

# **SUNNYVALE ALLIANCE SOCCER CLUB**

## **AMENDED AND RESTATED CONSTITUTION**

### **A California Nonprofit Public Benefit Corporation**

#### **Article 1 - Name, Purpose, Mission, Colors**

- A. The name of this organization is SUNNYVALE ALLIANCE SOCCER CLUB ("SASC").
- B. SASC is a nonprofit public benefit corporation organized under the California Nonprofit Corporation Law for charitable purposes.
- C. The mission of SASC is to provide diverse and inclusive soccer opportunities within our community that foster leadership, development, and passion for the game.
- D. The colors of SASC shall be red, white, and black.

#### **Article 2 - Offices, Territory**

- A. The principal office of SASC shall be in the State of California at a location determined by the Board of Directors. SASC may have offices at other places determined by the Board of Directors.
- B. The home territory of SASC shall be the City of Sunnyvale and other nearby communities.

#### **Article 3 - Authorities, Governance, Affiliation**

- A. The governing authority of SASC, whose powers shall be designated in the Constitution, shall be vested with the Board of Directors (collectively the "Board"; individually a "Director").
- B. SASC shall be governed by its Constitution and specific rules and regulations adopted by the Board. Except as otherwise provided in the Constitution or by applicable law, the Board may delegate its powers and the management of the activities of SASC to Committees of the Board, or to other committees however composed, or to officers or employees of SASC; provided, however, that the activity and affairs of SASC shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
- C. SASC may be affiliated with any United States Soccer Federation recognized organization. The Board shall have the authority to establish or relinquish affiliation with other soccer governing organizations.

#### **Article 4 - Members**

- A. SASC shall have one class of voting members (collectively "Membership; individually a "Member"), as defined in the California Nonprofit Corporation Law. Each Member shall have the same rights, privileges, restrictions, and conditions, except as otherwise provided in this Constitution or required by law.
- B. The following shall be Members of SASC:

- i. One parent/Guardian(s) for each registered SASC competitive or recreational player, up to a maximum of two (2) designated Members per family.
  - ii. Members of the Board of Directors, provided they are not a parent/guardian of a registered SASC competitive or recreational player.
- C. Members in "Good Standing" may vote to elect and remove Directors and vote on major corporate changes (e.g., mergers, dissolution, or changes to the Articles of Incorporation or Constitution). Members shall be in "Good Standing" if they are (i) not suspended, and (ii) current on all financial obligations to SASC.
- D. Members may be suspended or expelled for any of the following: (i) failure to pay registration fees, dues, or other assessments when due; (ii) violation of SASC's Code of Conduct and Fair Play; or (iii) engaging in conduct materially and seriously prejudicial to the purposes and interests of SASC. Suspension or expulsion of a Member must be based on the decision of the Disciplinary Committee, after a good faith procedure that is fair and reasonable, in compliance with the California Nonprofit Corporation Law.

#### **Article 5 - Membership Meetings**

- A. Members shall exercise their rights at Membership Meetings.
- B. SASC will hold an annual meeting ("Annual General Meeting") no later than the first Thursday in November at a date, time, and location designated by the Board.
- C. Special Membership Meetings may be called by the President, two-thirds ( $\frac{2}{3}$ ) vote of the Board, or ten percent (10%) of Members in Good Standing at the time the petition to hold the meeting is submitted to the Board.
- D. Written notice of meetings shall be given to Members at least (30) days prior by electronic transmission. The notice must state the date, time, and place of the meeting. For Special Membership Meetings, the notice must state the general nature of the business to be transacted. No business other than that set forth in the notice shall be conducted at a Special Membership Meeting.
- E. A minimum of ten Members in "Good Standing" attending the meeting shall constitute a quorum.
- F. Members shall each have no more than one vote, subject to the provisions of Article 4(B), on each matter submitted to the Members for action. Voting by proxy shall not be allowed.
- G. The majority vote of the Members present shall be the official act of the Membership, unless otherwise required SASC's Articles of Incorporation, Constitution, or applicable law.

#### **Article 6 - Board of Directors**

- A. The Board shall consist of the following positions: President, Vice President, Secretary, Treasurer, Competitive Director, Recreational Director, and Director At-Large.

