



Oakdale Soccer Club Constitution and Bylaws

Adopted: January 29, 2017
Amended: November 14, 2023

Constitution

Article I

Name and Affiliation

Section 1. The name of this organization shall be known as **Oakdale Soccer Club**. It shall exist solely as a non-profit organization and hereafter is referred to as **OSC** or **Club**.

Section 2. The Oakdale Soccer Club is an incorporated non-profit (501c3) charitable organization formed in 2017. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 3. The name and logos of the Oakdale Soccer Club shall be a black, white, gold and maroon with shield, soccer ball, and crown. It may not be used without express written consent or permission from OSC Board of Directors.

Article II

Purposes and Objectives

Section 1. The purpose of OSC is to operate and offer a quality soccer program in a safe, fun, fair, and positive environment that complies in spirit and letter with the bylaws, policies, rules, regulations, and philosophies of the Oakdale Soccer Club.

Section 2.

Core Objectives:

- Develop physical and mental fitness in players
- Develop self and community pride in an environment conducive toward promoting sportsmanship
- Teach basic skills and fundamentals of soccer through qualified adult leadership
- Provide and assist with instructional services for coaches, referees, players, parents, and other individuals

Article III

Authorities

Section 1. OSC shall be governed by the Bylaws, Constitution, and General Policies and Procedures.

Section 2. The Governing Authority of OSC shall be vested in the Board of Directors and may be referred to as the Board. The Board of Directors shall have full power and authority over the business and affairs of OSC to carry out all purposes specified in its bylaws and as provided by the Non-Profit Corporation Law of the State of California.



Oakdale Soccer Club Constitution and Bylaws

Article IV

Affiliation

Section 1. This Corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law. Members of the public, i.e., youth and their parents, may join the activities provided by this Corporation as affiliates under the rules and regulations, including payment terms for such activities, as are prescribed from time to time pursuant to policies established by the Board. Under no circumstances shall such affiliates hold any of the rights and privileges, including voting rights, ascribed to members within the meaning of the California Nonprofit Corporation Law.

Section 2. Each parent(s) or guardian(s) of each registered child, shall be considered affiliates of OSC.

Section 3. All affiliates shall abide by the OSC Constitution, Bylaws, Code of Conduct and General Policies and Procedures.

Section 4. The Board, or its designee, may expel any affiliate for conduct which the Board shall deem inimical to the best interests of the Club, including, without limitation, violation of any provision of these Bylaws or any of the rules, regulations, policies, or philosophies of the Club.

Article V

Board of Directors

Section 1. The affairs of the Corporation shall be managed by its Board. The officers of the Club shall be the President, Vice-President, Secretary, Treasurer, and Registrar, and Advisor shall be known as the Executive Board of this Association.

Section 2. The Board of Directors, with power of vote, shall consist of the President, Vice-President, Treasurer, Secretary, Registrar, Advisor, Director of Recreation, Director of Competitive and Referee Manager. In the event of a tie, the executive offices, President, is the deciding vote. Voting by proxy shall not be permitted.

Section 3. Directors shall not receive any salaries or expenses for their services.

Section 4. No one person shall hold more than one Board position at a time.

Section 5. In the event that a Board position becomes vacant, the Board of Directors, by vote, may assign an interim person to fulfill the term of the position in whole or part, or until a replacement can be made.



Oakdale Soccer Club Constitution and Bylaws

Section 6. The Board of Directors is led by the President and shall be ultimately responsible for the overall operation of the OSC. The Board of Directors shall be responsible for providing the strategic direction for the Club. The Board has ultimate responsibility for the contractual, budgetary, and financial issues of OSC and the Club's rules and procedures.

Section 7. A full Board of Directors must have a minimum of five (5) members and a maximum of nine (9).

Section 8. At least five voting members must be present to constitute a quorum for any Board meeting.

Section 9. The full Board of Directors shall:

- Set the objectives for the year.
- Approve the annual budget and any proposed changes to the budget, including proposed fees.
- Review financial reports at each meeting.
- Fill all appointed officer positions in the first month of the term.
- Review and approve head and assistant coaches.
- Approve all contracts, banking relationships, and other legal obligations.

