Division 1 & 3 Program Director shall identify and recruit coaches for the teams in the Castro Valley Soccer Club's Division 1 & 3 Program. The Division 1 & 3 Program Director, in accordance with the Castro Valley Soccer Club's rules and regulations regarding Division 1 & 3 coach selections, will make recommendations to Board. The Division 1 & 3 Program Director shall be responsible for the education and training of the coaches in the Division 1 & 3 Program. The Division 1 & 3 Program Director shall conduct coach evaluations consistent with the policies of the Castro Valley Soccer Club. The Program Director shall act as the Castro Valley Soccer Club's liaison with the District 4 Playing League, Golden State Soccer League and any other playing league the Castro Valley Soccer Club's teams participate. The Division 1 & 3 Program Director shall establish and administer a process for assigning players to teams and shall be responsible for any subsequent player transfer or divisional reassignment. The Division 1 & 3 Program Director shall ensure that all coaches and responsible adults adhere to published club rules and regulations and are given necessary support from the club to provide a positive experience for players and families. The Division 1 & 3 Program Director shall conduct program evaluations consistent with the policies of the Castro Valley Soccer Club.

Section 8.7.10 – DIVISION 5 PROGRAM DIRECTOR. The Division 5 Program Director shall have overall responsibility for the Castro Valley Soccer Club's Division 5 Program. The Division 5 Program Director shall identify and recruit coaches for the Castro Valley Soccer Club's Division 5 Program. The Division 5 Program Director shall review all Division 5 teams' coaching applications and make recommendations to the Board. The Division 5 Program Director shall be responsible for the education and training of the coaches in the Division 5 Program. The Division 5 Program Director shall conduct coach evaluations consistent with the policies of the Castro Valley Soccer Club. The Division 5 Program Director shall establish and administer a process for assigning players to teams and shall be responsible for any subsequent player transfer or divisional reassignment. The Division 5 Program Director shall ensure that all coaches and responsible adults adhere to published club rules and regulations and are given necessary support from the club to provide a positive experience for players and families. The Division 5 Program Director shall conduct program evaluations consistent with the policies of the Castro Valley Soccer Club.

Section 8.7.11 – REFEREE PROGRAMS DIRECTOR. The Referee Programs Director shall be responsible for the training and assessment of referees serving the Castro Valley Soccer Club. The Referee Program Director will coordinate with the CYSA District IV Referee Coordinator for licensing clinics and in service training and assessment of the capabilities of the Castro Valley Soccer Club's referees. The Referee Programs Director is also responsible for the assignment of referees for league and tournament games in the Castro Valley Soccer Club.

Section 8.7.12 – OPERATIONS DIRECTOR. The Operations Director shall be responsible for managing the player and coach registration process, uniform and equipment procurement and match day administration. The Operations Director will work in conjunction with the other Directors in relation to each Director's area of responsibility to assure the day-to-day operational needs of the Castro Valley Soccer Club are met. Page 7 of 7 7

Section 8.7.13 – COMMUNICATIONS DIRECTOR. The Communications Director shall have management responsibility for the Castro Valley Soccer Club's Newsletter and website. The Communications Director shall have overall responsibility for providing publicity information to the membership and community via local newspaper, flyers, the Castro Valley Soccer Club website and other means deemed acceptable by the Board of Directors. The Communications Director shall be responsible for providing results of matches and events in the local media. The Communications Director shall supervise all mailings to the general membership using the established mailing permits.

Section 8.7.14 - FIELDS DIRECTOR. The Fields Director shall supervise the scheduling of fields for matches and practices. The Fields Director shall also be responsible for the Master Schedule of all Castro Valley teams, playing fields and times of games. The Fields Director shall be responsible for coordinating and arranging of maintenance of the playing fields for the Castro Valley Soccer Club.

Section 8.7.15 - EVENTS DIRECTOR. The Events Director shall plan and coordinate all special events held by the Castro Valley Soccer Club, including but not limited to jamborees, tournaments and the opening day/night celebration. The Events Director shall also coordinate and facilitate the tournament application process for Castro Valley Soccer Club teams.

ARTICLE IX - COMMITTEES

Section 9.1 - STANDING COMMITTEES. The Castro Valley Soccer Club shall establish and maintain the following standing committees.

