

**Amended and Restated by laws  
of  
Port Orange Soccer Club**

**Notice**

Upon adoption by the Executive Board of Directors, these bylaws amend and fully replace all previously adopted constitutions and bylaws of the corporation with respect to all matters of action and business of the corporation from such time, here forth.

**Article 1 Name**

The organization shall be known as the Port Orange Soccer Club, Inc referred to herein as "corporation". Corporation shall be a not for profit corporation and shall comply with the State of Florida Statutes and the Internal Revenue Code of 1986, Section 501 (c) (3) or any future provisions of the code as may be applicable. The Corporation shall do business as Florida Elite Port Orange, POSC, Port Orange Soccer Club.

**Article 2 Principle offices**

The corporation shall have the principle office and will be located at 1648 Taylor Road PMB #120 Port Oange, Fl. 32128 until such time as a permanent physical address can be established. That address is currently

**Article 3 Purposes**

The purpose of the club will be to develop and promote youth competitive soccer in the City of Port Orange, Florida.

**Article 4 Affiliations**

The corporation shall be affiliated with the United States Soccer Federation, Florida State Soccer Federation, Florida Youth Soccer Association, United States Club Soccer, and Greater Central Florida Soccer League. These affiliations exist due to the shared purposes in promoting and developing youth soccer.

Rules and procedures of these organizations shall work in conjunction with and cover any Rules and Procedures not covered under corporation documents.

**Article 5 Modifications**

The bylaws may be modified by a two-thirds vote of Executive Board of Directors. Rules, regulations, policies and procedures may be modified, adopted or repealed by majority vote of the Executive Board of Directors. A copy of proposed changes to the by laws shall be provided to all board members at least seven days prior to the vote.

The by laws, rules, regulations shall be reviewed biannually, with modifications being incorporated annually and distributed at the Annual General Meeting, or at any other general meeting if the Executive Board determines there is a need to do so.

#### **Article 6 Prohibitive activities**

The Corporation shall not conduct or carry on any activities that are inconsistent with the provisions of any applicable laws, regulations or ordinances, the Articles, or Section 501(c)(3) of the Internal Revenue Code and its Regulations or with the deductibility provisions of Section 170 (e)(2) of said Code and Regulations or with applicable Florida law, as the same now exist or may be hereafter amended. Any action by the Directors or Officers, or any of them individually, taken on behalf of (or in the name of) the Corporation which action is in violation of such laws, which would cause the loss of the Corporation's 501(c)(3) treatment by the Internal Revenue Service ("IRS"), or which is substantively inconsistent with the Articles, each as may be from time to time amended, shall be void *ab initio*.

#### **Article 7 Non-Discrimination policies**

The Corporation shall not discriminate against any individual on the basis of age, gender, race, religion, national origin, marital status or any class of citizenry protected by the Constitution of the United States or the State of Florida.

#### **Article 8 Board of Directors**

The club shall be governed by an Executive Board of Directors (EBOD) Subject to the provisions and limitations of Chapter 617, *Florida Statutes* (the "Florida Not For Profit Corporation Act", or the "Act") and other applicable laws, and in accord with the purposes of the Corporation established in the Articles, all Corporation powers shall be exercised by or under the authority of and the affairs of the Corporation managed under the direction of the Directors.

## **8.1 The Executive Board of Directors**

Shall consist of (1) One President, (2) Two Vice Presidents, (1) One Secretary, and (1) One Treasurer. In no circumstance will the Executive Board of Directors have more than (5) five members, nor less than (4) four. The duties shall include setting policy with input from Director of Coaches; and Coaches, and have ultimate responsibility for the operations of the club. The EBOD will be voted in at the AGM (Annual General Meeting)

## **8.2 EBOD Terms**

Terms of the office of EBOD are as follows; two (2) year terms for each position, with no one person able to hold more than two (2) consecutive terms for one office. The President and Treasurer will be voted in on odd years, and the Vice Presidents, and Secretary to be voted in on even years.

