

BYLAWS OF BAYSIDE SOCCER CLUB, INC.

Article 1 NAME

The name of this corporation shall be known as “BAYSIDE SOCCER CLUB, INC.” dba “BAYSIDE”, a non-profit 501(c)(3) public soccer training, development and educational organization, incorporated under the laws of the State of Florida and hereafter referred to as the “corporation”.

Article II MISSION STATEMENT OR PURPOSE

The mission of BAYSIDE SOCCER CLUB is to provide each player the opportunity to play soccer in a supportive and rewarding environment that emphasizes fun, enjoyment and skill learning at a level that fits his/her interest and ability, and to create a challenging environment for players who aspire to reach their full potential.

Article III AFFILIATION

The corporation shall choose to affiliate and comply with the authority of the Florida Youth Soccer Association (FYSA) and/or US Club Soccer, and thereby shall be affiliated and comply also with the authority of the United States Soccer Federation (USSF) as administered by its Youth Division.

Article IV GOVERNANCE

The association shall be governed by its constitution, bylaws, guidelines, policies and procedures except when these provisions are superseded by the governing authority of USSF and its divisions. Enforcement will be overseen by the Board Members of the association.

Article V MEMBERS AND MEETINGS OF MEMBERS

1. Membership. Members of this corporation include the parent or guardian of soccer players and all head coaches who are duly registered with the Florida Youth Soccer Association (FYSA) and/or US Club Soccer (USCLUB) **and are in good standing** as players or coaches on a select team affiliated with Bayside Soccer Club. These members and the members of the Board shall be voting members of the corporation. *Membership may be granted to a community volunteer by unanimous vote of the board.*

- 2. Rights of Members.** Each member may attend general membership meetings and Board meetings, cast one vote per affiliated **family** or coach at membership meetings, serve on committees, and hold elected office within the corporation. The right of a member to vote, and all his right, interest, or privilege in or to the corporation shall cease on the termination of his membership. No member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege that is transferable or inheritable. (No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.)
- 3. Resignation of Members.** Any member may resign from the corporation by delivering a written resignation to the president or secretary of the corporation or will automatically lose their membership when their son/daughter (player) terminates their affiliation with a BAYSIDE SOCCER CLUB affiliated team.
- 4. Annual Meetings.** The annual meeting of the members of the corporation shall be held at the principal office of the corporation or at such other place as the Board may determine, in AUGUST of each year for the purpose of electing directors, and for the transaction of such other business as may properly come before the meeting.
- 5. Special Meetings.** Special meetings of the members, other than those regulated by statute, may be called at any time by the president or secretary. Only those items of business set forth in the notice of the special meeting shall be discussed or acted upon at such meeting.
- 6. Notice of Meetings.** Notice of any annual or special meeting, stating the time, place, and purpose or purposes thereof, shall be served by email upon each member not less than seven (7) days before such meeting, at his address as it appears on the books or records of the corporation.
- 7. Quorum.** At any meeting of members of the corporation, the presence of ten (10) of the members shall be necessary to constitute a quorum for all purposes, except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership, except as may be otherwise specifically provided by statute or by the Bylaws.
- 8. Voting.** At every **general membership** meeting, each member shall be entitled to vote in person or by proxy. Each member of the corporation shall be entitled to one (1) vote per **family** or coach. The vote for officers and upon the demand of any member, the vote upon any question before the meeting shall be by ballot. All elections and questions will be decided by a majority vote of the members present, in person or by proxy, unless otherwise provided in these Bylaws. Every proxy must be signed by the member.

9. Removal of Members. Any member may be removed from membership by the affirmative vote of three-quarters (¾) of the Board at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member proposed to be removed shall be entitled to at least ten (10) days notice in writing of the specific charges and of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

10. Compensation and Expenses. Members shall not be compensated for services to the corporation; provided, however, the Board shall have power in its discretion to contract for and to pay reasonable compensation to members rendering unusual or special services to or for the corporation in effecting one or more of its purposes.

11. Dues. The Board may from time to time fix regular or special membership dues. The amount of any dues so fixed shall become, on and after notice, a debt to the corporation collectible by due course of law. Failure to pay dues shall render the member liable to removal from membership.

