** THE BYLAWS **

**OF THE**

**PSL SOCCER CLUB**

**ARTICLE I – ORGANIZATION**

1. ***Identity***. The name of this organization shall be the PSL Soccer Club, Inc. ( Port St. Lucie Soccer Club ). Here in after referred to as the Club, Association, Organization.
2. ***Name Change****.* The organization may at its pleasure by a majority vote of the membership change its name.
3. ***Colors.*** The representative colors of the club shall be Red, White and Black. These colors shall be used in all official emblems and insignia of the association. This designation however, shall not be taken to apply to any particular team within the association or to exclude any particular team from displaying these colors.
4. ***Namesake****.* Competitive level and traveling teams under the sponsorship of the association shall be known as PSL Soccer Club / Hurricanes. The nickname of this program will be the Hurricanes, this designation will be used for the competitive teams only and consent for a variation from this designation may be granted by a (three fourths or majority) vote of the entire voting membership.
5. ***Affiliation.***The club shall be an affiliate of and comply with the authority of the United States Soccer Federation (USSF), the youth division of said federation (USSF – Youth Division) and the Florida Youth Soccer Association (FYSA). This however does not prohibit or limit from the club, with board approval, from joining other affiliations.
6. ***Organization***. The Club shall be governed by its articles of Incorporation, Bylaws and Rules and Regulations, except when these provisions are superseded by the governing authority of the organizations referenced in 5 above. This association shall operate pursuant to the laws of the United States and the State of Florida and the ordinances of the City of Port St. Lucie.
7. ***Authority***. The club shall have jurisdiction over all activities it organizes and sanctions. Its Bylaws and Rules and Regulations shall prevail and are binding upon all Directors and General Membership.
8. ***Fiscal Year*.** The fiscal year shall be the as the calendar year.
9. ***Fees.*** This association shall have the authority to establish necessary fees in order to properly finance its programs and conduct its business. Fees shall be established by the Board of Directors and approval by a majority vote.

**ARTICLE II – PURPOSES**

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

1. To be committed to actively promote and support the Club; to protect the general welfare of the Club and the children participating in it; to encourage interest in soccer; to foster education and knowledge of the game of soccer among members of the community; to provide a desirable and healthy spirit of athletic competition among its members; to cultivate and promote sportsmanship, physical fitness and mental development of its members, to provide supervised activities with adequate facilities to the membership and to encourage personal contact, commingling and fellowship among its members.
2. To accept donations, contributions, grants and other sources of funding as are appropriate, in order to carry out the purpose and work of the Corporation.
3. It is the intent of the incorporators of this corporation to qualify as a charitable not for profit corporation according to Section 501 (c)(3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation shall be, or include the carrying on of, propaganda or otherwise attempting to legislation and the corporation shall not participate in or intervene in ( including the publication or distribution of statements ) any political campaign on behalf of any candidate for public office.
4. The corporation shall distribute its income for each taxable year at such time and such manner as not to become subject to tax or undistributed income imposed by Section 4942 of the Internal Revenue Code or any corresponding provisions of any subsequent federal tax laws.
5. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
6. The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any federal tax laws.
8. The corporation shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any federal tax laws.

1. Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant there to 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 the Internal Revenue Code and the regulations as they now exist or as they may hereafter amended.
2. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charity, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall disposed of by the circuit court of the county in which the principle office of the organization is then located exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

To engage in all lawful activities of a charitable, non-profit corporation, as defined by the Internal Revenue Code, Section 501 (c) and the laws of the State of Florida as same may exist from time to time. The corporation shall not engage in any activities prohibited by said legal authorities and shall make every effort to become qualified as charitable, non-profit 501 (c) corporation. Upon termination of the corporate activities all funds held after the payment of all bills shall be distributed to another qualified, charitable, non-profit 501 (c) corporation, as defined by the Internal Revenue Code as amended.

**ARTICLE III – MEMBERSHIP**

***Members:*** The Members of the Corporation shall consist of those individuals that have complied with the membership requirements of the Corporation which shall include submission of a signed membership application form, approval from the membership committee or Board of Directors, payment of membership fees and compliance with all rules and procedures as required by the Rules and Regulations. Member’s of the organization consists of Board of Directors, Officers, Coaches and one Player per family, registered in the Fall Season, with one family member serving as a representative to those under the age of 18.

