

Martinez Pleasant Hill Futbol Club, Inc. A California Corporation

CONSTITUTION AND BYLAWS

[AS AMENDED JANUARY 24, 2017]

ARTICLE I - Basics

Section 1.1 – Name

The California Non-Profit Corporation shall be known as Martinez Pleasant Hill Futbol Club, also referred to as “MPHFC” and hereinafter referred to as the “Club”.

Section 1.2 - Seal/Logo

The Board of Directors shall provide a corporate seal or logo, which shall include the words “Martinez Pleasant Hill Futbol Club” and contain any logo as the Board of Directors shall designate.

Section 1.3 - Boundaries and Territories

The primary territory of the Club shall be the communities of Martinez (including the census-designated place known as Pacheco) and Pleasant Hill and adjoining cities and unincorporated areas. Participants from communities outside the defined territory will also be allowed to register and participate in the organization.

ARTICLE II - Purpose

Section 2.1 - Objective

The objective of this organization shall be to teach the fundamentals of soccer to youths in an environment that is fun, rewarding and competitive. Through the game of soccer, MPHFC will strive to promote health, education and strength of character.

Section 2.2 - Inclusion

It shall be the purpose of the Club to develop, promote and administer a youth soccer program offering opportunities for participation regardless of race, creed, gender and/or ability.

Section 2.3 - Mission Statement

The Martinez Pleasant Hill Futbol Club provides outstanding competitive soccer in a supportive environment that reflects the values embodied in our communities. These values include community involvement, a commitment to developing well-rounded children, and cooperation with local schools and sports Clubs.

We achieve these goals by:

- Encouraging coaches and trainers to adhere to the standards of positive coaching and sportsmanship;
- Encouraging, and in some cases mandating, players in older age brackets to volunteer as referees and coaches in area recreational soccer leagues;
- Establishing minimum academic standards for high school aged players;
- Encouraging children in lower age brackets to play multiple sports and to participate positively in local recreational soccer leagues;
- Working with local Clubs in areas of mutual interest and benefit;
- Advocating, as an organization, community development needs of area children and teens.

The goal of MPHFC is to ensure that talented and motivated children can grow as soccer players and young adults in a way that reflects positively on Martinez, Pleasant Hill, and neighboring communities.

ARTICLE III - Colors

The representative colors of the Club shall be light blue, black and white.

ARTICLE IV - Affiliation

This Club shall be an affiliate of NorCal Premier Soccer and a member of U.S. Club Soccer. Any affiliations with other Clubs, associations or similar groups must be approved by a vote of the Board.

ARTICLE V - Authority

Section 5.1 – Government

The Club shall be governed by the Constitution and Bylaws of MPHFC, except when these are superseded by Norcal Premier or U.S. Club Soccer.

Section 5.2 – Governing Body

The governing body of the organization, whose powers shall be delineated by these Bylaws, shall be vested in the Board of Directors, hereinafter referred to as the Board.

Section 5.3 – Seasonal Year

The seasonal year shall be defined by Norcal Premier.

Section 5.4 – Fiscal Year

The fiscal year shall be the calendar year.

Section 5.5 – Policies, Procedures, Rules and Regulations

The Board shall publish the official policies, procedures, rules and regulations for the Club and make same available annually to, at the least, coaches and officers of the Club. Notification regarding the availability of this information will take place on or before the first day of registration. These policies, procedures, rules and regulations shall include operational policies, procedures, rules and regulations for the Club, including rules of play, team formation, conduct of matches and other game procedures. Notice of any changes to the Club Policies and Procedures, Rules and Regulations shall be published and distributed to the membership within sixty (60) days of such changes occurring.

Section 5.6 - Availability of Constitution and Bylaws

The MPHFC Constitution and Bylaws shall be published on the Club's website and will be available for download by any member of the club.

ARTICLE VI-Membership and Voting Rights

Section 6.1 – Membership Definition

Membership in this Club shall be defined by registration with the Club and Norcal Premier and consists of: registered players, parents and/or legal guardians of registered players, Norcal Premier registered coaches, trainers, assistant coaches and managers and members of the Board, including advisory members.

Section 6.2 – Voting Age

All voting members must be at least 18 years of age.

Section 6.3 - Term of Membership

Membership shall be for a period of one year, concurrent with the seasonal year.

