



CALIFORNIA ODYSSEY SOCCER CLUB



BY-LAWS

Constitution of the California Odyssey Soccer Club

As Approved on April 26, 2010

Article I. Preamble

This statement hereby establishes the California Odyssey Soccer Club (a competitive soccer club) of Clovis, California. The goals of this organization are the development of individual, group and community pride through the athletic and leadership development of boys and girls. This will be achieved by providing the opportunity to learn and play organized soccer and by promoting, fostering and supporting physical fitness and the development of individual and group skills by the four components of coaching/teaching (Technical, Tactical, Physical, and Psychological). In addition, it is the objective of this organization to foster national and international soccer competition among players. In all of its actions, the California Odyssey Soccer Club shall act to promote the best interests of team players. This includes the formation of strategic partnerships with other likeminded soccer organizations notwithstanding geographical boundaries. The constitution and bylaws hereby establish the California Odyssey Soccer Club as the sole competitive soccer organization, for select and premier players, within Clovis Junior Soccer League. Competitive is to hereby include all Division 1 and Division 3 teams in CJSL

Article II. Constitutional Statement

This organization shall be known as the California Odyssey Soccer Club, hereafter referred to as COSC. COSC is a nonprofit organization and no part of the net income or assets of COSC shall be used to directly benefit any director, officer or member thereof or to the benefit of any private person(s). The property of COSC is irrevocably dedicated to charitable purposes and upon the dissolution of COSC, its assets remaining after payment or provision for payment, of all debts and liabilities of COSC shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes consistent with the goals and objectives of COSC and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. No substantial part of the activities of COSC shall consist of carrying on propaganda, or otherwise attempting to influence legislation and shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, COSC shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

Article III. Organization

The Club should have three divisions of management: Board of Directors; Soccer Council; and Operations. Each division shall be responsible for those policies, actions and activities for which it has authority. This division of management and oversight is to ensure that COSC shall be led by those with a high-level knowledge of soccer, organizational/leadership skills and operational excellence.

Section 3.01 Bylaws, Policies, and Procedures

The COSC will abide by these Bylaws in all matters. In addition to the Bylaws, COSC will develop and maintain a set of Policies and Procedures, and a Players' Manual. The Bylaws can be modified by majority vote of the members during the Annual General Membership meeting. The Policies and Procedures will be developed and maintained in accordance with the Bylaws and shall give further guidance for the operations and management of COSC. The Players' Manual shall be developed and maintained in accordance with the Policies and Procedures and give general guidance to the membership.

Section 3.02 Board of Directors

(a) Responsibilities

The Board of Directors shall be responsible for representing the overall membership of COSC. As such, they shall:

(i) Ensure that COSC operates within the framework of the Preamble, Constitutional Statement and the By-Laws of COSC;

(ii) Confirm or veto the selection of Soccer Council Members, Club Director and other Operations Staff including coaches and trainers;

(iii) Ensure proper money handling procedures are in place;

(iv) Determine the Policies of COSC and provide the broad goals and objectives to the Soccer Council and Operations Division.

(b) Positions

(i) Elected Positions

All the elected positions shall have voting rights on all matters that come before the Board of Directors. No Elected Director may be a member of another board for which their duties significantly conflicts with their duties with COSC. Other than the President, if an elected position becomes vacant before the end of the Director's term, the position

shall be filled by appointment of the President and become active upon confirmation by majority vote of the remaining elected positions. The positions that are elected include:

1) President

The President is elected in even numbered years for a 2 year term. If the President's position becomes vacant before the end of the regular term, the 1st Vice President shall assume the President position for the remainder of the term and appoint the 1st Vice President as directed above. Duties shall include:

