

# **SAN RAMON SOCCER CLUB CONSTITUTION AND BYLAWS**

## **1:01 NAME**

1:01:01 This Corporation shall be known as San Ramon Soccer Club, Incorporated, also referred to as “SRSC”.

## **1:02 BOUNDARIES AND TERRITORIES**

1:02:01 The territory of SRSC shall be the City of San Ramon and associated unincorporated communities.

## **1:03 PURPOSE**

1:03:01 The purpose of SRSC shall be to develop, promote, and administer the game of outdoor soccer, among youth (boys and girls under nineteen (19) years of age) within the territory of SRSC for all skill and competitive levels of soccer.

1:03:02 The purpose of all SRSC Members shall be to educate, regardless of race, creed and/or ability, youth (under nineteen (19) years of age) in mental and physical fitness, develop pride and community spirit, and teach sportsmanship.

## **1:04 COLORS**

1:04:01 The representative colors of SRSC shall be blue and white.

## **1:05 AFFILIATION**

1:05:01 The SRSC is affiliated with the California Youth Soccer Association, Inc. (CYSA), the United States Youth Soccer Association (USYSA), and the United States Soccer Federation (USSF) and shall abide by the Constitutions and Bylaws of these organizations.

## **1:06 AUTHORITIES**

1:06:01 This Corporation shall be governed by its Constitution and Bylaws, and any Specific Rules and Regulations adopted by the Board of Directors, except when these are superseded by CYSA, USYSA, and/or USSF.

1:06:02 The governing authority of this Corporation whose powers shall be designated in the Bylaws, shall be vested with the Board of Directors of this Corporation.

1:06:03 The Governing Board, hereinafter to be known as the “Board of Directors”, shall be composed of the President, Vice-President of Administration, Vice-President of Operations, Vice-President of Finance, Vice-President of Competitive Programs, Vice-President of Rec Programs, and other Representative positions elected by the membership as set forth in the Bylaws; but in no case will the Board of Directors exceed sixteen (16) voting Members.

## **1:07 MEMBERSHIP**

1:07:01 Regular Membership in this Corporation shall be open to any family or single person. No family shall have more than one membership. A family, for the purpose of this Constitution and Bylaws, is defined as related individuals living at the same address. Membership is not transferable and/or may not be assigned.

**1:07:02** Special Membership shall be granted to a legal guardian of a currently registered player, all Coaches, and Referees. Other individuals who do not have children in the program, but wish to affiliate with the Corporation may be granted membership, after making application to the Board, according to criteria established by SRSC Rules and Regulations.

A. Special Membership shall be granted to Alumni parents, who are continuing to affiliate with SRSC.

B. Special Members shall pay no fees.

**1:07:03** All Player Participants in SRSC will submit yearly the appropriate fee(s) and properly completed registration form(s). All Player Participants shall submit upon initial registration a copy of their birth certificate, or another form of proof of age that is acceptable to CYSA.

**1:07:04** All member teams, their players, coaches, parents, and referees, shall abide by the Constitution, Bylaws, Rules, Regulations of the SRSC and all applicable rules and regulations of the associations with which SRSC is affiliated.

**1:07:05** All Members will be expected to actively support and participate fully in the work of the Corporation.

**1:07:06** The Board of Directors will annually establish the procedures, rules and fees required for the Membership. Membership shall be good for one year.

**1:07:07** Membership shall be terminated on resignation or death. Return of membership fees will be determined by Policy adopted by the Board of Directors.

## **1:08 ANNUAL AND GENERAL MEETINGS**

**1:08:01** The Annual General Meeting (hereafter AGM) of the Corporation shall be held during the first week of December (preferably on Thursday) each year. The place and time shall be designated by the Board of Directors. The location must be within the city limits of San Ramon. The order of business at the AGM shall include the following:

- Call to order by the President.
- Introduction of Guests.
- Acceptance of Minutes of the previous AGM.
- Introduction and election of Members to Board of Directors.
- Unfinished Business.
- Proposals for change(s) of Constitution and Bylaws.
- New Business.
- Recognition and Awards.
- Good of the Game (Public Comment).
- Adjournment.

**1:08:02** Additional meetings of the full membership may be held when ordered by the Board of Directors, requested by the Executive Committee of the Board of Directors, the President, or when requested by 10% of the Members upon submission of a written petition.

