

ROYAL PALM BEACH SOCCER, INC.
“Soccer for the kids”

BYLAWS
OF
ROYAL PALM BEACH SOCCER, INC

1. ASSOCIATION IDENTIFICATION AND AFFILIATION

1.01 INTRODUCTION

Royal Palm Beach Soccer, In. is hereby identified as “Royal Palm Beach Soccer” or “RPBSI” for the purpose of these Bylaws and in the daily conduct of its business.

1.02 ORGANIZATION IDENTIFICATION

Royal Palm Beach Soccer, Inc. is hereby identified as “Royal Palm Beach Soccer” or “RPBSI” for the purpose of these Bylaws and in the daily conduct of its business.

1.03 PRINCIPAL OFFICE

The principal office of the corporation shall be at: 1128 Royal Palm Beach Blvd, #209, Royal Palm Beach, Florida, 33411.

1.04 PURPOSES

The purposes for which this organization is formed are:

1. To provide a quality and recreational and competitive youth soccer program in the Royal Palm Beach area.
- 2 . To do what is necessary and proper for the accomplishment of the purposes set forth in the statement of principle set for by the founders.
3. The purpose for which this corporation is organized is exclusively within the provisions of 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of an future United States Internal Revenue law. Notwithstanding any provision hereinafter set forth, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income taxes pursuant to 501(c)(3) of any future United Sates Revenue law.

1.05 INSIGNIA, COLORS, BADGES, AND FLAGS

RPBSI Board of Directors may adopt insignia, colors, badges, and flags for the organization as it deems necessary.

1.06 STATE AFFILIATION

RPBSI shall be an affiliate of and comply with the authority, rules and guidelines of Florida Youth Soccer Association (“FYSA”), and any and all rules and guidelines mandated through FYSA’s national affiliation with the United States Soccer Federation (“USSF”) and its youth division United States Youth Soccer Association (“YSAYSA”). This affiliation is predicated upon shared goals and objectives leading to the advancement of youth soccer in all its forms throughout the United States.

In the event that the Board of Directors deems it necessary, the organization may affiliate under other local, state, or national soccer organizations and comply with the authority, rules and guidelines of such. RPBSI may be an affiliate of only one organization at any given time.

1.07 RULES OF PLAY

Rules of play shall be Federation Internationale de Football Association (“FIFA”) “Laws of the Game”, except as modified by FYSA and RPBSI, including any future special provisions.

1.08 PLAYER/COACH VOLUNTEER DATA

Player, coach, and volunteer data are the property of RPBSI. The sole purpose of this information is to assist RPBSI in accomplishing its goals and objectives leading to the advancement of youth soccer, and is not for personal gain.

2. ADMINISTRATION, ORGANIZATION, AND OFFICERS

2.01. THE ORGANIZATION AND ADMINISTRATION OF RPBSI

RPBSI is an incorporated, non-profit organization in the State of Florida, and shall be governed by its Articles of Incorporation, Bylaws, and Rules and Regulations as may be adopted or amended from time to time, under the leadership of a Board of Directors (“BOD”) pursuant to the laws of the State of Florida and the United States.

2.02 ADMINISTRATIVE AUTHORITY

The administrative authority to represent and conduct the business of RPBSI is vested in the BOD. The BOD is responsible for implementation of the policies and procedures, and shall delegate to its Officers and Soccer Board the day to day management of the recreational and competitive league.

2.03 OFFICERS AND DIRECTORS

The administrative organization of RPBSI shall be identified as that of a Board of Directors. RPBSI will have three (3) Directors and each Director shall be an officer. After the initial appointment of the BOD members, all subsequent Directors (Officers) shall be elected by a vote of the members of the organization at the Annual General Meeting (“AGM”) at such time and place as set forth in these Bylaws. The AGM shall be held for the purpose of electing the members (Officers) of the BOD as well as for conducting such other business that may come before the meeting.

In addition to the BOD, a Soccer Board (SB) shall be appointed by the BOD and shall consist of six (6) members. The SB shall consist of a Registrar, Concession Coordinator, Uniform Coordinator, Coaching Coordinator, Secretary/Committee Coordinator, and Picture Coordinator.

These nine (9) members (BOD and SB combined) shall be designated the “Council”.