Section 9. All Directors shall abide by and conform to the Conflict of Interest Policy.

Section 10. All Directors shall have a criminal background screening. No person with a criminal background shall be elected to the Board in any capacity. The Board of Directors reserves the right to conduct a background screening, including credit check for any person in consideration of the role that is accessible to financial accounts, assets and fiduciary matters.



Oakdale Soccer Club Constitution and Bylaws

Article VII Elections

Section 1. The officers of the Board of Directors, and volunteers shall either be residents of Oakdale, or active in the Oakdale Soccer Club as parents, coaches, or referees, or a former officer of the Board of Directors.

Section 2. The term of office for the members of the Board of Directors shall be two years. The Board shall be elected by a majority two-thirds (2/3) vote of the voting officers of the Club.

- President, Registrar, Director of Recreation, Referee Manager and Advisor shall be elected in an even number year and serve in the following two calendar years.
- Vice-President, Treasurer, Secretary, and Director or Competitive shall be elected in odd number year and serve in the following two calendar years.
- Board of Directors shall be selected from a panel of existing OSC volunteers and Board of Directors with a minimum of one year completed on OSC Board and Volunteers.
- Volunteer positions shall be elected by the Board of Directors, as non-Board roles, in service of OSC, during any regular Board meeting throughout the year, and shall serve at the pleasure of the Board for any duration deemed reasonable by the Board.
- The Board may, through a two-thirds (2/3) vote, decide to relinquish a Board Member or Volunteer of their duties at any point due to misconduct or lack of fulfillment of job duties.

Section 3. The Annual General Meeting shall be held between the first week of November and the first week of December. At this meeting the Board will be elected, amendments and changes to the Bylaws will be acted upon, and other business may be conducted.

Section 4. At least 30 days prior to the Annual General Meeting, the Club shall announce the Board positions open for the coming year.

Section 5. If a Board member resigns or is removed from office, the Board shall have the authority to elect an individual to complete the balance of the elected office with two-thirds (2/3) vote.

Section 6. If a Board member fails to attend three (3) consecutive meetings, their position can be declared vacant and said vacancy shall be filled by the approval of the Board of Directors with a two-thirds vote for the remainder of the elected office.

Section 7. The accounting year of the Club will be January 1st through December 31st.



Oakdale Soccer Club Constitution and Bylaws

Article VIII Meetings

Section 1. Board meetings shall be held in January, March, May, July, September, and November. These meetings will be held on the 1st Tuesday of the month.

Section 2. The Annual General Meeting shall be held between the first week of November and the first week of December. At this meeting the Board will be elected, amendments and changes to the Bylaws will be acted upon, and other business may be conducted such as a budget proposal submitted for approval by the Executive Board by December 15th.

Section 3. Special meetings shall be held as may be determined necessary by the Board or at the request of the Board President. In addition, regular or special meetings of executive directors within any division of the Club shall be held as may be determined necessary by the Board.

Section 4. Emergency meetings shall be held as may be deemed necessary by the President, or his/her designee, first being the Vice President, and then the Treasurer, and Secretary, respectively.

Section 5. Robert's Rules of Order, except as otherwise provided in the Bylaws, shall be conducted in accordance with the latest authorized edition.

Article IX Records

Section 1. The records of OSC shall consist of Constitution, Bylaws, General Policies and Procedures, complete minutes of all meetings of the Board, a roster of the affiliates and officials, statements completely reflecting the financial affairs of OSC, any contracts and such records as may be designated from time to time by the Board. All of said records shall be open to the inspection at any reasonable time.

Article X Financial Authority and Responsibilities

Section 1. Each officer of the Board of Directors shall have the fiscal responsibility to oversee the budget and expenditures of the Club and to ensure all financial decisions are carried out for the good of the Club and its members.

Section 2. The Executive Board shall approve the annual budget for the next fiscal year no later than December 15th of the current fiscal year. The budget shall include a determination of the player registration fee rates to be in effect for the next fiscal year. The Board may subsequently amend the budget, including the player registration fees. Approval of the budget and any amendments to the budget requires a simple majority vote.