Section 6.4 – Board of Directors

The Board of Directors shall be comprised of the eight (8) officers elected by the Voting Membership and described in Section 7.5, and any Advisory Members appointed by the Board. Advisory Members shall not have voting rights on the Board.

Section 6.5 – Players

All players sponsored, financed, coached or administered by any team of this Club must be registered with Norcal Premier. Nothing within these Bylaws shall prevent the Board from limiting the number of players who can reasonably be accommodated considering available playing fields, facilities, supervision and finances.

Section 6.6 – Coaches/Trainers

All persons supervising, developing and educating players on any team participating in this Club must be registered with the Club in accordance with all MPHFC and/or US Club and Norcal Premier policies and procedures. This includes US Club/Norcal Premier registered coaches, assistant coaches, trainers and team managers who interact in any way with players on teams.

Section 6.7 – Voting Rights

Section 6.7.1 - Votes at Membership Meetings

Each member as described in Section 6.1 above shall be entitled to one vote at all annual or special Membership meetings.

Section 6.7.2 - Rights of Membership

The rights of membership shall be to 1) attend all Club annual or special membership meetings, to present motions at any such meeting, and to vote on all motions offered at any such meeting, including the annual election of the Club's Board of Directors; and 2) to attend all Regular or Special meetings of the Board of Directors. However, all members who are not also directors must leave when the Board goes into closed session.

Section 6.8 – Adherence to Constitution, Bylaws, Rules, Regulations, Policies and Procedures

All members of the Board of Directors, coaches, referees, trainers, players and parents/guardians of players shall abide by the Constitution and Bylaws as well as the policies, rules and regulations of the Club, the Laws of the Game and all policies, procedures, rules and regulations of those associations with which the Club is affiliated.

Section 6.8.1 – Agents of MPHFC

No member or agent of MPHFC may state or imply that they have the authority to enter into contracts on behalf of the Club, or otherwise bind the Club in any way, without prior written authorization of the Board of Directors.

ARTICLE VII - Officers and Board of Directors

Section 7.1 – Composition

The Board of Directors shall be comprised of the nine (9) officers listed herein.

Section 7.2 – Election

The Board of Directors shall be elected at the Annual Meeting of the membership. More than one person may share the same office if both parties agree to share the duties. In the event that a position is to be shared, one officer shall hold the position and have a vote, while the other officer shall be the “co-position” and shall not have a vote. (For example, Registrar would have a vote, but “Co- Registrar” would not). Members of the same family cannot hold two Board positions without Board approval.

Elections are subject to the following

1. Any member may nominate any person for any office. Officers shall be elected by a majority of those members attending the membership meeting and voting.
2. The Board of Directors shall determine if any vote is to be by voice vote, counting hands raised, or in writing
3. Any member receiving at least a majority of the votes cast is elected, unless he/she declines to accept the office.
4. The Board of Directors shall evaluate all issues arising out of an election, and shall have the sole discretion to take such action as be necessary to resolve all such issues, including, for example, calling for a written vote if an oral vote is deemed too close to call.

In even calendar years, the President, Secretary, Registrar, and Fundraising/Sponsorship Coordinator shall be elected at the annual meeting of the membership. In odd calendar years, the Vice President, Treasurer, Norcal Representative and Referee Coordinator shall be elected at the annual meeting of the membership.

Section 7.3 – Term of Office

Term of office shall be for two (2) calendar years following the annual meeting of the membership at which that officer is elected. Any person removed by the Board or membership is ineligible to hold any regular or advisory position without first obtaining Board approval. Any office that becomes vacant by reason of the officer’s resignation shall be filled in accordance with section 7.3.4. Nothing shall prohibit that person from seeking board approval to be reinstated.

Section 7.3.1 – Term Limits

No individual holding the position of President, Vice-President, or Treasurer may hold the same elected office for more than two (2) consecutive full terms; nothing shall prevent an individual from holding the same office for more than two terms, provided that no more than two such terms are consecutive.

Section 7.3.2 Tenure

Tenure of office shall begin effective fourteen (14) days after election or upon appointment and continue until fourteen (14) days after the next Annual General Meeting when elections are held. Those outgoing Board of Directors shall assist with the transition of their responsibilities to their successors.

Section 7.3.3 – Removal

Any officer may be removed at any time, with or without cause, by: (i) the Board, by two-thirds (2/3) vote at any regular or special meeting of the Board; or (ii) the Membership, at any special or annual membership meeting by two-thirds (2/3) vote of those present and voting.

