



## By-Laws of the:

# Malabar Soccer Club, Inc.

Created: July 17, 2005

## ARTICLE 1 NAME

This organization shall be known as Malabar Soccer Club (hereinafter "THE CLUB") and shall be affiliated with the Brevard County Youth Soccer League (hereafter "BYSL"), Florida Youth Soccer Association, Inc. (hereinafter "FSA"), United States Youth Soccer Association (hereinafter "USYSA") and the United States Soccer Federation (hereinafter "USSF").

## ARTICLE 2 PURPOSES

THE ASSOCIATION shall develop, promote and administer a youth soccer club for players residing primarily in Malabar, FL and adjacent communities in Brevard and Indian River Counties on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of FYSA, USYSA, USSF and the United States Olympic Committee (USOC).

## ARTICLE 3 OFFICES

The principal office of THE ASSOCIATION shall be located in the State of Florida. The address of the resident agent of THE CLUB required by the Florida Not-For-Profit Corporation Laws may be, but need not be, identical with the principal office of THE CLUB. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

## ARTICLE 4 SEASONAL PLAYING YEAR AND FISCAL YEAR

The seasonal playing year of THE CLUB shall begin on the first day of September in each year and end on the last day of August in the following year. The corporation's fiscal year will commence on January 1st and end on December 31st of the same year.

## ARTICLE 5 MEMBERSHIPS

THE CLUB will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

### 5.1 Types of Members/Memberships

Membership in THE CLUB is comprised of the following types of Members.

- A. Parent(s)
- B. Guardians
- C. Representatives of Players

### 5.2 Members who are Parent(s), Guardians or Representatives of Players

#### 5.2-1 Definition

Members who are Parent(s), Guardians or Representatives of a Player(s) registered with THE CLUB.

#### 5.2-3 Adherence to Standards

Each Member who is a Parent(s), Guardians or Representatives of a Player(s) will adhere to the Bylaws, policies and procedures of THE CLUB, and FYSA, USYSA, USSF and USOC where applicable

#### 5.2-3 Voting Rights

Members who are Parent(s), Guardians or Representatives of Players that are in good standing with THE CLUB shall have the right to vote at the Annual General Meeting and any special meeting of the membership of THE CLUB. Members who are Parent(s), Guardians or Representatives of Players may attend and vote by proxy.

### 5.6 Membership Meetings

### **5.6-1 Annual General Meeting of Members**

THE CLUB shall have an annual general meeting of its members. The Board of Directors shall determine the date, time and location of that meeting. Written notification by: mail, e-mail, newsletter, or posting at the playing fields of the Club to all Members shall be made at least thirty (30) days prior to the Annual General Meeting.

### **5.6-2 Special Meetings**

The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by: mail, e-mail, newsletter, or posting at the playing fields of the Club must be given to all Members at least thirty (30) days in advance of the special meeting.

### **5.6-3 Quorum**

A quorum shall consist of the smaller, ten (10) Members or ten percent (10%) of the total number of Members.

### **5.6-3 Majority Vote Requirement**

Action of the membership shall be by majority vote, unless otherwise provided by these bylaws.

## **ARTICLE 6 BOARD OF DIRECTORS**

### **6.1 General Authority**

The business, property and affairs of the CLUB shall be managed and controlled by a Board of Directors as from time to time constituted. All authority of THE CLUB shall be vested in a Board of Directors unless specified otherwise in these bylaws. The Board of Directors is responsible for developing and enforcing the bylaws, policies and activities of THE CLUB, including but not limited to decisions affecting membership status and appeals procedures. The Board of Directors may delegate responsibility for day-to-day operations associated with these activities.

### **6.2 Board Composition**

There shall be a minimum of (4) Directors of THE CLUB, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board of Directors shall never be reduced to less than three (3) nor increased to more than 10 Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

### **6.3 Restrictions on Service on Board of Directors**

- A. No person convicted of a felony within the previous ten- (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.
- B. Any person missing 4 consecutive regularly scheduled Board meetings or 6 regularly scheduled Board meetings in any preceding 12 months shall be deemed to have immediately resigned as a member of the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these Bylaws and subject to the rules of FYSA, USYSA, USOC and USSF.
- C. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with THE CLUB in any form, unless the Board member has provided full disclosure and received is authorized, approved or ratified by a majority of non-interested members of the Board.

