



**BYLAWS
OF THE**
LIVERMORE
FUSION SOCCER
CLUB

**REVISED &
AMMENDED:**

November 2024

I. ORGANIZATION

A. Name: The name of this organization shall be the Livermore Youth Soccer League, a non-profit organization of the state of California. In March of 2010, the Club also adopted the name of Livermore Fusion Soccer Club, hereafter referred to as simply “Fusion SC”. Fusion SC offers distinct youth soccer programs.

B. Membership: Fusion SC may be affiliated with different soccer organizations governing bodies such as but not limited to; US Club Soccer, US Soccer or US Youth Soccer.

C. Purpose: The purpose of Fusion SC is to develop, foster and promote organized amateur soccer programs to the citizens of the City of Livermore and surrounding areas, in accordance with the club mission statement and the Articles of Incorporation.

D. Fiscal Term: The fiscal year begins January 1 and ends December 31 of each calendar year.

II. MEMBERSHIP AND VOTING RIGHTS

A. We recognize the following classes of Members:

1. Player Members – An individual registered with the Club and designated to a specific team or teams
2. General Members – The parent and/or guardian of a Player Member
3. Staff Members – A paid employee of Fusion SC, exclusive of part-time contractors

B. All General Members and Staff Members are granted the right to vote on:

1. The elections of the Executive Board
2. The recall of those officers
3. For any Bylaw amendments
4. For any other issues the Board shall deem necessary to take to the membership

III. CLUB OFFICERS AND VOTING RIGHTS

The administrative and governing body of Fusion SC consists of an Executive Board of Directors with full voting rights. The Full Board of Fusion SC shall consist of the Executive Board of Directors plus General Members and Staff Members.

A. Executive Board of Directors - The Executive Board of Directors shall consist of at least 8, but no more than 9 Directors.

1. Positions

- a. President
- b. Vice President / Club Controller (combined role)
- c. Executive Director
- d. Director of Administration
- e. Directors at Large(4-8)

* No one person shall hold more than one Executive Board position at a time.

2. Assignment - Each position on the Executive Board is an elected position, other than the Executive Director, which is a hired position.

3. Authority The Executive Board is led by the President, and shall be responsible for all issues matters related to Fusion SC in general. The Executive Board must approve any new programs the Club deems appropriate to begin to ensure it is fiscally sustainable and follows the Club's mission.

IV. ELECTION OF OFFICERS AND TERMS OF OFFICE

The Director of Administration shall be responsible for gathering the names of interested General Members for elections. Fusion SC General Members that are interested in any elected positions may nominate themselves or provide names of fellow General Members. When the nomination is not a self-nomination, the Director of Administration shall verify the agreement by the candidate before that candidate is placed on the ballot. Elected positions shall be elected by a simple majority of the validated ballots returned from the General Membership.

A. Election Process and Timeline

- 1. Call for nominations will be sent no later than November 1st, with a deadline of November 10th.

2. Electronic Ballot distribution will be sent no later than November 20th, with a deadline on November 30th.
3. Ballots shall be uniquely identified.
4. Election procedures allow for one ballot per family for one player families. There is a maximum of two votes per family, provided there is more than one currently registered player.
5. During the December Full Board meeting the ballots shall be counted and tallied, then announced.

B. Terms of Office

1. The terms of elective office shall be two (2) calendar years.
2. Terms shall be offset by one (1) year in the following manner:
 - a. Positions up for election in the fall season of even numbered years (term of office to begin on January 1 in odd numbered years):
President and the Director of Administration
 - b. Positions up for election in the fall season of odd numbered years (term of office to begin on January 1 in even numbered years):
Vice President / Club Controller
 - c. President, Vice President, and Director of Administration will be open to current board members first. If a current member of the board nominates themselves for the role, and the Executive Board votes them in, then they will fulfill the role of said position.
 - i. If multiple people want to run for a named position within the Executive Board, then they will go on the ballot for vote.
 - ii. If no member of the Executive Board nominates themselves to fill a named position upon the end of the position's term, then that position will be added to the Call for Nominees.

