

BY-LAWS
OF
DUNEDIN STIRLING SOCCER CLUB

ARTICLE ONE
ORGANIZATION

The name of this organization shall be:

DUNEDIN STILING SOCCER CLUB, INC.

The organization shall have a seal which shall be in the following form:

The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE TWO
PURPOSE

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

The specific and primary purpose of this association shall be to provide nonprofit, public education competition, to promote good sportsmanship for and from all involved in soccer, to encourage the conducting of courses and clinics for training in the hope of increasing the knowledge and efficiency of those involved in youth soccer, regardless of race, color, national origin, religion or sex.

The general purposes for which this organization is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purpose of making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This organization shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; not shall it participate or

intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE THREE MEMBERSHIP

- A) Membership in this organization shall be open to any person who:
- 1) is a member of the governing board, or
 - 2) has attained the age of eighteen (18) years, has paid appropriate team fees and agrees to abide by the rules and regulations of this organization, or
 - 3) is the parent or legal guardian of a minor child, has paid appropriate team fees and agrees to abide by the rules and regulations of this organization, or
 - 4) is a coach or assistant coach of a team formed under this organization.
 - 5) or purposes of determining when membership begins, the following rules shall apply:
 - 6) Members of the governing board shall become members of the organization immediately upon election or appointment to such board.
 - 7) Officers of the organization shall become members of the organization immediately upon election or appointment to such board.
 - 8) Other persons shall become members depending upon the category assigned to the team on which the member (or in the case of a parent or guardian of a minor player, the member's child or ward) is a player, coach or assistant coach.
- C) Membership shall begin on the earlier of:
- 1) The earliest two of the following:
 - a) first date that a player, coach or assistant coach may become a member of a team in the appropriate playing category, or

- b) date that the player completes registration, or
- c) first date for which insurance coverage is available on such player, coach or assistant coach, or
- d) September 1.

D) Membership shall continue for one (1) year from the beginning of membership or until the next date on which membership may begin for such category, except that members who apply for membership and pay dues as required shall be deemed to have been continuous members for all purposes.

ARTICLE FOUR MEETINGS

The annual meeting of this organization shall be held concurrently with closing day ceremonies each and every year as the Board of Directors shall see fit. The secretary shall cause to be mailed to each member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting. The notice may be in the form of a newsletter and may be mailed at third class or third class non-profit postal rates.

Regular meetings of this organization shall be held as needed, but not less than annually.

The presence of not less than five members shall constitute a quorum and shall be necessary to conduct the business of the organization; but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these bylaws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meeting of this organization may be called by the commission/president or vice president when he deems it for the best interest of the organization. Notices of such meetings shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) but not more than sixty (60) days before the scheduled date set for such special meetings. Such notice shall state the reason(s) that such meeting is called and by whom called.

At the request of two (2) members of the Board of Directors or twenty-five (25) members of the organization the commissioner/president shall cause a special meeting to be called but such request must be made in writing at least twenty (20) 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 meeting.

ARTICLE FIVE VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. Votes cast during election of officers and directors shall be made on ballots. Ballot forms shall be provided and there shall not appear any place on such ballot form any mark or marking that might tend to indicate the person who cast such ballot. Where a candidate for a specific office is unopposed, the vote may be taken by voice.

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 chairman of such meeting shall immediately prior to the commencement of balloting appoint a committee of three who shall act as "Inspectors of Election" and who shall at the conclusion of such balloting certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of the meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

If a member qualifies for membership under more than one category as set forth under Article Three, he shall be entitled to only one vote. If more than one of the parents or legal guardians of the same child or children are members, where the articles or bylaws allow a vote from the members, they shall all be entitled to only one vote collectively.

ARTICLE SIX ORDER OF BUSINESS

- 1 - Roll Call
- 2 - Reading of Minutes of the Preceding Meeting
- 3 - Reports of Committees

- 4 - Reports of Officers
- 5 - Old and Unfinished Business
- 6 - New Business
- 7 - Good and Welfare
- 8 - Adjournment

ARTICLE SEVEN BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of at least three members but not more than twelve members, who may be one or more of the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United State of America.

Each officer chosen by the members shall be a director during his term of office. In addition, for three months after the new officers and directors are elected, the immediate past-commissioner/president shall be a director, if he is willing to be and the members by a majority vote agree, unless such director has been removed from office for cause.

The Board of Directors may appoint a Director of Coaching and Training and may authorize reasonable compensation for said Director of Coaching and Training. Any Director of Coaching and Training so appointed shall be a director. The Director of Coaching and Training shall be responsible for directing the coaching and training of the organization's competitive and recreational teams and shall report to the Vice President of Competitive Soccer and shall perform such other duties as may from time to time be requested by the Board of Directors.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

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 as needed for

the proper administration of the organization. Meetings may be held by telephone conference or by series of telephone conversations.