- Bylaws & Rules & Regulations Budget
- Audit Executive
- Disciplinary Credentials
- Grasshopper Program
- Division 4 Boys' U7-10 Program
- Division 4 Girls' U7-U10 Program
- Division U12-U19 Program
- Division 1 & 3 Program
- Division 5 Program
- Protests & Appeals
- Fields Nominating
- Events Referee

Section 9.1.1 - BYLAWS AND RULES AND REGULATIONS COMMITTEE. The Vice President shall serve as Chair of this committee. The committee will accept, propose and recommend changes to the Bylaws of the Castro Valley Soccer Club in accordance with the procedures prescribed by these Bylaws. The committee shall review the Castro Valley Soccer Club's Rules and Regulations (including the process for coach selection) and make recommendations for modification to the Board of Directors prior to the end of the seasonal year. Once the Rules and Regulations of the Castro Valley Soccer Club have been passed by the Board for the next seasonal year, any changes, including any exceptions during that same fiscal year must be by two-thirds (2/3) majority of the Board. Page 8 of 8 8

Section 9.1.2 - NOMINATING COMMITTEE. The Secretary shall serve as Chair of this committee. The committee shall meet not less than ninety (90) days prior to the Annual Membership meeting for the purposes of fulfilling its duties as set out in this paragraph. The purpose of the Nominating Committee shall be to secure and compile a list of candidates for the officer positions authorized by Article VIII, Section 8.1 of these Bylaws, to be presented to the members for approval at the Annual Meeting. The Nominating Committee shall accept nominations submitted in writing, in a prescribed format, by any member of the Castro Valley Soccer Club. All nominations shall be received and accepted by the Nominating Committee not less than thirty (30) days prior to the coming election. The Nominating Committee shall conduct the election during the Annual Membership meeting. The Nominating Committee shall prepare ballots for the annual election and shall conduct the voting by secret ballot. After establishment of a quorum, a majority vote of members in attendance at the Annual Membership Meeting shall elect each officer.

Section 9.1.3 - AUDIT COMMITTEE. This committee shall be chaired by a Director selected by the President and approved by a majority of the Board present and voting. The President shall appoint (subject to approval by a majority of the Board present and voting) two or more additional members to the committee, each of whom shall be a member of the Castro Valley Soccer Club, but shall not currently serve as an officer or director of the Castro Valley Soccer Club. The purpose of this committee shall be to review the Castro Valley Soccer Club's financial records with the Treasurer, the Castro Valley Soccer Club's accountant and any reviewing or auditing accountant selected by the Board. The Committee shall complete its review and shall report in writing to the Board on its findings with respect to each fiscal year within 120 days of the close of that fiscal year.

Section 9.1.4 - BUDGET COMMITTEE. This committee shall be chaired by the Castro Valley Soccer Club's Treasurer. The Vice President, and the Operations Director all serve as members of this committee. The purpose of this committee is to prepare a proposed budget for the Castro Valley Soccer Club for the following fiscal year and submit the proposed budget to the Board for approval not later than December Board of Directors' Meeting of each year. All Directors shall submit in writing, no later than November 1 a written budget for their area of responsibility for the following fiscal year.

Section 9.1.5 - DISCIPLINARY COMMITTEE. The Vice-President shall chair this committee. The Referee Program Director shall also serve on the committee and shall act as the Chair if the Vice President is unavailable to serve at a meeting for any reason. This committee shall have a minimum of five members at each meeting. If there are any conflicts with any member serving on this committee, the President will appoint other members in his/her place. The purpose of this committee shall be to handle disciplinary issues for the Castro Valley Soccer Club. Incidents involving ejections or cautions during matches will be decided by the committee using the disciplinary guidelines for penalties offered by CYSA and CYSA District IV. No hearing shall be required for discipline arising out of the issuance of an ejection or caution to a player. All decisions on such matters shall be made within three calendar days of the delivery of the referee's report of the incident to the Castro Valley Soccer Club and the member subject to discipline shall be advised by telephone within one calendar day of the decision. Written confirmation of the decision shall thereafter follow. In all other matters (including discipline of a coach for conduct at a match), the committee will hold a hearing and, at the conclusion of the hearing, make a recommendation to the Board of Directors for appropriate discipline. With respect to all disciplinary hearings, the member who is the subject of the hearing shall receive not less than five calendar days written notice of the hearing and shall have the opportunity to appear and present evidence. Although the Castro Valley Soccer Club assumes no responsibility for providing legal representation to a member in connection with any such hearing, the member shall have the right to bring an attorney, at the member's expense, to advise the member at the hearing. All decisions rendered by the Disciplinary Committee shall be communicated by telephone to the disciplined party within one calendar day following the Board's approval or modification of the Committee's recommendation.