C. Removal and Replacement

- 1. President** - If the position of the President becomes vacant mid-year for any reason, then the Executive Board shall immediately convene to select a new President to complete the original term of office. The appointment is subject to an Executive Board vote and must be passed by a simple majority. They must be a General Member of the Club.

2. Director - If any of the Director positions become vacant mid-year for any reason, then the President shall immediately convene a meeting of the Executive Board to select a new Director to complete the original term of office if necessary to maintain the required number of Executive Board Members as outlined in Article III of these bylaws. If there are eight (8) Executive Board Members remaining after the vacancy, the Board is not required to take action but may decide to appoint a new Executive Board Member. The appointment is subject to an Executive Board vote and must be passed by a simple majority. They must be a General Member of the Club.

3. Removal for Lack of Participation - If for any reason, an elected officer (President, Vice President, or Director) fails to take an active role in the club and fulfill their responsibilities as defined in the Bylaws, then the club has the authority, obligation, and reserves the right to remove that person from their elected office.

a. Justification for Removal (any of the below):

- i. Failure to attend standard meetings (Full Board, Executive Board, and/or Committee, as applicable) for three months or failure to attend at least 50% of the standard meetings for six months.
- ii. Failure to execute duties for a period of 60 days.
- iii. Solicit or promote, by direct or indirect means, players or coaching staff for any other soccer club or organization that is in direct competition with Fusion SC.
- iv. Violate documented club rules.
- v. Represent the club in a negative manner as seen by the membership or members of the Board
- vi. Irrational, unethical, or detrimental behavior during board meetings or whilst representing the club.

b. Procedure for Removal

- i. Documented evidence of non-participation, lack of performance of defined duties, promotion of another

competing organization, and/or rule violated should be brought to the Executive Board for consideration.

ii. The Executive Board has the option of addressing the issue directly with the offending officer to work on an equitable solution or to start the process of officer removal.

iii. The Executive Board shall make an honest and documented attempt to contact the offending officer to meet with the Executive Board to convey justification for actions. If the offending officer fails to reply within 14 days, the Executive Board shall vote for their removal.

iv. Any Executive Board vote to remove an officer shall be an agenda item at the next Full Board meeting. A simple majority Full Board vote shall determine to remove or retain the offending officer.

v. The role of Executive Director is a hired position, and therefore, the role is fulfilled by the individual that is hired in the role of Executive Director.

V. FINANCIAL AUTHORITIES AND RESPONSIBILITIES

A. Authority

1. Generally, only the President, Vice President / Club Controller and Executive Director shall have signature authority over the financial assets of the club. If either the President or Vice President is unable to execute signing authority, the Director of Administration shall be granted said authority after a simple majority vote from the Executive Board

a. Checks - All checks, drafts, or other orders for the payment of money by Fusion SC shall be considered in the annual budget as an itemized expenditure. If an expenditure is not captured in the annual budget and exceeds one thousand dollars (\$1,000) it will require a simple majority vote for approval by the Executive Board.

b. Loans - Unless authorized by the Executive Board vote, no loan shall be made by or contracted on behalf of the Organization and no

evidence of indebtedness shall be issued in its name. The authorization may be general or confined to specific instances.

c. Deposits - All funds of the Organization shall be deposited to its credit in the bank(s) or other depositories as the Board may designate. The designation may be general or confined to specific instances. Deposits should be made within three business days, unless extenuating circumstances do not allow for this. In this instance, deposits must be made at the next possible moment.

d. Gifts - The Board may accept on behalf of the Organization any gift, grant, bequest, devise, or other contribution for the purposes of the Organization on such terms and conditions as the Board shall determine except where a conflict of interest is deemed to exist.