- 1:08:03** Meetings of the full membership must be noticed to all Members at least fifteen (15) days in advance. When a special meeting is called the announcement must clearly state the nature of the business to be transacted. Business that has not been specified in the notice of the special meeting shall not be considered at the meeting.
- 1:08:04** Each member shall have no more than one vote, regardless of the number of qualifying definitions in this article. Voting by proxy shall not be allowed and only those Members of record, in good standing, shall be entitled to voting privileges. For the purpose of these meetings only, the President shall cast a vote only in case of a tie.
- 1:08:05** Parliamentary law as set forth in SRSC Rules and Regulations shall govern all meetings.
- 1:08:06** A quorum shall consist of any number of Members present at the AGM or any other General Meeting of the membership, and upon verification by the VP of Administration that proper notice was given. A majority of votes cast shall be necessary for the adoption of any matter, unless a greater proportion is required by the California Nonprofit Corporation Law, the Articles of Incorporation, or this Constitution and Bylaws.
- 1:8:07** In order to increase participation in the AGM election process, SRSC will allow for on-line balloting provided the on-line voting ends 72 hours prior to the AGM. Families may elect to vote either on-line or in person at the AGM.

## **1:09 CHANGES**

- 1:09:01** Any member or any member of the Board of Directors may submit proposed changes to the existing Constitution and Bylaws. Proposed changes shall be submitted to the Board of Directors by October 1 preceding the AGM.
- 1:09:02** Amendments to the Constitution and Bylaws shall be noticed to the Membership at least fifteen (15) days prior to the AGM. Amendments shall be voted on and deemed adopted by an affirmative vote of two-thirds of the Members attending and voting at the AGM.
- 1:09:03** Any and all amendments to the Constitution and Bylaws of this Corporation, adopted at the AGM, shall become effective January 1 following the AGM.

## **2:01 BOARD OF DIRECTORS**

- 2:01:01** The Board of Directors, as a whole, shall be responsible for the following:
- A. Interpreting and enforcing the Constitution, Bylaws, Rules and Regulations of SRSC, and all applicable Rules and Regulations of the Associations with which SRSC is affiliated.
  - B. Conducting or delegating all the business of the Corporation between meetings of the full membership.
  - C. Establishing the Administrative, Operational, Rules and Regulations, and Playing Guidelines for SRSC.
  - D. Establishing policy for the proper registration for all players, coaches, and teams. Approving exceptions to player placement policies and the

assignment of teams to affiliated leagues.

- E. Establishing policy for the accounting of fiscal transactions, and submitting reports to the District Commissioner and/or his/her appointed assistant.
- F. Making available a variety of levels of competition for all registered players with SRSC.
- G. Approving selection of coaches; a closed meeting will be permitted for this purpose.

**2:01:02** The Board shall have the right and authority for violations of the Constitution, Bylaws, Rules and Regulations of SRSC to suspend, bar completely or otherwise discipline any team, player, coach, manager, team assistant, SRSC official or any other person associated with the operation of SRSC.

**2:01:03** Election of the Board of Directors shall be by the general membership at the AGM of SRSC. The Board of Directors (hereafter Board) shall consist of not more than sixteen (16) Members elected in the following manner:

- A. The Nominating Committee shall provide a list of candidates for the open positions on the Board to the Board at the monthly meeting prior to the AGM. The list may exceed the number of positions. Nominations shall be accepted from the floor at the AGM.
- B. All candidates for office must be a Member in good standing of SRSC and can have no voting or board affiliation with any other league.
- C. Election of Board Members shall be by secret ballot. The ballot will include the names of the official list of candidates for office and a place for additional nominations or write-in candidates.
- D. The ballots shall be issued at the AGM and votes tallied by a committee formed and chaired by the VP of Administration or his/her designee. The chair shall return tally results to the President prior to the adjournment of the AGM. The election results shall be announced to the membership at the AGM.
- E. The term of office shall be for two years. The Board shall be divided into two (2) classes not to exceed eight (8). New Board Members will assume office on March 1.
- F. The eight (8) candidates receiving the most votes shall be elected to the Board.