Prior to any vote to remove an officer, the board shall furnish to the officer in question written notice of the meeting, and its purpose, not less than ten (10) calendar days before the date set for the meeting. The written notice shall be delivered in any manner in which said officer is accustomed to receiving Club information, including email; OR by first class mail, (return receipt requested), or personal delivery.

Prior to removal, the President may suspend any officer immediately at any time, for a period not to exceed 60 days, provided s/he first obtains the written authorization, including by email, of not less than three other directors.

Section 7.3.4 – Vacancies

A vacancy in any office may be filled by action of the Board of Directors. The Board will seek qualified individuals, and the President will nominate an appropriate candidate for approval by the Board. Any officer so approved will serve until the next annual meeting of the membership where he/she shall be entitled to run for that office, to serve for the balance of that term of office. In the absence of a president, the Vice President may seek and nominate an appropriate candidate for approval by the Board.

Section 7.5 – Duties of Officers

Section 7.5.1 – President

The President shall follow all the rules, regulations, policies and procedures set forth by the Board and have general supervision over all the affairs of the Club. The President shall serve as the executive officer of the Club and call and preside at all meetings of the Club and the Board. He/she shall share the duties of parliamentarian with the Vice President. The President shall be an ex officio member of all committees and shall appoint chairpersons of committees consistent

with the Bylaws. The President shall serve as the primary Club liaison with Norcal Premier, U.S. Club Soccer, the City of Martinez, the City of Pleasant Hill and the Martinez and Mt. Diablo Unified School Districts. The President is considered a voting member; however, he/she shall not vote on any question brought before the Board or any committee except to break a tie vote.

Section 7.5.2 – Vice President

The Vice President shall assume such duties as may be assigned by the President, including acting for the President in his/her absence or in such cases as the President's death, resignation or inability to act. He/she shall chair the Disciplinary Committee. The Vice President shall share the duties of parliamentarian with the President and shall be the primary advisor to the Club and the Board on all matters pertaining to the conduct of meetings as established by adopted parliamentary procedures.

Section 7.5.3 – Secretary

The Secretary shall be responsible for circulating meeting notices, taking and maintaining meeting minutes and all permanent records, except securities, of the Club. Additionally, the Secretary shall electronically circulate minutes to all Board members within two weeks of the Board meeting for review. He/she shall also be accountable for Club stationery supplies and the issuing of such correspondence as directed by the Board. The Secretary should work with the Webmaster on any web related correspondence.

Section 7.5.4 – Treasurer

The Treasurer shall maintain a complete financial record for the Club, including a record of all money received for the Club from fees and fundraising events. He/she shall be responsible for mail pick-up and shall collect all MPHFC monies, receive and hold the securities of the Club and deposit and disburse same as directed by the Board. The Treasurer shall maintain adequate and correct accounts of the Club that shall be open for inspection as directed by these Bylaws or the Board. The Treasurer shall submit full written statements of accounts to the Board at each monthly meeting. He/she shall also be responsible for working with the President and Vice President to facilitate the filing of all legally required financial reports and tax filings for the Club and for submitting a summary financial report at the annual meeting of the membership and shall sit on the Fundraising and Sponsorship Committee.

Section 7.5.5 – Registrar

The Registrar will maintain complete registration records for MPHFC members in accordance with MPHFC, US Club and Norcal Premier rules, regulations, policies and procedures. He/she shall certify on team rosters that all players are properly registered and administratively qualified. The registrar will provide player passes in a timely manner for teams competing outside the Club. The Registrar will be responsible for player administration in conjunction with the Director of Coaching. He/she will coordinate registration activities and comply with specific rules, regulations, policies and procedures established by US Club and Norcal registrars, setting appropriate deadlines for the Club to maintain compliance. He/she shall also assign volunteer coordinators to specific tasks to assist with the duties of the position.

Section 7.5.6 – Referee Coordinator

The Referee Coordinator shall oversee the officiating for all games hosted by the Club. He/she is responsible for the training, assessment, qualification records and scheduling of referees in the Club; this includes coordination with US Club/Norcal Premier referee coordinators for licensing clinics, in-service training and assessment. He/she shall maintain qualification records on all referees, both Club-certified and USSF-certified. The Referee Coordinator is also responsible for assigning volunteer coordinators to specific tasks to assist with the duties of the position. The Club Referee Coordinator shall be an advisory member of the Disciplinary Committee and shall sit on the Rules and Regulations Committee.