### **6.4 Meetings**

#### **6.4-1 Regular Meetings**

The Board shall hold regular meetings at least once each calendar quarter. The President shall determine the date, time, and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to "regular meetings" shall mean not less than seven (7) business days. Such notice shall include but not be limited to the agenda, date, time and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the membership may observe the meeting.

#### **6.4-2 Special Meetings**

Meetings for a special purpose may be called by the President or upon written application by one quarter of the Directors. A minimum twenty four-hour notice of meetings for a special purpose shall be given and

this notice shall state the purpose.

**6.4-3 Order of Business**

The order of business for any club meeting shall, in general is as follows:

- A. Call to Order
- B. Adoption of preceding meeting minutes
- C. A Treasurer's Report
- D. Committee Reports
- E. Old Business
- F. New Business
- G. Adjournment

**6.4-4 Written Consents In Lieu Of Meetings**

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

**6.4-5 Teleconferencing**

A Board Member may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting.

**6.4-6 Meeting Minutes**

Minutes of all meetings shall be maintained in the corporate minute books.

**6.5 Quorum and Voting Requirements**

**6.5-1 Quorum**

A quorum, consisting of the majority of the Board, must be present at all times during Board meetings in order to conduct business.

**6.5-2 Votes**

A member of the Board shall have one (1) vote.

**6.5-3 Vote Required**

A majority vote of the Board shall be required for any action of the Board, unless otherwise specified in these Bylaws.

**6.6 Officers**

The Officers of THE CLUB shall consist of the President, Vice President, Secretary, Treasurer and Registrar. Officers shall be elected by vote of the Board of Directors following the Annual General Meeting. All officers of THE CLUB shall be residents of Florida, unless otherwise specified in these Bylaws.

**6.6-1 President**

The President of THE CLUB shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of THE CLUB, the Board of Director, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To serve (or delegate to other Board members to serve) as an ex-officio member of all THE CLUB'S committees, except the Nominating Committee.
- D. To appoint special or ad hoc committees, subject to Board approval.
- E. To sign money disbursements made in the name of THE CLUB.
- F. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- G. To perform all other duties as shall be necessary to promote and uphold the welfare of youth soccer and to positively affect "the good of the game" within the State of Florida.

**6.6-2 Vice President**

The Vice President of THE CLUB shall have the following duties and responsibilities:

- A. To assume the duties of the President in the case of the resignation of the President until the next Annual General Meeting following the resignation or during a temporary absence; or during the inability of the President to perform the functions of that office.
- B. To sign money disbursements made in the name of THE CLUB.

**6.6-3 Secretary**

The Secretary of THE CLUB shall have the following duties and responsibilities:

- A. To oversee communication between THE CLUB and its Members to insure that all are kept informed of the activities of THE CLUB.
- B. To maintain the official records of THE CLUB.
- C. To be responsible for recording the minutes of all THE CLUB'S meetings except for committee meetings and to report such actions taken at these meetings to all Club Members.
- D. To be responsible for informing members of meetings, handling correspondence of THE CLUB, and carrying out such other duties as shall be delegated.
- E. To sign money disbursements made in the name of THE CLUB.

#### **6.6-4 Treasurer**

The Treasurer of THE CLUB shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of THE CLUB.
- B. To oversee the financial (including budget process) policies and procedures for THE CLUB.
- C. To sign money disbursements made in the name of THE CLUB.
- D. To present a statement of account at every regular meeting of THE CLUB or the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.
- E. To serve as Chair of the Finance Committee.