***Revoking a Membership***: A membership may be revoked as follows:

Voluntarily, by a member upon written request, in person or e-mail to the Board of Directors.

Involuntarily, by a majority vote of the Board of Directors and if applicable through a hearing held by a committee with recommendation to the Board of Directors and voting membership.

Any member that leaves the Club under bad standings or has violated any rules or conditions set forth by the Club during a seasonal year will be prohibited from returning for ( 2 ) calendar years. This includes Coaches / Trainers / Volunteers that may or may not have a child registered in a program.

A Coach / Trainer / Volunteer that has violated any rules or conditions set forth by the Board of Directors and is removed of his / her duties or not asked back or given a position within the Club for ( 2 ) calendar years may still have his / her child – children register as members of the club. The Club will not prohibit a child from participating in club activities but reserve the right to not accept the application or reinstatement of a Coach / Trainer / Volunteer.

Coaches / Trainer / Volunteers that are suspended / removed from participating in club activities and have a registered player in a program will not serve in any capacity on a team or designated club position. Any Coach / Trainer / Volunteer that does not have a registered player in a program will be deemed a Non – Member and not permitted to be part of any designated position or involved in club programs.

Coaches / Trainers / Volunteers that do not have a registered player in a program are designated as Members of the Club with approval by majority vote of the Board of Directors but do not have a vote. A membership can be revoked and or terminated by a majority vote of the Board of Directors and deemed a Non – Member if he/she violates any rules or conditions set forth by the Board of Directors. The Club reserves the right to not allow any one that violates the Florida Youth Soccer Association “Code of Ethics” and or conditions set forth by the Board of Directors for any duration of time including but not limited to permanent removal and acceptance to a position within the club.

 **ARTICLE IV – MEETINGS**

***Meetings:*** The Club shall hold Executive Board and Board of Director meetings the second Wednesday of every month. The Executive Board can meet on separate days as it seems fit. The

**Executive Board consists of:** President, Past President, Vice President, Treasurer, Secretary and Registrar.

***Annual General Meeting – (AGM):*** The Annual General Meeting of this organization shall be held on the Second Sunday in December, each and every year, or at such time as the Board of Directors shall determine from time to time depending on the last scheduled games of the Fall Season. The dates and times will be posted on location and on the official club web site. An e-mail correspondence will be sent out with the AGM information to the voting membership, the Board of Directors will have the authority to change the AGM date and time as it sees fit. The purpose of the AGM shall be for reporting the status of the Association to all interested members; election of Officers and Directors; receiving reports from all Directors as mandated by these Bylaws and the Rules and Regulations. Voting on amendments to the Articles of Incorporation, Bylaws and Rules and Regulations and such other business as the Board determines appropriate and necessary.

***Quorum:*** A quorum at the AGM shall be obtained by the presence, either in person or by proxy, of a minimum of five voting members. At all other meetings quorum shall consist of 50% plus 1 of those members entitled to vote at such meetings.

A quorum must be present at the beginning of all meetings for business to be conducted. Any meeting minutes and attendance records of such meetings are to be signed and filed to the corporation by the Secretary.

***Special Meetings***: Special meetings of this organization may be called by the President and or Directors when he/she deems it for the best interest of the organization. Notices of such meetings shall be e-mailed by the organizations Secretary to all members at their addresses as they appear in the membership roll book at least three (3) days before the scheduled date set for such special meeting. Such notice shall state the reasons for such meeting and by whom it was called.

At the request of a majority of the members of the Board of Directors or a majority of the members of the organization, the President/Directors shall cause a special meeting to be called. Such requests must be made in writing, in person or e-mail at least three (3) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meetings.

No special meetings can be conducted without the unanimous consent of the Board of Directors and communicated the purpose of requesting such special meeting.

Any meeting other than Executive meetings and meetings of the nominating committee is open to any member of the corporation to attend. No member will participate or vote on the issues addressed at the meeting unless he/she is a member of the group permitted to vote on said issue. Meetings will be communicated to the membership requesting their attendance or proxy.