Section 7.5.7 - Communications Coordinator/Webmaster

The Communications Coordinator/ Webmaster shall oversee all communications with members of the Club, the community and other youth soccer organizations. He/she shall write and make recommendations to the Board for Club news articles, notices to the public, publicity, and media. The Communications Coordinator shall seek out opportunities for MPHFC to be recognized and reported on in local newspapers, periodicals, radio and television, and shall maintain a system for coaches to report game results that can be printed in local newspapers and periodicals. Additionally, he/she shall be responsible for maintaining the Club website and for making recommendations to the Board with regard to the updating and maintaining of the website or adding and maintaining the use of social media.

Section 7.5.8— Director of Coaching

The Director of Coaching shall oversee the recruitment and training of Club coaches and trainers and shall make recommendations to the Board for approval of any new hires and committed salaries. He/She shall field questions and issues that may arise from coaches, trainers, players and parents throughout the season, and shall work in conjunction with the Field and Equipment Coordinators to determine field availability, practice schedules and equipment needs. The Director of Coaching shall be the chairperson of the Rules and Regulations Committee and will be responsible for updating and amending Club training manuals as they pertain to coaching and training and shall work with the Technical Director to finalize and deliver performance evaluations of coaches and trainers.

Section 7.5.9 – Liaison to Adventist

The Liaison to Adventist shall be the primary point person interacting with the Athletic Director at Adventist and such other persons as the Liaison shall determine. The Liaison shall be responsible for maintain good relations with Adventist and shall also report to the Board regarding all issues affecting the Club’s relationship with Adventist.

Section 7.5.9 - New Officer positions

The Board may create new, voting offices, but any such action would require amendment to the bylaws and approval by the membership in accordance with these bylaws.

Section 7.6—Advisory Members of the Board

Section 7.6.1 - Definition

Advisory board members are persons who advise the board regarding a specific subject. They are entitled to attend all special or regular meetings of the board, but shall have no voting power. Advisory members are also entitled to attend closed sessions of the board, unless the board votes to exclude one or more advisory board members. Advisory board members shall have the same voting rights at membership meetings as any member of the Club. Advisory board members may include, but are not limited to, those holding “Co- positions,” (for example Co-Registrar), and positions shown below.

7.6.2 - Advisor Member Selection and Term

The board may select advisory members of the board at any time. The expected term is two years. Advisory members can be terminated with a quorum of Board votes.

Section 7.6.3 - Advisory Board Member Positions

Section 7.6.3.3—Field Coordinator/Scheduler

The Field Coordinator shall work with the Director of Coaching to oversee the facilities of the Club, including the lining and maintenance of the playing fields and the maintenance and security of the equipment. Additionally, they are responsible for managing of field permits and insurance. He/she shall relay issues pertaining to fields to the President who will address same with the appropriate Cities and School Districts.

Section 7.6.4 – New Advisory Positions

Additional advisory positions to the board shall be created by two thirds (2/3) vote of the Board members present and voting at any Board meeting. The board may elect persons to fill any such new positions upon a two-thirds vote.

Section 7.7 – Establishment of Standing Committees

The Board may establish committees required to maintain the operations and functions of the club as follows:

1. Disciplinary
2. Executive
3. Rules and Regulations
4. Fundraising and Sponsorship

Additionally, it may add any additional committee needed.

Section 7.7.1 – Disciplinary Committee

The purpose of this committee shall be to handle disciplinary issues for the Club. Incidents involving ejections during matches will be decided by the committee using the disciplinary guidelines offered by Norcal Premier and U.S. Club Soccer. In all other issues, including conduct of players, coaches, parents and spectators, the committee will make a recommendation to the Board. All decisions rendered by the Disciplinary Committee shall be communicated to the affected party(ies) within forty-eight (48) hours. Such decisions can be appealed to the protest and appeals committee within forty-eight (48) hours of notification. The Disciplinary Committee shall include the Vice President as chairperson, the Referee Coordinator, and at least one other member appointed by chair. If any member has a conflict with any issue, the chair will appoint another member in his/her place.

