

BY-LAWS

FLORIDA CLUB LEAGUE, INC

a Florida Non-Profit Corporation



June 1, 2020

ARTICLE I
ORGANIZATION AND ADOPTION OF BY-LAWS

Section 1 Name and Office. The name of the organization shall be FLORIDA CLUB LEAGUE INC, a Florida not-for-profit corporation (“Corporation”); also known by the acronym FCL. The principal office of the corporation shall be at 6526 Old Brick Road, Suite 120-280, Windermere, FL 34786. The Corporation may also have offices at such other places within the state of Florida as the Board, defined below, may from time to time determine or the business of the corporation may require.

Section 2 Adoption of By-Laws. These By-Laws were adopted by the Board of Directors effective June 1, 2020.

ARTICLE II
CHARITABLE AND EDUCATIONAL PURPOSES

The purposes for which the Corporation is formed are exclusively charitable, educational, and scientific and consist of the following:

A. The Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Such charitable and education purposes include the provision of provide support and soccer organization in Florida for selected US Club Sanctioned Soccer clubs, their teams, players and coaches who have advanced soccer skills, ability and knowledge or are motivated to develop advanced soccer skills, ability and knowledge and a desire to play/coach with and against others with similar skills, ability and knowledge.

B. The Corporation may also do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

C. All of the foregoing purposes shall be exclusively charitable and educational in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3), and, or 501(j) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (“Code”).

ARTICLE III **MEMBERSHIP AND STOCK**

Section 1 No Members. The Corporation shall not have members and shall not issue membership certificates.

Section 2 No Stock. The Corporation shall not issue shares of stock.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1 Non-Profit Operations. The Corporation is a Florida not for profit Corporation. No dividend will be paid, and no part of the income or assets of this Corporation will be distributed to its Directors or Officers. However, the Corporation may contract in due course of business with its Officers or Directors for services rendered to the extent permissible under the Articles of Incorporation, these By-Laws, applicable law, and the Code.

Section 2 No Vested Rights. No Director or Officer of this Corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Corporation.

Section 3 Powers. The Board of Directors (“Board”) shall be vested with the day-to-day management of the Corporation, which may be delegated, in accordance with the Articles of Incorporation. Specifically, the Board will have the authority to:

- A. Determine the Corporation’s mission and purpose
- B. Establish policies and procedures consistent with the mission of the Corporation
- C. To determine goals and objectives of the Corporation and hold meetings at times and places as may be deemed proper and necessary

- D. Develop financial policy and establish and close bank accounts
- E. Develop and approve annual operational budget
- F. Develop fundraising goals and objectives to assist with fundraising
- G. Advise and direct staff on Corporation matters
- H. Appoint members of committees accorded to the Board
- I. Remove members of committees and appoint acting members to replace them until the corresponding Region elects a new successor
- J. Create and dissolve such committees as it deems necessary from time to time in connection with the affairs of the Corporation, in accordance with these Bylaws.
- K. Appoint members of the Executive Committee and define their duties
- L. Appoint and remove all corporate officers, agents and employees; define powers and duties for such persons that are consistent with law, the Articles of Incorporation and these Bylaws; and establish their compensation.
- M. Adopt and establish rules and regulations governing the affairs and activities of the Corporation and take such steps as it deems necessary for the enforcement of such rules and regulations.
- N. Enforce all applicable provisions of the Bylaws.
- O. Contract for and pay premiums for insurance and bonds (including indemnity bonds) which may be required from time to time by the Corporation.
- P. Pay all taxes and charges which are or would become a lien on any portion of the Corporation's properties.
- Q. Accept, on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.
- R. Employ agents
- S. Prepare budgets and maintain a full set of books and records showing the financial condition of the affairs of the Corporation in a manner consistent with generally accepted accounting principles, and at no greater than annual intervals prepare an annual financial report, a copy of which shall be delivered to each Director as provided in these By-Laws.
- T. Bring and defend actions on behalf of the Corporation so long as the action is pertinent to the operations of the Corporation.

