

# SPARKS SOCCER CLUB LTD

## BY-LAWS

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### I

#### NAME AND PRINCIPAL OFFICE

##### 1.1 Name

The name of the corporation is Sparks Soccer Club LTD, hereinafter referred to as San Diego Sparks.

##### 1.2 Office

The principal office for the transaction of the business of the corporation is fixed and located in San Diego, San Diego County, California. The Governing Board of Directors (hereinafter referred to as Board of Directors) may at any time, or from time to time, change the location of the principal office from one location to another in this county.

## II

### BOARD OF DIRECTORS

#### 2.1 Number of Directors

The Board of Directors shall consist of no fewer than 9 and no more than 15 members until the number of directors is changed by amendment to these bylaws. Members shall hold office until their respective successors are elected. A minimum of 1/3 of the directors must be from outside the team.

#### 2.2 Quorum

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. No binding decisions may be made at a meeting without the presence of a quorum.

#### 2.3 Powers of Directors

The Board will set policies for the total management and direction of the not for profit corporation, not inconsistent with law, the Articles of Incorporation, or the Bylaws. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) To select and remove all other officers and agents of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and require from them security for faithful service.
- (b) To oversee the affairs and business of the team and not for profit corporation, and to prescribe rules, policies and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.
- (c) To borrow money, incur indebtedness and distribute funds for the purpose of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.
- (d) To determine the annual budget, which will be approved at least one month prior to the beginning of the fiscal year.

#### 2.4 Qualifications of Directors

Directors shall maintain residence in San Diego County. The Board will seek members who reflect the diversity of the community-at-large.

#### 2.5 Term

The minimum term to serve as a member of the Board of Directors is one year and shall renew automatically unless a Director is unable to continue due to death, resignation, removal, disqualification, or otherwise unable to continue to serve.

## **2.6 Vacancies**

Vacancies in the Board of Directors shall be filled by a majority vote of the Directors. A vacancy shall be deemed to exist in the case of any Director who is absent from 50% of the regular meetings of the Board of Directors for reasons declared insufficient by the Board.

In the event of a 100% vacancy of the board, Directors shall be elected by a vote of all dues paying Club Members who are current at the time of the vote.

## **2.7 Place of Meeting**

Regular meetings of the Board of Directors may be held at any place that has been designated from time to time by resolution of the Board. The location of the meeting shall be sent to all board members at least 2 weeks prior to the meeting date.

## **2.8 Meetings**

Regular Board of Directors meetings are held at least bi-monthly. The day and location of the meeting may be changed from time to time through written notice to the Directors.

Special meetings of the Board may be called at any time by the President of the Board or any three Directors. Notice of any special meeting shall be given by e-mail to each Director a minimum of seven days in advance.

A mandatory annual meeting shall be held at the discretion of the Board of Directors. Transactions of any meeting, however called, shall be valid only if a quorum is present.

## **2.9 Action Without a Meeting**

Any action by the Board may be taken without a meeting if all members of the Board individually or collectively consent to this action. Although the vote to take action without a meeting must be unanimous, the item(s) voted on requires only a majority vote, except when specified in the Bylaws that an item requires a two-thirds vote. Such consent shall be recorded with the minutes of the proceedings of the Board.

## **2.10 Removal**

A Director may be removed from office by the vote of two-thirds of the Directors then in office. A Director being considered for removal by the Board will be notified a minimum of two weeks prior to the vote, and may present verbal or written testimony to oppose the removal.

## **2.11 Compensation**

The Directors shall receive no compensation for their services.

## **2.12 Liabilities of Directors**

No person who has been, is currently, or later becomes, a Director of this Corporation shall be personally liable for any indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of the Corporation for payment.

# **III**

## **OFFICERS**

### **3.1 Officers**

The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer, and such other officers as the Board may appoint. One person, other than the President, may hold more than one of these offices.

All Officers shall be elected by the Board from members of the Board who have served a minimum of one year. This requirement shall be waived in the event the Board vacancy is such that there are an insufficient number of members who have served on the board for 1 year.