2. Only the President, Vice President, or Executive Director (at minimum a combination of two) shall have the authority to sign contracts for the club. If unavailable, the Director of Administration can have authority. In extreme cases, another Executive Board member may be appointed by an Executive Board vote, if the President, Vice President, Executive Director or Director of Administration are inaccessible or if the positions have been vacated. The authorization may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent, or employee shall have any power to bind the Organization or to render it liable for any purpose or amount.

3. The Executive Board shall vote on the annual budget. Approval of a submitted budget requires a simple majority.

4. In any urgent situation, any Executive Board Member, with the exception of the Executive Director, may approve appropriate expenditures outside the budget of no more than \$1000 per expense without Executive Board approval.

5. In any Executive Board meetings, Executive Board Members shall have one vote except the President, who shall have only a tie breaking vote.

6. Any Subcommittees, created or appointed by the Executive Board that may also have financial accounts to conduct their Club business, must adhere to the same accounting standards and practices as the Executive Board

B. Responsibilities - All members of the Executive Board shall have the fiscal responsibility to oversee the budget and expenditures of the club and ensure that all financial decisions are always carried out for the good of the club and its Members in mind.

VI. ROLES AND RESPONSIBILITIES

A. President

1. Shall preside at all Executive Board meetings and at all Full Board meetings.
2. Shall provide leadership and inspiration for the club and its programs.
3. The President may either bring an issue to:
 - a. The Executive Board as advisory
 - b. The Executive Board for vote
 - c. The Full Board as advisory
 - d. The general membership for vote after the Executive Board has approved
4. Shall appoint individuals to Ad Hoc or standing committees when needed.
5. Shall be a spokesman for the club in interactions with outside agencies when and as needed.
6. Shall be accountable to the club membership.

B. Vice President / Club Controller

1. Shall be the acting President if the President is unavailable or if the position is vacant.
2. Shall ensure all Fusion SC financial responsibilities are met in a timely manner.
3. Shall oversee the monetary assets of the club in a conservative and professional manner with the guidance of the Executive Board.
4. Shall support the Executive Director in meetings requiring league financial representation

5. Shall represent the financial interests of any non-executive board members at all Executive Committee meetings.
6. Shall report to the President.

C. Director of Administration

1. Shall be responsible for ensuring the Club's annual general elections follow all bylaw procedures.
2. Shall conduct, tally, and record all votes cast during the general election or Executive Board meeting
3. Shall be responsible for maintaining all club documentation for bylaws and Club Policies & Procedures.
4. Current approved copies of the bylaws and other appropriate Club documentation should be provided to all Members and be made publicly available to review on the Club website.
5. Shall create the agenda for the monthly meeting with the President and Executive Director.
6. Shall take the meeting minutes at each Executive Board and Full board meetings.
7. Shall create the annual meeting calendar.
8. Shall keep the Executive board and staff contact list up to date.
9. Shall report to the President.

D. Executive Director

1. Shall prepare an annual budget, conduct budget reviews, and issue special reports as required.
2. Shall attend all meetings requiring league financial representation.
3. Shall review all financial policies and proposals to ensure legal compliance and fiscally responsible club operation.
4. Shall submit a written monthly report of activities to the Executive Board.
5. Shall notify the Executive Board of all and any club issues within programs that the club operates.

6. Provide quarterly updates on club programs, growth and annual plans.
7. Shall report to the President.

E. Members Directors at Large - May be assigned, as determined by the Executive Board, activities beneficial to club operations and strategic objectives.

VII. PETITION PROCEDURES

A. General Membership Petition Meeting - The President shall refer to the general membership any issue presented to the President in the form of a petition carrying at least 10% of the general membership's signatures. A returned majority vote becomes a directive to the Executive Board if at least 10% of the registered Fusion SC general membership returns ballots.