3. DIRECTORS, TERMS OF OFFICE, AND AUTHORITY

3.01 DIRECTORS AND OFFICERS

The BOD shall be established and composed of the following officers: President, Secretary, and Treasurer. The terms of office for members (Officers) of the BOD are staggered to assure continuity. Directors (Officers) elected at the AGM assume the position and responsibilities at the close of business of this meeting. Directors (Officers) may not hold more than one office position to which they have been duly elected simultaneously. However, a Director (Officer) may assume the responsibilities of a vacant office until it is filled.

3.02 QUALIFICATIONS

Directors/Officers and Soccer Board members must be of the age of majority in the State of Florida, and further must have been associated with RPBSI in the capacity of a Coach, Assistant Coach, Team Manager, Team Mom, Committee Head, or other key volunteer position for a period of at least twelve (12) months prior to being nominated as a Director/Officer or to the Soccer Board. Additionally, to be eligible to run for a Board of Director/Officer position, he/she must have a child in the program, and additionally must

have attended a minimum of eight (8) Board meetings within the last twelve (12) months. No Director/Officer or Soccer Board member may be nominated or serve in office if they currently serve as Officer, Director, Board Member, or Coach of any other soccer organization.

3.03 TERM OF OFFICE

1. President

The term of office shall be for two (2) years. Election will be held on the “odd” years of the AGM. The President may not serve more than two (2) consecutive terms, unless by vote of the “Council”. After the initial term is completed, the first election for this position shall be held during the year 2001. Initially this position will be filled by appointment.

2. Secretary

The term of office shall be for two (2) years. Election will be held on the “even” years at the AGM. The Secretary may not serve more than two (2) consecutive terms unless by a majority vote of the “Council”. After the initial term is completed, the first election for this position shall be held during the year 2002. Initially, this position will be filled by appointment.

3. Treasurer

The term of office shall be for two (2) years. Election will be held on the “odd” years at the AGM. The Treasurer may not serve more than two (2) consecutive terms unless by a majority vote of the “Council”. After the initial term is completed, the first election for this position shall be held during the year 2001. Initially, this position will be filled by appointment.

4. Soccer Board

The appointment to the Soccer Board shall be for a period of one (1) year and by a majority vote of the BOD. Initially, the Soccer Board will be appointed by the BOD. New appointments shall be made at the initial AGM and shall continue with each new AGM. Appointees may be made anytime during the year to fill a vacancy so long as the BOD agrees by majority vote on the appointment.

3.04. ELECTIONS

The Board of Directors shall be elected at the AGM by a majority vote of the general membership. The Nominating Committee shall consist of every member of the

“Council” and is charged with presenting the proposed slate of Directors/Officers and Soccer Board members, and coordinating the election procedures at the AGM. The specific procedures are further enumerated within the Rules as may be adopted or amended from time to time.

3.05. COMPENSATION

Directors/Officers and Soccer Board members shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. All registration fees for Directors/Officers, Soccer Board members, and Division Directors shall be waived and considered reasonable advancements. Registration fees shall be at one half of the stated amount for Coaches and shall be considered reasonable advancement.

3.06. NON-LIABILITY OF DIRECTORS/OFFICERS AND SOCCER BOARD MEMBERS

The Directors/Officers and Soccer Board members shall not be personally liable for the debts, liabilities, or other obligations of this corporation.

3.07. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the BOD may adopt a resolution authorizing the purchase and maintenance of insurance, to the extent that same may be available, on behalf of any agent of the corporation (including, but not limited to, Directors/Officers of the corporation) against liabilities asserted against or incurred by the agent in such capacity, or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

4. DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The duties and responsibilities of each member of the BOD shall include, but not be limited to:

- (a) interpret and enforce the RPBSI Articles of Incorporation, Bylaws, and Rules, as may be adopted from time to time;
- (b) reprimand, suspend, bar completely, or otherwise discipline any player, coach, assistant coach, team manager, parent, or spectator for violation of the RPBSI Articles of Incorporation, Bylaws, Rules, or Code of Ethics, as may be adopted or amended from time to time;

- (c) approve or disapprove any and all applications submitted by any player, coach, assistant coach, team manager, or other volunteer;
- (d) budget for and administer the funds of RPBSI within the established Rules, as may be amended from time to time;
- (e) review, approve, and require amendments to the Articles of Incorporation, Bylaws, and rules, as may be adopted or amended from time to time to assure conformity to and with RPBSI and the Local, State or National Affiliate requirements;
- (f) Adopt temporary Rules for circumstances not provided for by the existing Rules, as may have been adopted or amended from time to time, and to address those issues deemed necessary and desirable in serving the best interest of RPBSI.