Section 9.1.6 - PROTEST AND APPEALS COMMITTEE. This committee will review and render a decision on all protest and appeals requested of the Castro Valley Soccer Club. The Board of Directors of the Castro Valley Soccer Club will sit as this committee. No person associated with the operations of the Castro Valley Soccer Club at any level may invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the Castro Valley Soccer Club, CYSA, USYSA and USSF, including a final appeal to the USSF Council at the Annual General Meeting.

Section 9.1.6.1 - LIABILITY FOR VIOLATION OF SECTION 9.1.6. For violation of 9.1.6, the offending party(ies) shall be subject to the sanctions of suspension and fines, and shall be liable to the Castro Valley Soccer Club, CYSA, USYSA and USSF for all expenses incurred by the Castro Valley Soccer Club, CYSA, USYSA and USSF in defending each court action, including, but not limited to, the following:

- A. Court costs
- B. Attorney fees

- C. Reasonable compensation for time spent by CYSA/USYSA/USSF officers and employees in responding to and defending against allegations in the action, including responses to discovery and court appearances.
- D. Travel expenses
- E. Expenses for holding special Castro Valley Soccer Club, CYSA/USYSA/USSF meetings necessitated by the court action.

Section 9.1.6.2 – PROTEST FORMAT AND TIMELINES. All protests and appeals must be in writing and must describe in detail the events giving rise to the action being appealed and the grounds for the appeal or protest. The written submission from the protesting or appealing party must include all supporting documentation. No protest or appeal will be considered unless delivered to the Castro Valley Soccer Club's then President or Vice President within three calendar days of delivery of notice of the decision from which the appeal is taken or the protest made. The failure to submit a protest or appeal within that time period shall constitute a waiver of the right to appeal or protest. Upon the delivery of a notice of protest or appeal to the Castro Valley Soccer Club, the Chairman of the Protest and Appeals Committee shall set a date for the hearing of the appeal, which date shall be within thirty (30) days of the receipt of the protest or appeal. The Castro Valley Soccer Club shall provide not less than seven (7) calendar days' written notice of the hearing to all parties to the appeal. At the hearing, the Protest and Appeals Committee shall consider all pertinent information arising out of an appeal and/or protest. The parties involved shall have the opportunity to present their case. Each party shall have the right to the assistance of counsel provided by that party at that party's sole expense. The Castro Valley Soccer Club shall have no obligation to provide or pay for legal representation for any party. The decision of the Protest and Appeals Committee of this Association shall be conveyed, in writing, to the party initiating the appeal within five (5) days of the decision. This decision may be appealed pursuant to the provisions of the Constitution and Bylaws, Rules and Regulations of CYSA, USYSA and USSF, however, decisions rendered by the Protest and Appeals Committee shall stand, and be complied with, until such a time as they are overturned by a higher authority.

Section 9.1.7 - EXECUTIVE COMMITTEE. The Board of the Castro Valley Soccer Club shall create an Executive Committee. The committee shall be comprised of the President, Vice President, Secretary, Treasurer and Operations Director. The Executive Committee may meet to resolve emergency situations between the Board of Directors meetings or when so directed by the Board. All actions by the Executive Committee must be ratified by the Board of Directors at their next scheduled meeting. Page 10 of 10 10

Section 9.1.8 - CREDENTIALS COMMITTEE. This committee will establish the eligibility of voting members at the Annual Membership Meeting. Members will be the Vice President, Secretary and two other Board members designated by the President. This committee shall be chaired by the Vice President. If the Vice President is presiding at the Annual Membership Meeting the Secretary will be the chair.

Section 9.1.9 – GRASSHOPPER PROGRAM COMMITTEE. This committee shall be responsible for recommending to the Board of Directors on aspects regarding the Division 4 Boys' and Girls U5-U6 Program including but not limited to the quantify of teams, recruitment and assignment of coaches/assistant coaches, assignment of players, coach education program and Division 4 Boys' and Girls' U5-U6 player development. This committee shall be chaired by the Grasshopper Program Director and may include both Castro Valley Soccer Club officers and non-officers (age group coordinators) as recommended by the Grasshopper Program Director and as approved by the President.