Section 2 Number. The number of Directors constituting the Board shall be five (5).

Section 3 Election and Term of Office.

A. Initial Board. The Board shall consist of the signors to these By-Laws.

B. Initial Staggered Terms. The first two signors of these By-Laws shall serve for an initial term of three (3) years. The following two signors shall serve an initial term of two (2) years. The final signor shall serve a term of one (1).

C. Terms. After the above Initial Staggered Terms, each term shall be for three (3) year terms.

D. Except in the case of resignation or removal under these By-Laws, Directors shall serve on the board until the expiration of their term and the election of a successor. Election of a successor shall be by unanimous vote of the uninterested Directors at a Special Meeting called for that purpose held within the period starting fifteen days prior to the end of the corresponding term and ending on the last day of the term. If a successor is not thus elected, the corresponding Director's term shall renew.

Section 4 Removal. The Board, by unanimous vote of the uninterested Directors may remove any Director for cause at any special meeting of the Board called for that purpose.

Section 5 Resignation. Any Director may resign from the Board at any time by delivering a resignation in writing to the Corporation's Executive Director, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 6 Vacancies and Newly Created Directorships. The Board, by unanimous vote of the Directors then serving on the board, may elect Directors to fill any newly created Directorship and any vacancies on the Board. Except in case of resignation or removal, Directors so elected shall serve until the next annual meeting of the Board at which the election of Directors is in the regular order of business and until the election of their successors.

Section 7 Place and Time of Meeting. The membership will hold an annual meeting no later than 120 days following the beginning of the fiscal year and will be at such place as determined by the Board.

Section 8 Meetings and Notice. The Board shall have Regular Meetings, an Annual Meeting and may call Special Meetings as necessary and according to the proper protocol as outlined herein.

A. *Regular Meetings.* Regular Meetings shall be held at least once a month. Written or electronic notice of all Regular Meetings shall be sent to all Directors at least five (5) days prior to the meeting date. An agenda for the meeting, time and place shall be included in the notice. Meeting may be held by phone or virtual. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice.

B. *Annual Meeting.* An Annual Meeting shall be held at such place and at such date as the Board may determine with the purpose of reporting on the status of the Corporation, its programs and to introduce new Directors. Written or electronic notice of all Annual Meetings shall be sent to all Directors at least ten (10) days prior to the meeting date. An agenda for the meeting, time and place shall be included in the notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice.

C. *Special Meetings.* Special Meetings may be called by any Director upon written or electronic request within fifteen (15) business days of the proposed meeting. An agenda for the meeting, time and place shall be included in the notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior to the meeting or at its commencement the lack of notice. Special Meetings may be held by phone or virtual if requested by a Director.

D. *Rules.* The rules contained in the Handbook on Parliamentary Procedure (“Robert's Rules of Order”) shall govern the meetings of the Board.

E. *Chairperson of the Board.* The Chairperson of the Board (“Chairperson”) shall

be the first Director signing below, for a term of one (1) year. The position shall rotate every year among the Directors in the order of the below signatures.

Section 9 Waiver of Notice. Attendance by a Director at any meeting of the Board will constitute a waiver of notice of such meeting except where such Director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.

Section 10 Attendance at Meetings. Directors are required to attend Regular Meetings and must notify the Board prior to the Regular Meeting if they are not able to attend. Three (3) consecutive unexcused absences or six (6) excused absences within a one (1) year period, may be grounds for removal of any Director. In determining whether there are grounds for removal of any Director based on Attendance, the Executive Committee shall consider the following:

A. Whether the Director was given express notice about his/her individual attendance record.

B. Whether notice to the Director was given in a timely fashion, so as to allow the Director a meaningful opportunity to correct or otherwise improve his/her attendance.

C. Whether the Director has been engaged in other business of the Corporation, thereby demanding additional time commitments to the Corporation, beyond the typical time commitment of other Directors.

