

**Amended By-Laws of the
South Florida United Youth Soccer Association, Inc.**

ARTICLE I - ORGANIZATION

- 1) The corporation's name is the South Florida United Youth Soccer Association, Inc.
- 2) The corporation's seal shall be in the following form:

ARTICLE II - PURPOSES

The following are the purposes for which this organization has been organized:

- 1) To encourage the interest of children in soccer by the establishment and existence of youth soccer programs;
- 2) To aid in the development of the physical and mental well being of the children of the communities;
- 3) To provide supervised activities and encourage participation in a program designed to teach good sportsmanship and encourage physical fitness by means of an organized team sport; and
- 4) The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions hereinafter set forth, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax pursuant to §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue law.

ARTICLE III - MEMBERSHIP

Membership in this corporation shall be by affiliated club. Each member organization of the corporation shall be represented on the Board of Directors by their designated representative. Admission to membership in the corporation shall be restricted to bona fide city programs and independent soccer clubs/associations that are affiliated with Florida Youth Soccer Association (FYSA) and/or US Club Soccer who:

1. Comply with all requirements of the corporation and complete the application form.
2. Apply for membership no later than the March meeting and is approved by the Board of Directors no later than the June meeting for participation in the early and/or regular seasons.
3. Notwithstanding the provisions set forth in paragraph 2 of this section, the Board of Directors or the Executive Committee for the Board of Directors may, in extraordinary circumstances, schedule a Special Meeting or defer to a later meeting, consideration of an application for membership in this corporation.
4. The Board of Directors meeting for consideration of a prospective member's application for membership shall require the presence of a quorum. In order for a prospective member's application for membership to be approved a 75% majority vote of the directors present and voting shall be required.
5. Additional membership requirements are:
 - a. All soccer clubs applying for admission to this corporation must be members in good standing with FYSA and/or US Club Soccer. Conditional acceptance may be granted to clubs whose application to FYSA and/or US Club Soccer has not been acted upon as of the date of application to this corporation. In such cases the applicant must present written evidence signed by the district commissioner that the application for membership in FYSA has been submitted, or an official of US Club Soccer that an application for membership in US Club Soccer has been submitted.
 - b. New members will not be accepted who are indebted to the corporation for outstanding fees arising from membership during prior seasons.
6. There are two classes of membership in the corporation, voting members and non-voting members:
 - a. Voting members:
 - i. Must have at least one active team playing in SFUYSA
 - ii. Will pay the annual affiliation fee set by the voting membership
 - iii. Must attend all regular and special meetings of the Board of Directors
 - iv. Will pay a fine for not attending a regular or special meeting
 - v. Will be allowed to discuss and vote on any matter coming before the Board of Directors
 - b. Non-voting members:
 - i. Will pay the annual affiliation fee set by the voting membership
 - ii. May attend all regular and special meetings of the Board of Directors
 - iii. Will not be fined for not attending a meeting
 - iv. May discuss (but not vote on) any matter coming before the Board of Directors
 - c. At the beginning of each seasonal year, each member in the corporation will declare whether it wishes to be a voting or a non-voting member. Except as noted in paragraph d. iii. below, once that selection has been made, it is binding on the member for the remainder of the seasonal year.
 - d. Voting members who do not attend a regular or special meetings of the Board of Directors will be dealt with as follows:
 - i. For missing a number of meetings (the number decided annually by the Board of Directors) within a seasonal year, will pay the fine set by the Board
 - ii. For missing additional meetings, will pay increasing fines

- iii. At some predetermined number of missed meetings, may be changed, involuntarily, to non-voting member status
- e. Only voting members will be considered when determining whether a quorum is present.

The Board of Directors shall adopt rules, procedures and fee structure required for affiliation to the corporation.

All members shall abide by the corporation's Articles of Incorporation, By-Laws, and Rules and Regulations. All members shall also abide by all applicable rules and regulations as promulgated by Florida Youth Soccer Association and/or US Club Soccer.