Section 9.1.10 – DIVISION 4 BOYS' U7-U10 PROGRAM COMMITTEE. This committee shall be responsible for recommending to the Board of Directors on aspects regarding the Division 4 Boys' U7-U10 Program including but not limited to the quantify of teams, recruitment and assignment of coaches/assistant coaches, assignment of players, coach education program and Division 4 Boys' U7-U10 player development. This committee shall be chaired by the Division 4 Boys' U7-U10 Program Director and may include both Castro Valley Soccer Club officers and non-officers (age group coordinators) as recommended by the Division 4 Boys' U7-U10 Program Director and as approved by the President.

Section 9.1.11 – DIVISION 4 GIRLS' U7-U10 PROGRAM COMMITTEE. This committee shall be responsible for recommending to the Board of Directors on aspects regarding the Division 4 Girls' U7-U10 Program including but not limited to the quantify of teams, recruitment and assignment of coaches/assistant coaches, assignment of players, coach education program and Division 4 Girls' U7-U10 player development. This committee shall be chaired by the Division 4 Girls' U7-U10 Program Director and may include both Castro Valley Soccer Club officers and non-officers (age group coordinators) as recommended by the Division 4 Girls' U7-U10 Program Director and as approved by the President.

Section 9.1.12 – DIVISION 4 U12-U19 PROGRAM COMMITTEE. This committee shall be responsible for recommending to the Board of Directors on aspects regarding the Division 4 U12-U19 Program including but not limited to the quantify of teams, recruitment and assignment of coaches/assistant coaches, assignment of players, coach education program and Division 4 U12-U19 player development. This committee shall be chaired by the Division 4 U12-U19 Program Director and may include both Castro Valley Soccer Club officers and non-officers (age group coordinators) as recommended by the Division 4 U12-U19 Program Director and as approved by the President.

Section 9.1.13 – DIVISION 1 & 3 PROGRAM COMMITTEE. This committee shall be responsible for recommending to the Board of Directors on aspects regarding the Division 1 & 3 Program including but not limited to the quantify of teams, recruitment and assignment of coaches/assistant coaches, assignment of players, coach education program and Division 1 & 3 player development. This committee shall be chaired by the Division 1 & 3 Program Director and may include both Castro Valley Soccer Club officers and non-officers as recommended by the Division 1 & 3 Program Director and as approved by the President.

Section 9.1.14 – DIVISION 5 PROGRAM COMMITTEE. This committee shall be responsible for recommending to the Board of Directors on aspects regarding the Division 5 Program including but not limited to the quantify of teams, recruitment and assignment of coaches/assistant coaches, assignment of players, coach education program and Division 5 player development. This committee shall be chaired by the Division 5 Program Director and may include both Castro Valley Soccer Club officers and non-officers as recommended by the Division 5 Program Director and as approved by the President.

Section 9.1.15 – FIELDS' COMMITTEE. This committee shall be responsible for recommending to the Board of Directors how playing and practice fields should be utilized to include the schedules of matches and the allocation of field space for team practices. This committee shall also be responsible for making recommendations on the maintenance and improvement of playing and practice fields. The committee shall be chaired by the Fields Director and may include both Castro Valley Soccer Club officers and non-officers as recommended by the Fields Directors and as approved by the President

Section 9.1.16 – EVENTS' COMMITTEE. This committee shall be responsible for recommending to the Board the number and type of special events sponsored by the Castro Valley Soccer Club. This includes but is not limited to jamboree, tournaments and opening/day night celebrations. The committee shall be chaired by the Events Director and will include any jamboree coordinators, tournament coordinators and other special event coordinators as recommended by the Events Director and as approved by the President. Tournament and special event coordinators may be either Castro Valley Soccer Club officers or non-officers.

Section 9.1.17 – REFEREE COMMITTEE. This committee shall be responsible for making recommendations to the Board of Directors on all aspects of the Castro Valley Soccer Club's referee program including but not limited to referee education, game assignment, assessment, mentoring and referee game pay. The committee shall be chaired by the Referee Programs Director and may include both Castro Valley Soccer Club officers and non-officers as recommended by the Referee Programs Director and as approved by the President.

Section 9.2 - OTHER COMMITTEES. The Board of Directors may establish committees as may be necessary from time to time, consisting of such number of its members and Castro Valley Soccer Club members and with powers as it may designate consistent with these Bylaws.

Section 9.3 - COMMITTEE MEMBERSHIP. Each committee shall consist of a minimum of three (3) members. The chairperson of these committees shall be prescribed by these Bylaws for standing committees, or elected by the Board from its membership. Committee members may be from the membership of the Castro Valley Soccer Club. All members of a committee must be approved annually by a majority of the Board of Directors present and voting. Members of the same household cannot serve on the same committee.