D. Whether the Director's overall performance and commitment to the Corporation justify an exception to the attendance requirement. In making this determination, the Executive Committee shall be guided by:

- (1) The Director's self-assessments for all years,
- (2) The Director's financial support of the Corporation,
- (3) Specific, direct and unique contributions to the Board and the Corporation, vis-à-vis the specific needs of the Board and Corporation, and/or
- (4) Any other factors the Executive Committee deems helpful, reasonable and/or necessary.

Section 11 Dues. There are no dues for members of the Board.

Section 12 Quorum and Voting of Ordinary Business. A quorum for the transaction of ordinary business, including business transacted by any committee, shall consist of eighty percent (80%); quorum for removal of any Director shall require attendance or participation of all the Directors not subject to removal. It is understood that any actions, directed or delegated by the Board, must be disclosed/detailed in the Board's minutes following said action(s). The affirmative vote of a majority of the Directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting except as otherwise specified herein. Each Director shall have one vote. However, the following actions may be taken only if authorized as specified:

- A. The purchase, sale, mortgage, or lease of real property shall be authorized by unanimous vote of the Board; and such voting may not be done by proxy.
- B. The sale, lease, exchange, or other disposition of all, or substantially all, of the assets of the corporation shall be authorized by unanimous vote of the Board.

Section 13 Alternate Methods of Voting. Voting may be by "alternative methods" (such as telephonic or virtual vote), if requested by a Director. If the alternative voting method to be employed, a member of the Executive Committee must be present for the action to be valid.

Section 14 Conflict of Interest Policy. Each Board Member shall read and sign a form agreeing to abide by the Conflict of Interest Policy, attached to the By-Laws as Exhibit 1.

Section 15 Action by the Board. Any action required or permitted to be taken by the board or by any of its committees may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the board or committee. Participation of one or more Directors by conference telephone or other equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

Section 16 Order of Business. Any question concerning the priority of the business to be conducted before the meeting shall be decided by the Chairperson. The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting. The general order of business at the Board meetings shall be as follows:

- A. Proof of Notice of meeting or waiver of notice submitted.
- B. Roll Call.
- C. Reading of minutes of previous meeting.
- D. Reports of Executive Committee.
- E. Reports of Standing Committees.
- F. Reports of Ad-hoc Committees.
- G. Old and Unfinished business.
- H. New business.
- I. Adjournments.

Section 17 No Self-Dealing. No Director shall use confidential information gained by reason of being a member of the Board for personal gain to the detriment of the Corporation.

A. *Dealing Transactions.* Notwithstanding the powers conferred on the Board, the Corporation shall not engage in any transaction in which one or more of its Directors has a material financial interest and which meets the definition of a “self-dealing transaction” as defined in 26 § 4941 (d) of the U.S. Code.

B. *Transactions Between Corporations Having Common Directorships.* Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved and ratified by unanimous consent of the Board, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Corporation’s Directors are directors unless the material facts as to the transaction and the Director’s common directorship are fully known or disclosed in writing to all the members of the Board. The Board must approve, authorize, and ratify any such contract or transaction in good faith and by a unanimous vote.

C. *Loans to Directors or Officers.* This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless the

transaction is first approved by the Florida Attorney General. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the Director's or officer's duties.

D. *Additional Standards.* Directors shall comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation.

Section 18 Compensation. Directors shall not be entitled to compensation for their services as such, although they may be reimbursed for such actual expenses as may be determined by prior consent of all non-interested Directors to be just and reasonable. Expenses shall be supported by an invoice or voucher acceptable to the Board. This section does not preclude a Director from serving the Corporation in any other capacity, such as an agent, employee, or otherwise, and receiving compensation for those services, with unanimous Board pre-approval.

Section 19 Qualifications.

A. *Requirements.* Except to the limited extent set forth below in subsection B, to be eligible to serve as a Director, an individual must meet any of the following criteria:

- (1) Be a current properly licensed Coaching Director (USSF B or higher, or its foreign equivalent),
- (2) Have played a minimum of three (3) years at the NCAA collegiate soccer level or have played at one of the following levels:
 - i. Two (2) years of professional-level soccer,
 - ii. Appearance for U18 or older US national team, or
 - iii. Foreign competitive or elite-level soccer experience,
- (3) Have experienced foreign soccer and possess a solid understanding and feeling for the club soccer systems of the world which is obtained through living in a foreign country for the purpose of playing or studying soccer or possessing a license or diploma from a foreign coaching course held in a foreign country, or

- (4) Served as a coach, officer, or board member of a Member Club for at least three years.

B. *Exception.* Notwithstanding the foregoing, any Director serving at time of the adoption of these By-Laws shall be exempt from these criteria including any terms of re-election. Furthermore, should the Board determine that there is a candidate for a Director position with such extraordinary skills and assets that would be of substantial benefit to the Corporation and which skills are not already represented on the Board by another Director, the Directors may grant a waiver to the qualifications set forth above for this candidate. Only one Director may be granted a waiver at any one time and the waiver may only be granted if the other Directors meet the qualifications set forth above.

ARTICLE V **OFFICERS, EMPLOYEES, AND AGENTS**

Section 1 Executive Committee. The Board may delegate day-to-day responsibilities to the Executive Committee. Such delegation may be rescinded by the Board. The initial Executive Committee members are as stated below in Exhibit A. The initial Executive Committee may consist of:

A. *Executive Director.* The Board may appoint an Executive Director delegated responsibility for the overall management and administration of the operations of the Corporation. He or she shall be employed for such term and shall have such other duties and responsibilities as the Board may determine and shall receive such compensation as the Board may establish. Termination of the Executive Director shall require attendance of the entire Board, with the exception of a Director serving as the Executive Director. The Executive Director shall:

- (1) preside at all Board meetings,
- (2) see that all books, reports, and certificates required by law are properly kept or filed,
- (3) be one of the officers who may sign the checks or drafts of the organization,
- (4) Have such powers as may be reasonably construed as belonging to the chief officer of any organization unless rescinded by the Board; and

- (5) Keep the board fully informed.

B. *Deputy Executive Director.*

- (1) Shall, in the event of the absence or inability of the Executive Director to exercise his/her office become Acting Executive Director of the Corporation with all the rights, privileges, powers and responsibilities as if he/she had been the duly appointed Executive Director,
- (2) If no Secretary or Treasurer is named, perform the duties of the Secretary and Treasurer.

C. *Secretary.* Shall:

- (1) Attend all Board and committee meetings,
- (2) Ensure all Board records are centralized and kept safely,
- (3) Review all Board meeting minutes and ensure their accuracy,
- (4) Facilitate adherence with the principles of Robert's Rules and approval of Board actions should questions arise,
- (5) Assume responsibilities of the Executive Director in the absence of the Executive Director and Deputy Executive Director,
- (6) Keep the minutes and records of the organization in appropriate books,
- (7) File any certificate required by any statute, federal or state; give and serve all notices to members of this organization,
- (8) Be the official custodian of the records of this organization,
- (9) Be an optional officer to sign the checks and drafts of the organization,
- (10) Present and submit to the Board at any meetings any communication addressed to them as Secretary of the organization,
- (11) Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

D. *Treasurer.* Shall:

- (1) Manage the Board's review of and action related to the Board's financial responsibilities,
- (2) Work with the Executive Director to ensure that appropriate financial reports are made available to the Board on a timely basis, and
- (3) Assist the Executive Director in preparing the annual budget and presenting the budget to the Board for approval.

Section 2 General Duties of the Executive Committee. Subject to the Board’s discretion, the Executive Committee shall:

- A. Promote effective organizational planning,
- B. Monitor and ensure effective use of resources,
- C. Determine, monitor and strengthen the Corporation’s programs and services,
- D. Enhance the Corporation’s public standing,
- E. Promote legal and ethical integrity and maintain accountability,
- F. Recruit diverse committee members, orient new members and assess committee performance; and
- G. Promote adequate resources for the Corporation and engage in fundraising activities.

Section 3 Compensation. Executive Committee members may be compensated as determined by the Board.

Section 4 Employees. The Board shall hire and set the compensation of all employees. In determining compensation, the Board shall consider the compensation offered by comparable organizations for similar positions and shall document the basis for its decisions. If an Executive Committee member or an employee is a Board member, or related to a Board member, said Board member may not participate in the discussion or the vote with respect to such person’s compensation.

ARTICLE VI **COMMITTEES**

Section 1 Committee Members. Committees shall have all the authority of the Board with respect to matters within their area of assigned responsibility. Committees shall have seven (7) members with two being Board members chosen by the Board, and the other five (5) elected by the Full Member Clubs of each Region, defined below, so each Region has one elected Committee member. The term for each member of a Committee shall be one (1) year or less if terminated by action of the Board.

Section 2 Standing Committees. The Corporation shall have the following four (4) Standing Committees:

- A. Rules and Competition Committee,
- B. Discipline, Protest and Ethics Committee.
- C. Player Development Program Committee,
- D. Referee Committee and Scholarship Committee.

Section 3 Ad Hoc Committees. The Board may create any new committee it deems advisable.

Section 4 Meetings and Actions of Committees. The rules governing the meetings of Committees shall parallel those of Board meetings. Decisions by Committees shall be taken by majority vote. Special meetings of Committees may be called by the Board. Minutes shall be kept of each meeting of a Committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any Committee, or in the absence of rules adopted by the Board, the Committee may adopt such rules.

ARTICLE VII **MEMBER CLUBS**

Section 1 Member Clubs. For a Soccer Club, as defined below, to become a Member Club of the Corporation (“Member Club”), they must reside in Florida and complete and submit a dully executed Florida Club League Membership Application (“Application”).

A. *Probationary Member Club.* Upon successful satisfaction of the requirements set forth in the Application and such other membership requirements established by the Corporation, such soccer club shall be a Probationary Member Club of the Corporation.

B. *Full Member Club.* A Probationary Member that is in good standing with US Club Soccer and the Corporation for at least one (1) full year shall become a Full Member Club. Each Full Member Club shall remain as such until its club membership status is suspended or terminated as provided below in Section 3, below.

Section 2 Soccer Club. Soccer Club shall mean an organization consisting of coaches, administrators, players, and teams formed for the purpose of developing player and coaching skills, providing training and competition for its players and coaches and entering into soccer competitions outside of the club organization.

A. A Soccer Club in good standing within any membership category with Florida Club League may participate in Corporation activities such as league play, tournaments, player clinics and coaching clinics subject to Corporation rules, policies, and procedures.

B. Reference in any other Corporation document to a “Member” of Florida Club League shall not be deemed the right to grant to any outside and/or affiliate Soccer Club or team the rights of a “Member” as that term is used in these Bylaws or in the Florida Not For Profit Corporation Act.

C. A Soccer Club, as defined by these By-Laws, shall not have any rights of a member as that term is defined in Florida Statutes Section 617.0601 and more generally in the Florida Not For Profit Corporation Act.

Section 3 Suspension and Termination of Membership.

A. *Suspension.* A Member Club shall be suspended for the following: playing an ineligible player(s), failing to show up for scheduled game, have over 6 red cards at the club level, or any conduct or discipline issue, by players, coaches, or players.

B. *Termination.*

a. Full Club Member Termination. A Full Member Club’s membership in the Corporation shall be terminated upon a vote of sixty percent (60%) of the Board for failure to comply with the Corporation’s policies and procedures or for any of the items set forth in this section.

b. Probationary Member Termination. A Probationary Member Club’s membership in the Corporation shall be terminated upon a majority vote of the Board for failure to comply with the Corporation’s policies and procedures or for any of the items set forth in this section.

c. Grounds for Termination.