**2:01:04** A Director may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice to the President. Such resignation shall take effect on receipt or at the time specified in the notice of tender. A Director may be removed by the Board whenever in its judgment the best interest of this Corporation would be served by such removal. A Director may only be removed after receiving written notice that a meeting is to be held to discuss their removal. A special Board meeting may be held for this purpose. A vote of two-thirds of the Board Members present shall accomplish a removal. The Director being considered for removal may participate in the vote.

**2:01:05** Vacancies on the Board arising from resignation or removal shall be filled with an

appointment by the President and with the approval of a majority of the remaining Board to complete the remainder of the term. In the event that resignations/ removals leave the Board with less than a Quorum, the remaining Members shall constitute a Quorum. Vacant positions on the Executive Committee shall be filled from the existing Board by a majority vote of the Board. The President's position shall be filled by the Vice-President of Administration.

- 2:01:06** No individual may hold more than one executive office concurrently. If there are vacancies on the Board, then an individual may temporarily perform the duties of more than one office.
- 2:01:07** Voting Members on the Board shall not receive compensation for their services as such. Reasonable expenses incurred in connection with performance of a Director's official duties shall be reimbursed on approval thereof by the President and VP Finance.
- 2:01:08** The Officers of SRSC shall be the President, VP Administration, VP Competitive Programs, VP Recreational Programs, VP Operations and VP Finance. The Officers of SRSC shall be elected annually by the Board from the membership of the Board at its Organizational Meeting for a term of one year.

- A. Executive Committee: The Executive Committee shall be composed of the Officers of SRSC. No two (2) members of the same family can serve on the Executive Committee. The Executive Committee shall serve between Board of Directors meetings for either emergencies or to dispose of duties bestowed upon the Executive Committee by the Board of Directors. Four (4) Officers will constitute a quorum. The Committee may meet on issues referred to them by the Board. The Committee will also handle potential disciplinary and legal issues for which closed sessions are authorized. Decisions of the Executive Committee, which must be reached with at least three (3) concurring votes, are subject to ratification by the Board of Directors at the next regular Board meeting.
- B. President: The President is the principal Officer of SRSC and shall preside at all meetings of the Members, the Board of Directors, and the Executive Committee of this Corporation and may cast a vote. The President shall appoint the chair and all members of all standing committees of the Board with approval of the Board of Directors. The President shall be an ex-officio member of all committees.

The President shall be charged with the general supervision, management, and control of all the business and affairs of the Corporation. The President shall sign, along with the VP of Administration or any other proper Officer of the Corporation, all contracts or other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall be especially delegated by the Board or required by law to be otherwise signed and executed.

The President shall exercise and perform such other powers and duties as may be designated by the Board. The President shall act as the duly

authorized representative of the Board in all matters in which the Board of Directors has not formally designated some other person to act.

- C. Vice Presidents: In the absence of the President, the Vice-President of Administration shall preside at meetings of the Board. In the absence of both the President and Vice-President of Administration either the Vice-President of Recreational Programs or the Vice-President of Competitive Programs shall preside at meetings of the Board (each Program Vice-President shall preside in turn, with the Vice-President Recreational Programs taking the first occurrence). The Vice-Presidents shall perform the duties of President and when so acting shall have all the powers and be subject to all restrictions upon the President.

The Vice-President of Administration shall be directly responsible for issues relating to the administrative operations of SRSC. The Vice-Presidents of Competitive and Vice-Presidents of Recreational Programs will be directly responsible for all aspects relating to the development of the Coaches and Players of their respective program, albeit such responsibility may be ceded to SRSC's Director of Coaching and Player Development (or position of similar nomenclature), at the discretion of the Board of Directors as recorded by majority vote. The Vice-Presidents shall exercise and perform such other powers and duties as may be designated by the Board.