## **8.3 EBOD election**

The EBOD shall be voted in by a super majority vote of 66 2/3 % consensus of Coaches and EBOD members. Each coach shall have one vote only, and must be present to vote or submit absentee ballot directly to the voting committee chairman. Each EBOD member shall have one vote only, with the members up for re-election abstaining from voting.

## **8.4 EBOD Qualifications**

Upon election, because the Corporation invariably involves working with minors, every Director shall submit to a criminal background check. As such, a Director's election to the Board is provisional and subject to passing the background check. Persons with a felony conviction shall not be eligible to serve on the Board. In the event of disqualification of a provisional Director, the remaining Directors shall nominate and elect, by majority vote, a replacement who shall also be a provisional Director until passage of a criminal background check.

## **8.5 EBOD resignation and removal**

Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect on the date of receipt or at any later time specified in the notice. Any Director may be removed pursuant to Section 617.0808(2)(2013), *Florida Statutes*, as from time to time amended, or if repealed, by similar applicable law. Removal of EBOD member requires majority vote of remaining EBOD members. Seven days written notice to all EBOD members prior to the vote occurring.

## **8.6 Attendance at meetings**

Directors shall be required to attend at least one-half (1/2) of the meetings of the Board and of Board committees of which they are members within any given one (1) year period. Directors are responsible for making their presence known at all such meetings and the minutes or "sign in sheet" of such meetings shall indicate attendance.

## **8.7 Compensation and Expenses**

No member of the Board of Directors shall receive any compensation for his or her services merely as a Director, but Directors may be reimbursed for such reasonable expenses incurred in furtherance of the purposes of the Corporation as the other Directors may from time to time approve. For the avoidance of doubt, the foregoing includes that no paid coaches or paid staff shall be members of the Board of Directors.

## **8.8 Disclosure**

The members of the Board of Directors shall have no undisclosed financial interest in the assets, contracts, business transactions or professional services of the Corporation. Any Director who, individually or as a part of a business or professional firm, is involved in the business transactions or professional services of the Corporation shall disclose this relationship and shall not participate in any vote taken in respect to such transaction or services. All conflicts of interest shall be reported to the Directors at the time the conflict arises or should reasonably be understood to exist. Matters for Director approval which do or may result in a conflict of interest shall be determined pursuant to Section 6.11 herein below.

## **8.9A Nepotism**

The employment of, or the conducting of business with, the family member of a Director, by the Corporation, shall be subject to the same criteria determining conflicts of interest under Section 7.11 below. No more than one family member may hold a voting position on the Board of Directors. A "family member" means a spouse or domestic partner, child, grandchild, parent, grandparent, sibling, and step relationships, including those that may exist as a result of a domestic partnership.

## **8.9B Conflicts of Interest**

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall: (a) fully disclose the nature of the interest; and (b) withdraw from discussion, lobbying, and voting on the matter. Any action, transaction or vote involving

a potential (or actual) conflict of interest shall be approved only when a majority of disinterested Directors determine that the matter to be voted on is fair and reasonable and in the interest of the Corporation. The minutes of meetings at which such votes are taken shall record such disclosure, abstention of the interested Director and the other Directors' rationale for approval.

## **Article 9 Meetings**

### **9.1 Annual General Meeting**

An annual meeting of the Board of Directors shall be held during the last month of the Corporation's fiscal year, or if the Directors so vote by a majority, no later than 60 days subsequent to the last month of the Corporation's fiscal year. If, for any reason, the annual meeting of Directors, in violation of these Bylaws, is not held until sometime after the last month of the Corporation's fiscal year, the elected Officers shall remain in office until such time as new Officers are elected and the Directors and Officers in place during such hold-over period shall operate the Corporation only in the normal course of business avoiding expenditures, decision-making or the conduct of business that could be deemed out of the ordinary. At least ten (10) days notice of the time, place and date of such meeting shall be provided to each Director.