5. ABSENCE/REMOVAL OF DIRECTORS/OFFICERS/SOCCER BOARD MEMBERS

5.1. ABSENCE OF THE PRESIDENT

In the event of the absence of the President as the presiding officer at any meeting, the Secretary shall assume the duties of the President.

5.2. ADVERSE CONDUCT OF DIRECTORS/OFFICERS/SOCCER BOARD MEMBERS

The Directors/Officers and Soccer Board members shall adhere to the highest level of moral and personal conduct both in the performance of their duties and/or in any actions which reflect upon or represent RPBSI. Allegations of misconduct shall be submitted to the Disciplinary Committee for investigation. Upon completion of the investigation, the Disciplinary Committee will submit its findings and recommendations to the Council for action pursuant to Bylaw 5.3.

5.3. IMPEACHMENT/RESIGNATION/VACANCIES/EXPULSIONS/REMOVAL

Any Director/Officer or Soccer Board member of this organization may resign from their position or from the organization upon their own initiative or upon written request from the Council. The resignation must be in writing and presented to either the President, the Secretary, or the Treasurer. The resignation will be effective immediately, and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring by resignation, or otherwise, from the BOD shall be filled by appointment by the remaining Directors until the next Regular Meeting.

At the next Regular Meeting, the President may appoint a replacement Director to serve out the unexpired term of the predecessor if the remaining term is less than one year. An election will be held at this Regular Meeting to elect a replacement Director if the unexpired remaining term is more than one year.

Any Director may be removed from office, disciplined, or expelled from this organization in the manner as described herein. In the case of a Director of RPBSI, this shall be the only procedure permitted for removal or suspension from office, or imposition of any kind of sanction relating to their position as a Director, and any rule conflicting with this section shall be null and void to the extent of the conflict.

Nothing contained herein shall prohibit normal discipline of any Director in their capacity of coach, player, spectator or referee, except that any such discipline imposed in their capacity as player, coach, spectator, or referee shall not affect their ability to participate as a Director.

The procedures are as follows:

- (a) A Regular or special Meeting must be held for the express purpose of removing/expelling/impeaching any Director for conduct unbecoming or prejudicial to the aims and/or purposes of this organization.
- (b) Notice of any such Regular or Special Meeting at which such an item shall be on the agenda must be sent by mail or courier service, not less than ten (10) days prior to the date set for such meeting. Certificates of mailing/shipping shall be obtained by the person mailing/shipping the notices, and such evidence shall be made available for inspection by any member of the Council. This notice shall contain all of the charges of misconduct lodged against the person charged.
- (c) Any decision rendered by the Council at any meeting under this section must be by a majority vote of the members of the Council that are present for the meeting. No votes by proxy will be allowed.
- (d) If the President is impeached, resigns, or otherwise becomes unable to perform his/her duties on a permanent basis, then the temporary right of succession shall be as provided in Bylaw 5.1, and the successor will serve until the next Regular Meeting when an election shall be held to elect a new President to serve until the next AGM.
- (e) Any other Director who is impeached, resigns, or otherwise becomes unable to perform his/her duties on a permanent basis shall be replaced by an election at the next Regular Meeting of the organization.
- (f) At any meeting under this section, the accused member shall be permitted to present such evidence and witnesses in defense of the charges as they deem

appropriate, and shall have the right to be present during any proceedings except deliberations.

(g) At any meeting under this section, the punishment imposed may be any sanction, up to and including removal from office.

(h) Any Director who for sufficient cause shall be removed from office, shall immediately vacate that office.

6. MEETINGS

6.01. Meetings

RPBSI shall hold such meetings as are necessary to the timely conduct of its business at all levels of the organizations activities in support of the advancement of youth soccer.

6.02. ANNUAL GENERAL MEETING

RPBSI shall convene an Annual General Meeting for the purpose of an annual report on the status of the activities of the organization, election of Directors and Soccer Board Members, and such other agenda items determined necessary to the conduct of its business and according to the following:

(a) After the initial Directors are appointed, the President, with the concurrence of the BOD, shall call for an Annual General Meeting to be held no later than August 31st of each year, with the first such meeting being held in the year 2001.

(b) Notification of the time and place of the meeting shall be provided by the Secretary to the Directors and Soccer Board at least thirty (30) days prior to the scheduled date of the AGM. The Secretary shall also publish the time and place of the meeting in the local news publications at least thirty (30) days prior to the scheduled meeting of the AGM so as to notify the general membership. Other alternatives or publication may be used to announce the AGM.

(c) Procedures for casting votes are set forth in Section 7.2.

(d) The order of business for the AGM shall provide for such reports and general business as determined necessary to the conduct of business.

(e) Parliamentary conduct of the AGM shall be as outlined in Roberts Rules of Order.

6.04. REGULAR MEETINGS

The BOD and Soccer Board shall meet a minimum of nine (9) times per year. One of these meetings will be the AGM. The date, time, and place of the Regular Meetings will be determined and published on an annual basis. Said publication of the information for the Regular Meetings will be distributed to each member of the BOD and the Soccer Board and the general membership in writing at the AGM. This publication, once distributed, shall constitute notice of the meetings under the Bylaws to all Directors and the Soccer Board and the general membership of the Regular Meetings, and no further notice shall be required, although notice may be given. Voting by proxy is permitted as outlined in the Bylaws.

Parliamentary conduct of all Regular Meetings shall be as outlined in Robert's Rules of Order

6.04 SPECIAL MEETINGS OF THE BOD

Special Meetings of the BOD may be called by the President or any two (2) Directors. The person or persons authorized to call a Special Meeting of the BOD shall choose and designate a place and time for the meeting within what is considered the Royal Palm Beach area.

6.06. NOTICE FOR GENERAL SPECIAL MEETINGS

Notice for general Special Meetings may be either oral or written, and must be delivered to each Director or Soccer Board member not less than seven (7) calendar days before the date of the meeting. Such notice must state the place, day, and hour of any Special Meeting of the Council along with the matters proposed to be acted upon. Said notice may be delivered personally, by facsimile, or by first class mail at the direction of the President, secretary, or the Directors calling the meeting. The general membership shall be notified by the Secretary who shall publish the time, date, and place of the Special Meeting in local news publications and/or announcement boards. No other notification shall be sent out. Voting by proxy is permitted in accordance with Bylaw 7.2.

Parliamentary conduct of all General Special Meetings shall be as outlined in Robert's Rules of order.

6.07 WAIVER OF NOTICE

Attendance of a Director or Soccer Board member at any meeting of the Council will constitute a waiver of notice of such meeting, except where such Director or Soccer Board member attends a meeting for the express purpose of objecting at the beginning of the

meeting to the transaction of any business because the meeting was not lawfully called or convened.

6.08 QUORUM

A majority of the Council shall constitute a quorum for the transaction of business at any meeting of the Council. The act of a majority of the Council present at a meeting at which a quorum is present will be the act of the Council, unless a greater number required under the Articles of Incorporation or any provision of these Bylaws. A quorum must be present at the beginning and throughout a meeting for business to be conducted. Proxies shall be counted to constitute a quorum. As a point of order, should it be noted that a quorum no longer exists, the meeting may be recessed in order to obtain a quorum. If a quorum cannot be re-established, the meeting shall be adjourned.

6.09 PRESUMPTION OF ASSENT

A Director or Soccer Board member of RPBSI who is present at a meeting of the Council at which action on any RPBSI matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right of dissent shall not apply to any Council member who was not present at the meeting who voted by proxy, or to any Council member who voted in favor of such action.

7. VOTING PROCEDURES

7.1. DIRECTORS AND SOCCER BOARD

The Council members shall each have one (1) vote except that the President may, only at his/her discretion, cast a vote to resolve a tie. Past Presidents shall be entitled to all the privileges of the Council, including the right to make and second motions, but excluding the right to vote.

7.2 VOTING METHODS

Votes cast by one process may not be duplicated in any other process. Directors and Soccer Board members and the general membership shall cast their votes in any one of the following methods;

- (a) The voter may be present and cast their vote at any meeting.
- (b) The voter may vote via written notarized proxy submitted to the Secretary.

- (c) The voter may file his/her vote in writing, with directions, with the Secretary of RPBSI who shall cast the ballot as directed and signed by the voter.

8. CORPORATE RECORDS, REPORTS, SEALS

8.1 CORPORATE RECORDS

The corporation shall:

- (a) keep minutes of all meetings of the BOD and/or Council, indicating the time and place said meeting was held, whether such was a Regular or Special Meeting, how called, the notice given, if any, the names of those present, and the proceedings thereof;
- (b) keep adequate and correct books and records of accounts, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) keep a copy of the corporation's Articles of Incorporation, Bylaws, Rules and Regulations, as may be adopted or amended from time to time, and financial records available for inspection by any member of this organization, for proper purpose, at any reasonable time, upon written request, under oath, stating such purpose. Any inspection under this provision shall include the right to copy and make extracts at their own expense.