Section 3. The Board has the responsibility to oversee the financial accounts of the Club and shall review financial reports each month and ratify the payment of bills.



Oakdale Soccer Club Constitution and Bylaws

Section 4. Only the President, Vice President, Secretary, Treasurer, and a designated bookkeeper shall have signature authority over the financial assets of the Club.

Section 5. Only the President shall have the authority to sign contracts for the Club. If the President is unavailable or the position has been vacated, the Vice President and Treasurer may together sign contracts.

Section 6. The Club shall maintain financial reserves in the amount equal to a minimum twenty-five percent of the Club's annual operating income, after three years of operation.

Section 7. The Club's fiscal year begins January 1st and concludes December 31st.

Section 8. OSC shall be neutral with respect to sex, race, religion, politics, and sexual orientation.

Article XI Amendments

Section 1. These Bylaws or any part thereof may be adopted, amended, or repealed only by a vote of two-thirds (2/3) of the elected Board of Directors present at the Annual General Meeting; provided, that the proposed motion therefore be presented in writing setting forth the portion of the Bylaws to be adopted, amended, or repealed and the proposed amendment and notice thereof be given to the membership at least ten (10) days prior to the meeting.

Section 2. At any time that a need is not addressed or covered by the Constitution and ByLaws of OSC, then OSC will defer to US Club Soccer, our governing body.

Article XII Dissolution

Section 1. Dissolution of OSC may occur as follows: By two-thirds (2/3) vote of elected Board of Directors present at an Annual General Meeting or Special Membership Meeting.

Section 2. In the event of dissolution, all debts having first been discharged, the remaining assets of OSC shall be given to a local non-profit to benefit recreational sports in Oakdale by two-thirds (2/3) vote of the Board of Directors.



Oakdale Soccer Club Constitution and Bylaws

Bylaws

Article I Officers

President The President shall, subject to the control of the Board, generally supervise, direct, and control the business and the officers of this Club. The President shall preside at all meetings of the Voting members and at all meetings of the Board. Each year the President will review a three- to five-year strategic operating plan for this Club and once adopted, the President will from time to time update, revise, and make recommendations to the Board for its consideration and approval. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Vice President In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall serve at the pleasure of the President, and provide support to the President's duties and any other duties, as deemed necessary by the President.

Secretary The main function of the Secretary is to be the record keeper, historian, main point of communications, and coordinator of agenda preparation. The position of Secretary oversees the Communication Specialist and is the Chair of the Communications Committee as appointed by the Secretary.

Treasurer Oversight of financial decisions, budget tracking, and ensuring total compliance to the ByLaws. Oversight of Bookkeeper and the CPA liaison.

Registrar: Is responsible for the planning and implementation of the annual registration of all players. The Registrar shall comply with OSC Governing Documents, including but not being limited to: the registration of all players prior to the commencement of the season and, as applicable, throughout the season, in accordance with the registration and application requirements and procedures of the Club.

Advisor: Advise and consult the President and Board of Directors of past practices, general operations, and other matters to ensure optimal outcomes effectiveness of the Club.

Director of Recreation: Provides leadership and is a role model for coaches, referees, and families. The DOR collaborates with the Board to ensure there are enough coaches to support the program and works with Registrar to ensure coach volunteers are properly registered and teams are formed. The DOR also coordinates and leads a pre-season coaches meeting, ensures that coach courses are conducted for all new coaches as needed, maintains a list of registered coaches, including their current license level, and assists the Vice President in handling any coaching related issues. Before the playing season begins, the DOR leads player assessments for balanced team formation. DOR needs to obtain and retain Referee Assignor certification.



Oakdale Soccer Club Constitution and Bylaws

Director of Competitive: The Oakdale Soccer Club ("OSC") defines the Director of Coaching ("DOC") role as running the day to day coach operations of the Competitive department. The position is responsible for creating and implementing the coach development and coach education aspects of the club and oversees the player development programs on the competitive boys and the girls side. The position supports the Club philosophy of 'development first' and works in collaboration with the Board of Directors. The position is restricted from performing similar duties for other clubs or organizations without prior written approval from the Board of Directors and has the ability to work well with a team of people.