ARTICLE IV – PROXY VOTING AND QUORUMS

1. A voting member is present at any in-person meeting of the corporation if represented either in person (by the member's Representative or Alternate) or by proxy.
2. Quorums are calculated based upon voting members present either in person or by proxy.
3. Any matter may be voted on by voting members that are present either in person or by proxy.
4. During a single seasonal year a member may be represented by proxy at no more than two (2) meetings.
5. The notice that a member is being represented by proxy may be made either by an e-mail message sent to both the Secretary and the Vice-President - Rules of the corporation, prior to the meeting in question, or by written notification on the form provided by the corporation.
6. At all meetings of the corporation, a quorum consists of 40% of the currently affiliated voting members, plus 1.

ARTICLE V - ANNUAL GENERAL MEETING

The annual general meeting of this corporation shall be held on or about the second Tuesday of May of each and every year. The Secretary shall cause to be mailed or electronically transmitted to every member in good standing at their address as it appears in the membership records of this corporation a notice stating the date, time and place of such annual meeting.

Each voting member will be entitled to one vote on each matter submitted to a vote at the annual general meeting. Such votes may be cast in person or by proxy.

At the annual general meeting, except for the election of officers, all votes cast shall be by voice. In an election of officers, ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

Whenever a vote shall be by ballot, the Chairperson of the meeting shall immediately prior to the commencement of the balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting certify in writing to the Chairperson the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No Inspector of Election will be a candidate for office or shall be personally interested in the Question voted upon.

All business shall be conducted pursuant to Robert's Rules of Order.

ARTICLE VI. DIRECTORS

All corporate powers, business and affairs of this organization shall be managed and directed under the authority of the Board of Directors. Said Board of Directors shall consist of not less than 3 voting members. All of the directors and officers of this organization shall be residents of the State of Florida.

Directors of this corporation shall not be compensated.

A director of this corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless he/she votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

The Board of Directors shall consist of one voting representative from each voting member organization which is in good standing; said representative shall be designated at the annual meeting of the membership. At each annual meeting, each voting member organization shall designate its voting representative to hold office until the next annual meeting. A director will hold office until that director's successor has been designated, or that director's prior resignation, removal from office or death.

The Board of Directors shall have the control and management of the affairs and business of this corporation. Such Board of Directors shall only act in the name of the corporation when it is regularly convened by its Chairperson after due notice to all the directors of such meeting. A quorum shall be 40% + 1 of the voting members of the Board of Directors present in person or by proxy. In order for a motion, question or resolution put to a vote before the Board of Directors to be approved, a 50% + 1 majority vote of the directors present and voting shall be required. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine to be necessary.

A resolution adopted by the Board of Directors, may designate an executive committee and/or other committee(s) which will have and may exercise all of the authority of the Board of Directors to the extent provided in such resolution, except as is provided by law.

Special and regular meetings of the Board of Directors shall be held at the principal place of business of the corporation or at such other place as is designated by the Board of Directors.

Regular meetings of the Board of Directors will be held without notice on the second Tuesday of each month. Written

notice of the time and place of special meetings of the Board of Directors will be given to each director by personal delivery, FAX, telegram or electronically transmitted at least two days before the meeting or by notice mailed to the director at least ten days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting will constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of special or regular meetings of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

A majority of the voting directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting will be given to the directors who were not present at the time of the adjournment.

Meetings of the Board of Directors may be called by the president of the corporation.

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone call or by similar means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

The President of the corporation, by virtue of the office, shall be the Chairperson of the Board of Directors. The Board of Directors may remove a director upon charges made to the Board by a voting member, in good standing in this organization. A director may be represented by counsel at any removal hearing. The Board of Directors may adopt such rules as it may, at its discretion, consider necessary for the best interests of the corporation, for this hearing. If the Board of Directors determines that there is good cause to remove said director from the board, then its determination shall be in writing stating, with specificity, the basis for the determination.

All business shall be conducted pursuant to Robert's Rules of Order.

ARTICLE VII. ACTION TAKEN BY DIRECTORS WITHOUT A MEETING

Any action required or permitted by law to be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a written consent is filed setting forth the action so taken, and signed by all of the directors or all of the committee members, as the case may be, is filed in the minutes of the proceedings of the Board or of the committee. Such consent will have the same effect as a unanimous vote.