- i. Failure to pay membership dues and such dues are more than sixty (60) days late,
- ii. Violation of the Corporation’s rules, By-Laws, or policies,

- iii. Violation of U.S. Club Soccer's rules, By-Laws, or policies.
 - iv. Conduct which is against the best interests of soccer or the Corporation, or
 - v. Unlawful conduct
- d. Failure to Pay. A Member Club which fails to pay membership dues and fees for more than sixty (60) days past the due date shall automatically place the membership of a Soccer Club in bad standing until such dues and any late fees or fines are paid in full. While in bad standing, the Soccer Club may not participate in any National Association of Competitive Soccer Clubs (NACSC), U.S. Club Soccer or Corporation activities, meetings, or events. No Member which is in arrears in its dues, fees, or fines for any length of time may vote at a NACSC Annual or Special Member Meeting.
- e. Notice. Other than in the case of nonpayment of dues and fees, prior to termination, a Soccer Club shall be notified of the specific charges against it and shall have two (2) weeks from the notice to provide a written response.
- f. Hearing. Other than in the case of nonpayment of dues and fees, if so requested in its response, a Soccer Club shall be entitled to a hearing before the Board. The Board shall provide the Soccer Club reasonable notice of the time and place for such hearing. At the hearing, the Soccer Club shall have the opportunity to address the charges against it and present evidence in support of its position. The hearing shall be as informal as practical, and rules of evidence shall not be followed. The Soccer Club may have assistance in presenting its case if it so chooses and may request that a record of the hearing be made. At the conclusion of the hearing, a written decision which includes rationale, based solely on the hearing record, shall be issued in a timely manner.
- g. Administrative Remedies. Soccer Clubs at all membership levels agree that they may not present any objection to their termination to the NACSC, the United States Soccer Federation, the United States Olympic Committee, or any court of law or tribunal if they have not availed themselves of the provisions of this section.

ARTICLE VIII
AMENDMENTS

The By-Laws or the Articles of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by a unanimous vote of the Board. Notice of the proposed change shall be mailed to each Director at this or her last known address or email at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment. The Chairperson shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. Copies of such revised and amended By-Laws shall be given to any Director upon request.

ARTICLE IX
DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and 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 under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, as the Board may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such Court shall determine.

ARTICLE X
CONTRACTS, DEPOSITS, CHECKS, AND OPERATIONS

Section 1 Contracts. All contracts are subject to Board approval and ratification, except for any contract(s), instrument(s) or document(s) executed by the Executive Director with any entity or person relating to any schools or academic institutions, in furtherance of the mission of the Corporation.

Section 2 Deposits. All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the Directors. For accounting purposes, the Corporation shall maintain a minimum of one operating account.

Section 3 Checks. All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by the Executive Director or such officers or agents as shall from time to time be designated and determined by the Board of Directors.

Section 4 Inspection of Books and Records. All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

Section 5 Loans to Management. This Corporation will make no loans to any of its Directors or Officers.

ARTICLE XI **RECORDS**

The Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and board of Directors, at the principal office of the Corporation or at any other location authorized by the Board of Directors. All such records may be inspected by any Director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

ARTICLE XII **TERRITORY**

Section 1 Territory. For purposes of these By-Laws, "Territory" shall mean the territory identified in the Sanctioning Agreement entered into between the National Association of Competitive Soccer Clubs (also known as "US Club Soccer") ("NACSA") and the Corporation as of the date of initial adoption of these By-Laws and as may be amended

between, supplemented or replaced by the parties (“Sanctioning Agreement”) in which the Corporation has been authorized to conduct a Premier League (as that term is defined in the Sanctioning Agreement). If the Corporation ceases to be sanctioned by NACSC or the Sanctioning Agreement ceases to be in effect and not replaced by a subsequent agreement, the Board may define “Territory” by resolution.

Section 2 Regions. Member Clubs shall be divided into five (5) Regions based on counties.