B. Recall - Any elected officer may be recalled by a current league member via written request to the President of the league. If the elected officer is the President, the request should be directed to the Vice President. The recall procedure is as follows:

1. Written request for a recall by a member of the league must be delivered to the President of the league stating the person and the reason for the request.
2. The President shall notify the Executive Board of the request and will determine if a special meeting needs to be called, or the request will be heard at the next scheduled Executive Board Meeting. The Executive Board shall review the request. If grounds for a recall exist, it shall be validated by a simple majority vote.
3. If a recall request is validated by the Executive Board, the President shall present the recall request to the club membership for consideration and a vote by ballot from each club member family sent out within two weeks of the Executive Board meeting. Ballots require a two-week deadline for return. Validation of request requires a simple majority or returning ballots.
4. Any appointed position may be recalled by the same procedure as an elected position, except that a full member vote is not required.

VIII. MEETINGS

A. Schedule and Accessibility

1. The Full Board will meet Quarterly (January, April, July & October). Any Member seeking to add an item to the agenda should submit it to the Director of Administration in writing at least seven (7) business days prior to the scheduled meeting. The meeting shall be public with an open discussion scheduled. If no agenda items are submitted to the Executive Board, the Executive Board will immediately adjourn the Full Board meeting. Minutes of any Full Board meetings shall be maintained in the Club's file sharing system and provided directly to any Member of the Club upon request. The Full Board calendar shall remain posted throughout the year on the Club website.

2. The Executive Board shall meet regularly, at least once each month. For meetings that include the Full Board, the Executive Board will convene directly following the Full Board meeting and will do so in closed session. Minutes of all Executive Board meetings shall be maintained and in the Club's file sharing system. These minutes shall not be made available to either the public, or Fusion SC's General Membership.

3. The President may call a Special Board Meeting without the Executive Director as he deems appropriate. The President will notify all Board Members when the Executive Director will be excused and apprise the Executive Director after the meeting of any pertinent facts.

B. Quorum - An official Executive Board meeting shall consist of at least half of the Executive Board members or their proxies present. A Full Board meeting does not have a minimum attendance requirement. Full Board meetings are for general information and communication to the Executive Board.

C. Proxies

1. A proxy for a voting member may be given to another current Executive Board member with voting privileges, but an Executive Board member may not have more than one proxy per meeting.

2. A proxy must be in writing, and must be copied to the Club's Director of Administration prior to the meeting to be considered valid.

3. A proxy expires at the conclusion of the meeting or event it was assigned to. Proxies must be renewed prior to each meeting or event.

IX. BYLAW AMENDMENTS

- A. Proposed amendments to the Bylaws must be presented to the Executive Board in writing by currently registered Fusion SC Members.
- B. All Executive Board members shall be notified of the proposed amendments to the Bylaws at a regular Executive Board meeting one month prior to the Executive Board meeting at which the proposed amendment shall be considered for approval for membership vote.
- C. The Executive Board shall vote for approval of the amendment by a two-thirds majority, at which time, if approved, it may be sent to the membership for ratification.
- D. The proposed amendment must be ratified by a two-thirds majority of returned ballots, within 14 days, by the membership, to become part of the Bylaws.

X. MISCELLANEOUS

A. Indemnification - The Organization shall indemnify each current and former Director of the Board and each of the Organization's Officers and former Officers for the defense of civil and criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws to the contrary, in a manner and to the full extent permitted by applicable law as may from time to time be in effect.

The Organization shall indemnify each current and former Director of the Board and Officers and former Officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal thereof, imposed upon or asserted against him or her by reason of being or having been such a Director or Officer and acting within the scope of his or her official duties, except where such Officer or Director is adjudged, in a final non-appealable order, decision or holding, to be liable for negligence or misconduct in the performance of a duty which directly gave rise to the action or proceeding.

This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above as incurred whenever arising and the right of indemnification in these Bylaws shall be in addition to any and all rights to which any current or former Director or Officer of the Organization might otherwise be entitled, and these provisions shall neither impair nor adversely affect these rights.