

**By-Laws  
Of  
Winter Haven Youth Soccer Association, Inc.  
(A Non-profit corporation)**

**Article I – Introduction**

- Section 1.** These By-Laws constitute the code of rules adopted by the Winter Haven Youth Soccer Association, Inc. for the regulation and management of its affairs.
- Section 2.** This corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law. The primary purpose of this corporation is to promote the development of the youth of the community through participation in the sport of soccer.

**Article II – Officers and Agencies**

- Section 1.** The principal place of business of this corporation is Florida will be located at 338 Ave A SE, Winter Haven, Florida. In addition the corporation may maintain other offices either within or without the State of Florida as its business requires.
- Section 2.** The location of the initial registered office of this corporation is 338 Ave. A SE, Winter Haven, Florida. Such office will be continuously maintained in the State of Florida for the duration of this corporation. The Board of Directions may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

**Article III – Membership**

- Section 1.** The members of this corporation are those persons or business entities having membership rights in accordance with the provisions of these By-Laws.
- Section 2.** Members shall have the right to vote on all issues brought before it by the membership of the Board of Directors. Members shall have the right to serve as officers, directors and committee persons in the association.
- Section 3.** Meetings of members will be held at 125 Avenue B, NW, Winter Haven, Florida or at any other place within or without the State as provided.

- Section 4.** The annual meeting of the active members will be held at 7 o'clock on the first Wednesday of the first week of June of each year.
- Section 5.** Special meetings of active members may be called by either of the following:
- (a) The Board of Directors
  - (b) The President
- Section 6.** Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five (5) days nor more than forty (40) days before the date of the members' meeting either personally by first class mail, or by e-mail, by or at the direction of the President, Secretary, or the officers, or other persons or active members calling the meeting to each member entitled to vote at such meeting. If mailed, the notice will be deemed addressed to the active member at his address as it appears in the records of the corporation with postage prepaid.
- Section 7.** Each member of the corporation will be entitled to one vote on each matter submitted to a vote of active members.
- Section 8.** A member may vote only in person; no proxy voting will be allowed.
- Section 9.** The number or percentage of members entitled to vote represented in person which constitutes a quorum at a meeting of the member will be one more than half the number of active members in the association. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law, the Articles of Incorporation of the corporation, or by any provision of these By-Laws.
- Section 10.** Membership will terminate in this corporation on either of the following events and for no other reason:
- (a) Receipt by the Board of Directors of the written resignation of a member executed by such member or his duly authorized attorney-in fact.
  - (b) The death of a member
  - (c) For causes inconsistent with membership after notice, trial and conviction.
  - (d) Member missing two consecutive board meetings.

**Before a membership terminates for any reason other than a resignation or death of a member, the member will be given an opportunity to be heard before the membership committee of the Board of Directors unless he is absent from the county in which the corporation is located. A member terminating membership status for reasons other than death may be completely and automatically reinstated if correcting the cause of termination before formal adoption by the membership committee of the Board of Directors of a resolution acknowledging such termination.**

#### **Article IV – Directors**

- Section 1. The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation, subject to the law, the Articles of Incorporation and these By-Laws.**
- Section 2. The Board of Directors of this corporation will constitute a single class.**
- Section 3. The qualifications for becoming and remaining a director of this corporation are as follows:**
- (1) Directors must be residents of the State of Florida**
  - (2) Directors must be active members of this corporation.**
- Section 4. The number of directors of this corporation will not be less than three (3) at any time, (until further amendment of these By-Laws), the number of directors may vary from time to time between a minimum of three and a maximum of twenty.**
- Section 5. The directors constituting the first Board of directors, as named in the Articles of Incorporation, will hold office until the first annual election of directors. Thereafter, directors will be elected for a term of one year at the annual meeting. Each director will hold office for the term for which elected and until his successor has been selected and qualified. A director may be removed from office when such action will serve the interest of the corporation.**
- Section 6. Resignation of directors will become effective immediately of on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, will be filled by appointment by the President. The new director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.**

- Section 7. Meeting of the Board of Directors, regular or special, will be held at 125 Avenue B. NW, Winter Haven, Florida or at any other place within or without the State of Florida.**
- Section 8. Regular meetings of the Board of Directors will be held at 7 o'clock PM on the first Wednesday of the first month of each month. Should any such day in any year constitute a legal holiday for all businesses, then the meeting will be held instead in such instance the Wednesday immediately following. This provision of the By-Laws constitutes the notice to all directors of regular meeting for all years and instances and no further notice shall be required although such notice may be given.**
- Section 9. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each director not less than two (2) nor more than five (5) days before the day of the meeting. Either personally, by first class, email, or at the direction of the president or secretary, or the directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the director at its address as it appears in the records of the corporation with postage prepaid. Such notice need not state the business to be transacted at nor the purpose of such meeting.**
- Section 10. A special meeting of the Board of Directors may be called by either:**
- (1) The President**
  - (2) A number of directors constituting a quorum of the Board of Directors**
- Section 11. Attendance of a director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such director attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.**
- Section 12. A majority of the whole Board of Directors will constitute a quorum provided that in no event will a quorum consist of less than one-third of the whole board. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this corporation or any provision of these By-Laws.**

#### **Article V – Officers**

**Section 1. The officers of this corporation will consist of the following personnel:**

- (1) A President**
- (2) A Vice-President (Recreation)**
- (3) A Secretary**
- (4) A Treasurer**
- (5) A Commissioner (Competitive)**

**Section 2. Each of the officers of this corporation will be elected and appointed annually by the Board of Directors. Each officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the regular meeting of the Board of Directors taking place in June.**

**Section 3. The President will be the Chief Executive Officer of this corporation and will control the Board of Directors, supervise and control the affairs of the corporation. The President will perform all duties instant to such office and such other duties as may be provided by these By-Laws, or as may be prescribed from time to time by the Board of Directors.**

**Section 4. The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform such other duties as may be prescribed from time to time by the Board of Directors.**

**Section 5. The Secretary will keep minutes of all meetings of the Board of Directors and of members, will be the custodian of the corporate records, will give all notices as required by law or by these By-Laws, and generally, will perform all duties instant to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.**

**Section 6. The Treasurer will have charge and custody of all funds of this corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transactions, will render reports and accounting to the Board of Directors and to the members as required by the Board of Directors or members or by law, and will**

**perform in general all duties instant to the office of treasurer, such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.**

**Section 7. The Commissioner will have charge of the competitive program, reporting back to the Board of Directors any business that has transacted at those meetings.**

**Section 8. Any officer elected or appointed to office may be removed by the persons authorized under these By-Laws to elect or appoint such officers whenever in their judgment the best interest of the corporation will be served. However, such removal will be without prejudice to any contract rights of the officer so removed.**

#### **Article VI – Informal Action**

**Section 1. Whatever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation of this corporation, or by these By-Laws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must in the case of a special meeting of members, specify the general nature of the business to be transacted.**

**Section 2. Any action required by law or under the Articles of Incorporation of this corporation, or by these By-Laws, or any action which otherwise may be taken at a meeting of either the members or Board of Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken is signed by all persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the corporation.**

#### **Article VIII – Operations**

**Section 1. The fiscal year of this corporation will begin July 1<sup>st</sup> of each year and end on the last day of June of the following year.**

**Section 2. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation will be signed by the treasurer. Contracts, leases or other instruments executed in the name of or on behalf of the corporation will be signed by the secretary and countersigned by the president and will have attached copies of the**

**resolutions of the Board of Directors certified by the secretary authorizing their execution.**

**Section 3. This corporation will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its members, Board of Directors, and committees. The corporation will keep at its principle place of business a membership register giving the names, addresses and showing classes and other details of the membership of each, and the original or copy of its By-laws, including amendments to date certified by the secretary of the corporation.**

**Section 4. All Books and records of this corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time on written demand under oath stating such purpose.**

**Section 5. This corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this corporation will be distributed to its members, directors or officers. However, the corporation may pay compensation in a reasonable amount to members, officers or directors for services rendered.**

**Section 6. The corporation will make no loans to any of its directors or officers.**

**Section 7. No member or incorporator of this corporation may have any vested right, interest or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his membership ceases, or while he is not in good standing. Expelled members shall have no rights to assets of the corporation. On dissolution of assets of the corporation remaining after payment or discharge of all liabilities of the corporation; the return, transfer, or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes shall be distributed by the board of Directors.**

**Section 8. The directors of this corporation may authorize secured transactions or other dispositions of corporate assets without approval by the members.**

#### **Article IX – Amendments**

**Section 1. The power to alter, amend or repeal the Articles of Incorporation of this corporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the directors.**

**Section 2. The power to alter, amend or repeal these By-Laws or to adopt new By-Laws insofar as it is allowed by law is vested in the Board of directors.**

**Adoption of By-Laws adopted by the Board of directors by resolution and vote of ten for and none against on Wednesday, September 5, 2001 at Garden Grove Elementary School Media Center.**

**Directors Approving: J.P. Powell, George Butz, Jeannie LoCascio, John Marchetti, Tara Messieh, Mary Turley, David Turley, Jeanne Miller, Jeff Shaske, Lisa Weeks**

**Directors Dissenting: None**