Each director shall have one vote and such voting may not be done by proxy. In the event of a tie vote, the commission/president shall cast the deciding vote, if present; otherwise such matter shall be tabled until the next scheduled or special meeting of the Board of Directors.

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

Vacancies in the said Board of Directors may 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 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 hearing. 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.

ARTICLE EIGHT OFFICERS

The officers of the organization shall be as follows:

- a) Commissioner/President
- b) Secretary
- c) Treasurer
- d) Vice President of Competitive Soccer
- e) Vice President of Recreational Soccer
- f) Vice President of Physical Assets
- g) Vice President of Adult Soccer
- h) Registrar

The commission/president shall serve as the chief executive officer and the corporate president of the organization. The commissioner/president shall

preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see that all books, reports and certificates as required by law are properly kept or filed. The commissioner/president shall organize and control the normal work of the organization. He shall attend the regularly scheduled meetings of the Gulfcoast Youth Soccer Association (GYSA) or other appropriate organization and shall cast votes in accordance with the decisions of the Board of Directors of this organization. He may be one of the officers required to sign the checks and drafts of this organization. He shall have such powers as may be reasonably construed as belonging to the chief operating officer of any organization.

The secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate(s) required by any statute, federal or state. He shall give and serve all notices to members of this organization. He may be one of the officers required to sign the checks and drafts of this organization. He shall present to the membership at any meetings any commission addressed to him as secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of secretary.

The treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$100,000.00 and the balance of the funds of the organization shall be deposited in a savings bank 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 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 or drafts issued upon it. He shall render at stated periods as the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors meeting. He shall exercise all duties incident to the office of treasurer.

The Vice President of Competitive Soccer shall be responsible for coordinating activities of the Competitive Youth Soccer Program and shall perform such duties as may from time to time be requested by the Board of Directors.

The Vice President of Physical Assets shall be responsible for coordinating the maintenance, repair and use of the organization's physical assets, including but not limited to, fields, equipment and buildings.

The Vice President of Adult Soccer shall be responsible for coordinating activities of the Adult Soccer Program and shall perform such duties as may from time to time be requested by the Board of Directors.

The Registrar shall be responsible for coordinating the registration of players and coaches, the preparation of required rosters and the submission of required paperwork to appropriate soccer organizations. The Registrar shall also prepare annually a list of the members of the organization in preparation of the annual meeting of the organization and perform such other duties as may from time to time be requested by the Board of Directors.

The foregoing officers by virtue of their office shall be members of the Board of Directors. No officer shall be members of the Board of Directors. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent as officer of director from receiving any compensation from the organization for duties other than as an officer or director. All officers shall serve at the pleasure of the Board of Directors and their activities and responsibilities shall at all times conform to the general and specific direction of the Board of Directors and these bylaws.

ARTICLE NINE SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary in the conduct of the business of the organization.

ARTICLE TEN COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and, except for committees designated as permanent committees; 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 Board of Directors may designate as permanent any committees which in its discretion it may determine to be necessary in the conduct of the business of the organization.

ARTICLE ELEVEN DUES

The due of this organization shall be determined annually by the Board of Directors. The amount of dues and the date due may vary depending upon the classification of the team of which the member (or in the case of a parent or

guardian of a minor player, the member's child or ward) is a player. In carrying out the general and specific purposes for which this organization is formed, the Board of Directors may, in its discretion, waive all or part of the member's fee, or may allow a member to defer payment of all or part of such fees.

ARTICLE TWELVE AMENDMENTS

These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than sixty percent (60%) of the members present at the Annual Meeting.

ARTICLE THIRTEEN AFFILIATION

This organization shall be affiliated with the United States Youth Soccer Association (USYSA) and the Florida Youth Soccer Association (FYSA) through an appropriate affiliate soccer association such as GYSA, USA or such other association as determined by the Board of Directors.

ARTICLE FOURTEEN ORGANIZATION COLORS

The official colors for the uniforms of the organization's competitive teams shall be as follows: primary jersey – solid red with appropriate trim, alternate jersey – solid white with appropriate trim, shorts – solid navy with appropriate trim, socks – white or other appropriate colors to match the jerseys and shorts.

The official colors for the uniforms of the organization's traveling recreational teams shall be as follows: jersey – solid white with appropriate trim, shorts – solid navy with appropriate trim, socks – white or other appropriate colors to match jersey and shorts. The colors for the uniforms of the organization's in-house teams shall vary as necessary to differentiate the teams for match play.

No team may wear any other uniform colors without the express written permissions of the Board of Directors.