

BYLAWS OF THE SEMINOLE SOCCER CLUB, INC.
A NONPROFIT CORPORATION

ARTICLE ONE

INTRODUCTION

Definition of Bylaws

These Bylaws constitute the code of rules adopted by the Seminole Soccer Club, Inc., d.b.a. Florida Soccer Alliance, Seminole Soccer Club, Seminole Soccer League, Seminole Youth Soccer, or Florida Thunder, for the regulation and management of its affairs. Seminole Soccer Club, Inc. shall conduct all soccer operations as Florida Soccer Alliance.

Purposes and Powers

The corporation is organized exclusively for charitable, religious, or educational purposes, the making of distributions to organizations that qualify as exempt corporations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The object and purpose of this corporation shall be the advancement of youth soccer and operation of various soccer leagues. This corporation was formed for the express purpose of developing skilled soccer participants in an organized environment which will foster good sportsmanship, team cooperation,

physical fitness and mental well-being, while operating the corporation's physical assets in a fiscally prudent manner. Education, training, and competition will be emphasized.

The object and purpose of the league(s) is to provide an organized league in which the Playing Members' teams and other Florida Youth Soccer Association affiliate teams can compete. The fees for playing in this league shall be as established by the Coaches Committee and approved by the Board of Directors except no fees are due for playing members' teams.

This corporation is formed exclusively for the purpose stated under Chapter 617 of the Florida Statutes relating to corporations not for profit, pecuniary, or financial gain. No part of the assets, income or profit of the corporation shall be distributed to or inure to the benefit of its members, directors, or officers. The corporation will not take steps which will promote the private interests of any member or engage in any activity which will constitute regular business of any kind ordinarily carried on for a profit. The corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article.

The corporation shall have the power, either directly or indirectly, either along or in conjunction or cooperation with others, to do any and all lawful things and acts to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which

the corporations was organized, and to aid or assist other organizations whose activities are such as to further accomplish or foster or attain such purposes.

Notwithstanding anything herein to the contrary, the corporation shall exercise such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same are now in existence or as they may be hereafter amended from time to time.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

The principal place of business of the Corporation in Florida will be located at the office of the Registered Agent: 1900 Seminole Soccer Loop, Sanford, Florida, 32771. In addition, the Corporation may maintain other offices either within or outside the State of Florida as its business requires.

Location of Registered Office

The location of the registered office of the Corporation is 1900 Seminole Soccer Loop, Sanford, Florida, 32771. Such office will be continuously maintained in the State of Florida for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE THREE

MEMBERSHIP

Definition of Membership

The Members of the Corporation are those persons having membership rights in accordance with the provisions of these Bylaws.

Class(es) of Members

The Corporation will have three classes of members which are designated as playing members, represented members, and voting members.

Qualifications of Members

Playing membership shall consist of those persons playing soccer for the Seminole Soccer Club, Inc. This shall be a nonvoting class of membership.

Represented Members shall consist of any parent or legal guardian of a registered player in Seminole Soccer Club, Inc. This shall be a nonvoting class of membership represented by the head coach of their child's team (children's teams).

Voting Membership shall consist of persons who, from time to time, are the designated head coach of each team participating in the soccer program offered by the Seminole Soccer Club, Inc. or a person designated a voting member by the Board of Directors of Seminole Soccer Club, Inc.

Voting privileges shall commence from the date of the appointment as a head coach or designation by the Board of Directors, and cease when no longer a head coach, or immediately after the Annual General Meeting, unless designated a Head Coach or Voting Member for the following season.

Members' Dues

The annual dues payable to the Corporation by Members of each class will be in such amount(s) as may be determined from time to time by resolution of the Board of Directors.

Playing membership will be accomplished when the youth soccer player registers at the price established by the Board of Directors.

Coaches who are voting members, and Voting Members designated as such by the Board of Directors shall become so without cost.

Assessments

The Board of Directors may, from time to time, determine the type of occasions for which fines may be assessed against Members, as well as the amounts thereof. The Board will have full authority to assess such fines on the occasions specified.

The amount of dues fixed by the Board of Directors shall become, on and after notice, an indebtedness to the Corporation collectible by due course of law. The failure to pay any dues or fines assessed shall render the Member liable to expulsion.

