

**ARTICLES OF ASSOCIATION AND BYLAWS
OF THE ASSOCIATION FOOTBALL CLUB (AFC)
Founded 2018**

**Article I.
NAME AND PRINCIPAL OFFICE**

Section 1.01 Name. The name of the organization shall be the Association Football Club (hereafter referred to in these Bylaws as "AFC").

Section 1.02 Principal Office. Unless changed by vote of the Board as provided in Section 1.3 below, the principal office of AFC for its transaction of business shall be located at the residence address in the County of Alameda of the President of AFC, as such President may be elected from time to time, and each election of the President pursuant to Article 4 shall be deemed to be a consent to change the principal business office to the newly-elected president's then current residence address, effective as of the commencement of the President's term of office. The President with majority Approval of the Board may change the principal business office to another location and address if it is deemed in the best interest of the Club. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Section 1.03 Change in Principal Office. The Board of Directors is hereby granted full power and authority to change the principal office to another location in Alameda County, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**Article II.
PURPOSE**

Section 2.01 Purpose. The purpose of AFC is to provide children and youth in and around the East Bay with a high-quality, team sports experience that will provide lifelong benefits in terms of positive self-esteem, positive relationships with peers and adults, and a healthy commitment to physical exercise and a winning attitude. To this end AFC will develop, teach, foster, and administer the game of soccer for children and families up to 19 years of age in and around Alameda County. AFC will participate in the programs of designated leagues to promote competitive teams. AFC will endeavor to develop and maintain coaches and assistant coaches having an adequate understanding and knowledge of soccer, who are trained in fundamental skills of positive coaching and committed to principles of good sportsmanship and fair play. Learning to win through

competitive spirit, with good sportsmanship, will be the basic goal. Winning will be secondary to protecting the best interests of the players as a whole. AFC will use a combination of Volunteer Coaches, Professional Coaches and Consultants throughout our Club to meet our stated goals. The supervision and direction of all programs will be guided by a community based Volunteer Board of Directors.

Section 2.02 Non-Profit Standards. AFC is an unincorporated association intended to be operated in a manner consistent with entities formed under the California Nonprofit Public Benefit Corporation law and exclusively for the charitable and educational purposes described above. The property of AFC is irrevocably dedicated to charitable purposes meeting the requirements of section 214 of the California Revenue and Taxation Code and no part of the income or assets of this organization will inure to the benefit of any private persons. Upon dissolution of AFC, any assets remaining after payment or provision for payment of all debts and liabilities of AFC shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by section 214 of the California Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. AFC shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described in Section 2.1 above. No part of the earnings of AFC shall inure to the benefit of, or be distributable to, its members, Board of Directors or officers, or any other private persons, except that AFC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 above. No substantial part of the activities of AFC shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and AFC shall not participate or intervene in (including the publication or distribution of statements or materials) any political campaign on behalf of or in opposition to any candidate for public office or for or against any cause or measure being submitted to the public for a vote. Notwithstanding any other provision of these Articles, AFC shall not carry on any other activities not permitted to be carried on by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any successor or future federal tax code.

Section 2.03 Dissolution. Upon dissolution of AFC, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any successor or future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of Alameda County, exclusively for

such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article III.
GENERAL MEMBERSHIP

Section 3.01 Membership Eligibility. Membership shall be opened to any person residing within or with ties to Northern California. Each person who registers to play on, the player's family, AFC officers and other registered volunteers shall be deemed a "member" of AFC for purposes of the provisions of these Bylaws.

Section 3.02 Registration Fees. AFC shall charge such registration and other fees for participation in its program as shall be established by the Board of Directors.

(a) Registration fees shall be established by the vote of a majority of the Board of Directors present at a regular or duly noticed meeting prior to general player registration for the succeeding year.

- (a) Registration fees may be reduced or waived for any player by the Financial Aid / Fundraising Commissioner based on the limited ability of the player's family to pay, according to standards established by the Board of Directors and subject to appeal to the Board of Directors.
- (b) Registration fees shall be due and payable at the time of registration and the use of a Flex Pay System and shall be delinquent 30 days thereafter.

3.03.1 Membership provides rights to attend open session board meetings.

Article IV.

ELECTION OF OFFICERS

Section 4.01 Officers. There will be 9 officers. Three members from each of the founding clubs – Castro Valley Soccer Club; Montclair Soccer Club; and Piedmont Soccer Club. The Officers of AFC shall consist of the President, the Vice President, the Secretary, the Treasurer, the Financial Aid / Fundraising Commissioner, the Competitive Soccer Commissioner, the Fields Commissioner, and the Referee Commissioner, and a Volunteer Commissioner as provided for in Section 5.01.

Section 4.02 Election of Officers. The AFC Board Members shall be appointed by their respective boards to the AFC Board annually in January. At the first annual board meeting; all 9 Board members will provide a brief written or oral

introduction of their respective background, skill set, and possible roles to serve on the board. At the conclusion of the 9 member introductions; a secret ballot will commence to establish board positions for the given year.