- B. All candidates for the Board must be current Members and may not be the parent, spouse/partner, or child of a current Director. Nominees for President and Vice President must be current Directors.
- C. The terms of Directors shall be two (2) years and start on January 1. The following Directors will be elected beginning in odd numbered years: President, Treasurer, Recreational Director, and Director At-Large. The following Directors will be elected beginning in even numbered years: Vice President, Secretary, and Competitive Director.
- D. A Director may resign at any time by giving written notice to the Board. Such resignation shall be effective on the date specified in the notice, or, if no date is specified, upon receipt of the notice. Upon resignation of a Director, by majority vote the Board may fill the vacancy until the next election.
- E. A Director may be removed by two-thirds ( $\frac{2}{3}$ ) vote of the Board for “cause”, specifically meaning: (i) conviction of a felony or crime involving moral turpitude; (ii) conduct constituting a material breach of the Director’s fiduciary duties to SASC; (iii) misappropriation or misuse of SASC funds or property; (iv) repeated failure to attend meetings of the Board without reasonable excuse; or (v) engaging in conduct that materially harms SASC’s reputation or ability to carry out its purposes. Upon removal, the vacancy may be filled until the next election by majority vote of the Board.
- F. A Director may be removed without cause by two-thirds ( $\frac{2}{3}$ ) vote of Members in Good Standing and present at a Special Meeting. Upon removal, the vacancy may be filled until the next election by majority vote of the Members.

#### **Article 7 - Meetings of the Board of Directors**

- A. The Board shall meet bimonthly at a date, time, and location determined by the Board. Special meetings of the Board may be called by the President, the Secretary, or any (2) Directors.
- B. Written notice of meetings shall be given to each Director at least forty-eight (48) hours prior by electronic transmission. The notice shall state the date, time, and location of the meeting.
- C. A simple majority of the Board, excluding vacant positions, shall constitute a quorum.
- D. Voting by proxy shall not be allowed. Voting by e-mail is allowed with unanimous written consent if the vote is open for at least seven (7) days to allow for reasonable discussion and action.
- E. Meetings shall be open to Members, except for closed sessions to address confidential Board business.

#### **Article 8 - Officers**

- A. The Officers of SASC shall be a President, Vice President, Secretary, Treasurer and Executive Director. All shall serve in both board and officer capacities, except the Executive Director. No person may hold multiple officer positions at the same time,

except for the President in the absence of an Executive Director, in accordance with the provisions of Article 8.

- B. The responsibilities of the Officers include, but are not limited to the following descriptions, with other responsibilities to be assigned by annual resolution of the Board.
- C. The President shall preside at meetings of Board and Members and shall exercise and perform such other powers and duties as the Constitution may require or the Board may assign from time to time. The President shall also act as SASC's representative on official matters not otherwise delegated to specific Directors or the Executive Director. If the Executive Director role is vacant, the President shall also be the general manager and chief executive officer of SASC and shall have the powers and duties of the President and Executive Director as prescribed by this Constitution.
- D. The Vice President shall have and exercise all duties of the chair for meetings over which they are called to preside when the President is unable to be present or as requested by the President. The Vice President shall have such other powers and duties as the Constitution may require or the Board may assign from time to time.
- E. The Secretary, or their designee, shall be custodian of all records and documents of SASC, shall act as Secretary of all the meetings of the Board and the Members, and shall keep the minutes of all such meetings. The Secretary shall attend to the giving and serving of all notices of SASC.
- F. The Treasurer shall oversee the keeping and maintenance of adequate and correct accounts of the properties and business transactions of SASC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall oversee the deposit of all monies and other valuables in the name and to the credit of SASC with such depositories as may be designated by the Board. The Treasurer shall oversee disbursement of the funds of SASC as may be ordered by the Board, and shall render to the Board, whenever requested, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of SASC. The Treasurer shall oversee preparation of all statements, forms, or returns as may be required by federal, state, or local taxation authorities.
- G. Subject to the control of the Board, the Executive Director shall be the general manager and chief executive officer of SASC, and shall have general supervision, direction, and control of the activities and affairs of SASC. The Executive Director shall have the general powers and duties of management usually vested in the office of general manager of a corporation, including the power to sign instruments and documents on behalf of SASC, and such other powers and duties as may be assigned from time to time by the Board. The Board shall annually evaluate the Executive Director's performance and may terminate or renew the position by majority vote.
- H. SASC may also have such other officers as the Board may appoint, who shall have such authority and perform such duties as the Board may determine. The Executive Director and other officers of SASC, except those appointed in accordance with the provisions of Article 5, shall be chosen by and shall serve at the pleasure of the Board, subject to the rights, if any, of an offer under contract of employment.