Place of Members' Meetings

Meetings of Members will be held any place within or outside the state of Florida as determined by the Board of Directors.

Members' Annual General Meeting

The annual general meeting of the Members will be held at a time and place to be designated by the Board of Directors, but the meeting shall be held between April 1st and July 31st of each year. Thirty days notice of the meeting will be provided.

Special Members' Meetings

Special meetings of the Members may be called by either of the following:

- (1) The Board of Directors
- (2) The Chairman
- (3) Three Officers
- (4) Ten Coaches

Notice of Members' Meetings

Written or printed notice, stating the place, day, and hour of the meeting and in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five (5) nor more the forty (40) days before the date of the members' meeting, either personally, by first class mail, email, or by telegram by or at the direction of the Chairman, the Secretary, or the offices or other persons of Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage prepaid.

Voting Rights of Members

Each Member of the voting class of membership will be entitled to one vote on each matter submitted to a vote of Members and the Members of any other class of membership will be entitled to no voting rights.

Members' Proxy Voting

A Member may vote either in person or by proxy executed in writing by the Member. The proxy can be assigned to only an assistant coach or parent of a player on the team coached by the voting member. No proxy will be recognized as valid after thirty (30) days from the date of its execution unless expressly provided otherwise in the proxy.

Quorum of Members

The number or percentage of Members entitled to vote represented in person which constitutes a quorum at a meeting of Members will be ten percent (10%) of the voting membership. The vote of a seventy percent (70%) majority of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Transferability of Membership

Membership in this Corporation is nontransferable and non-assignable.

Termination of Membership

Membership will terminate in this Corporation on either of the following events, and for no other reason:

- (1) Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact.
- (2) The death of a Member.
- (3) The failure of a Member to pay dues, fines, or assessments on or before their due date.
- (4) For cause, inconsistent with membership, after notice, and hearing with the Board of Directors.

Before a membership terminates for any reason other than the resignation or death of the Member, the Member will be given an opportunity to be heard before the Board of Directors, unless he is absent from the county in which the Corporation is located. A Member terminating membership status for reasons other than death may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging such termination.

ARTICLE FOUR

DIRECTORS

Definition of Board of Directors

The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

Structure of the Board

The Board of Directors will constitute a single class, the names and functions of which are as follows:

1) Chairman – Shall be the Executive Officer of the Club and Board of Directors. He shall be responsible for maintaining contact with the Florida State Youth Soccer Association, and keep the membership apprised of matters of interest to the Club regarding that body and others that have come to his attention. Liaisons with those bodies are the Chairman's responsibility. He shall also be responsible for management and supervision of the paid Association staff.

2) Chairman Elect – During the absence or disability of the Chairman, shall have the powers and functions of the Chairman. Also shall be responsible for all telephony and computer technology.

3) Secretary – Shall record the minutes of all meetings, attend to all correspondence and keep the records of the Club and post such minutes at Seminole Soccer Club, Inc. on the bulleting board. In addition, shall coordinate with the committees of the Club regarding committee minutes and records of committee meetings to be kept by the Club. Also shall be responsible for arranging insurance coverage.

4) Treasurer – Shall receive and disburse all funds as required for the operation and business of the Club within the approved corporate annual budget, maintain an accurate record of all funds, maintain a bank account. In addition shall prepare a financial report for the meetings of the Club and maintain records

suitable for presentation to the Internal Revenue Service. In addition, shall be responsible in preparing the financial documents necessary for the Club to maintain its status as an exempt corporation and aid in the preparation of necessary I.R.S. documents. Also, shall be responsible for the preparation of the annual budget for the Club and prepare financial statements on a minimum of a quarterly basis. If any of these functions are performed by an outside source, the Treasurer shall monitor these functions to insure that they are done in the best interests of the Seminole Soccer Club, Inc. Oversight of the Financial Operations of the League(s) (as determined by the Board of Directors) is also their responsibility.

5) Past Chairman – Shall aid the Board by helping the newly appointed Chairman in assuming his new duties and easing into the new office. Shall transfer his files to the new Chairman as soon as possible and help coordinate the transition. In addition, shall be responsible for overseeing the development and updating of a Club Coaches Manual.