Article VI BOARD MEMBERS

1. Definition of Board Members.

A. The business of the club shall be conducted by a Board comprised of a President, Vice-President, Secretary, Treasurer, Registrar, Rec Soccer Commissioner and Immediate Past-President, as *general officers*, with the counsel and support of two (2) *directors* per select team. Other officers may be appointed and determined by the Board. No person may hold two (2) offices at the same time.

2. Election and Term of Board Members.

A. **General Officers.** Officers of the corporation shall be elected at the annual general membership meeting held in August of each year and shall serve a term of one (1) year. **No Officer shall serve more than three (3) consecutive years in the same position.**

B. **Directors.** Two directors shall be elected annually by each affiliated BAYSIDE SOCCER CLUB team's members. Directors will hold office until the election and qualification of their respective successors, except as is otherwise provided for filling vacancies. The directors shall be chosen by majority vote at a meeting of team members.

3. Resignation. Any Board Member may resign at any time by giving written notice of such resignation to the Board, its chairman or to the corporation.

4. **Vacancies**. In the event of a vacancy on the Board, the President may appoint an individual to fill the vacancy until the next regular meeting or until such time as the position is filled.
5. **Regular Meetings**. Regular meetings of the Board shall be held monthly.
6. **Action Without Meeting**. Action may be taken by the Board without a meeting if all the members of the Board consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board.
7. **Chairman**. At all meetings of the Board, the president or vice-president, or in their absence a chairman chosen by the president or vice-president, shall preside.
8. **Duties of all Board Members** – Board Members shall have the responsibility and authority to:
 - A. Interpret and enforce the corporation’s Constitution, Bylaws, Guidelines, Policies and Procedures.
 - B. Formulate and amend the Constitution, Bylaws, Guidelines, Policies and Procedures in order to serve the best interest and objectives of the corporation.
 - C. Exercise duty of care and loyalty, acting only in the best interest of the corporation.
 - D. Have no more than 3 unexcused absences during the soccer season, which is defined as September 1st to August 31st of each year.
 - E. Be prepared to report on the individual board member’s activities and areas of responsibility at Board meetings.
 - F. Follow the corporation’s financial policy regarding budget proposals, expense reports and handling of corporation revenue.
 - G. Be familiar with and abide by the rules of the corporation, FYSA, US CLUB Soccer and/or USSF and its divisions.
 - H. Adopt temporary rules and regulations for situations not provided for in the Constitution, Bylaws, Guidelines, Policies and Procedures or deemed necessary and desirable in order to serve the best interest and objectives of the corporation.
 - I. Reprimand, suspend, and bar completely, or otherwise discipline any member, player, coach, referee, administrator, parent or affiliated team for violations of the corporation’s Constitution, Bylaws, Guidelines, Policies or Procedures.
 - J. Budget for and administer the funds of the corporation.
 - K. Place emphasis on developing and maintaining a strong relationship with the Tiger Point Park recreational soccer program (and other soccer programs in the area) with the understanding that this is a fundamental function of the corporation.
 - L. Hear, decide and respond to all protests and appeals and decide appropriate disciplinary actions for incidents of misconduct.

M. Should the need arise, to hire, contract out, supervise and terminate staff employees or independent contractors with the highest professional expertise to manage the day-to-day operations, to assist the Board in strategic long-term planning and to match specific objectives with actual services that the organization exists to provide to the greater Santa Rosa County area and surrounding communities.

9. Duties of General Officers.

A. President – The president shall have the authority and duty to:

- 1) Preside at all association meetings including, but not limited to, Board meetings.
- 2) Provide the overall vision for the corporation as agreed to by the Board and promote Bayside both internally and externally.
- 3) Be responsible for oversight of maintaining guidelines and policies/procedures as approved by the Board and the enforcement of such guidelines and policies/procedures.
- 4) Serve as the primary contact between the corporation and Tiger Point Park Board, as well as the Santa Rosa County Commission, and will act as external spokesperson for the corporation.
- 5) Keep the corporation and its membership directed towards club goals and enforce the philosophy of play and club guidelines.
- 6) Focus on day-to-day operation of the corporation and assist in promoting the corporation.
- 7) **Appoint nominating committee.**

B. Vice-president – The Vice-president shall:

- 1) Assist the president in running the day to day operations of the corporation.
- 2) At the request of the president, or in the event of the president's absence, perform the duties and exercise the powers of the president.
- 3) Have such other powers and duties as the Board may determine.