The process will commence with the roles in the following order:

1. President
2. Vice President
3. Treasurer
4. Secretary
5. Referee Commissioner
6. Fields Commissioner
7. Competition Commissioner
8. Financial Aid Commissioner
9. Volunteer Commissioner

Section 4.03 Tenure of Officers. Tenure of office for any elected officer shall begin at the conclusion of the meeting at which such officer is elected and continue through the fiscal calendar or until a successor to such officer is elected or appointed.

Section 4.04 Vacancies.

- (a) Interim Appointments: Vacancies should be filled by the signatory club with whom the departed board member was associated with prior to joining the board. However, a vacancy occurring in any office may be filled on a temporary basis by majority vote of the Board of Directors. Said appointment shall expire at the end of the fiscal year.

DUTIES OF CERTAIN OFFICERS

Section 4.06 President.

- (a) All meetings of AFC and the Board of Directors shall be called to order and presided over by the President or, in his absence, by the Vice-President, or in the absence of both the President and Vice-President, by the Secretary, or in the absence of all previously named, by the Treasurer of AFC.
- (b) The President shall, as soon as possible after election and with the advice of the other elected officers, determine if additional officers should be elected to serve the purposes of AFC or if additional volunteers should be appointed. The President shall also be an ex-officio member of all committees except the Nominating Committee. The President shall have the power and duty to appoint, dissolve, or dissolve and appoint such other committees as may be necessary.

- (c) The President shall arrange the order of business for the Annual General Meeting and shall perform such other duties as normally pertain to the office of President for Non Profit Organizations.

Section 4.07 Vice President. The Vice President shall act as an aide to the President, and in the absence of the President, perform the duties of the President.

Section 4.08 The Secretary. The Secretary shall keep an accurate record of the proceedings of all annual, regular and special meetings of AFC as well as all meetings of the Board of Directors; prepare the minutes of each meeting; keep a record of all policy decisions of the Board of Directors; conduct necessary correspondence of AFC; notify all Board members of the regular Board meetings and special Board meetings; and maintain a public calendar of all regular and special meetings of the members.

Section 4.09 The Treasurer. The Treasurer shall receive all money for AFC and deposit such funds in a bank approved by the Board for the account of AFC; pay out all sums in accordance with the approved budget as authorized by the Board; keep an accurate record of all receipts and disbursements; present a statement of account at every meeting of AFC and its Board; develop procedures to encourage the fiscal responsibility of AFC; and make a full report thereof at the Annual General Meeting.

Section 4.10 The Financial Aid / Fundraising Commissioner. The Financial Aid / Fundraising Commissioner shall accept applications for financial aid, evaluate the merits of any application and make financial aid awards to worthy applicants based upon the policies and procedures established by majority vote of the Board of Directors; establish and execute various initiatives to raise additional funds for AFC through donations or other programs.

Section 4.11 The Competitive Soccer Commissioner. The Competitive Soccer Commissioner shall institute and deploy operational assistance and oversight to the competitive soccer program within AFC; foster and maintain positive relationships between and among professional and parent volunteer coaches, families and players; act as the primary liaison of the Board of Directors with the competitive program; act as the primary representative of AFC to the leagues of play participated in by AFC competitive teams.

Section 4.12 The Fields Commissioner. The Fields Commissioner shall ensure adequate and equitable access to playing and practice fields within the area for the competitive teams of AFC; manage the maintenance of fields used by AFC for

player safety and quality; foster positive working relationships with our community field partners.

Section 4.13 The Referee Commissioner. The Referee Commissioner shall promote the role of referees within AFC; institute and deploy programs to educate youth and adult referees; act as the primary referee representative to the various leagues of play that AFC teams participate in.

Section 4.14 The Volunteer Commissioner. The Volunteer Commissioner shall promote the role of Volunteers within AFC; institute and deploy programs such as PCA and other volunteer roles as established by the board of directors to facilitate the club activities.

Section 4.15 Additional Officers. From time to time, upon recommendation by the Nominating Committee or the Board of Directors, the Board may elect such Additional Officers as are necessary to the organization of AFC.

Article V COMPOSITION AND DUTIES OF BOARD OF DIRECTORS

Section 5.01 Board Composition. The President, the Vice President, the Secretary, the Treasurer, the Financial Aid / Fundraising Commissioner, the Volunteer Commissioner, the Competitive Soccer Commissioner, the Fields Commissioner, the Referee Commissioner, as elected under Article 4, shall constitute the Board of Directors of AFC. The President shall be the chairman of the Board of Directors.