6) Vice President - Membership – Shall be responsible for coordinating all membership strategies and issues.

7) Vice President – Facilities – Shall be responsible for the physical upkeep of the Complex.

8) Vice President – Fundraising – Shall be responsible for all aspects of sponsorship and fundraising.

9) Vice President – Regional – Shall coordinate activities of represented Club as operations are merged into the Florida Soccer Alliance.

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Qualifications of Directors

The qualifications for becoming and remaining a Director of this Corporation are as follows:

(1) Directors need to be a resident of either Orange, Seminole, Lake, Volusia or surrounding counties.

(2) Directors must be a member of this Corporation or an individual who expresses a desire to a director and is acceptable to the other BOD members.

Terms of Directors

The Directors will be elected for a term of two (2) years except Vice President – Regional positions which will be for a period of one (1) year. Each Director will hold office for the term for which elected and until a successor has been selected and qualified. There will be no limit on the total number of years a voting member can serve as a Director. Regional Vice Presidents will be for a term of one (1) year. All other positions are for two (2) years.

Annually between April 1 and July 31, elections for the Directors whose term has expired are to be held by the voting members. Election of Chairman and Secretary will be on even number years while all other Officers and Directors will be on odd numbered years, except Regional Vice Presidents who are elected each year. A Director must serve on the Board of Directors for 2 years before being eligible for Chairman, Chairman Elect, or Treasurer.

Any director who fails to attend three (3) consecutive monthly Board of Directors meetings shall be subject to removal from their position on the Board of Directors by a majority vote of the remaining Directors on the Board.

A Director may be removed from office by a 2/3 majority vote of the remaining Directors on the Board when such actions will serve the best interests of this Corporation pursuant to any procedure provided therefore in the Articles of Incorporation.

Vacancies on the Board

Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office. A new director appointed to fill the vacancy created do to the increase in the number of Directors shall be as determined by the current Board of Directors.

Multiple Officeholders

In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the officers of Chairman and Secretary must be held by separate individuals.

Removal of Officers

Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint such Officers whenever in their

judgment the best interest of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the Officer so removed.

Place of Directors' Meetings

Meetings of the Board of Directors, regular or special, will be held at any place within or outside the State of Florida as provided or such place or places as the Board of Directors designates by resolution duly adopted.

Regular Directors' Meetings

Regular meetings of the Board of Directors will be held monthly at a time and place to be established by the Chairman. Should any such day in any year constitute a legal holiday for all businesses then the meeting will be held instead in such instance the following Monday. The provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given. There shall be at least eight meetings of the Board per year.

Notice of Special Directors' Meetings

Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than five (5) days before the date of the meeting either personally, by first class mail or by email, by or at the direction of the Chairman, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at this address as it appears on the records of the Corporation,

with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of the meeting.

Call of Special Board Meeting

A special meeting of the Board of Directors may be called by either:

- (1) The Chairman
- (2) Three of the Board of Directors

Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting of the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

A majority of the whole Board of Directors will constitute a quorum; provided, that in no event will a quorum consist of less than one-third (1/3) of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of the Corporation, or any provision of these Bylaws.

Rules and Regulations

The Board of Directors shall be required to publish to all head coaches, commencing with the Fall, 2005 season and thereafter annually at the start of each Fall season, a complete set of rules and regulations ratified and approved

by the then current Board of Directors. In the event the Board of Directors fail to produce, ratify, and then approve rules and regulations and publish them to all head coaches within ten (10) days from the start of the Fall 2005 soccer season and annually thereafter, then the rules enforced shall only be those outlined in the previous year's rules and regulations until such approval and publication as outlined above has been completed. All rules and regulations must meet the above requirements and once met, will take effect at the start of the season following their production, ratification and being published to the head coaches, unless an effective date for the rules and regulations is specified within that rule or regulation.

ARTICLE FIVE

INFORMAL ACTION

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or person entitled to receive notice whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of the Members, specify the general nature of the business to be transacted.