ARTICLE VIII. OFFICERS

The officers of this corporation are: President, Vice President - Division I, Vice President - Division II, Vice President - Referees, Vice President - Rules, Registrar, Secretary, Treasurer, and Immediate Past President. Each officer, with the exception of the Immediate Past President, will be elected or appointed by the Board of Directors from time to time. Any two or more officers' positions may be held by the same person. Each officer shall be elected at the annual general meeting for a one year term of office. Each voting Executive Officer shall receive an annual \$300 stipend subject to funds availability.

The officers of this corporation will have the following duties:

The President will be the chief executive officer of the corporation, who generally and actively manages the business and affairs of the corporation subject to the direction of the Board of Directors. The president shall preside at all membership meetings and is the Chairperson of the Board of Directors. The President shall present at each Annual General Meeting of the corporation an annual report of the work of the organization. The President shall appoint all committees, temporary or permanent, designate the committee chairperson with the Board's approval and serve as ex-officio member of all committees. The President shall see that all books, reports and certificates, as required by law .are properly kept or filed. The President shall be one of the officers who may sign checks for the corporation. This individual's singular signature, without counter signature, shall be sufficient on all checks not exceeding \$300.00. This individual also has the authority to co-sign checks exceeding \$300.00. The President is deemed to have all of the powers that may be reasonably construed as belonging to the chief executive officer of any corporation.

The Vice President - Division I shall be responsible for all matters effecting this division in early and regular season. He/she shall be responsible for establishing and maintaining a schedule of play for all teams in this division. This individual's singular signature, without counter signature, shall be sufficient on all checks not exceeding \$300.00. This individual also has the authority to co-sign checks exceeding \$300.00. In the event of the absence or inability of the President to exercise the powers of his/her office, he/she shall become the acting president of the organization with all rights, privileges and powers as if duly elected president.

The Vice President - Division II shall be responsible for all matters effecting this division in early and regular season. He/ she shall be responsible for establishing and maintaining a schedule of play for all teams in this division. In the event of the absence or inability of the President to exercise the powers of his/her office and the absence or inability of the Vice President - Division I to exercise the powers of his/her office, he/she shall become the acting Vice President - Division I and/or the acting president of the organization with all rights, privileges and powers as if duly elected.

The Vice President - Rules shall be responsible for: (a) reviewing all violations of the Articles of Incorporation, Bylaws

and/or Rules and Regulations of this corporation; (b) reviewing any and all recommendations for amendments or repeal of any section or part of the Articles of Incorporation, Bylaws and/or Rules and Regulations of this corporation and report on same to the Board of Directors; (c) the establishment of the playing rules for each playing season with the subsequent ratification of same by the Board of Directors; (d) the review of all disciplinary actions and recommend disciplinary measures to be assessed, pursuant to the rules and regulations of this corporation; (e) the review of all protests and appeals; and (f) the maintenance of a record of all disciplinary actions, protests and appeals. This officer shall not be a party to any appeal or protest hearing.

The Vice President - Referees shall: (a) be the liaison between the corporation and the local representatives of the referee's association; (b) coordinate between the corporation's referee assignors and the Vice Presidents of Divisions 1 and 2 in matters pertaining to referees; (c) communicate the corporation's playing rules to the referees; and, (d) maintain a record of all problems relating to referees.

The Registrar shall receive and maintain a current copy of the rosters of all teams prior to the start of any given playing season. The registrar shall also be responsible for receiving and maintaining a copy of all roster changes for any team during the course of any given season.

The Secretary shall keep the minutes and records of the corporation in appropriate books. This shall include such minutes from regularly scheduled meetings of the Board of Directors and of the membership of this corporation. It shall be the Secretary's duty to file any certificates required by any statute, federal, state, county or city. This individual shall give and serve all notices to members of this corporation and shall be the official custodian of the records and seal of this corporation.