The Board of Directors may call an Executive session for the purpose of discussing sensitive issues, including, but not limited to, litigation strategy or termination of membership or employment.

***Attendance Policy:*** Attendance at all properly scheduled meetings shall be mandatory for all Officers, Directors, Chairmen and Committee Members, unless their duties specifically exempt them. Missing fifty percent (50%) or more of these meetings shall be considered excessive absences. Excessive absences shall be grounds for disciplinary action. Such action, up to and including dismissal from the Body, shall be carried out by the appointing or confirming authority and may be by request of any member of the Body. The Board of Directors shall have the authority to discipline any member of the association for excessive absences. The corporations Secretary will record all meeting attendance of its membership and duly note to the Board any discretion to this policy.

**ARTICLE V – VOTING**

***Voting Procedure***: At all meetings, except for the election of Officers and Directors, all votes shall be via voice, except that for election of Officers ballots shall be provided through paper ballots to the voting membership and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who can cast such ballot.

At any regular or special meeting if a majority so requires any question may be voted upon in the manner and style provided for election of Officers and Directors.

At all votes by ballot, the Secretary shall immediately prior to the commencement of balloting send out communication to all voting members of the corporation via e-mail as the members address appears in the roll book, on location and web site, the purpose of such voting and appoint two (2) non board members as “Inspectors of Elections” for verification of the ballots and who shall at the conclusion of such balloting certify in writing to the Board of Directors and the membership the results and affix a certified copy to the minute book to the minutes of the next meeting.

No “Inspector of Election” shall be a candidate for office or shall be personally interested in the question or office voted upon.

All Members are required to vote, either for, against or abstain. Failure to vote will result in the vote being forfeited to the Executive Board to be voted as they seem fit, via majority vote, for the benefit of the Club.

***Number of Votes***: Each current Director, Officer and Chairman shall have one (1) vote. Each current member shall have one (1) vote per family. In no case and at no meeting shall any individual exercise more than (1) vote in deciding any motion or issues Procedures for affiliation are set out herein and in the Rules and Regulations

***Voting by Proxy***: A vote can be cast via proxy. A proxy may be made by any member entitled to vote. In no event shall any proxy be valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Every proxy shall be revocable at any time at the pleasure of the person executing it. A proxy must be filed in writing, signed by the person authorized to cast the vote for the member and filed with the Secretary before the appointed time of the meeting, or before the time to which the meeting is adjourned. In no event shall a proxy be cast for an issue that was not included on the agenda for the meeting the proxy was given.

***Majority Vote***: All motions to come before any meeting provided for in these Bylaws shall be decided by a simple majority of the votes by e-mail, in person or by proxy at which a quorum shall be attained. This provision may be by specific clauses elsewhere in the Bylaws that require a more decisive majority or a specific minimum number of votes regardless of the actual number attending.

***Announcement of Open Positions:*** The Board of Directors will announce open positions for Office on October 15th of each year.

 **ARTICLE VI – ORDER OF BUSINESS**

Attendance

Reading, Correcting and approving of the minutes from the previous meeting.

Reports of Committees.

Reports of Officers / Directors.

Old and Unfinished Business.

New Business.

Announcements

 Adjournment

 **ARTICLE VII – BOARD OF DIRECTORS**

The business of this organization shall be managed by the Board of Directors consisting of not less than three (3) members together with the officers of this organization. All of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the appointed date. The Board of Directors shall meet at least once each calendar month, including December, between the start of the seasonal year and the commencement of the AGM. These meetings shall be for any lawful purpose.

Each Director shall have one vote, except the Chairman of the Board shall have one vote in the event of a tie.

The Board of Directors and Executive Board may make such rules and regulations covering it’s meetings as it may in its discretion determine necessary.

Vacancies in the said Board of Directors and Executive Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

A Director and or Executive Board member may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearings at the Directors own expense. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interest of the organization, for this hearing.