Action by Consent

Any action required by law or under the Articles of Incorporation of the Corporation or these Bylaws, or any action which otherwise may be taken at a

meeting of either the Members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action(s) taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE SIX

COMMITTEES

Definition of Directorial Committees

This Corporation may have certain Committees, each of which will consist of one (1) or more Directors. Such Directorial committees will have and exercise some prescribed authority of the Board of Directors in the management of this Corporation. However, no such Committee will have the authority of the Board in reference to affecting any of the following:

1. Submission to Member of any action for which the approval of Member is required under the law.
2. Filling of vacancies in the Board.
3. Adoption, amendment, or repeal of Bylaws.
4. Amendment or repeal of any resolution of the Board.
5. Action on matters committed by Bylaws or resolution of the Board to another Committee of the Board.

Appointment of Committees

The Board of Directors, by resolution duly adopted by a majority of the Directors in office, may designate and appoint one or more Directorial Committees and delegate to such Committees specific and prescribed authority

of the Board of Directors to exercise in the management of this corporation. However, the creation of such Directorial Committees will not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed on such personnel otherwise by law. The following committees shall become permanent committees with the Chairman of each being nominated by the Board Chairman and approved by a majority of the Board. A two-thirds (2/3) vote by the Board of Directors can remove any committee chairman.

PERMANENT COMMITTEES

Coaches

Fund Raising

Finance, Accounting, and Budget

Grievance/Disciplinary

Promotion/Advertising

Coaches Committee

The Coaches Committee will be responsible for the recruitment, selection, evaluation, and recommendation of all Travel Team coaches as defined in the Rules and Regulations and approved by the Board of Directors. In addition, shall be responsible for the operations of the various leagues established by the Board of Directors.

The Coaches Committee shall be made up of seven members and shall meet monthly. This committee will be chaired by the current Director of Coaching, or in their absence, the Executive Director. Other members will include the Director of Recreational Coaching, at least two but not more than

three coaches, and not less than two but not more than three parents. An equal number of coaches and parents should be appointed

ARTICLE SEVEN

OPERATIONS

Fiscal Year

The fiscal year of this corporation will be from July 1st through June 30th of the following year.

Execution of Documents

Except as otherwise provided by law, checks, drafts, promissory notes, order for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and countersigned by the Chairman. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the Chairman, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Books and Records

The Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, Board of Directors, and Directorial committees. The Corporation will keep a membership register giving the names, addresses, and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

All books and records of this Corporation may be inspected by any Member, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

Nonprofit Operations – Compensation

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. The Corporation will not pay compensation to Members, Officers, or Directors for services rendered while fulfilling services as a Board Member.

Loans to Management

This Corporation will make no loans to any of its Directors, Officers, management or other personnel.

No member of Incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assts, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases, or while he is not in good standing.

Expelled Members shall have no property rights to assets of the Corporation.

On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance

of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes shall be distributed to a similar soccer organization.

The Directors of this Corporation may authorize secured transactions of other dispositions of corporate assets without approval by the Members.

Team Structure

The Board of Directors, by majority vote, will establish, approve and from time to time modify the structure of the teams. This can include number and size of roster, use of player passes, locations of play, and the Laws of the Game, the last of which only after due consideration.

Travel Team Coaches

The Board of Directors, by majority vote, will establish, approve and from time to time modify the requirements to be a Travel Team Coach, a Recreational Coach, or any other coach, trainer, or like position.

Facility Operations

The Board of Directors, by majority vote, will establish, approve and from time to time modify the appropriate uses of the Club's facilities; however, such activities may not jeopardize the Purpose of the corporation as indicated in Article One.

ARTICLE EIGHT

AMENDMENTS

Amendment of Articles of Incorporation

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the Members. Such action must be taken as specified in the Articles of Incorporation.

Modification of Bylaws

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the voting members. Notice to all voting members, along with a copy of the proposed changes in the Bylaws must be mailed at least thirty (30) days prior to the vote on the proposed alternations, amendments, repeal or addition of new Bylaws.

Adoption of Bylaws

Adopted by the Board of Directors as amended by resolution and vote of ___10_____ (number for) to ___0_____ (number against) on _May 12, 2008, at __FSA Conference room.

DIRECTORS

Approving:

Bill Hollenback

Paul Holmes

Julius Hajas

Joe Neri

Doug Trimarco

Ed Skiko

Bobby Croft

Ulysses Cubillos

Richard Reyes

Keith Denton

Dissenting:

N/A