### **9.2 Regular Meetings**

Regular meetings of the Board shall be held at least four (4) times each year. At least seven (7) days written notice of the time, place and date of such meeting shall be provided to each Director. Such notices may be given by electronic mail. Meetings shall be open to the public, however, only Coaches, Registrar, Committee member, and Director of coaches may address the board unless special requests are made at least 3 days in advance, by sending a request in writing to any board member.

### **9.3 Special Meetings**

Special meetings of the Board of Directors may be held at any time and may be called by the President, or by four (4) members of the Board of Directors in the event of failure of the Secretary to call the meeting. At least seven (7) days written notice of the time, place, date and purpose of such meeting shall be provided to each Director by the Secretary.

### **9.4 Quorum**

That number of Directors which is not less than Fifty percent (50.0%) of the duly elected members of the Board of Directors, plus one Director, shall constitute a quorum at any meeting of Directors, provided that such number is no less than the minimum number of Directors required by the Articles of Incorporation. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of Directors.

### **9.5 Protocol for meetings**

The protocol for the meeting shall be Roberts Rule of Order.

### **9.6 Adjournment**

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time, and if desired, location.

### **9.7 Advisory Council**

The Board of Directors may appoint an Advisory Council to offer guidance and advice to the Board of Directors and assist the Board of Directors with operation of the business of the Corporation as may be requested by the Board of Directors. If established, the Advisory Council shall meet as frequently as the Directors may require. The purpose, duration and meeting frequency, together with the names of all members of the Advisory Council shall be entered in the minutes of the Corporation and may be set forth in a resolution of the Directors. No member of the Advisory Council shall be compensated merely for their services as a member of such committee. A majority of the Directors may vote to disband or augment the structure, duties and/or rights of the Advisory Council.

### **9.8 Electronic Voting**

Unless prohibited by applicable law, Directors may vote by electronic transmission with copies of the votes retained as a special meeting vote minutes document. If such vote is taken as a manner of obtaining written consent of Directors, the vote shall be subject to the provisions of Section 627.0701(4)(2013), *Florida Statutes*.

## **Article 9 Officers**

### **9.1 Officers named**

The Corporation shall have a President and such other officers as may be appointed from time to time by the Board of Directors (the "Officers"). If no Secretary or Treasurer is appointed the President shall assume the responsibilities associated with those offices.

## **9.2 President**

The President shall be the chief executive officer of the Corporation and shall have general supervision over the affairs of the Corporation. The President shall make reports to the Directors and shall have the powers and duties as are usually vested in the office of President. The President shall preside at meetings of the Corporation and the Board of Directors. The President, in his or her discretion, may preside over meetings of the Advisory Council and shall be an ex-officio member of the Advisory Council and any committee established by the Board of Directors.

## **9.3 Vice President**

The Vice-President shall assist the President in carrying out his or her duties, and shall assume the role of President during his or her absence.

## **9.4 Treasurer**

The Treasurer shall have control of all financial assets of the Corporation and shall keep an inventory of all tangible property and a current ledger account of all receipts and disbursements of monies and securities of the Corporation. The Treasurer shall submit reports as required and perform such duties as are assigned by the President and/or Board of Directors. The Treasurer shall prepare the financial records to be turned in for audit at the end of the fiscal year.

## **9.5 Secretary**

The Secretary shall attend, and provide for the keeping of minutes and attendance of all Board of Director meetings; shall preserve these records in the books of the Corporation; and send copies of the minutes to all Board of Directors members, as applicable, within one week after meetings. Such records may be sent via electronic mail. The Secretary shall perform such duties as are incident to the office or are properly required by the President or Board of Directors.

## **9.6 Books and Records**

The Officers shall be responsible for the making and keeping of all financial records and those records required by § 617.1601, *Florida Statutes*.

## **9.7 Removal**

Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

## **Article 10 Committees**

The Directors or the President from time to time may appoint such committees as may be needed in the best interests of the Corporation. Such committees can be established for one or more purposes and for limited or enduring durations, all in the reasonable discretion of the Directors or the President (as applicable). Such committee members may include members of the Board and/or members of the community. A majority of the Directors may vote to disband or augment the structure, duties and/or rights of any such other committee.