- a) Present an annual report of the condition of COSC at and preside over the General Membership Meeting and Board of Directors meetings;**
- b) Provide leadership, inspiration, and direction for COSC during the term of office;**
- c) Participate in meetings of the Soccer Council;**
- d) Hold the remainder of the Board responsible for fulfilling their obligations to the offices they hold and report on activities to the other Board members as called for;**
- e) Either represent COSC or ensure representation of COSC in affiliated organization meetings;**
- f) Attend monthly all Board of Directors meetings and other COSC events as needed;**
- g) Authorized to represent Club on all bank accounts.**
- h) Assigns a COSC Board Member to attend CJSL Board Meetings as the COSC Commissioner to CJSL on a monthly basis or as needed.**

2) 1st Vice President

The 1st Vice President is elected in even numbered years for a 2 year term. Duties shall include:

- a) In the absence of the President, will preside over the General Membership Meeting and Board of Directors meetings;**
- b) Assure the attendance of Board Members at the Monthly Board Meetings;**
- c) Train and coordinate Team Managers;**
- d) Report on duties to the other Board members as called for;**
- e) Represent COSC in affiliated organization meetings;**
- f) Attend monthly all Board of Directors meetings and other COSC events as needed;**

g) Authorized to represent Club on all bank accounts.

3) 2nd Vice President

The 2nd Vice President is elected in odd numbered years for a 2 year term. Duties shall Include:

- a) Liaison between COSC and CJSL.**
- b) Develop good relations with all CJSL soccer clubs;**
- c) Coordinate the assignment of COSC coaches to all-star teams;**
- d) Report on duties to the other Board members as called for;**
- e) Represent COSC in affiliated organization meetings;**
- f) Attend monthly all Board of Directors meetings and other COSC events as needed;**
- g) Act as the Parliamentarian at Board Meetings and the Annual General Membership Meeting;**
- h) Authorized to represent Club on all bank accounts.**

4) Secretary

The Secretary is elected in even numbers years for a 2 year term. Duties shall include:

- a) Responsible for keeping of the minutes of all meetings;**
- b) Responsible for general correspondence of COSC;**
- c) Provides notification to the General Membership of the General Membership meetings and to Board Members of all Board Meetings;**
- d) Report on duties to the other Board members as called for;**
- e) Represent COSC in affiliated organization meetings;**
- f) Attend monthly all Board of Directors meetings and other COSC events as needed.**
- g) Authorized to represent Club on all bank accounts.**

5) Treasurer

The Treasurer is elected in even numbered years for a 2 year term. Duties shall include:

- a) Shall set up and maintain accounts with accredited financial institutions for the operations of the club in accordance with a Board approved set of financial policies;**
- b) Develop the COSC Budget for approval by the Board of Directors prior to the beginning of the new Fiscal Year and will also develop for Board of Directors**

approval, the standard fees to be paid by players for the upcoming year;

c) Coordinate with the Club Financial Manager for the Purchase of goods and services to be rendered to COSC with approval of the Board of Directors;

d) Provide an itemized statement of income and expenses at each COSC Board of Directors Monthly meeting, to include a statement of monies allocated and maintain for exhibit at all reasonable times the books of account and financial records to any director or member on request;

e) Secure and coordinate with a Certified Public Accountant so that that yearly financial reports to be dated upon a fiscal year of April 1, through the end of March, can and will be presented to the members and Board of Directors at the Annual General Membership Meeting;

f) Coordinate with the Club Financial Manager to collect dues, entry fees, uniform fees, and other monies raised by COSC and maintain records regarding such collection;

g) Disburse monies for Approved Indebtedness of COSC subject to these By-Laws and maintain records of such disbursement;

h) Report on duties to the other Board members as called for;

i) Represent COSC in affiliated organization meetings;

j) Attend monthly all Board of Directors meetings and other COSC events as needed.

6) Members-at-Large (2)

The Members-at-Larger are elected in odd numbered years for a 2 year team. Their duties shall include:

a) Report on duties to the other Board members as called for;

b) Represent COSC in affiliated organization meetings;

c) Attend monthly all Board of Directors meetings and other COSC events as needed and act as Board Parliamentarian.