Referee Manager: Implements, monitors, and maintains the referee program, ensuring that all referees are appropriately registered, certified, and trained. The Referee Manager is responsible for scheduling referees and assistant referees to games in coordination with the Registrar, Director of Recreation and Director of Competitive, and interpreting and disseminating FIFA law for the Club. The Referee Manager maintains the contact information and current recreation grade level for each referee, and monitors their activities within the region. Referee Manager is required to obtain Referee Assignor certification.

Further essential functions, Skills, Licenses and Certifications, Competencies and Work Environment Requirements are provided during the application review period.



Oakdale Soccer Club Constitution and Bylaws

Article II Volunteer Roles

Division Coordinators: Under the direction of the Director or Recreation, provides leadership, management, and support for each age group soccer program (U6, U8, U10, U12, U14, U16, and U19); provides support, guidance, and training to coaches within an age group.

Communication Specialist: Oversees communications with the general public by managing inquiries, questions and fielding communications that come through the following forms of communications including, but not limited to, Social Media and OSC Gmail inbox(es).

Fundraising / Donations Coordinator: Oversees, manages, and executes the planning and implementation of fundraising events and donation activities; collaborates with the Vice President and Treasurer to establish fundraising plans, collect charitable gifts, and ensure completion of fundraising activities. This role reports to the Vice President.

Snack Shack Coordinator: Oversees the snack shack activities and sales during the soccer season; responsible for ordering and setting up product, training volunteers, and developing a staffing schedule; has oversight of volunteers responsible for taking money in the form of cash or credit card from patrons in exchange for food or services; provides drawer balance upon request from Treasurer; closes out drawer and provides deposit to Treasurer at the end of each open day. This role reports to the Treasurer.

Soccer Coaches: Leading by example, provides developmentally appropriate opportunities for children within an age group to learn the game of soccer, develop good sportsmanship, and improve their soccer skills. This role reports to Division Coordinators.

Uniforms, Pictures, and Awards Coordinator: Collaborates with the Registrar to order, organize, and distribute the uniforms to each player; manages issues with product, vendor, and incorrect sizing. This role reports to the Registrar.

Further essential functions, Skills, Licenses and Certifications, Competencies and Work Environment Requirements are provided during the application review period.



Oakdale Soccer Club Constitution and Bylaws

Article III Code of Conduct

Section 1. It is the policy and philosophy of OSC to encourage the teaching of sportsmanship, fair play, and leadership through the use of positive reinforcement and by the promotion and encouragement of each player's self-esteem while at the same time teaching fundamental soccer skills. The Club hereby sets forth the following conduct for all affiliates and Board of Directors for OSC:

- Physical aggression or assault on any individual at an OSC event will not be tolerated.
- The use of alcohol, drugs, or tobacco during any OSC game, practice, or event is prohibited.
- The use of profanity or abusive language is prohibited.
- Improper conduct towards an individual including, but not limited to, harsh criticism or overly negative treatment is prohibited.
- The misuse or destruction of OSC property is prohibited.
- No member of OSC shall verbally, emotionally, or physically attack any member or volunteer of OSC, including Board members.
- Any suspected violation will result in disciplinary action up to and including immediate suspension of the individual.

Additional Code of Conduct is made available at OSC website for review and OSC reserves the right to include other behavior that is deemed derogatory or detrimental to the program.

In the event of a Disciplinary Action, a review hearing may be requested and must meet these guidelines:

- A written request by email to the OSC Executive Board must be submitted by the responsible party within 36 hours of notification of disciplinary action.
- Within 48 hours of the written request, a hearing will be held before the OSC Board of Directors and led by the President.
- At such hearing, the individual will be afforded the right to be heard and to bring evidence to support his or her position, as is reasonable and approved by the President.



Oakdale Soccer Club Constitution and Bylaws

- Following the hearing and within 24 hours, the Board of Directors will issue a decision based on the majority vote present at the disciplinary action hearing.
- The Board shall have the power to rescind, retain or escalate the disciplinary action and the decision of the Board shall be permanent.

(This space was intentionally left blank.)



Oakdale Soccer Club Constitution and Bylaws