Section 9.4 - COMMITTEE ACTIONS. All actions shall be subject to approval or ratification of the Board of Directors unless otherwise specified by the Bylaws.

ARTICLE X - RECORDS AND REPORTS

Section 10.1 - RECORDS. The Castro Valley Soccer Club shall maintain adequate and correct accounts, books, and records of its business and properties. All such books, records, and accounts shall be kept at its principal place of business in the State of California, as fixed by the Board of Directors.

Section 10.2 - INSPECTION OF BOOKS AND RECORDS. All books and records shall be maintained as required by the Corporations Code of California and shall be open to inspection to the members of the Castro Valley Soccer Club.

Section 10.3 - CHECKS, DRAFTS, NOTES, INDEBTEDNESS. All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name or payable to the corporation, shall be signed by two authorized signatures in the case of checks or other negotiable instruments, or endorsed by such person or persons and in such manner as shall be determined by resolution of the Board of Directors.

Section 10.4 - CONTRACTS - HOW EXECUTED. The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers to enter into any contract or execute any instrument in the name of and on behalf of the Castro Valley Soccer Club. Such authority may be general or specific. Unless so authorized by the Board of Directors, no officer shall have any power or authority to bind the Castro Valley Soccer Club by any contract or engagement or to pledge its credit, or to render it liable for any purpose or any amount.

ARTICLE XI - PAID INDEPENDENT CONTRACTORS

The Board may contract for services as deemed necessary. These may include, but are not limited to, Director of Coaching and Player Development, Registrar and League Administrator. The amount of time devoted to these positions, as well as the amount paid, shall be determined by the Board. Unless otherwise specified by job description or contract, independent contractors will perform their duties under the direction of the president, operations officer, or designee. Paid contractors will be held accountable for adherence to all published club rules and regulations.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be deemed as adopted at all meetings of the Castro Valley Soccer Club, unless otherwise agreed to by the participants, insofar as such rules are not inconsistent with or in conflict with the Constitution and Bylaws and Rules and Regulations of the Castro Valley Soccer Club or any organization with which the Castro Valley Soccer Club is affiliated.

ARTICLE XIII - DISCIPLINARY/PROTESTS AND CONFLICTS

Section 13.1 - SUBJECTS. Violations of the Bylaws, Rules and Regulations, General Procedures, Specific Rules of the Castro Valley Soccer Club, or misapplication of the "Laws of the Game" shall be proper subjects to be considered for action by the Disciplinary Committee and/or the Protest and Appeals Committee.

Section 13.2 - PROCEDURE. All disciplinary reports, protests and/or appeals shall be in writing and shall follow the Castro Valley Soccer Club Parents' Handbook and Rules and Regulations.

Section 13.2.1 - DISCIPLINARY RULES AND REGULATIONS. Disciplinary rules and regulations shall be reviewed yearly by the Board of Directors using District IV and CYSA guidelines.

Section 13.2.2 - CONFLICTS OF INTEREST. It will be a conflict of interest for any Board member to vote on any motion before the Board which involves the Officer himself/herself, or any child or relative of the Officer. The Officer shall recuse himself/herself and the Board may ask that person to leave the room at the Board's discretion.

ARTICLE XIV - AMENDMENT TO CONSTITUTION AND BYLAWS

Section 14.1 - AUTHORITY. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by two-thirds of the members present and voting at the annual membership meeting or a special membership meeting called for that purpose.

Section 14.2 - NOTICE. The text of changed or any new Bylaws may be submitted to the membership by majority vote of the Board of Directors; or any member who has obtained by petition, that clearly shows the text of the changed or new bylaw, signed by no less than thirty (30) active members (single vote per family). Notice of intention to alter, amend, repeal or adopt new bylaws must be given to the membership by either posting on the Castro Valley Soccer Club's website or in writing by mail, at the last registered address, not less than 30 nor more than 60 days prior to the scheduled meeting date. Notice will include the modified sections.

Section 14.3 - RECORD OF AMENDMENTS. Whenever an amendment to these Bylaws is adopted, it shall be copied in the Book of Bylaws with the original Bylaws, in the appropriate place and distributed per Article V, section 5.5.

ARTICLE XV - DISSOLUTION

Should the Castro Valley Soccer Club be dissolved, all assets remaining after the payment of all debts shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purpose of the development of youth soccer.