7) Past President

A Commitment to the office of Association President is to serve the association for one additional year immediately following the term of the office of President. (This term may be extended with affirmation from the BOD) The productive and effective Immediate Past President assists the Current President and current officers; helps in keeping a consistent flow of positive work from the association for the benefit and development of association members. Duties to include:

- 1. Serve as a member of the association's Board of Directors with full voting privileges.**
- 2. Help incoming President in transition of Presidents' position.**
- 3. Assist new President with liaison with appropriate entities.**

4. Assist and advise the President, using the expertise obtained during the years he/she served within the framework of the association.

(ii) Appointed Positions

Appointed Positions shall be recruited and appointed by the President, and become active upon a majority confirmation by the Elected Directors. All Appointed Positions shall have voting rights on all matters that come before the Board of Directors except: 1. the confirmation of Soccer Council Members; 2. the confirmation of the appointment of other Board of Directors; and 3. the removal of anyone from the Board of Directors, or Soccer Council.

1) Equipment and Fields Coordinator

a) Responsible for submission of Requisition Requests for purchase of equipment and supplies necessary for soccer play to the Board of Directors;

b) Maintain records (inventory) of all equipment;

c) Responsible for the storage, maintenance, issuance, collection, and inventorying of all equipment;

d) Report on duties to the other Board Members as called for;

e) Represent COSC in affiliated organization meetings and at the Field and Equipment Committee meetings at CJSL.

2) Standing Committee Chairpersons

Chairs the specified Standing Committee and is responsible to report on its activities to the Board of Directors at the monthly meetings and providing a written report for the Annual General Membership meeting. (For a description of the Standing Committees, see below.)

3) Ad Hoc Committee Chairpersons

Chairs an Ad Hoc Committee and is responsible to report on its activities to the Board of Directors at the monthly meetings.

(iii) Other Board Members

All Other Board Members shall have voting rights on all matters that come before the Board of Directors except: 1. the confirmation of Soccer Council Members; 2. the confirmation of the appointment of other Board of Directors; 3. the removal of anyone from the Board of Directors or Soccer Council, and 4. the ratification of employment contracts of any paid staff or any other issues directly involving paid staff.

1) Club Director

- 2) *Registrar*
- 3) *Financial Manager*
- 4) *Office Manager*
- 5) *Tournament Coordinator*

(c) Removal

Board Members can be removed for cause by a 2/3 vote of the Board. A Board Member shall be notified at least 2 weeks in advance that a vote for their removal will take place at the next Board Meeting.

(d) Committees

The Board of Directors will have 5 Standing committees and as many Ad Hoc committees as needed.

(i) Standing Committees

The Chairpersons of the Standing Committees will be appointed by the president and confirmed by the rest of the elected Board Members. The Chairpersons and other committee members can be any member of the organization in good standing. The Chairpersons will, by their appointment, be members of the Board of Directors, with voting rights as described above in 3.02 (b)(ii).

a. Fundraising

Responsible for providing opportunities for members to raise funds to help offset membership fees and to assist the President in raising other funds for any expenses associated with the organization.

b. Scholarship and Sponsorship

Responsible for providing opportunities for players in difficult financial positions to receive assistance with team fees and other associated expenses; Shall coordinate with the Registrar, Treasurer, and Financial Manager to determine scholarship procedures. Shall work with the President and Vice Presidents to raise and award team sponsorships for special opportunities such as travel to regional and national playoffs.

c. Outreach

Responsible for helping players with finding attaining College Scholarship and playing opportunities; for setting up and maintaining COSC communication channels such as web site, newsletters, and flyers.

d. Player Development

Work with and under the direction of the Soccer Council to continually improve player development opportunities and programs.

e. Special Events

Responsible to organize club events such as socials, award ceremonies, and the Annual General Membership meeting; Will work with the Fundraising Committee as needed for Club fundraising events.