The Board of Directors can for the following Executive positions; Registrar and Treasurer designate an Assistant to help with the duties of the position. An Assistant Registrar or Assistant Treasurer can split the position as Recreation / Competitive or how the Board of Directors see fit for the best interest of the Club. An Assistant does not have a vote as an Executive Board Member and is deemed an Appointed Position by the Board of Directors.

**REGISTRATION FEE**

A Board Member or Executive Board Member either appointed or elected to a position will have registration fees waived for the members child/children for the duration of his/her term. Any Board Member that resigns on his/her accord or is removed from office will assume player registration fees.

 **ARTICLE VIII – OFFICERS / EXECUTIVE OFFICERS**

The Officers of the organization shall be as follows:

President / Director: Executive

Vice President / Vice Director: Executive

Secretary: Executive

Treasurer: Executive

Registrar: Executive

Head of Coaches: Director of Coaches: Executive

Head of Referees: Referee Assignor: Officer

2nd Vice President / Concessions: Officer

Past President: Executive

The terms shall be January 1st to December 31st.

***President / Director:***

The President shall preside at all membership meetings.

He/She shall by virtue of his/her office be Chairman of the Board of Directors.

He/She shall be present at each annual meeting of the organization and annual report of the work of the organization.

He/She shall be one of the officers who may sign the checks or drafts of the organization.

He/She shall appoint all committees, temporary or permanent.

He/She shall have such powers as are allowed by Florida law as the Chief Executive of an organization.

He/She shall set the agenda for all meetings. This agenda shall be presented to the Secretary for e-mail at least five days prior to all meetings; The President shall present an agenda, verbally or in writing at the start of the meeting.

Serve as ex-officio member of all committees.

Serve as liaison between the Club and the following entities and persons:

Commissioner, District A-3

Florida State Soccer Association

Florida Youth Soccer Association

Port St. Lucie Parks and Recreation

Port St. Lucie Recreational Executive Committee

In consultation with the Registrar, shall waive the registration fee for players who demonstrate a financial need. The number of such waivers shall not exceed five percent of the club’s registration for a given season. Exceptions to this limit may be granted by the Board of Directors.

The President will coordinate with the Secretary any and all open positions for office and post said positions at the clubhouse and website for a minimum of two (2) weeks prior to the AGM.

The President and the Board of Directors’ shall appoint the following positions as needed. Each of these appointed positions shall, by virtue of their position serve as member of the Board of Directors. The duties of these positions shall be established by the Board of Directors.

Equipment Manager

Fund Raising Coordinator

Recreation Program Coordinator

Micro Soccer Coordinator

Rules Coordinator

Webmaster

Competitive Program Coordinator

Master Scheduler

Media Relations

The President shall have a two year term with a maximum limit of two terms. The President can hold office for more terms if unopposed at election. The election for President shall be voted on even-numbered years at the AGM to take effect in the odd-numbered year.

Should the President resign, become incapacitated or be removed from office by majority vote, or should this office be vacant at any time or for any reason, the Vice President shall automatically become president. Should both positions be vacant simultaneously, then the following order of accession to the vacant office shall apply. If no one from the list of Executive Members in accession decline the open position(s) then the Registrar by virtue of being the 1st in accession after the Vice President will call for a special election for the open position through the Club membership. If a special election is called, possible candidates must fit the requirements to run for an open position as stated in a general elections term.

Registrar

Secretary

Treasurer

Director of Coaches

Head of Referees

***Vice President / Vice Director***

The Vice President / Vice Director shall in the event of the absence of inability of the President / Director to exercise his/her office becomes the acting President / Director of the organization with all the rights, privileges and powers as if he/she had been the duly elected officer.

Assist the President / Director in keeping order in all meetings.

He/She shall oversee all uniform orders and distributions. He/She shall investigate various suppliers for the purpose of making recommendations about a distributor and various uniform styles for the approval of the Board of Directors. This shall be done according to the Rules and Regulations.

Assist the Secretary in maintaining files relating to sponsors.

Serve as Chair of the protest and grievance committee, observing the provisions of Rules and Regulations. Should the Vice President / Vice Director be a party to the protest of grievance in question, or if he/she should have a relationship with any party that might give rise to a conflict of interest, he/she shall cede the chair in the matter dictated by the Rules and Regulations. As stated by Section President / Director, Sub-Section 15.