The Secretary shall present to the membership at any meetings any communication addressed to that person as Secretary of the corporation and shall submit all such communications to the Board of Directors. The Secretary shall attend to all correspondence of the corporation and shall exercise all duties incident to the office of Secretary.

The Treasurer is the chief financial officer and shall have the care and custody of all monies in the corporation's accounts and shall oversee all expenditures made by the corporation. The Treasurer is responsible to maintain the financial books and records of this corporation and to examine all expenditures made to determine that said expenditures are within the corporation's operational budget. The Treasurer shall be one of the officers who may sign checks for the corporation. This individual's singular signature without counter signature, shall be sufficient in all checks not exceeding \$300.00. The Treasurer is deemed to have all of the powers that may be reasonably construed as belonging to the treasurer of a corporation.

The Immediate Past President is a honoraria, nonvoting position for a period of one year following the end of that individual's last term as president of this corporation.

An officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Any vacancy in any office, with the exception of the Immediate Past President, may be filled by the Board of Directors.

ARTICLE IX. BOOKS AND RECORDS

This corporation will keep accurate and complete books, records of account and minutes of proceedings of all meetings of the membership, Board of Directors and committees of directors.

The corporation will keep, at its registered office, principal place of business or office of its attorneys a record of all members.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

Any organization which is a member of this corporation will have the right to examine in person or by agent or attorney, at any reasonable time, for any proper purpose, the corporation's relevant books, records of account, minutes and records of the membership.

Not later than three months after the close of each fiscal year, this corporation will prepare a balance sheet showing the financial condition of the corporation at the close of the fiscal year, and a profit and loss statement showing the results of the operations of the corporation during the fiscal year. The balance sheet and the profit and loss statement will be filed in the registered office of the corporation and will be kept for at least five years, and will be subject to inspection during business hours by any member in person or by agent.

ARTICLE X. AMENDMENTS

These By-Laws may be altered, amended or repealed pursuant to Article IX of the Articles of Incorporation.

ARTICLE XI. IMPEACHMENTS, RESIGNATIONS AND EXPULSIONS

Any officer, director, or any other member of this organization may resign from their position or from this organization, upon either their own initiative or upon written request from the Board of Directors. Any officer, director or member may be removed from office or expelled from this organization by a 75% vote of all voting members of the Board of Directors at either a regular or special meeting held for the express purpose of removing and/or expelling any officer, director or member of the organization for conduct either unbecoming or prejudicial to the stated aims or purposes of this corporation. A director or a member of the Board of Directors may also be impeached for failing to attend meetings of the Board of Directors. Notice of any Board meeting for the purpose of removing and/or expelling a director, officer or member, or the removal of an individual from

office must be mailed, by certified mail, to all Directors and to the party or parties involved not less than 14 days prior to the date set for said meeting. Any officer and/or director who is impeached, who may resign, or who becomes unable to perform the duties and responsibilities of their office, except for the President of the corporation, shall be replaced by an individual elected by a simple majority vote of all voting members of the Board of Directors. If the President is impeached, resigns or if the President becomes unable to perform his/her duties on a permanent basis, then the right to succession herein before set forth shall apply.

ARTICLE XII. CORPORATE INDEMNIFICATION PLAN

The corporation shall indemnify any person:

1. Who is a party, or is threatened to be made a party, to any pending or threatened suit, proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of, this corporation) by reason of the fact that he is or was a director or officer of the corporate or is or was serving at the request of the corporation as director or officer of another corporate association or other enterprise against such costs and expenses, and to the extent and in the manner provided by the laws of the State of Florida.

2. Who is a party or is threatened to be made a party, to any pending or threatened action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation, association or other enterprise against such costs and expenses, and to the extent and in the manner provided by the laws of the State of Florida.

The extent, amount and eligibility for the indemnification provided herein will be made by the Board of Directors. Such determination will be made by a majority vote of a quorum of directors who were not parties to such action, suit or proceeding, or by the membership if all of the directors are parties to such action, suit or proceeding.

The corporation shall not indemnify a director or officer for their own gross negligence, willful misconduct or intentional torts.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein.