

# **PINELLAS PARK YOUTH SOCCER ASSOCIATION**



## **BY-LAWS OF PINELLAS PARK YOUTH SOCCER ASSOCIATION**

### **ARTICLE I**

#### **NAME AND LOCATION OF CORPORATION**

The name of this corporation is PINELLAS PARK YOUTH SOCCER ASSOCIATION, INC. Its principal mailing address is P.O. Box 2094, Pinellas Park, FL 33780, with field location at 40<sup>th</sup> Street and 60<sup>th</sup> Avenue North, Pinellas Park Florida.

### **ARTICLE II**

#### **PURPOSE**

The purpose of this Corporation is as stated in the Articles of Incorporation.

### **ARTICLE III**

#### **POLICY**

**Section 1.** The purpose shall be advanced by adherence to the policies of the Corporation which are:

1. To provide, within the city of Pinellas Park, Florida, and its surrounding communities, on a non-profit basis, recreational and competitive activities and facilities to and for the use of persons, regardless of residence, interested in the playing in soccer in an amateur league.
2. The policies, purposes and intent herein above stated shall be adhered to, to the extent not inconsistent with the maintaining sufficient financial resources to provide for the continued existence of the Corporation and the effective pursuit of its purposes.

### **ARTICLE IV**

#### **MEMBERSHIP**

Membership in the Corporation shall, at all times, be limited to individuals eighteen (18) years of age and older who have registered in writing to participate in the operation whether as coaches or in any other capacity, in the Pinellas Park Youth Soccer Association, Inc.

In the event that a member of the Corporation ceases to participate in the Pinellas Park Youth Soccer Association, Inc., then, in that event, shall constitute automatic resignation as a member and director of the Corporation.

To remain a member of the Corporation, a member must maintain team spirit and sportsmanship by upholding the FIFA Laws of the Games, FYSA, GYSA, USA, PPYSA By-Laws, and any organizations affiliated with, while sustaining the best interest of PPYSA, the Corporation, its players, its members, its officers and board of directors and its community. If a member does not meet the expectations of the PPYSA board of Directors then this said member may be removed by the board of directors or a quorum of the members of the Corporation. Said removal must be based upon sufficient cause deemed by the board of directors.

Players:

To remain a player of the Corporation, a player must maintain team spirit and sportsmanship by upholding the FIFA Laws of the Game, FYSA, GYSA, USA, PPYSA By-Laws, and any organizations affiliated with, while sustaining the best interest of PPYSA, the Corporation, its players, its members, its officers and board of directors and its community. If a player does not meet the expectations of the PPYSA board of Directors then this said player may be removed by the board of directors or a quorum of the members of the Corporation. Said removal must be based upon sufficient cause deemed by the board of directors. A player may be removed, suspended, or placed on probation when the board of directors deems it necessary due to behavior unbecoming to team or PPYSA spirit or sportsmanship.

## ARTICLE V

- Section 1**      **Place of Meetings** – Meetings of the membership shall be held at the principle office or place of business of the Corporation or at such other suitable place convenient to the membership as may be designated by the board of directors.
- Section 2**      **Annual Meetings** – The annual meeting of the members of the Corporation shall be held on or before the end of March, of each year.
- Section 3**      **Notice of Meetings** – It shall be the duty of the President to provide notice of each annual meeting, stating the time and place where it is to be held, to each member or affiliated member of record, at least ten (10) days prior to such meeting.
- Section 4**      **Quorum** – Except as otherwise provided by statue, the Articles of Incorporation, or these By-laws, the presence at any meeting of the members, a majority of the membership entitled to vote, shall constitute a quorum.
- Section 5**      **Adjourned Meetings** – If any meeting of the membership cannot be organized because of a quorum is not present, the members who are present may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.
- Section 6**      **Voting** – At every meeting of the membership, each present shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present shall decide any question brought before such meeting, unless the question is one upon, which by law, the Articles of Incorporation, or these By-laws, a different vote is required, in which case such provision shall control or govern.
- Section 7**      **Proxies** – Proxy voting is allowed. An individual shall not carry more than two proxies.

**Section 8**      **Contracts** – The Executive Committee shall only decide on contracts to enter into with individuals or businesses on behalf of the Corporation. The Director of Coaching shall recommend the Director of Youth Development and trainers to be signed to one year contracts.

**Section 9**      **Order of Business** – The order of business at all meetings of the membership shall be as follows:

1. Roll call
2. Proof of Notice of meeting or waiver of notice
3. Minutes from previous meeting provided
4. Report of Officers
5. Report of Committees
6. Election of Directors (as necessary)
7. Unfinished Business
8. New Business

## ARTLICLE VI

### BOARD OF DIRECTORS

**Section 1**      **Member and Qualifications** – The affairs of the Corporation shall be governed by a board of directors composed of no more than eleven (11) directors which consist of the offices of President/Commissioner, Vice-President/Director of Coaching, Secretary, and Treasurer, which makes up the Executive Committee. Directors shall be elected by the members of the Corporation from the membership. The Executive Committee is elected by the Board of Directors each year. No nonmember of the Corporation may sit as a director.

**Section 2**      **Governing Powers** – The board of directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts as are not by law or by the Articles of Incorporation or by these By-laws directed to be exercised and done by the members.

**Section 3**      **Election and term of Office** – The term of the initial directors named in the Articles of Incorporation shall expire when their successors have been elected and duly qualified. Successor directors shall be elected for term of one year in the manner as follows:

Not less than thirty (30) days prior to the annual meeting of the members of the Corporation, members of the Corporation may present to the President or selected directors' nominees for election to the board of directors. The board of directors may also nominate person for election to the board of directors. The board of directors shall present the nominees for election at the annual meeting of the members of the present nominees for election at the annual meeting of the members of the Corporation. Each member receiving a plurality of votes cast at the annual meeting of the members of the Corporation shall be declared elected but shall not exceed eleven (11) directors. The elected directors shall not take office until the first regular meeting after the annual meeting not to occur before April 1<sup>st</sup>. The Executive Committee shall be decided at this meeting.

**Section 4**      **Vacancies** – A vacancy occurring in the board of directors shall be filled in the following manner:

The majority of the remaining directors, although less than a quorum of the board of directors, shall nominate and elect a successor director to fill the vacancy. A director elected to fill a vacancy shall be elected for the un-expired term of his predecessor in office.

- Section 5**     **Removal of Directors** – The board of directors may request the resignation of any member of the board of directors, or may remove any member of the board of directors, whenever in the judgment the best interests of the Corporation would be served thereby. At the discretion of the board of directors, three successive, unexcused absences may be regarded as cause for requesting resignation of a member of the board of directors, or removing such member. Removal of any member of the board of directors shall require a vote of not less than two-thirds of the total membership of the board of directors and shall not take effect until approved by majority vote of the members of the Corporation. In addition, the members of the Corporation may remove any member of the board of directors by a vote on not less than two-thirds of the total membership of the Corporation.
- Section 6**     **Compensation** – No compensation shall be paid to the directors for their services or for their services in any other capacity or any other contractual arrangement whatsoever. Directors may be reimbursed for expenses incurred by them in the running of the Corporation. The Director of Coaching and Director of Youth Development are the only Directors entitled to compensation for duties performed. These contractual obligations are decided by the Executive Committee. Trainers of teams may be compensated for duties being performed. This compensation shall be commiserated by the members of the teams they are training. No board of directors can hold the position of paid trainer in the Corporation; this is set forth to avoid a conflict of interest.
- Section 7**     **Annual Meeting** – Except as otherwise provided by law, a meeting of the board of directors for the purpose of election of officers and the consideration of any other business that may be properly brought before it shall be held immediately after the annual meeting of the members, at such place as the board may from time to time determine and no notice of such meeting shall be necessary.
- Section 8**     **Regular Meetings** – Regular meetings of the board of directors may be held at such time and place shall be determined, from time to time, by a majority of the directors, but at least four (4) such meetings shall be held during a fiscal year. Notice of regular meetings of the board of directors shall be given to each director at least three (3) days prior to the day named for such meeting.
- Section 9**     **Waiver of Notice** – Before or at any meeting of the board of directors, any director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a director at any meeting of the board of directors shall be a waiver of notice by him/her of the time and place thereof. If all the directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law any lawful action of the board of directors may be taken without a meeting if written consent to action is signed by all the directors and filed with minutes of the board.
- Section 10**    **Special Meetings** – Special meetings of the board of directors may be called by the President on three (3) days notice to each director, which notice shall state the time, place, and purpose of the meeting. Special meetings of the board of directors shall be called by the President in like manner and on like notice on the written request of at least four (4) directors.

**Section 11** **Quorum** – At all meetings of the board of directors, a majority of the directors shall constitute a quorum for the transaction of business, and the acts of the majority of the directors present at a meeting at which the quorum is present shall be acts of the board of directors except where the large number is required by law, Articles of Incorporation or these By-laws. If, at any meeting of the board of directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have transacted at the meeting as originally called may be transacted without further notice.

## ARTICLE VII

### OFFICERS

**Section 1** **Designation** – The principal officers of the Corporation shall be a President/Commissioner, one or more Vice-President, Secretary, a Treasurer, all of whom are elected by the board of directors. The Director of Coaching shall hold the position of Vice-President by default. If there is no Director of Coaching then said position is filled by election by the board of directors. The directors may appoint an Assistant-Secretary and Assistant-Treasurer, and such other officers as in their judgment may be necessary.