(ii) Ad Hoc Committees

Ad Hoc Committees can be set up by the President as needed for specified purposes. All Ad Hoc Committees shall report to the Board of Directors on a regular basis, and will be directed to coordinate with others as appropriate.

Section 3.03 Soccer Council

(a) Responsibilities

The Soccer Council is delegated the responsibility to handle issues dealing with the Selection of Coaches, Assistant Coaches, and Trainers. The Club Director shall chair the Soccer Council.

(b) Positions

The Chairperson of the Soccer Council is the Club Director. In addition to the Chairperson, there should be Council Member(s) that advocate for the girls teams and Council Member(s) that advocate for the boys teams. These Soccer Council positions will be known as Girls Director(s) and Boys Director(s). Other Council Members, advocating for special programs or for the players-at-large can also be appointed by the Board of Directors upon request by the Soccer Council. The Soccer Council members shall have mutually agreed upon Statement of Duties. Compensation for any Soccer Council positions shall be at the discretion of the Board of Directors upon recommendation from the Club Director and shall be detailed in the Statement of Duties.

(c) Recruitment and Selection

The Board of Directors will have the ultimate authority for appointing Soccer Council Members, but shall delegate the responsibility to recruit and select individual members to the existing Soccer Council in the following manner: as long as there are at least 3 Soccer Council Members, the Council will recruit any approved additional Council members using general selection criteria and credential requirements developed by the Board of Directors. When the Soccer Council is in consensus with the selection of a new member, they shall forward this recommendation to the Board of Directors for approval. If there are fewer than 3 existing Soccer Council Members, the Board of Directors will appoint to a Recruitment and Selection Committee the existing Soccer Council members and as many other recognized soccer experts as needed to effectively carry out the recruitment and selection process.

(d) Removal

Soccer Council Members can be removed by the process below:

(i) Initiation of action by the Soccer Council

1) 2/3 vote for removal by the other Soccer Council members will bring the matter to the attention of the Board of Directors;

2) The Club Director shall present the issue to the Board of Directors at the next Board Meeting and report the will of the Soccer Council;

3) The Board of Directors will vote on concurrence of the Soccer Council's recommendation with a simple majority vote of those eligible to vote on the removal.

Or by:

(ii) Initiation of action by the Board of Directors

1) By a 2/3 vote for removal by the Board of Directors.

Section 3.04 Operations Division

(a) Responsibilities

The Operations Division will carry out the operations of COSC. All Operations staff will be under the direction and management of the Club Director and shall have a written Statement of Duties that is agreed upon by both parties. The Operations staff will be expected to have both the responsibility and authority needed to effectively carry out their duties.

(b) Positions

Although listed separately, the positions within the Operations Division do not need to be filled by a separate individual.

(i) Club Director

The Club Director is hired by the Board of Directors as described above for Soccer Council members. The duties of the Club Director shall include:

1) Will Chair the Soccer Council and ensure that its activities are reported regularly to the Board of Directors

2) Responsible for overseeing the activities of the coaching and training staff which includes

a) Ensure that the Coaches and Trainers follow the policies and guidance of the Soccer Council;

b) Ensure that the teams are operated in accordance with the Bylaws and Procedures set forth by the COSC;

3) The coaching and training staff shall report to the Coaching Director.

4) Attend monthly COSC and CJSJL Board of Directors meetings.

5) Work with Boys' and Girls' Soccer Council Directors to supply appropriate substitute coach for tournaments, games or practice sessions when regular team coach is absent.