### **3.2 Term of Office**

The minimum term of office for an officer of the Board of Directors is one fiscal year or until a successor is elected. Elections will be held prior to the start of each new fiscal year.

### **3.3 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors.

### **3.4 President**

Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the Not for Profit Corporation. He/She shall preside at all meetings of the Directors and at any annual planning meetings and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

### **3.5 Past President**

The Past President assists the President in such duties as may be assigned.

### **3.6 Vice-President**

There shall be one administrative Vice-President. That officer shall have such powers and perform such duties as may be prescribed from time to time by the Board, and shall act in the absence of the President.

### **3.7 Secretary**

The Secretary shall keep a full and complete record of the proceedings of the Board and shall discharge such other duties of the office as prescribed by the Board.

The Secretary shall be responsible for regular review of the Bylaws and Sparks Policy Guide and recommend updates to the board as necessary. This review shall be conducted bi-annually at a minimum.

### **3.8 Treasurer**

The Treasurer shall maintain the club bank account and maintain and review the financial records of the organization and report the financial status to the Board on a quarterly basis. The Treasurer shall represent the Board in all audits or situations requiring financial disclosure, shall serve as a member of (but not the Chair of) the Fundraising Committee and shall discharge such other duties as may be prescribed by the Board of Directors or Sparks Policy Guide. The Treasurer shall also be responsible for ensuring taxes are filed in a timely manner.

### **3.9 Team Manager**

The Team Manager shall represent the team to the league and administer the affairs of the Corporation subject to the approved budget, the personnel practices, Sparks Code of Conduct, and other requirements of the Board.

The Team Manager shall be an ex-officio member of the Board of Directors, but shall have no vote.

In the event the Team Manager can only be selected from the current members of the Board of Directors, the Team Manager shall recuse themselves on any vote that the board deems a conflict of interest.

## **IV**

## **COMMITTEES**

### **4.1 Executive Committee**

The Executive Committee shall consist of the elected Officers and the chairpersons of all Standing Committees, and may exercise the powers of the Board when the Board is not in session, reporting to the Board at its succeeding meeting any action taken. The Board may refer matters to the Executive Committee for further study, with directions to act and/or report back to the Board. The Team Manager shall serve as a voting member of the Executive Committee.

#### **4.2 Standing and Ad Hoc Committees**

All Directors will serve on at least one Committee established by Board action.

Standing Committees may include Fundraising & Finance, Social & Membership or other committees as deemed necessary by the board. Standing Committees shall operate in accordance with the Sparks Policy Guide.

Ad Hoc Committees may be formed from time to time at the discretion of the Board to handle temporary business of the Not for Profit Corporation and team.

## **V**

### **MISCELLANEOUS**

#### **5.1 Fiscal Year**

The Fiscal year shall commence on the first day of October and end on the thirtieth day of September.

#### **5.2 Indemnification**

San Diego Sparks may, by resolution of the Board, provide for indemnification of any and all Directors or Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made parties, by reason of having been Directors or Officers of San Diego Sparks. Indemnification may be provided except in relation to matters when such Directors or Officers are adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, and in such matters settled by agreement based on the existence of liability of negligence or misconduct.

#### **5.3 Dissolution**

San Diego Sparks shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall be distributed to the Directors of Sparks Soccer Club LTD. On dissolution of the corporation, any funds remaining shall be distributed as set forth in the Articles of Incorporation

#### **5.4 Amendment of Bylaws**

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Directors, except that an amendment changing or repealing Article II, Section 2.10, or this Article 5.4, shall require a vote of two-thirds of the Directors then in office.

#### **5.5 Financial Aid**

San Diego Sparks shall allow for use of current funds to provide financial assistance to members and prospective members of the organization. The following criteria shall be considered:

- (a) Financial assistance must be provided within the confines of Section 501(c)(3) of the Internal Revenue Code.
- (b) Financial assistance shall require a majority vote.
- (c) Financial assistance is subject to the availability of current funds.