C. Secretary – The Secretary shall,

- 1) Record and distribute minutes of all meetings of the Board and members of the corporation.
- 2) Keep a record containing the names, alphabetically arranged, of all persons who are members of the corporation showing their places of residence, and such book shall be open for inspection as prescribed by law.
- 3) Maintain lists of members in good standing and voting eligibility for meetings.

- 4) Maintain all permanent records of the Board, notices of meetings, and shall have the custody of the corporate seal.
- 5) Hold responsibility for all written communications and distribution of Corporation's newsletter.
- 6) The secretary may sign with the president or vice president, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board, he or she may affix the seal of the corporation.
- 7) The secretary shall, in general, perform all the duties incidental to the office of secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board.

D. **Treasurer** – **The treasurer shall, in general,**

- 1) Maintain records and receipts of all money, fiscal operations and accounts.
- 2) Assist the President in developing an annual budget.
- 3) Assure that an audit is performed annually of the club and its select teams.
- 4) Pays all accounts by check with appropriate signatures designated by the bank. The Treasurer shall be the principal signatory, countersigned by any of the board members.
- 5) Produce all financial records when required by the Board, properly balanced, and reflecting the current financial status of the corporation.
- 6) Prepare and file the corporation's tax returns in a timely manner.
- 7) Prepare all documents pertaining to the Charter of Incorporation and the tax-exempt status of the corporation.
- 8) Maintain a bonded status.
- 9) Provide a summary of the corporation's finances for each Board meeting.
- 10) Perform all duties incidental to the office of treasurer, subject to the control of the Board.

10. **Removal of Board Members.** Any Board Member may be removed from membership or from office by the affirmative vote of three quarters (¾) of the votes cast at any regular or special meeting

of the members called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Board Member proposed to be removed shall be entitled to at least ten days notice in writing of the specific charges and of the meeting at which such removal is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

Article VII **Nominating Committee**

1. **Number**. There shall be a nominating committee consisting of **three (3) to five (5) members**.
2. **Duties**. The duties of the nominating committee shall be as follows:
 - a) To solicit the membership for nominees for the Board
 - b) To nominate members for election to the Board at the annual meeting of members;
 - c) To prepare a ballot and present the ballot to the membership for voting at the annual meeting of members;
 - d) To recommend to the Board rules and procedures for conducting the election;
 - e) To conduct the election and count the ballots cast.
3. **Ballots**. The chairman of the nominating committee shall keep all ballots for thirty (30) days after the election, after which the chairman shall destroy the ballots.

Article VIII **Agents and Representatives**

The Board may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board Members may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

Article IX **Contracts**

The Board Members, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board Members, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

Article X **Advisory Committee**

The Board Members may appoint from its number, or from among such persons as the Board Members may see fit, one or more advisory committees, and at any time may appoint additional members thereto. The Board shall appoint the chairman of any such committee. The members and chairman of any such committee shall serve during the pleasure of the Board. Such advisory committees shall advise with and aid the officers of the corporation in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. Unless otherwise provided in the resolution of the Board establishing a committee, a majority of the committee members shall constitute a quorum, and the act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the committee. The members of any advisory committee shall not be compensated for services to the corporation; provided, however, the Board shall have power in its discretion to contract for and to pay reasonable compensation to any member of an advisory committee rendering unusual or exceptional services to the corporation in effecting one or more of its purposes.

Article XI **Fiscal Year**

The fiscal year of the corporation shall commence on the **1st day of August of each year and end on the 31st day of July.**

Article XII **Investments**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501(c)(3) or Section 507 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

Article XIII **Prohibition Against Sharing in Corporate Earnings**

No member, director, officer, or employee of, or member of a committee of, or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. This shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to religious, charitable, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended and which organizations carry on activities the same as or similar to those of the corporation.

Article XIV **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Article XV **Amendments**

1. Bylaws. The Board shall have power to make, alter, or rescind the Bylaws of the corporation by affirmative vote of a majority of the Board at a regular or special meeting of the Board; provided, however, that notice of the proposed action shall be mailed to each member at least seven days prior to the vote. Any director or member may propose amendments. Proposed amendments shall be submitted in writing to any member of the Board at least fourteen (14) days prior to the vote.

2. Articles of Incorporation. The Articles of Incorporation may be amended in the manner provided by law.