Serve as Chair of the Disciplinary Committee. Should the Vice President / Vice Director be party to the matter in question, or if he/she should have some relationship to the person or persons being

Disciplined that may present a conflict of interest, he/she shall cede the chair in the manner dictated in the Rules and Regulations.

The Vice President / Vice Director shall have a two year term with a maximum of two terms. The Vice President / Vice Director can hold office for longer terms if unopposed at time of election. The election for Vice President / Vice Director shall be voted on odd-numbered years at the Annual General Meeting to take effect the even-numbered year.

***Secretary:***

The Secretary shall keep the minutes and records of the organization in appropriate books supplied by the organization. He/She shall present a copy of the minutes and agenda of each meeting to each member of the Board of Directors according to the schedule established in the Rules and Regulations.

It shall be his/her duty to file any certificate required by any statute, Federal or State. In addition, he/she shall see all books, reports and certificates as required by law are properly kept or filed.

He/She shall give and serve notices to members of the organization.

The Secretary will communicate all voting issues and elections via e-mail to the organization’s membership. He/She will tally all votes and certify with the “Inspectors of Elections” and post results to the Board of Directors. Voting results either for election of offices or amendments of the organization will be affixed to the minute’s book at the next scheduled meeting.

He/She shall be the official custodian of the records and seal of the corporation. As such, he/she shall maintain the Club library, both printed and audio/visual; supervise the use of all club office equipment; receive, catalog and store all reports issued by Directors, Officers and Committees; maintain a comprehensive and accurate database of all voting membership information.

He/She may be one of the officers required to sign the checks and drafts of the organization.

He/She shall present to the membership at any meetings any communication addressed as Secretary of the organization.

He/She shall submit to the Board of Directors any communication which shall be addressed as Secretary of the organization.

He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

Accept and process all applications for membership pursuant to the procedures for affiliation established in the Rules and Regulations.

He/She shall verify all voting credentials at the Annual General Meeting.

The Secretary shall have a two year term with a maximum of two terms. The Secretary can remain in office for another term if unopposed for re-election. The Secretary shall be voted on odd-numbered years at the annual general meeting to take effect the even-numbered year.

***Treasurer:***

The Treasurer shall have the care and custody of all money belongings to the organization and shall be solely responsible for such monies or securities of the organization. He/She shall cause all funds to be deposited in a regular business bank or trust company, except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

He/She must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The report must be approved by the Board of Directors.

He/She shall exercise all duties incident to the office of Treasurer.

He/She shall prepare an annual financial report for review by the Board of Directors and membership at the annual general meeting.

He/She shall compile an annual proposed budget for presentation and approved at the annual general meeting.

He/She shall prepare and execute any documents, forms etc., pursuant to the Articles of Incorporation and the tax exempt status of the club.

He/She shall pursue individuals, organizations, companies or anyone else who presents bad check(s) to the organization, according to the wished expressed by the Board of Directors.

He/She shall assist the Secretary in maintaining files relating to club finances.

The Treasurer shall have a two year term with a maximum of two terms. The Treasurer can remain for additional terms if run unopposed at time of re-election. The election for Treasurer shall be voted on even-numbered years at the annual general meeting to take effect the odd-numbered year.

Registrar: He/She shall schedule and supervise all player registration. He/She shall recruit such individuals as may be necessary to assist in this task

He/She shall prepare and distribute all player documentation.

He/She shall assist the Secretary in maintaining all registration files, including team rosters.

He/She shall maintain a comprehensive and accurate database record of all registration information.

He/She shall place registrants who arrive after the recreational draft on teams according to the Rules and Regulations.

Serve as the coordinator in all matters relating to team and club sponsorship.

He/She shall serve as the primary contact with the FYSA District Commissioner in all matters pertaining to player registrations.

He/She shall pursue registration payments from those individuals who are permitted to sign up for the club’s programs without paying in advance or who have only made partial payments.

He/She shall authorize the refund of registration money pursuant to the provisions of the Rules and Regulations.