- D. VP of Administration: The VP of Administration shall keep, or cause to be kept, an accurate record of all meetings, give notice of meetings, and obtain a meeting place for monthly Board meetings. The VP of Administration shall distribute copies of prior minutes and agenda to all Board Members prior to the next meeting of the Board. The VP of Administration shall conduct the voting at the AGM as specified in 1:08:06 and 2:01:03 D. The VP of Administration shall handle all correspondence as directed by the Board. The VP of Administration shall maintain control over incoming mail, and exercise and perform such other duties as may be designated by the Board. The VP of Administration shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming VP of Administration or the Vice-President of Administration upon leaving the office.
- E. VP Finance: The VP Finance shall be bonded at the expense of SRSC by a reputable bonding agency. The VP Finance shall have charge and custody of all Corporate Funds and shall keep full and accurate accounts of all receipts and disbursements. The VP Finance shall deposit all moneys in a bank recognized by the Board, in the name of this Corporation. All accounts shall be paid by check and bear two (2) signatures from the Executive Committee. The receipt book and vouchers shall be produced when required by the Audit Committee, properly balanced according to the bank book or statement, whichever is up to date. The VP Finance shall be responsible for preparing any and all papers

pursuant to the Articles of Incorporation and tax exemption status of this Corporation. The VP Finance shall be responsible for preparing any forms needed for Income tax purposes. The VP Finance shall prepare a yearly budget and present it to the Board for approval. The VP Finance shall maintain the appropriate files relative to the duties outlined above, and relinquish them to the incoming VP Finance or the Vice-President of Administration upon leaving the office.

**2:01:09** Other Board Members or Members-at-large shall be appointed to positions by the President with the concurrence of the majority of the other elected Members of the Board. Members not elected to the Board but appointed to positions shall be known as Associate Board Members. The positions may include but are not limited to the following:

- A. Registrar/Registrars: The Registrar shall keep a complete record of all teams and players for the purpose of player registration, team affiliation and player passes. The Registrar shall keep a complete record of all coaches' registration and coaches' passes. The Registrar shall keep an up to date file of Proof of Age. The Registrar shall notify the membership of the registration period and be responsible for establishing the process by which registration is accomplished. The Registrar shall be responsible on behalf of SRSC for sanctioning out of state travel for any team registered to SRSC.
- B. League Representative: The League Representative shall represent SRSC at all District III affiliated league meetings, act as liaison between SRSC and other soccer clubs and organizations.
- C. Coordinator of Boys' Program and Coordinator of Girls' Program: The Coordinators shall assist the Vice-President of Recreational Programs in administering their program, shall attend meetings of the boys' or girls' league and shall advise the Board on matters pertaining to their respective program. They shall supervise the assignment of players and coaches to recreational teams, and coordinate training programs for recreational coaches.
- D. Marketing/Sponsorship Coordinator: The Marketing/Sponsorship Coordinator shall direct marketing and sponsorship activities and shall coordinate all fund raising activities.
- E. Publicity Coordinator: The Publicity Coordinator shall direct the publicity program.
- F. Referee Coordinator: The Referee Coordinator shall supervise the assignment of referees for all games. The Referee Coordinator shall coordinate training classes for licensing, and meetings to keep referees informed of changes in the laws of the game.
- G. Equipment Manager: The Equipment Manager shall purchase and ensure that field-related equipment is available for the season and maintained properly. The Equipment Manager shall maintain and keep a

list of equipment owned and locations of such, and shall provide to the Board a report of equipment inventory and condition at the end of each playing season. The Equipment Manager shall issue an equipment box key or lock combination to approved personnel. The Equipment Manager shall act as the purchasing agent for SRSC and as appropriate, arrange for distribution of equipment to the teams.

- H. Team Parent Coordinator: The Team Parent Coordinator shall coordinate the Team Parent meeting(s) and be in charge of Picture Day for SRSC.
- I. Tournament Director(s): The Tournament Director(s) shall be responsible for filing all applications to host tournaments and all other reports with the State Association. The Director(s) shall be responsible for the acceptance of teams into a tournament and the tournament rules. The Director(s) shall be responsible for staffing the actual operations of the tournament, except for the referees and Snack Bar.
- J. Snack Bar Coordinator: The Snack Bar Director shall be responsible for staffing, stocking the supplies, and the opening and closing of the Snack Bar. The Snack Bar Coordinator shall be responsible for all moneys from the Snack Bar and shall deposit all receipts in a recognized bank in the name of this Corporation.
- K. Age Group Coordinators: Age group Coordinators shall organize applicable coaching staff as directed by the Board and shall be responsible for placement of all registered players in their respective age group(s). They may be helped by the Coordinator of the boys' or girls' programs and the Registrar. They shall be responsible for helping to assemble and distribute coaching packages and shall ensure that each coaching applicant receives fair and equal consideration in team assignments and selections.
- L. Match VP of Administration: The Match VP of Administration shall act as the scheduling authority for SRSC. The Match VP of Administration shall coordinate the maintenance, preparation, and assignment of playing fields with the City of San Ramon.