- 6) *Develop recruitment policies that support Club philosophy and labor laws*
- 7) *Prepare and monitor coach evaluation process.*
- 8) *Retain qualified coaches.*
- 9) *Provide training of coaching through monthly meetings and field training.*
- 10) *Provide and update coach's soccer curriculum for COSC teams.*
- 11) *Submit recommended coaches for Board approval*
- 12) *Perform other such duties deemed reasonable by the Board of Directors as needed.*

(ii) Registrar

The Registrar is hired by the Board of Directors and reports to the Club Director. The duties of the Registrar shall include:

- 1) *Responsible for proper registration of players, teams, coaches, and assistant coaches within COSC;*
- 2) *Report to the Board of Directors on Current Registration, needs of the position, and other related issues;*
- 3) *Coordinate with the Team Finance Managers and the Club Financial Manager to assure that all players remain in good standing with respect to the payment of player fees;*
- 4) *Coordinate with the Club Finance Manager, Treasurer, and Scholarship and Fundraising Committee to assist players with financial obligations.*

(iii) Office Manager

The Office Manager is hired by the Board of Directors and reports to the Club Director. The duties of the Office Manager shall include:

- 1) *Responsible for setting up and maintaining an office for the club;*
- 2) *Coordinates use of office and meeting room facilities;*
- 3) *Other duties as required.*

(iv) Financial Manager

The Financial Manager is hired by the Board of Directors and reports to the Club Director. The duties of the Financial Manager shall include:

1) Coordinate with the Treasurer, Team Finance Managers and the Club Registrar to assure that all players remain in good standing with respect to the payment of player fees;

2) Coordinate with the Club Finance Manager, Treasurer, and Scholarship and Fundraising Committee to assist players with financial obligations.

3) Report on duties to the other Board members as called for.

4) Represent COSC in affiliated organization meetings.

(v) Other Operations Staff

Duties of the positions below shall be drafted and updated by the Board of Directors with assistance from the Club Director and Soccer Council and included in the COSC written set of Policies. Further, these positions shall have a mutually agreed upon written duty statement.

1) Tournament Coordinator

2) Coaches and Assistant Coaches

3) Team Managers

4) Team Financial Manager

5) Club Trainers

6) Assistants or other Operations Staff positions as needed to efficiently operate COSC

(c) Removal

Removal of Operations Staff shall be by a 2/3 vote of the Board of Directors. Any Operations Staff that is facing removal shall be provided an opportunity to present their case to the Board of Directors prior to any vote for removal.

Article IV. Membership

Section 4.01 Definition

Membership to COSC is defined as all properly registered players, their parents or guardians, Operations Staff including coaches, assistant coaches and trainers, all Board of Directors and Soccer Council members.

Section 4.02 Rules of Conduct

The Board of Directors shall draft and maintain, as part of the Club Policies, a code of conduct for players, parents, coaches and other members of COSC. In addition, a

“Players’ Manual” will be drafted, updated, and provided to all the players of the club.

Section 4.03 Discipline Procedures

Discipline of general members of COSC shall be through a Punishment and Discipline committee (PAD) set up by the Club Director. The Club Director shall appoint at least 2 other COSC members, preferably at least on other Soccer Council member to the PAD Committee. The PAD committee will investigate allegations of misbehavior, hold a hearing where the member can present their case, and then determine a recommended action. This recommendation will be forwarded to the Board of Directors which will enforce the PAD Committee’s decision. A member can appeal the PAD Committee’s Decision to the Board of Directors if a request for an appeal hearing is made within 15 days of their notification of the PAD Committee’s decision.

Article V. Meetings

Section 5.01 Annual General Membership Meeting

The President shall call for an Annual General Meeting (A.G.M.) of the membership no later than June 1st.

(a) Notice

Notification of the date of the meeting shall be sent to members thirty (30) days in advance of the A.G.M.

(b) Nominations and Elections

Election shall be held at the Annual General Membership Meeting for the elected positions described above. Nominations for offices shall be made at the last Monthly COSC Board Meeting before the AGM and nominees announced prior to the AGM. Amendments to the Bylaws and other agenda items may be proposed by members, and must be received by the Board of Directors at least fifteen (15) days in advance of the A.G.M. A meeting agenda shall be sent out or posted on the COSC web site five (5) days in advance of the meeting, and shall include details of all proposed amendments to the Bylaws. The notification shall also include recommendations by the Board for ratification or disapproval of the changes proposed by members. The Board of Directors shall be responsible for finalizing the meeting agenda.