In Consultation with the Board of Directors he/she shall waive the registration fee for players who demonstrate a financial need. The number of such waivers shall not exceed five percent of the club’s registration for a given season. Exceptions to this limit may be granted by the Board of Directors.

The Registrar shall have a two year term with a maximum of two terms. The Registrar can remain for additional terms if run unopposed for re-election. The Registrar shall be voted on even-numbered years at the annual general meeting to take effect the odd-numbered year.

***Director of Coaches:***

He/She shall nominate all coaches and assign coaches to the teams for which they hold primary responsibility, subject to the approval of the Board of Directors.

He/She shall be responsible for the training and certification of the coaches under his/her direction pursuant to the guidelines established in the Rules and Regulations.

He/She shall schedule coaches meetings at least on a monthly basis, during Recreational and Competitive Seasons. These meetings shall have a mandatory attendance policy as outlined in these By-Laws in Article IV and the Rules and Regulations.

He/She shall assist the Secretary and Registrar in maintaining all files relating to the club’s coaches.

He/She shall enforce the Club disciplinary provisions relating to misconduct of the coaches under his/her discretion pursuant to the Rules and Regulations.

He/She shall serve as the first point of contact for complaints about coaches under his/her supervision. Complaints that cannot be resolved by the Head Coach, either because of the severity of an allegation or lack of satisfaction of any parties involved, shall be referred to the President / Director, Vice President / Vice Director and Disciplinary Committee.

He/She shall serve as member of the Disciplinary Committee when the matter being addressed relates to the conduct of a coach under his/her supervision. If the Head Coach is a party to the matter in question, or has a relationship with the party being disciplined, he/she shall not serve on the committee.

He/She shall organize, arrange and supervise all player camps and coaches courses sponsored by the organization.

He/She shall collect information regarding scholarships, The Olympic Development Program (ODP), State Cup teams and other special opportunities for players. He/She shall together with the Media Relations Coordinator, coordinate the distribution of this information among interested players and members of the organization.

He/She shall seek out high-level licensing classes, recognition programs and other opportunities of interest to coaches and distribute this information among the club’s coaching staff.

He/She shall work with the President / Director and Vice President / Vice Director to locate the best level of competition league play for Recreational and Competitive teams within the association.

The Head of Coaches shall also have the following minimum qualifications:

He/She shall possess a minimum of “D” level coaching license or its equivalent. If the officer does not possess the required license at the time of election or accession, he/she shall have six months from the date of assuming office to get this qualification. The Board of Directors can waive this requirement with a two-thirds majority vote of the entire Board of Directors.

He/She shall have unlimited terms with no term limits. The Director of Coaches by virtue of its title will be appointed as an Executive Board Member. The Director of Coaches will by its name be named a Board Member for Soccer Operations.

***Head of Referees:***

He/She shall maintain a database roster of USSF referees and associates that may be locally available for Club matches.

He/She shall ensure the continued training and certification of those referees that are on his/her roster, both through USSF certification classes and through special courses and meetings arranged on his/her own based on USSF certified referee instructions.

He/She shall serve as the chair of the Referee Committee in the event that a hearing is requested by a disciplined player. If the Head of Referees is a party to the incident in question, or if he/she has a familial or other relationship to the player in question that may be construed as a conflict of interest, he/she shall cede the chair in the manner dictated by the Rules and Regulations.

He/She shall serve as the first point of contact for all complaints about officials on his/her roster. Complaints that cannot be resolved by the Head of Referees, either due to severity of the allegation or lack of satisfaction by the parties involved, shall be referred to the disciplinary committee.

He/She shall arrange for periodic evaluation of the officials on his/her roster be coaches, qualified USSF assessors and referees whom he/she deem suitable. This shall be done in compliance with the Rules and Regulations.

He/She shall conduct meetings of all referees on his/her roster according to the provisions of the Rules and Regulations.

**The Head of Referees shall also have the following minimum requirements:**

He/She shall have been a USSF certified referee for at least thirty six (36) months or shall be a USSF referee grade 7 or above certification prior to assuming office.

The Head of Referees shall have unlimited terms with no term limits. The Head of Referees by virtue of its title will not be an elected position but an appointed position. The Head of Referees will by its name be named a Board Member for Soccer Operations.