#### **5.5 Club Accounting**

It is a club policy that the President, Treasurer, and Secretary will be the only authorized bank account holders. The Treasurer and Secretary are considered authorized holders for any instruments used for approved club purchases.

- (a) The Treasurer will oversee the league PayPal account that is used to collect funds for registration fees, merchandise, sponsorships, etc.
- (b) All transactions against the league account must be verified with a receipt regardless of the dollar value.
- (c) A majority of duly elected Board members are required to approve amounts in excess of \$100.00. Amounts under \$100.00 must be approved by the Treasurer prior to purchase. (field expenses are the only exception to this rule)
- (d) At the completion of each season and prior to the assumption of duties of the new board, an audit of financial records is required and the results provided to the Board.
- (e) The club will operate under an approved budget. This budget will represent the input of each board member and will be approved by a majority vote of the board prior to the beginning of the season
- (f) Unless circumstances prevent it, per diem cost not to exceed \$75 per hour, for field use/rental, does not require board approval.

## VI

### **DISCIPLINARY ACTIONS**

#### **6.1 Disciplinary Actions**

San Diego Sparks will not tolerate uncontrolled or unsportsmanlike conduct from manager(s), players, or Board Members. Any manager(s), players, or board members not following the guidelines set in their respective Code of Conduct (See appendix A) will be subject to immediate disciplinary action by the Board of Directors.

#### **6.2 Violations and Procedures**

Any violation of a San Diego Sparks rule by a manager, player, or board member Code of Conduct will result in disciplinary action that will be documented and handled by the Board of Directors. A written reprimand or warning will be issued. Depending upon the nature of the violation, one or more of the following penalties are examples of what may be given, but not limited to:

- (a) One or more game suspensions
- (b) Season suspension
- (c) Permanent removal from club (Requires unanimous vote by full Board of Directors)

#### **6.3 Powers of the President in Disciplinary Actions**

To protect the best interest of players and the Sparks Soccer Club, the President may take immediate disciplinary action against any Manager, Player, or Board Member determined to be conducting themselves in an unsportsmanlike manner that is not consistent with San Diego Sparks Code of Conduct or mission, not in the spirit of the rules of the game, or other obligations of their position within the club. The disciplinary action could include suspension until the offender appears at a Board of Directors disciplinary meeting.

#### **6.4 Appeals**

Any and all appeals shall be made in writing to, and will be heard by the Board of Directors. The Board of Directors' decision shall be final.

Amended March 25, 2020



## Appendix A: San Diego Sparks Player Code of Conduct



### San Diego Sparks Soccer Club Player Code of Conduct

Date: \_\_\_\_\_

I accept seriously the responsibility and privilege of representing the San Diego Sparks:

- I agree to abide by the rules of the league or venue where I am participating.
- I agree to practice good sportsmanship at all times, playing hard but within the rules.
- I agree to accept authority and supervision in a positive manner at all times.
- Promptly follow directions as communicated by the Manager, Coach, or Referee.
- Respect League officials and accept referee decisions without gesture or argument.
- I agree to attend and participate positively in all scheduled games and practices and if unable to attend, contact the manager beforehand.
- I will exercise self-control at all times, setting a positive example for others to follow.
- Refrain from kicking a ball, player, or individual in anger.
- Refrain from foul language, taunting and talking disrespectfully.
- Refrain from initiating or threatening fights.
- Refrain from overly aggressive or angry reactions to making an error during practice and games.
- I will treat fellow players, opponents, fans, and referees and with dignity and respect.
- Communicate positively with my coach, teammates, opponents, and referees.
- Positively encourage teammates and refrain from being critical of their mistakes.
- I will win without boasting, lose without making excuses, and to never give up.

Violation of this Code of Conduct will result in disciplinary action from the San Diego Sparks included but not limited to a warning, game suspension(s), and/or removal from the club.

Player Name: \_\_\_\_\_

Player Signature: \_\_\_\_\_