Section 7.7.2 – Executive Committee

The Executive Committee is comprised of the President, Vice President, Secretary, Treasurer and Registrar. The Executive Committee may meet to resolve emergency situations between Board of Directors' meetings or when so directed by the Board. All actions of the Executive Committee must be ratified by the Board at the next Board meeting.

Section 7.7.3 – Rules and Regulations Committee

The Rules and Regulations Committee shall be chaired by the Vice President and shall also consist of the Director of Coaching, Technical Director and the Referee Coordinator. The Rules and Regulations Committee shall, annually, review all rules and regulations, policies and procedures, and bylaws for conflicts with the rules and regulations, policies and procedures, and bylaws of MPHFC and of those associations with whom MPHFC is associated. The committee shall report at least annually to the Board of Directors.

This committee shall also review such proposed changes for proper formatting, provide feedback to the author, if necessary, and shall issue an advisory vote that shall be visible to the membership on all proposed changes to the Bylaws, policies and procedures or rules and regulations.

Section 7.7.4 – Fundraising and Sponsorship Committee

The Fundraising and Sponsorship Committee shall be chaired by the Fundraising and Sponsorship Coordinator and shall include the Treasurer. This Committee shall be responsible for researching and making recommendations to the Board with regard to all Club fundraising and sponsorship opportunities and shall seek out volunteers to assist with fundraising and special event opportunities. The Committee shall also make such information available at the team level with regard to fundraising and sponsorship.

Section 7.7.5 – Other Committees

The Board may establish committees as may be necessary from time to time, consisting of such number of its members and Club members and with powers as it may designate consistent with these Bylaws.

Section 7.7.6 – Committee Membership

Each committee shall consist of a minimum of three (3) members. The chairperson of these committees shall be prescribed by these Bylaws or appointed by the President, pursuant to section 7.6.1. Committee members may be from the membership of the Club. All members of a committee must be approved annually by a majority of the Board present and voting. The President of the Club is an ex officio member of all committees.

Section 7.8 – Committee Actions

All actions of Club committees shall be subject to approval or ratification by the Board of Directors unless otherwise specified by the Bylaws.

ARTICLE VIII – Membership and Board Meetings

Section 8.1 – Membership Meetings

Section 8.1.1 – Annual Meeting of the Membership

The annual meeting of the membership shall be held not later than March 31 of each year, as determined by the Board.

Section 8.1.2 – Purpose of Annual Meeting of the Membership

The primary purpose of the annual meeting of the membership is to elect new officers of the Club, to act on any proposed amendments to these Bylaws, to act on proposed changes in Club policies and procedures and 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 forty-five (45) days before a scheduled membership meeting and must be included in the notice of a membership meeting.

Section 8.1.3 - Notice of Annual and Special Meetings of the Membership

The President shall direct written notice of all membership meetings to all known members by: (i) posting the information on the website and (ii) emailing notice. The notice shall state: 1) the place, 2) day and hour, and 3) purpose of the Membership meeting. Such notice must be posted and sent not less than thirty (30) nor more than forty-five (45) days prior to the scheduled date.

Section 8.1.4 – Special Membership Meeting

A special membership meeting may be called at any board meeting by two thirds of those present and eligible to vote or by forty (40) members entitled to vote by written petition to the Board.

Section 8.1.5 – Quorum

At least 10 members and 5 voting members of the board of directors must be present at any membership meeting to constitute a quorum. Any business conducted at any membership meeting at which a quorum was present when the meeting was called to order is the valid action of this Club, even if the number of members present should become fewer than 10 during the course of the meeting.

Section 8.1.6 – Proxies

Voting by proxy is not permitted.

Section 8.1.7 – Conducting Business

At any membership meeting at which a quorum is present, an act of the membership shall only be taken upon the approval of both (i) 50.1% or greater of the members present and voting, and (ii) (50.1% or greater of directors present and voting., unless the act of a greater number is required by these Bylaws.

The Board of Directors will resolve all issues pertaining to alleged irregularities in any vote.

Section 8.2 – Board of Directors

Section 8.2.1 – Regular Monthly Meeting

The Board of Directors shall endeavor to meet monthly on the third Tuesday of each month. The President shall consult with board members on an informal basis regarding availability, and shall furnish notice to all directors, by email or telephone, confirming the meeting on the third Tuesday, or stating the new date, and also furnishing the time and place for the regular monthly meeting at least 2 days prior to the meeting. The President shall also post notice of the meeting on the Club's website.