***Past President:***

He/She shall offer recommendations and or suggestions to the newly elected President / Director with the duties of the Presidency.

The Past President / Director hold’s this position by virtue of having been the most recent President / Director leaving office.

The Past President / Director shall have a two year term.

***Vice President of Concession:***

The Vice President shall keep inventory of items purchased and sold through the concession stand.

He/She shall communicate with the Treasurer, financial reports and payroll for its staff.

He/She will appoint staff and be responsible for scheduling of staff throughout the season.

He/She will communicate with the Board of Directors for approval of any price increases or changes to the concessions product line.

He/She will handle all receipts, reconcile all monies and prepare deposit with the Treasurer.

He/She shall prepare and distribute all financial reports for each monthly board meeting and for year end at the annual general meeting.

He/She is responsible for any equipment or improvements over $100 must be approved by the Board of Directors.

The Vice President of Concession shall have unlimited terms with no term limits. The Vice President of Concession by virtue of its title will not be an elected position but an appointed position. The Vice President of Concession will by its name be named a Board Member for Club Operations.

He/She is responsible for any equipment or improvements over $100 must be approved by the Board of Directors.

***Officers:***

Officers shall be elected at the Annual General Meeting (AGM). Prior to the AGM the Board of Directors is to appoint a nominating committee. All open positions will be posted and communicated to the Club membership for consideration. All members interested in running for an office must submit their request in writing to the Secretary with a brief description of their qualifications. The Secretary will record the request and inform the nominating committee. Those Club Members up for consideration for an “appointed” non-voting position by the Executive Board must fill the same criteria required as an Executive Board Member. The appointed officer needs to be in Good Standings with the Club, is a current Club Member and has been a member for at least 3 consecutive years to be considered.

**Membership for consideration**: All members interested in running for an office must submit their request in writing to the Secretary with a brief description of their qualifications. The Secretary will record the request and inform the nominating committee.

Officers shall, by virtue of their office, be members of the Board of Directors.

No officer shall for reason of his/her office be entitled to receive any salary compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

No two offices may be occupied by individuals having any family relationship.

Officers shall meet according to two distinct schedules as set forth below.

They shall meet between the adjournment of the annual general meeting and the end of the seasonal year, as often as is deemed necessary. These meetings shall be for the purpose of attending to the business of the association. They may exercise the exclusive powers of the officers as set forth in the By-Laws and Rules and Regulations.

They shall meet between the end of the seasonal year and the commencement of the annual general meeting, as often as is deemed necessary. These meetings shall be for the purpose of attending to the business of the association, considering the expulsion of any member and considering appeals submitted during normal process of discipline, protest or grievance. They may exercise the exclusive powers of the officers as set forth in the By-Laws and the Rules and Regulations.

 **ARTICLE IX – SALARIES**

The Board of Directors shall hire and fix the compensation of any and all employees which they are in their discretion may determine to be necessary in the conduct of the business of the organization. The Board of Directors and any hired employee will sign a contract of employment and be filed to the organization by the Secretary and Treasurer.

 **ARTICLE X – COMMITTEES**

The below listed committees of this organization are permanent, unless and until abolished by a majority vote of the Board of Directors. All other committees of this organization shall be appointed by the Board of Directors as needed from time to time. Their term of office shall be for a period of one year or less, if sooner terminated by the action of the Board of Directors. The permanent committees shall be determined by the Board of Directors.

The Board of Directors shall appoint the chairman of each committee within two weeks of the annual general meeting. The composition of the committees is outlined in the Rules and Regulations. A committee member can be dismissed by the same authority that appointed him/her to the committee. Appointment to a committee expires January 1st after the annual general meeting.

The Chairman of each committee shall, by virtue of his/her position, serve on the Board of Directors.

The duties of each respective committee if not outlined herein, can be described in the Rules and Regulations.

The committees of this organization shall be as follows:

Disciplinary Committee

Nominating Committee

Protest and Grievance Committee

Referee Committee

Rules Committee

 **Nominating Committee:**

The Vice President / Vice Director with consent of the Board of Directors will appoint a nominating committee who shall meet for the purpose of nominating individuals for election to any office or to the Board of Directors of the Corporation. The committee shall complete its work and its nominations shall be reported to the Board of Directors not later than November 15th of each year.