## Article 9 - Committees

- A. SASC shall have the following standing Committees: Executive Committee, Finance and Audit Committee, Competitive Committee and Recreational Committee. Except as required by the California Nonprofit Corporation Law or the Constitution, the Board shall appoint or remove members of the Committees.
- B. The Executive Committee shall have the power to transact all regular business of this Club during the interim between the meetings of the Board. The Committee shall consist of at least four (4) Directors, including the President, Vice President, and Treasurer. The President shall serve as chair. At each meeting of the Board, the Committee shall report on the actions it has taken in the interim since the previous meeting of the Board.
- C. The Finance and Audit Committee shall consist of at least three (3) Directors, including the Treasurer. The Treasurer shall serve as chair. No employee, including the Executive Director, may be a member of the Committee. The Committee shall have such authority as is provided in this Constitution or delegated by resolution of the Board, and subject to the following: (i) shall oversee the SASC's financial planning, budgeting, and reporting, including quarterly and annual presentation of financial statements to the Board, and shall make recommendations to the Board; (ii) recommend the retention and compensation of the independent auditor, confer with the auditor to satisfy the Board that SASC's financial affairs are in order, review the annual audit, and ensure compliance with applicable independence requirements under California law; and (iii) recommend to the Board investment policies and oversee the management of the SASC's investment assets in accordance with applicable law, including the Uniform Prudent Management of Institutional Funds Act. The Committee shall act in an advisory capacity to the Board, and the Board shall retain ultimate authority over all financial, audit, and investment matters.
- D. The Competitive Committee shall oversee all matters related to SASC's competitive soccer programs. The Committee shall consist of at least two (2) Directors or Members, including the Competitive Director. The Committee may also include as members individuals who are not currently Members of SASC, including the Executive Director who shall be an ex officio member.
- E. The Recreational Committee shall oversee all matters related to recreational soccer programs. The Committee shall consist of at least two (2) Directors or Members, including the Recreational Director. The Committee may also include as members individuals who are not currently Members of SASC, including the Executive Director who shall be an ex officio member.
- F. The Disciplinary Committee shall be an ad hoc committee of SASC, formed as needed to consider matters of member discipline, including suspension or expulsion, and other disciplinary issues referred by the Board. The Committee shall consist of at least three (3) Directors or Members. The Vice President shall serve as chair of the Committee.

- G. The President can appoint an ad hoc committee when necessary to serve between regular Board meetings to perform duties bestowed upon it by the Board.

#### **Article 10 - Fiscal Policies**

- A. An annual budget shall be developed by the Finance and Audit Committee and approved by the Board.
- B. Annual financial statements shall be prepared using generally accepted accounting principles and shall be audited by an independent certified public accountant or firm in conformity with generally accepted auditing standards.
- C. The Board shall retain an independent auditor to conduct a financial review or audit annually, if required by Board policy or law. The Board shall approve the retention and termination of the independent auditor. The Board shall approve the receipt and acceptance of the final audit report and any correct actions required to respond to audit finding. The annual audited financial statements shall be made available to the California Attorney General no later than nine (9) months after the end of SASC's fiscal year.

#### **Article 11 - Conflict of Interest**

- A. All Directors, officers, and key employees must disclose any actual or potential conflicts of interest. Affected individuals must recuse themselves from voting on related matters.

#### **Article 12 - Indemnification**

- A. To the fullest extent permitted under applicable law, SASC may indemnify its officers, directors and agents against liabilities incurred in their good faith performance of duties.

#### **Article 13 - Amendments**

- A. Proposed amendments to the Constitution must be presented to the Board in writing at a meeting of the Board. The Board shall approve the amendment by two-thirds ( $\frac{2}{3}$ ) vote. If approved, a Membership Meeting shall be called to vote on the amendment.
- B. The Constitution may be amended or repealed by two-thirds ( $\frac{2}{3}$ ) vote of the Members present and in Good Standing at a Membership Meeting. Amendments shall become effective immediately upon adjournment of the Membership Meeting.

#### **Article 14 - Parliamentary Authority**

- A. The current edition of Robert's Rules of Order Newly Revised shall govern all meetings, except when inconsistent with the Constitution or the Board determines otherwise.