## **Article 11 Members**

This corporation shall have no members

## **Article 12 Contracts, Loans, Checks, Indemnification, and Deposits**

### **12.1 Contracts.**

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Contracts greater than \$2000.00 must have 2/3 vote approval by EBOD. Such authority may be general or confined to specific instances. All contracts must be signed by at least two (2) EBOD members.

### **12.2 Loans.**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **12.3 Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and



in such manner as is from time to time determined by resolution of the Board.

#### **12.4 Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

#### **12.5 Gifts and Contributions.**

The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or device as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

#### **12.6 Indemnification**

The Corporation shall indemnify any Director or Officer who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director and/or Officer of the Corporation, so long as the person seeking to be indemnified did not commit any criminal act, materially violate any provision of these Bylaws, be adjudged guilty of any malfeasance, or willfully perform any task outside the scope of their engagement by the Corporation, which act relates to or results in the claim to be indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### **Article 13 Fiscal Year**

The fiscal year of the corporation shall be from September 1 through August 31, the following year.

#### **Article 14 Governing Rules**

##### **14.1 Voting.**

Unless a higher or lower threshold is set forth herein or in the Articles or applicable law, a simple majority of a meeting quorum shall decide any matter before the Directors.

##### **14.2 Hierarchy of Governing Documents.**

For the avoidance of doubt, the following constitutes the hierarchy of governing documents of the Corporation, commencing with superior and progressing to inferior: The Constitution of the United States of America, The United States Code (a/k/a Federal Statutes), the Code of Federal Regulations, the Florida Constitution, the Florida Statutes, the Florida Administrative Code, the Articles of Incorporation, the Bylaws, and Roberts Rules of Order (applicable only to meetings). Any provision in an inferior document which substantively conflicts with a superior document shall be deemed void *ab initio*, and the superior document shall prevail to the extent of the conflict.

### **Article 15 Bylaw Amendments**

If any class of membership is established, in addition to having no voting rights at Board meetings, such members are not entitled to vote on amendments to these Bylaws. These Bylaws may be amended, repealed or augmented by a majority vote of the full Board of Directors at any duly called meeting. For the avoidance of doubt, vote by a quorum, as permitted elsewhere herein, shall not be effective for purposes of amendment of these Bylaws.

### **Article 16 Violations of By-Laws/Rules and Regulation**


All By-Laws and Rules as published; including the Code of Ethics, regardless of how sectioned, formatted or titled shall be considered the Rules of this organization and shall be binding on all officers, Board Members, Affiliate members and anyone involved in the organization. A plea of ignorance to these Rules and the requirements herein is not sufficient excuse to avoid fees, fines and / or discipline. Violators shall expect immediate and appropriate action.


### **Article 17 Dissolution**

This organization may be dissolved and its activities closed by a three-quarters (3/4) vote of the entire Board of Directors. After payment of all bills and proper claims, remaining assets shall be disposed of in cash or in kind by transfer to a not for profit organization(s) with purpose(s) similar to those of Port Orange Soccer Club. Such organization(s) are to be selected by the final serving Board of Directors of Port Orange Soccer club prior to dissolution. I

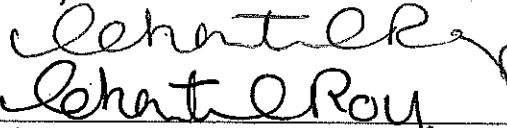
**Article 18 Adoption**

17.1. Approve and adopted by the BOD of the Port Orange Soccer Club, Inc. on, dated 8/1/2018, as witnessed by the following EBOD members:

Signature:  Date: 8/1/2018  
Print Name: WILLIAM Fredette-Huffman POS: President

Signature:  Date: 08/01/2018

Print Name: Kasey M Lamb POS: Secretary

Signature:  Date: 8/1/18

Print Name: Chantel Roy POS: treasurer

Signature:  Date: 8/1/18

Print Name: Shema Burrill POS: Vice President

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_ POS: \_\_\_\_\_