**Section 2** **Election of Officers** – The initial officers of the Corporation shall be elected by the board of directors at its first meeting and thereafter officers shall be elected at the board of directors annual meeting, and unless sooner removed by the board, and with the exception of election of initial officers, shall serve for a term of one year and until their successors are elected and shall qualify. Any vacancies occurring in offices shall be filled by the board of directors, from time to time. The board of directors shall appoint such temporary acting officers as may be necessary during the temporary absence or disability of regular officers. The Executive Committee shall appoint the Director of Coaching for the Corporation.

**Section 3** **Removal** – Upon an affirmative vote or a majority of the members of the board of directors, any officer may be removed, with cause, and his/her successor elected at any regular meeting of the board of directors or at any special meeting called for such purpose.

**Section 4** **President/Commissioner** – The President/Commissioner shall be the chief executive officer of the Corporation. He/she shall preside at all meetings of the membership and of the board of directors. He/she shall have all the general powers and duties which are usually vested in the office of president of a Corporation, including the power to appoint committees as in his/her discretion may deem appropriate to assist in the conduct of the Corporation.

**Section 5** **Vice-President/Director of Coaching** – There shall be one or more Vice-Presidents as the board of directors shall from time to time determine. In the absence or disability of the President, the Vice-President next in order shall perform the duties and exercise the powers of the President, The Vice-President shall perform such other duties as shall be prescribed by the board of directors. If the Director of Coaching holds the position of Vice-President, then in the event of absence or disability of the President, the Treasurer shall perform the duties and exercise the powers of the President.

**Section 6** **Treasurer** – The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the board of directors. He/she shall disburse the funds of the Corporation as may be ordered by the Executive

Committee, taking proper vouchers for such disbursements, and shall render an account of all his/her transactions as treasurer of the financial condition of the Corporation to the Executive Committee whenever called upon to do so.

**Section 7**     **Director of Coaching (DOC)** – The Director of Coaching shall be the Vice-President of the Corporation. The Director of Coaching shall recommend the position of Director of Youth Development to the Executive Board. The Director of Coaching is responsible to oversee the coaches of the recreational and competitive youth program of the Corporation, with the assistance from Director of Youth Development. The Director of Coaching shall be the liaison to any affiliated men’s teams of the Corporation. The Director of Coaching shall set up classes and training sessions for coaches. The Director of Coaching shall appoint coaches/trainers for the recreational and competitive program with mutual approval of the Executive Committee.

**Section 8**     **Secretary** – The secretary shall keep the minutes of all meetings as the board of directors may provide. He/she shall perform the duties and functions customarily performed by the secretary of a Corporation together with such duties as the board of directors may prescribe.

## ARTICLE VIII

### AMENDMENTS

These By-laws may be altered, amended, or repealed and new by-laws may be adopted by a two-thirds voted of the board of directors at any regular meeting or any special meeting called for that purpose.

## ARTICLE IX

### CORPORATE SEAL

The board of directors shall provide a suitable corporate seal containing the name of the Corporation, which seal shall be charge of the secretary. If so directed by the board of directors, a duplicate of the seal may be kept and used by the treasurer.

## ARTICLE X

### FISCAL MANAGEMENT

**Section 1**     **Fiscal Year** – The fiscal year of the Corporation shall begin on the first day of April of every year, except that the first fiscal year of the Corporation herein established shall begin at the date of Incorporation. The commencement date of the fiscal year herein established shall be subject to change by the board of directors.

**Section 2**     **Books and Accounts** – Books and accounts of the Corporation shall be kept under the direction of the treasurer of the Corporation.

**Section 3**     **Audit and Reporting** – At the close of each fiscal year the books and records of the Corporation shall be audited by an outside source. The President of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet statement or operations for the preceding fiscal year which shall be submitted at the first regularly scheduled meeting after the annual meeting not to occur before April 1<sup>st</sup>.

**Section 4**     **Execution of Corporate Documents** – With the prior authorization of the board of directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or Vice-President and be attended by the treasurer.

**Section 5**      **Indemnity** – Each officer, director, or employer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him/her in connection with any action, suit, or proceeding to which he/she may be made a party by reason of his/her being, or having been an officer, a director, or employee of the Corporation, except in relation to matters as to which he/she shall be finally adjudged in such action, suit, or proceedings to have been derelict in the performance of his/her duty as officer, or director, or employee.

I, Timothy Smith, President of Pinellas Park Youth Soccer Association, Inc., hereby certify the foregoing By-laws of Pinellas Park Youth Soccer association, Inc. were duly adopted by the board of directors of Pinellas Park Youth Soccer Association, Inc. at a regular board meeting held on \_\_13<sup>th</sup>\_\_ day of \_\_\_\_April\_\_\_\_, 2006 at the \_\_\_\_Pinellas Park Soccer Complex 40<sup>th</sup> Street and 60<sup>th</sup> Avenue North, Pinellas Park Florida.\_\_\_\_\_

Certified this \_\_\_\_15\_\_\_\_\_ day of \_\_\_\_April\_\_\_\_\_, 2005 by \_\_\_\_Diana Robertson \_\_\_\_\_