*Upon leaving office all Board Members should relinquish information and files pertaining to their jobs to the incoming Member, out of courtesy and for the sake of continuity in the operations of SRSC.*

## **2:02 STANDING COMMITTEES AND SPECIAL COMMITTEES**

**2:02:01** Committees of SRSC shall be STANDING or SPECIAL. Each committee shall exercise such power and carry out such functions as are designated by these Bylaws or as delegated by the Board of Directors. Each committee shall be advisory only and subject to the control of the Board, except as herein otherwise provided. The chairperson and all members of a committee, except as herein otherwise provided, shall be appointed by the President, subject to approval by the Board, and vacancies shall be filled in the same manner. All committees

shall include at least one member of the Board of Directors and may include other Members of this Corporation.

**2:02:02 Standing Committees:** The following standing committees, appointed annually, will have powers and duties described.

- A. Rules and Regulations Committee: The Committee shall be composed of three (3) or more persons, and shall have the responsibility for the development of policies and procedures for the general operation of SRSC.
- B. Nominating Committee: The Committee shall be composed of three (3) or more persons and appointed anytime prior to but no later than the September meeting of the Board. The Committee shall consist of Directors whose terms do not expire with the elections for which nominations are to be made and of other Members of SRSC.
- C. Financial Review Committee: The Committee shall be composed of three (3) or more persons, not including the VP Finance, and shall have the responsibility for reviewing the books of SRSC at least once a year. The Review Committee shall prepare a report, which shall be distributed to each Board Member and a copy thereof shall be provided to any Member on request. The Committee may retain, at its own discretion, a Certified Public Accountant to assist them in conducting the review.
- D. Protest and Appeals Committee: The Committee shall be composed of three (3) or more persons (one (1) Board Member, one (1) coach, and one (1) referee). The Committee shall have the responsibility for hearing matters pertaining to violations of the Constitution, Bylaws, Rules and Regulations, and General Procedures, of this Corporation, or misapplication of the “Laws of the Game”.

**2:02:03 Special committees:** Special committees may be appointed for special tasks as needed, and on completion of the tasks for which appointed, shall be discharged.

## **2:03 MEETINGS**

**2:03:01 Regular meetings** of the Board of Directors will be held on the second week of each month, at a time and place to be determined by the Board. All regular meetings shall be open to the membership except as noted in 2:01:01 G. The Board may adjourn to closed session for disciplinary, legal issues, and other sensitive personnel issues. The agenda for regular meetings shall be as follows:

- Call to Order
- Roll Call
- Introduction of Guests
- Public Comment
- Acceptance of Minutes
- Correspondence
- VP Finance’s Report
- Committee Reports

- Unfinished Business
- New Business
- Good of the Game
- Adjournment

**2:03:02** Special Meetings of the Board of Directors shall be called by the VP of Administration upon the request of the President or any four (4) or more Directors for a specific item(s) only. Business which has not been specified in the agenda shall not be considered until the next regular Board Meeting.

A. An Organizational Meeting shall be held within thirty (30) days after the AGM of the Membership. The new Board shall meet for the purpose of organizing the Board and the election of Officers. The new President will then appoint with the approval of the Board, the remaining Board and the Associate positions. With proper notice other business may come before the Board if it pertains to the operations of SRSC for the upcoming seasonal year (2:05:01).

B. Notice of Meetings shall be given to each Director, either written or orally at least three (3) days prior to the meeting.

## **2:04 QUORUM**

**2:04:01** Quorum present: A majority of the Board of Directors then in office shall constitute a quorum at any meeting of the Board. The act of the majority of the voting power present at any meeting at which a quorum is present shall be considered the act of the Board.

**2:04:02** Quorum not present: The transactions of any meeting of the Board duly noticed at which a quorum was not present are as valid as if a quorum were present providing that a majority of the Members of the Board sign the minutes of the meeting. Members recorded as being present at the meeting, and however they voted on any item, will be counted as if they signed the minutes. The VP of Administration will keep on file the record of who attended and the signed minutes to attest to the validity of the action taken.