#### **6.6-5 Registrar**

The Registrar of THE CLUB shall have the following duties and responsibilities:

- A. To be responsible for the registration of THE CLUB'S members and the certification thereof.
- B. To be responsible for enforcing all Local, State and National Rules, Bylaws, and policies and procedures governing player registration and team assignment.
- C. To be responsible for the storage and maintenance of records of THE CLUB regarding the registration of teams and players within THE CLUB, and ensure the confidentiality of player information.
- D. Inform THE CLUB of the activities of the FYSA as it relates to tournaments, clinics, rule changes, and other matters of interest to THE CLUB

#### **6.6-6 Director of Coaching**

The Director of Coaching (DOC) is responsible for leading the Coaches Council. This requires an FYSA licensed coach. The DOC will submit an annual budget to the Treasurer. The DOC will help set try-out dates, times and conditions for competitive teams. The DOC will enforce club by-laws related to the conduct of club coaches, assistants and trainers. The DOC will establish a credential list for all coaches, assistant coaches and trainers. The DOC will advertise educational opportunities for club coaches and potential coaches and hold several coaches meetings per year. The DOC will maintain a list of all players, coaches, assistants, and trainers consistent with FYSA approved rostering requirements.

#### **6.6-6 Coordinators**

It will be the duties and responsibilities of the Coordinators, who are filled by members of the Board or by designee(s) of the Board of Directors

- A. **Competitive/Premier Coordinator.** Coordinate the competitive program of THE CLUB; Organize, schedule, publicize, and conduct fair tryouts; Submit rosters from all Competitive teams to THE CLUB Registrar; ; Hold coach/manager meetings; Review performance of competitive coaches each year; recommend hiring and dismissal of competitive coaches; Promote the overall positive aspects of THE CLUB competitive program/teams; Manage all travel fees including uniform fees.
- B. **Recreation Coordinator.** Organize and coordinate the Recreation league season each Fall and Spring; Maintain database following registration; Compose teams; Forward registration data to the Registrar
- C. **Communications Coordinator.** Coordinate CLUB communications to parents, players, and potential members. Coordinate player Registration, select dates/locations and enlists volunteers to conduct registration; maintain web site; publish newsletter. Review all forms, letterhead, and public documents to ensure consistencies and compliance with sponsorship agreements.
- D. **Fields Coordinator.** Manage field issues; Locate, mark and maintain playing and practice fields; Act as liaison with the town of Malabar, FL; Submit equipment needs to Equipment Director.
- E. **Referee Coordinator.** Oversee all referee issues; Acquire and assign referees for all scheduled games; Pay referee fees; Provide opportunities for referee courses, both by THE CLUB and licensed programs..
- F. **Tournament Coordinator.** Coordinate all aspects of CLUB tournaments and other Comp. and Rec. tournaments.
- G. **Uniforms Coordinator.** Responsible to: Purchase uniforms and equipment, including trophies/awards for the league; Arrange for pictures to be taken and distributed; Ensure uniform fees are collected

from teams/players; Order/manage playing equipment. Review Travel uniforms every two years.

**H. Fund Raising Coordinator.** Develop and implement sponsorship program; Solicit logo sponsorships on uniforms; Solicit major sponsorships to underwrite CLUB costs, including programs, trophies, and referee expenses; Work with the town of Malabar, FL to raise capital for field development and operation.

#### **6.7. Executive Committee**

The officers serve as the members of the Executive Committee. The Board of Directors may authorize the executive committee to act on its behalf from time to time. In such cases, the executive committee will only retain such power and authority as specifically directed by the Board of Directors.

#### **6.9 Executive Director**

The Executive Director is a non-voting ex-officio member of the board. The Executive Director is expected to attend all board meetings exclusive of any meeting or portion of a meeting where the topic of the meeting is the Executive Director, unless the board invites the Executive Director to said meeting.

#### **6.10 Terms of Office**

Directors of THE CLUB shall take office at the close of the meeting at which they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy. Directors shall serve two-year staggered terms of office. Approximately one-half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the board of directors, will be used to establish staggered terms. Directors may not serve more than three (3) consecutive full terms.