(c) Order Of Business

At The A.G.M. the order of business shall generally be:

- i. Call to Order
- ii. Roll Call of the Board of Directors
- iii. Approval of minutes of previous A.G.M.
- iv. Reports:
- v. Old Business

vi. New Business

vii. Good of the Game

viii. Election of Officers

ix. Adjournment

(d) Voting

Membership within COSC is defined as all parents or legal guardians of registered players; all Soccer Council members, Operations Staff including coaches, trainers and assistant coaches, and current Board of Directors.

(i) Officers

Each candidate shall be given the opportunity to make a brief presentation of their qualifications. Election shall be by simple majority of votes cast by ballot. Elected Officers shall take office on May 1st.

(ii) Amendments

Amendments to the Bylaws shall be approved by a majority of eligible members casting their votes. In addition to the notice requirement above, all amendments to the Bylaws shall require a motion and a second at the AGM before discussion and voting. All approved amendments shall take effect on June 1st following the A.G.M.

(iii) Voting by Proxy

Voting by proxy shall not be allowed. The Board of Directors shall be responsible for ensuring the eligibility of voting members and the accuracy of voting procedures.

Section 5.02 Board of Directors Meetings

(a) Monthly Meetings

The Board of Directors shall set a regular monthly meeting date, time and place that is made known in to each of the Directors and to the general membership.

(b) Special Meetings

Special meetings of the Board may be called by the President. Notice shall be given in order that all Board members may attend. The special meeting shall take up only that business for which the meeting is called.

(c) Notice of Meetings

Regular meetings of the Board may be held without additional notice. Special meetings of the Board shall be held upon forty-eight (48) hours' notice to the Board members delivered by mail, telephone (including the Board of Director's voice mail system), fax or email or any combination thereof.

(d) Conduct of Meetings

- i) The President of the Board of Directors shall preside at all Club Meetings. In the absence of the President, the 1st Vice President shall preside.
- ii) Should any guest or general member attend a Club Meeting, the right to speak shall be allowed without any attendant right to vote on any issue.
- iii) In all Club Meetings and in all COSC business except as detailed above, each member of the Board of Directors shall have one vote.
- iv) Nothing in this section or any other shall be construed to mean that the Board of Directors does not have the right to assemble for the purpose of conducting COSC business.

(e) Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(f) Quorum for Meetings

A quorum shall be four of the elected directors. Each director shall have one vote, and must be present to vote. Decisions will be made by majority vote unless otherwise called for in the bylaws.

The directors present at a duly called and held meeting at which a quorum is not present may continue to do business, provided that any action taken is then approved at a later time by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or these Bylaws.

(g) Action by Unanimous Written Consent without Meeting

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested" director as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act and such statement shall be prima facie evidence of such authority.

Article VI. Financial Practices

Section 6.01 General

The Board of Directors will draft and update a set of Policies that will detail the Financial Practices of the Club. The Treasurer shall be responsible to uphold the financial aspects of the Bylaws and Policies, with the assistance of the Club Finance Manager and Team Finance Managers. The financial practices shall be consistent with standard accounting procedures.

Section 6.02 Delegated Spending Authority

The Board of Directors may delegate limited spending authority to the Club Director and Office Manager for day to day operations, but significant expenditures shall be approved by the Board.

Section 6.03 Accounting

The Treasurer shall maintain the accounts, with assistance from the Club Finance Manager, so that the Board of Directors will have regular and accurate reports on the financial state of the organization.

Section 6.04 Audits

COSC will have a professional audit conducted on a regular basis so that the general membership will maintain faith in the accounting of the organization.

Article VII. Code of Conduct

The Board of Directors shall produce a “Code of Conduct” as part of the Policies of the Club.