## **2:05 YEARS**

**2:05:01** The Seasonal year for membership/registration shall be from September 1 through August 31. Insurance coverage through CYSA shall be for the same period of time.

**2:05:02** The Fiscal year of SRSC shall be from March 1 through February 28 or 29.

## **2:06 PROTEST AND APPEALS**

**2:06:01** Only violations of the Constitution, Bylaws, Rules and Regulations, and General Procedures of SRSC, or misapplication of the “Laws of the Game” shall be proper subjects to be considered for action. Protest and Appeals are to be in writing and delivered to the Chair of the Protest and Appeals Committee within two (2) calendar days of the action that is being protested or appealed. A fee of \$25.00 must accompany the Protest and Appeal and will be returned if the Committee votes to uphold the Protest and Appeal. Any decision rendered by

the Committee may be appealed to the full Board of Directors and then if need be to District III or to the CYSA Protest and Appeals Committee as per CYSA Constitution, Bylaws, Rules and Regulations. Upon rendering a decision, SRSC shall forward a copy of its evidence, findings and decision to the District III or CYSA office for future reference. All pertinent data must be forwarded within fourteen (14) days of the decision by SRSC.

**2:06:02** In the matter of Protest and Appeals, no person associated with the operation of SRSC shall invoke the aid of the courts of any state or of the United States without first exhausting all available remedies within the appropriate soccer organization, including final appeal to the annual general meeting of the USYSA.

## **2:07 DISSOLUTION**

**2:07:01** In the event San Ramon Soccer Club, Inc. ceases to exist as a nonprofit corporate entity, all funds or other property held by this Corporation shall be distributed as follows:

- A. If the existence of SRSC terminates by merger with another like corporation, resulting in a new or successor nonprofit corporation equally qualified in nonprofit tax exempt status, then to the new or successor corporation.
- B. Should SRSC be dissolved, all assets remaining after payment of debts shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purpose of development of youth soccer.

## **2:08 CONTRACTS AND BANK RELATED ITEMS**

**2:08:01** Contracts: The Board may authorize any Officer, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of SRSC, and such authority may be general or confined to special instances.

**2:08:02** Deposits and Checks: All funds of SRSC not otherwise employed shall be deposited in such banks, savings institutions, or trust companies which are insured by the FSLIC and FDIC as the Board may select. All checks or other orders for the payment of money issued in the name of SRSC shall be signed by such Officer or Officers, as shall be determined by resolution of the Board. The term of deposit shall be no longer than twelve (12) months.

**2:08:03** Loans: No loans shall be made to SRSC unless authorized by a resolution of the Board. No loans shall be made by SRSC to its Officers, Directors, Members or Employees.

**2:08:04** Gifts - Funds - Investments: The Board may accept on behalf of SRSC any gift, grant, bequest or device for the general purposes or for any special purpose of SRSC. They shall be deemed irrevocable unless terms expressly provide otherwise. All such property received and accepted by SRSC may be co-mingled with other assets of SRSC, unless specific instructions are given, by the giver. All funds and investments shall be administered by the VP Finance.

- 2:08:05 Annual Report: The Board shall send, or cause to be sent, within 120 days after the close of the fiscal year, an annual report to the Members. The annual report shall contain a balance sheet and an income-expense financial statement for the fiscal year just ended, and such other information as determined by the Board.
- 2:08:06 Conflict of Interest: No Member of SRSC, the Board, the Audit Committee, or any committee administering any funds or accounts of SRSC shall knowingly participate directly or indirectly in any discussion or vote on any transaction wherein the Member, or any person intimately connected to them by blood, marriage, personal relationship or business relationship, might directly or indirectly derive a material advantage, financial or otherwise. Such member shall announce the possible conflict of interest to the Members of the Board or committee(s), and thereafter remain mute until the transaction is disposed of.
- 2:08:07 Indemnification: To the extent permitted by law, no Member of the Board of Directors, Associate Board, or of any committee shall be personally liable, for any conduct in their position with SRSC, excepting only such Members' own willful misconduct. The Corporation shall indemnify and hold harmless each such Member against any and all losses, liabilities or damages arising out of any act or omission in their position with SRSC, excepting only such Members' own willful misconduct.