#### **6.11 Vacancies**

Vacancies during the term of any Director shall be filled by appointment by the President, subject to ratification by a majority vote by the Board. However, the Vice President shall fill a vacancy in the Office of the President and the Board will then elect a new Vice President. Any person appointed to fill a Director vacancy shall serve for the balance of the term of the vacating Director.

#### **6.12 Nominations and Elections**

Each year at the Annual General Meeting, all Directors positions needing to be filled will be elected in accordance with these By-laws. The Nominating Committee shall present a list of proposed candidates for each position to the members at least 30 days prior to the Annual General Meeting of the membership. The Nominating Committee shall prepare a ballot of Directors for consideration by the members at the Annual General Meeting, which shall include at least one (1) name for each position to be filled. Any Member in good standing may make additional nominations for each position from the floor. The elections of Directors shall occur at the Annual General Meeting by secret ballot. Each Director shall be elected by a majority vote of those members present and voting, provided that a quorum of members is first determined to be present.

#### **6.13 Committees**

THE CLUB shall have standing committees and may establish special committees. The Board President shall appoint all standing and special committee chairs, subject to Board approval, except that the Treasurer shall serve as the chair of the Finance Committee. The Chair of the committee may select the other members of the committee. The Chair of the committee serves at the pleasure of the President of THE CLUB. THE CLUB has the following standing committees.

##### **A. Finance Committee**

The Treasurer is chair of the Finance Committee, which includes three (3) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public. The Finance Committee will also recommend the selection of the outside auditor and oversee the relationship with the auditor, including responding to the auditor's recommendations.

##### **B. Nominating Committee**

The Nominating Committee will consist of four (4) Board members and is responsible for the preparation of priorities for Board composition. The Committee will meet with prospective Board members, recommend candidates to the Board, recommend a slate of officers to the Board, conduct orientation for new Board members, and suggest non-Board members for special committees formed by the Board.

The Board may create special committees or task forces as needed for the effective oversight of THE CLUB'S operations.

## **ARTICLE 7 INDEMNIFICATIONS**

To the extent not inconsistent with the laws of the State of Florida, every person (and the heirs estate, executors, administrators and personal representatives of such person) who is or was a Director, officer of paid staff of the Corporation shall be indemnified by the Corporation as provided in the act.

## **ARTICLE 8 PARLIAMENTARY AUTHORITIES**

*Robert's Rules of Order Newly Revised*, most recent edition, shall govern THE CLUB in all cases where they are not inconsistent with these Bylaws and any special rules of order THE CLUB may adopt, as well as Florida law.

## **ARTICLE 9 AMENDMENTS TO BYLAWS AND THE CONSTITUTION**

A. Any proposed amendments of THE CLUB'S Bylaws or Constitution shall be submitted in writing to the Board at least sixty (60) days prior to the membership meeting at which the proposed amendments will be submitted for a vote.

B. Notice of any proposed Bylaw amendment must then be given to Members at least thirty (30) days prior to any Annual General Meeting membership meeting called or held to consider such proposed amendment. In order to adopt the proposed Bylaw, two-thirds (2/3) of the votes cast at said meeting must vote in favor of the proposed modifications.

C. Any proposed Bylaw or Constitutional amendment which is approved in accordance these bylaws will become effective on the date specified by the Board in the notice given to members, or at such later date as the Board may propose at the time of the vote (but not earlier) taken by the Members, or unless as otherwise adopted by amendment and approved at the time of the vote by the Members.

## **ARTICLE 10 EXEMPT STATUS**

Any and all assets of THE CLUB are permanently dedicated to exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws). THE CLUB shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of THE CLUB, except that THE CLUB shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of THE CLUB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and THE CLUB shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf of any candidate for public office. In the event THE CLUB is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations of THE CLUB or make adequate provisions therefore and distribute all remaining assets of THE CLUB to an organization or organizations engaged in activities substantially similar to those of THE CLUB and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).

### **10.1 Dissolution Clause.**

Upon the dissolution of the Corporation, the Board of trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 © (3) of the internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.