8.2 REPORTS

Not later than three (3) months after the close of the fiscal year, the BOD will cause to be prepared an annual report showing the financial condition of the corporation at the close of the fiscal year, along with a profit and loss statement showing the results of the operations of the corporation during the fiscal year. In addition, the BOD will authorize and cause to be prepared, within the time limits set by law, any annual or periodic report required under the law to be prepared and delivered to the State and Federal government.

8.3 SEAL

The BOD may adopt, use, and alter a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

9. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

9.1 EXECUTION OF INSTRUMENTS

The BOD, except as otherwise provided within these Bylaws or the Rules and Regulations, as may be adopted or amended from time to time, may by majority vote of the BOD at which a quorum is present, authorize any Director, or agent of the corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Director, agent, or employee of the corporation shall have any power or authority to bind the corporation by any contract or engagement, or pledge its credit, or render it liable monetarily for any purpose or in any amount.

9.2 CHECKS

Except as otherwise specifically determined by the resolution of the BOD, or as otherwise required by law, checks, drafts, or orders for payment of money shall be signed by any two (2) members of the BOD.

9.3 DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as directed by the BOD.

9.4 GIFTS

The BOD may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purpose of this corporation.

10. COMMITTEES

10.1 ESTABLISHING COMMITTEES

The Council may establish any committees deemed necessary to conduct the business of RPBSI as directed by the Council. The Council shall appoint a Chairperson to each committee established. The Council shall also act as the Disciplinary Committee in matters that involve violations of the Bylaws, Rules and Regulations, or Code of Ethics as may be adopted or amended from time to time, by any player, coach, assistant coach, team manager, or spectator.

10.2 TERM

The term of any committee formed will be for one (1) year, ending at the AGM. Any Special Committees shall serve for a specific period of time as determined by the BOD.

11. SPECIAL PROVISIONS AND AUTHORITY

11.1 PROGRAMS AND SERVICES

The BOD has the authority to establish the necessary programs, services, and procedures to provide for the purposes of this organization. Specific programs, services, and procedures are enumerated within the Rules, as may be adopted from time to time.

12. PROTESTS, HEARINGS, APPEALS, AND DISCIPLINE

12.1 AUTHORITY

The BOD, in keeping with the Rules of FYSA and RPBSI, as may be adopted or amended from time to time, has the responsibility of establishing such Rules as are deemed necessary to assure that there is a process of Protest and Appeal concerning actions determined to be contrary to the Rules of FYSA and RPBSI, as may be adopted or amended from time to time.

12.2 INTENT

The intent of this policy is to insure that any athlete, coach, trainer, manager, administrator, or other official affiliated with RPBSI shall have the opportunity to protest actions and appeal decisions affecting their status or ability to participate in soccer. Red Card/sending off offenses with subsequent disciplinary action and referee judgment calls shall not be cause for protest and/or appeal,

12.3 RESOLUTION AND TIMELY DISPOSITION

RPBSI shall establish specific procedures for any formal submission and processing of protests and appeals and these shall be enumerated within the Rules, as may be adopted or amended from time to time. RPBSI shall also establish guidelines for resolution and timely disposition of protests and appeals. Reviewing authorities shall resolve issues in a fair, timely, and impartial manner. Any member of the Council that is deemed by a majority of the Council present at a disciplinary hearing, as having a conflict of interest in a disciplinary matter, will be excused from participating in the capacity of a Council member, but may be present, and shall not be allowed to vote on any discipline, sanction, or other action taken by the Council. RPBSI Council members, when necessary and in accordance with the Rules, as may be adopted or amended from time to time, shall expeditiously address and attempt to resolve all protests and appeals as part of the primary responsibility of their office.

12.4 PROCEDURE FOR RESOLUTION AND TIMELY DISPOSITION

The BOD, by majority vote, may suspend, bar completely, or otherwise discipline any player, coach, assistant coach, team manager, parent, or spectator for violation(s) of these Bylaws, Rules and Regulations, or Code of Ethics. Upon taking such action, the offending party shall be notified in writing, by regular mail or delivery, within seventy-two (72) hours of such action. The notice shall contain a statement of the violation, the action taken, and the appeal/protest procedure set forth below. The notice shall go to the address reflected in the corporation records.

The disciplined party shall have the right to appeal/protest the decision of the BOD. A suspension or bar shall not be stayed or lifted while the appeal/protest is in process.