A change to the scheduled date on a month-to-month basis may be approved by two-thirds (2/3) of the Board present and voting. Notice of change must be communicated in writing to each director not in attendance at the meeting at least 48 hours prior to the new date. Notice of change must also be posted on the Club website.

Section 8.2.2 – Special Meeting of the Board

A special membership meeting may be called at any board meeting by two thirds of those present and eligible to vote or by twenty (20) members by written petition to the Board of Directors.

Section 8.2.3 – Quorum

At any Board meeting, no less than five (5) directors must be present and able to vote to constitute a quorum for the purpose of conducting business. Not all directors must be physically present to obtain a quorum: one or more directors may attend via telephone or similar method.

Section 8.2.4 – Conducting 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 not to have voted. Email voting by the Board is an acceptable option when a meeting is not practical. Directors who don't respond within the identified response window will be treated as an abstention.

Section 8.2.5 – Closed Sessions

Approval must be obtained from two-thirds (2/3) of the Board members present and voting to move the Board meeting into closed session.

ARTICLE IX - Disciplinary Action/Protests and Conflicts

Section 9.1 – Subjects

Violations of US Club Soccer and/or Norcal Premier rules and regulations, or policies and procedures, 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 9.2 – Procedure

All disciplinary reports, protests and/or appeals shall be documented in writing.

Section 9.3 – Review of Disciplinary Rules, Regulations, Policies and Procedures

Disciplinary rules, regulations, policies and procedures shall be reviewed annually by the Board of Directors using US Club and Norcal Premier regulations, policies and procedures as guidelines.

Section 9.4 – Conflicts of Interest

It shall be deemed a conflict of interest for any Board member to vote on any motion before the Board which involves the officer himself/herself, any child or relative of the officer or any age group in which the officer has an interest. The officer shall recuse himself/herself and the Board may exercise the option of asking that officer to leave the room during the proceedings.

ARTICLE X - Parliamentary Authority

Section 10.1 – Rules of Order

Robert's Rules of Order shall be deemed as adopted at all meetings of the 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, regulations, policies and procedures of the Club or any organization with which the Club is affiliated.

ARTICLE XI - Amendments to Constitution and Bylaws

Section 11.1 – Authority

The Club Constitution and Bylaws may be altered, amended or repealed and a new Constitution and/or Bylaws may be adopted by a vote of two-thirds (2/3) of the members present and voting at the annual meeting of the membership or a special membership meeting called for that purpose.

Section 11.2 – Notice

The text of changed or any new Bylaws shall 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. Notice of intention to alter, amend, repeal or adopt new Bylaws must be given to the voting membership in writing by mail or Email at the last registered address not less than thirty (30) days prior to the scheduled meeting date. Notice will include the modified sections.

Section 11.3 – Record of Amendments

Whenever an amendment to this Constitution and/or these Bylaws is adopted, it shall be included in the Book of Bylaws with the original Bylaws in the appropriate place and distributed per Article V, Section 5.6.

ARTICLE XII - Records and Reports

Section 12.1 – Records

The Club shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept in the custody and control of the President and Secretary.

Section 12.2 – 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 this Club.

Section 12.3 – Checks, Drafts, Notes and Indebtedness

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of or payable to the corporation shall be signed by the authorized persons in the case of checks or other negotiable instruments, or endorsed by such person or persons and in such manner as described in the Club's policies and procedures or determined by resolution of the Board of Directors.

Section 12.4 – Contracts and 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 Club. Such authority may be general or specific. Unless so authorized by the Board of Directors, officers and members have no power or authority to bind the Club, its agents, employees, volunteers, or independent contractors by any contract, engagement, or other action or to pledge its credit or to render it liable to any person or entity or for any dollar amount.

ARTICLE XIII - Paid Independent Contractors

Section 13.5—Independent Contractors

The Board may contract for services as deemed necessary. Such contracts shall be in writing, shall be approved by the Board and shall be reflected in the minutes. These may include, but are not limited to team coaches and team trainers. The amount of time devoted to these positions as well as the amount paid for the services shall be determined by the Board.

ARTICLE XIV - Dissolution

Section 14.1 – Authority

Should this Club be dissolved, all assets remaining after the payment of all debts shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for the purpose of the development of youth soccer to be determined by the Board at the time of dissolution.