Any member who desires to run for election to office or to the Board of Directors must be within good standings of the club for three (3) consecutive years on or before October 31st, and submit a written nomination for such office or position no later than November 1st, signed by no less than ten (10) voting members of the corporation. Nominations will not be accepted after November 1st.

There shall be no nominations from the floor at the annual general meeting.

The committee shall nominate persons to fill all officer positions that were not filled at the annual general meeting. It shall submit nominations and make appointments for all other positions as specified in the Bylaws and Rules and Regulations.

**Committees:**

All committees shall meet as often as necessary for the proper conduct of its business or as mandated by the Board of Directors. The agenda of these meetings shall conform to the business of the committee as delineated in these Bylaws, the Rules and Regulations or the proclamation establishing the committee. Meetings shall be convened at the discretion of the committee chair either on his/her own initiative or by agreement of the majority of the members of the committee, including the Chair. Notice requirements shall be in compliance with the Notice requirements set for all other club meetings in these Bylaws.

When establishing a committee the President / Director shall have the authority to do the following:

He/She shall specify the number of members of the committee. This shall always be an odd number, including the committee chair.

He/She shall state the specific tasks assigned to the committee.

He/She shall specify the number and nature of any reports to be submitted to the Board of Directors.

He/She shall specify the duration of the committees work.

He/She shall establish a time limit on concluding all nominations for committee positions.

The committee chair shall have at least two weeks from assuming his/her post to present a viable list of nominees to the officers. Afterwards the officers shall be empowered to nominate individuals for any vacant committee seats. The same time limit and provisions apply to the selection of replacements for vacated committee seats, with the time allotted beginning on the date of dismissal or acceptance of resignation.

**ARTICLE XI – DUES**

The dues of this organization shall be outlined in the Rules and Regulations

**ARTICLE XII – AMENDMENTS**

Bylaws: Subject to limitations contained in the bylaws and any limitations set forth in the corporation Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of this corporation maybe made, altered, rescinded, added to or new bylaws, maybe be adopted, either by majority vote of the Board of Directors and a majority vote of the members or by following the procedure set forth in the Bylaws.

Procedure:

Those Board Members or Club Members that would like to amend a current Bylaw or adapt a new Bylaw can do so in writing to the Board of Directors before November 1st of each calendar year. The proposed amendment or inclusion of a new Bylaw must include the Old Bylaw as its’ written, include the new Bylaw and an explanation of its purpose. The Executive Board of Directors shall cast a vote either via e-mail or by voice at a meeting before November 15th on the Bylaw amendment or proposal. If the amendment or proposal is declined, the author of the amendment or proposal is therein contacted. If the amendment or proposal is voted in favor of by the Board of Directors, the amendment or proposal will be added to the election ballot for approval by the membership. An amendment or proposal will pass with a majority vote by the membership, if passed then the amendment or proposal will be added to the current bylaws and take effect on January 1st of each calendar year.

**ARTICLE XIII – INDEMNIFICATION**

The Board of Directors shall indemnify, defend save and hold harmless each member from personal liability to the maximum extent authorized by law as same may exist from time to time. It is specifically understood that each member is serving a volunteer capacity and without compensation. It is the intent of the Article that no member shall personal liability for his or her acts or omissions except in those instances where the Board is prohibited by law from indemnifying, defending, saving and holding harmless such member.

**ARTICLE XIV – ROBERTS RULES OF ORDER**

Robert’s Rules of Order shall govern the procedures of all meetings of this organization, except when inconsistent with provisions of the Bylaws. All business shall be conducted in accordance with the agenda. All business of the organization shall be conducted in accordance with the Florida Government in Sunshine Law.

**ARTICLE XV – RULES AND REGULATIONS**

The Rules and Regulations of the Club, regardless of how sectioned, formatted or titled, shall be considered the rules of this organization and are binding on all Directors, Officers and Members.

Respectfully submitted,

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Dated Secretary

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 Secretary Signature

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**THE PSL SOCCER CLUB**

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