The disciplined party may appeal by written notice to the BOD within seven (7) days of the notice of discipline. The BOD shall call a Special Meeting of the Council within seven (7) days of receipt of a notice of appeal/protest. At the Special Meeting, the disciplined party may present oral or written statements, and the oral or written statements of any other person or persons. The BOD may submit to the Council the oral or written statements of any person or persons. A two-thirds (2/3) vote of the Council present is required to uphold the discipline of the BOD, or to impose a lesser or greater discipline or a combination of penalties.

13. AMENDMENTS

13.1 ARTICLES OF INCORPORATION AND BYLAWS

The Articles of Incorporation and the Bylaws may be amended, modified, corrected, or repealed by a majority vote of the membership at a meeting called for that purpose.

13.2 RULES AND REGULATIONS

The Rules and Regulations, as may be adopted, may be amended, modified, corrected, or repealed by a majority of the Council at which a quorum is present.

14. FEES AND FINES

The organization shall have the authority to establish necessary fees and fines for violations of the Rules, as may be adopted or amended from time to time, in order to conduct business and properly run its programs. Fees and fines are to be established by the BOD

15. VIOLATIONS OF BYLAWS AND/OR RULES AND REGULATIONS

All Bylaws and Rules and Regulations, as may be adopted or amended from time to time, regardless of how sectioned, formatted, or titled, shall be considered the Rules of this

organization and shall be binding on all Directors, Soccer Board members, coaches, team managers, players, parents, spectators, and anyone else involved in, or who is a part of this organization. A plea of ignorance of these Bylaws or Rules, and the requirements therein, is not sufficient excuse to avoid fees, fines, and/or discipline. Violators should expect immediate and appropriate action in such cases as cited by the BOD.

16. FISCAL/SEASONAL YEAR

The fiscal/seasonal years are concurrent. The fiscal year is June first (1st) through May thirtieth (30th), as is the seasonal year.

17. PROVISIONS NOT COVERED

17.1 RESERVATION OF AUTHORITY

The authority to revise, delete, or expand the Rules, as may be adopted or amended from time to time, is the responsibility of the BOD. At no time may the Bylaws be suspended, revised, deleted, or expanded, unless pursuant to the requirements stated in Section 13 of these Bylaws.

17.2 DECLARATION OF AN EMERGENCY

References anywhere in these Bylaws or the Rules to actions which may be taken in an “emergency” shall only be taken by the declaration of an emergency. An emergency may be declared by the President with the concurrence of a majority of the BOD.

17.3 CONSTRUCTION AND TERMS

Where provisions are not covered by this text, the policies and procedures of FYSA or other local, State, or National organization of which RPBSI is an affiliate shall apply. The BOD shall have the authority to act in matters not covered within the Bylaws or Rules, as may be adopted or amended from time to time, on an emergency basis in order to maintain the purpose and objectives of this corporation. Should any of the provisions or portions of the Bylaws, Articles of Incorporation, or Rules and Regulations, as may be adopted or amended from time to time, be held unenforceable or invalid for any reason, the remaining provisions and portions of the Bylaws, Articles of Incorporation, and Rules and Regulation shall be unaffected by such holding.

18. DISSOLUTION

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation’s debts and liabilities shall be distributed to a not-for-profit youth soccer fund, foundation, or corporation that has established, or filed for, its

tax exempt status under Code Section 501(c)(3) of the Internal Revenue Code of 1954. This dissolution is the responsibility of the BOD and the distribution of assets must be carried out within three (3) months of the vote of the BOD to dissolve the corporation. If the BOD does not have a majority agreement, then the Council shall vote and a majority agreement among the Council shall determine the dissolution and distribution the assets.

19. MEMBERSHIP

The membership shall consist of two (2) classes as follows:

- (a) Voting class I --- duly elected or appointed members of the Board of Directors and Soccer Board. These members are eligible to vote in matters requiring ballots be cast, which includes, but is not limited to, election of Directors, Committee Chairpersons, Disciplinary Sanctions and actions, Dissolution, and Disbursement.
- (b) Voting class II --- any person of at least the age of majority in the State of Florida, who has an interest in the purposes of the corporation, if they are capable of contributing to the achievement of those purposes and the effective operation of RPBSI, and who also have a minor child, whether they are the parent or guardian, participating in the soccer program. These persons may attend Regular, Special, and Annual General Meetings, be appointed to committees, make nominations from the floor, and are eligible to vote in the matter requiring ballots be cast, which is limited to the elections for the Board of Directors.