Section 5.02 Meeting of Board of Directors. The Board shall meet at the call of the chairman or at such time and places designated by it. The Board shall generally meet once a month. A quorum shall consist as 5 or more of the 9 board members present at a regular or duly noticed meeting. Each board member present will represent one vote. Board members can attend meetings in person; via conference call; and via internet applications. Board members will not carry votes for others not present at the board meetings.

Section 5.03 Open Meeting. Meetings of the Board of Directors shall be open to the membership but the Board may consider items in closed session if the chair rules them to be confidential, the disclosure of which is detrimental to the welfare of AFC or any of its members.

Section 5.04 Business of the Board.

- (a) The Board of Directors shall attend to such matters as may be referred to it. It shall be responsible to the membership for the conduct of AFC programs in a manner consistent with these Bylaws and policies established by the membership at the annual, regular or special meetings of the membership. It shall operate AFC in a manner consistent with sound business practice and economy and generally accepted practices of California Non Profit Organizations
- (b) The Board of Directors shall establish such membership and/or registration fees, as it believes to be appropriate.
- (c) The Board may, by a vote of no less than two-thirds (67%) of its members, recall any elected officer for inefficiency, disability, neglect of duty or unsatisfactory conduct, provided it shall first give the officer involved the opportunity of an impartial hearing before the Board. In addition, the Board shall, upon presentation of a petition signed by one-third of the total eligible membership (defined in section 3.01, counting one "member" vote per registered player, AFC officer or other volunteer with 20+ hours/year of volunteer time) consider the recall of any elected officer. In the event of a petition to remove an officer who is a member of the Board, the Board shall act to remove an elected officer on the basis of a vote of a majority of the other members of the Board.
- (c) The Board may consider business outside of a regularly scheduled Board Meeting by email when the topic is determined time sensitive by any Board Member. This email topic will continue to follow all rules of the By Laws and Parliamentary Procedures. Approval of any proposals will require majority vote of all current Board Members. The proposal will be fully documented in the next Board Meeting Minutes including the results of the Board Vote.
- (d) The Board of Directors may appoint and assign duties from time to time to any AFC members willing to so serve in support of the Board of Directors' operational framework.

Article VI.
PARLIAMENTARY AUTHORITY

Section 6.01 Robert's Rules of Order. In all matters of procedure not otherwise covered by the Bylaws, the most recent edition of "Robert's Rules of Order" shall govern.

Article VII.
AMENDMENTS TO THE BYLAWS

Section 7.01 Notice and Vote Requirements. Amendments to the Bylaws shall require a two-thirds vote of each of the respective founding club boards. All three founding clubs need to approve any by-law changes. These by-laws shall not be further amended at

any meeting unless an appropriate notice of the meeting, stating that amendments to the by-laws may be a subject of the meeting, is circulated to the membership.

Section 7.02 Prohibited Amendments. Notwithstanding the foregoing, no amendment may be effected to these Bylaws, which would alter the primary purpose of AFC, or which would alter its status as a non-profit and tax exempt entity under applicable California and federal tax law. Furthermore, and notwithstanding the requirements of Section 7.01 above, any amendment to these Bylaws reasonably deemed by the Board of Directors to be necessary or desirable to assure the status of AFC as a non-profit and tax-exempt entity under such laws may be effected by a vote or written consent of a majority of the Board of Directors without a membership meeting, and any such amendment will be announced at the next regular membership meeting.

ADDENDUM #1 Fields
Potential of Dissolution or of a founding Club Member Leaving

The founding clubs will be responsible for pulling permits; managing permits; and interfacing with the entities that own the fields. The founding club members will control the permits. AFC teams will have use of all assets. AFC will pay for field use and support maintenance and donations on a prorated use basis. The founding clubs will make all payments directly to the owners of the fields.

If any of the founding clubs choose to leave the club; then AFC would have two years to continue use of the fields provided by each of the sister clubs. The two years is equal to 2 Spring and 2 Fall Seasons. This will provide AFC with time to negotiate and to develop other options for field space.

These are the existing Field Assets by Club as of the formation of the AFC:

Piedmont Soccer Clubs - all fields in Piedmont as well as Alameda Point Fields - AP1-AP5

Montclair Soccer Club - All fields in Oakland as well as Merritt College Fields.

Castro Valley Soccer Club - All Fields in Castro Valley as well as Stonebrae Elementary School, Bret Harte Middle School, and Aiden E. Oliver Sports Park (Pepsi Fields) in Hayward.

HOLD HARMLESS

If there is any dissolution of AFC or if any founding member clubs leave AFC - The Founding Clubs and AFC agree to hold harmless any league; tournament; or third party entity that supports our soccer activities.

The formation of AFC and the partnership of the clubs is completely between the parties noted in the founding by-laws.

IN WITNESS WHEREOF, the undersigned, consisting of all of the duly elected members of the Board of Directors of AFC do hereby execute these Bylaws of the Association Football Club, as approved by the board of director.



X President



X Vice-President



X Secretary



X Treasurer

Date: June 5, 2019