A. NORTH

- (1)
- (2)
- (3)
- (4)

B. EAST

- (1)
- (2)
- (3)
- (4)

C. WEST

- (1)
- (2)
- (3)
- (4)

D. CENTRAL

- (1)
- (2)
- (3)
- (4)

E. SOUTH

- (1)
- (2)
- (3)

(4)

ARTICLE XIII
PUBLIC STATEMENTS

Section 1 Authority to make Statements. No person, except for the President or Executive Director (if one has been appointed by the Board of Directors) shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors.

Section 2 Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

ARTICLE XIV
INDEMNIFICATION, PERSONAL LIABILITY, AND INSURANCE

Section 1 Indemnification of Corporate Agents.

A. *Right of Indemnity.* To the fullest extent permitted by Section 617.0831 of the Florida Nonprofit Public Benefit Corporation Law, and as provided in these Bylaws, the Corporation:

- (1) shall indemnify any person who is or was a Director, officer, or employee of the Corporation, or of a corporate predecessor of the Corporation
- (2) may indemnify any person who is or was serving as another agent of the Corporation or of a corporate predecessor of the Corporation; and

- (3) may indemnify any person who is or was serving, at the request of the Corporation or of a corporate predecessor, as a Director, officer, employee, or agent of another entity,
- (4) (such persons described immediately above in subparagraphs (i), (ii), and (iii) shall be referred to as “agents of the Corporation”), against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was an agent of the Corporation. As used in this Article, “expenses,” and shall include reasonable attorney’s fees; and “proceeding” including an action by or in the right of the Corporation, an action brought.

B. *Approval of Indemnity.* To the extent that an agent has been successful on the merits, the RAC shall promptly authorize indemnification. Otherwise, on a written request to the RAC by any person seeking indemnification, the RAC shall promptly decide whether the applicable standard of conduct set forth has been met and, if so, the RAC shall authorize indemnification to the extent permitted thereby.

C. *Advancing Expenses.* The RAC may authorize the advance of expenses incurred by or on behalf of an agent of this Corporation in defending any proceeding, prior to final disposition of that proceeding, if the RAC receives a written undertaking by or on behalf of that agent that the advance will be repaid unless it is ultimately found that the agent is entitled to be indemnified for those expenses.

D. *Insurance.* The Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of the Corporation’s Directors, officers, employees and other agents (each, an “agent”), to cover any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such. Such insurance may provide for coverage against liabilities beyond the Corporation’s power to indemnify the agent under the law; however, the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent for a violation.

E. *Personal Liability of Directors and Officers.* The personal liability of officers and Directors of this Corporation for negligent acts or omissions shall be eliminated to the fullest extent permitted by law.

ARTICLE XV. **RECORDS AND REPORTS**

Section 1 Maintenance of Corporate Records. The Corporation shall keep:

- A. adequate and correct books and records of accounts; and
- B. written minutes of the proceedings of the Board and committees.

Section 2 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 3 Public Inspection. The Corporation shall make available for public inspection its annual return of an exempt organization (IRS Form 990), its application for tax-exempt status (IRS Form 1023) and supporting papers, its determination letter from the Internal Revenue Service acknowledging exempt status, and its audited financial statements, if any, and shall otherwise comply with the law regarding inspection and copying of such documents. The audited financial statements, if any, shall also be made available for inspection by the Florida Attorney General.

Section 4 Annual Statement of Certain Transactions and Indemnifications. The Corporation shall annually prepare and furnish to each Director an annual report within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; the principal changes in assets and liabilities, including trust funds; the Corporation's revenue or receipts, both unrestricted and restricted to particular purposes; the Corporation's expenses or disbursements for both general and restricted

purposes; an independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

B. A statement of any transaction (i) in which the Corporation was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest).

C. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

D. A statement of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under these Bylaws.

E. This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing.

Section 5 Biennial Statement of General Information. As and when required, the Corporation shall file with the Secretary of State of the State of Florida, on the prescribed form, the names and complete business or residence addresses of the Board, the street address of its principal office in this state, together with a designation of the agent of the Corporation for the purpose of service of process.