

Florida Fire Juniors CONSTITUTION AND BYLAWS

ARTICLE I

NAME

This organization shall be known as the Florida Fire Juniors. (herein after referred to as the "Club").

ARTICLE II: PURPOSE

Section 1. The purpose of the Club shall be to implement a community youth soccer program through education and training, to provide administration and to develop players' skills and knowledge of the game in an environment of good sportsmanship, honesty, and respect for authority.

Section 2. The purpose for which the Club is organized is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future rule or regulation. Notwithstanding any provision hereinafter set forth, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III: MEMBERSHIP

Section 1. Classes. There shall be the following classes of members:

- (a) Player Member. Any player candidate meeting the requirements of Article IV shall be a Player Member. A Player Member shall have no rights, duties or obligations in the management or in the property of the Club.
- (b) Regular Member. The parent(s) or legal guardian(s) of a Player Member shall hereinafter be deemed a Regular Member.

Section 2. Other Affiliations. A Regular Member or Player Member shall not be required to be affiliated with another organization or group to qualify as a Regular Member or Player Member, except as may be required by the Florida Youth Soccer Association or the United States Soccer Federation.

Section 3. Suspension or Termination. The Board of Directors, by a majority vote of those present at any duly constituted meeting, shall have the authority to discipline, suspend or terminate any Regular Member or Player Member when the conduct of such person is considered detrimental to the best interest of the Club. The Regular Member or Player Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting, to make a statement and answer such charges.

ARTICLE IV: DUES

Section 1. Player Member dues shall be fixed from time to time by the Board of Directors prior to the beginning of each fiscal year.

Section 2. Any Player Member who fails to pay their dues within thirty (30) days from the time the same become due shall, unless otherwise exempted by the Board of Directors, forfeit all rights and privileges as a Player Member.

ARTICLE V: REGULAR MEMBER MEETINGS

Section 1. Regular Member Annual Meeting. The annual meeting of the Regular Members of the Club shall be held in the month of March of each year for the purpose of electing a Board of Directors, receiving reports and for the transaction of such business as may properly come before the meetings.

Section 2. Regular Member Special Meeting. Special Meetings of the regular Members may be called by the Board of Directors, the President or upon the written request of fifteen percent (15%) of the Regular Members. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting of the Regular Members.

Section 3. Notice of Meeting. Notice of each Regular or Special Meeting of the Regular Members shall be communicated to each Regular Member in good standing not less than ten (10) days in advance thereof setting forth the place, time and purpose of the meeting. Such notice may be mailed or in lieu thereof, given in such form as may be authorized by the Board of Directors.

Section 4. Quorum. No specific number of Regular Members shall be necessary to constitute a quorum. The number of Regular Members that attend a Regular or Special Meeting of the Regular Members shall be deemed to be a quorum sufficient to transact the business of the Club.

Section 5. Voting. Only Regular Members shall be entitled to vote at any meeting of the Club. Each Regular Member shall be entitled to vote by written proxy. A Regular Member in good standing shall be eligible to vote at the annual or special meeting of Regular Members. The Regular Member shall be entitled to such number of votes equal to the number of Player Members of said parent(s) or legal guardian(s). By way of example: the parents of one (1) Player Member shall be entitled to one (1) vote while the parents of two (2) Player Members shall be entitled to two (2) votes.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Board of Directors. The management of the property and affairs of the Club shall be vested in the Board of Directors. The number of Directors shall be not less than five (5) nor more than nine (9). The Directors shall upon election immediately enter upon performance of their duties and shall continue in office until their successors shall have been duly elected and qualified. A Director need not be a Regular Member of the Club. A director who is not a Regular Member, however, may be recalled by a vote of the majority of the members of the Board of Directors who are Regular Members.

Section 2. Annual Election and Term of Office.

- (a) At each annual meeting, the Regular Members by a majority vote of all the Regular Members present or represented by proxy, shall elect up to three (3) Directors who will serve 3-year terms, with no more than three (3) directors elected in a single year.
- (b) To be considered as a candidate for a Director's position, the person must notify the Nominating Committee in writing of his or her candidacy at least ten (10) days prior to the annual meeting.
- (c) The Nominating Committee will present the qualified candidates to the President no later than eight (8) days prior to the annual meeting and the President will notify the membership of the candidates standing for election no later than seven (7) days prior to the annual meeting.

Section 3. Vacancies. If any vacancy occurs in the Board of Directors, by death, resignation or otherwise, it may be filled by a majority vote of the remaining Directors.

Section 4. Meetings, Notice and Quorum. The annual meeting of the Board of Directors shall be held immediately following the annual election and on such days thereafter as shall be determined by the Board of Directors. The President may, and the Secretary shall, at the written request of two (2) Directors, call a special meeting of the Board of Directors. Notice of each meeting of Directors shall be given by the Secretary to each Director either by mail at least three (3) days before the meeting to the last recorded address of each Director, or by telephone or personal notice twenty-four (24) hours preceding the meeting. In the case of special meetings, such notice shall include the purpose of the meeting and no matters not so stated may be acted upon at the meeting. A majority of Directors present at the meeting of the Board of Directors shall constitute a quorum.

Section 5. Duties and Powers.

- (a) The Board may adopt such rules and regulations for the conduct of its meetings and the management of the Club as it may deem proper.
- (b) The Board of Directors shall have the power to appoint such committees as it shall determine and to delegate such powers to them as the Board shall deem advisable and which it may properly delegate.
 - (i) The Board of Directors may appoint a Nominating Committee, which shall investigate and consider eligible individuals to submit at the annual meeting of Regular Members as candidates for the Board of Directors (see section 2{c}).
 - (ii) The Board of Directors may appoint a Finance Committee, which shall investigate ways and means of financing the Club. The Chairman of the Finance Committee shall be a member of the Board of Directors. The Treasurer may be an ex-officio member of the Finance Committee.
 - (iii) The Board of Directors may appoint an Auditing Committee, which shall review the Club's books and records annually prior to the Annual Meeting of Regular Members and attach a statement of their findings to the annual financial statement. Signatories of Club checks shall not be eligible as member of the Auditing Committee.
- (c) The Board shall have the power by a majority vote of those present at any regular or special meeting to discipline, suspend or remove any Director or Officer or Committee Member of the club from a committee in accordance with the procedure set forth in Article III.
- (d) The Board shall receive at the annual meeting of the Regular Members, a report verified by the President and Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; which report shall be filed with the records of the Club and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE VII: OFFICER, DUTIES, AND POWERS

Section 1. At the annual meeting, the incoming Board of Directors shall elect a President, Vice President, Secretary, and Treasurer. The Board of Directors may fill any vacancy which may occur in any office. The incoming Board of Directors shall also agree on an initial list of committees that shall remain in effect for a one year period. The agreed upon committees shall be chaired by a board member, or a Regular Member that has been approved by the Board of Directors.

Section 2. President. It is the responsibility of the President:

- (a) To conduct the affairs of the Club and to execute the policies established by the Board of Directors.
- (b) To present a report of the conditions of the Club and for executing the policies established by the Board of Directors.
- (c) To conduct the Club in strict conformity to the policies, principals, rules and regulations of the Club. The current rules and principals of FIFA Laws of the Game shall serve as a guide to the Club.
- (d) Will be the main focus of public communications and the main spokes-person for the Club
- (e) Preside over all Club meetings.

Section 3. Vice-President. It is the responsibility of the Vice-President to:

- (a) In absence of the President, preside at the Board of Directors Meetings.
- (b) Direct responsibility to players side of club business and activities.

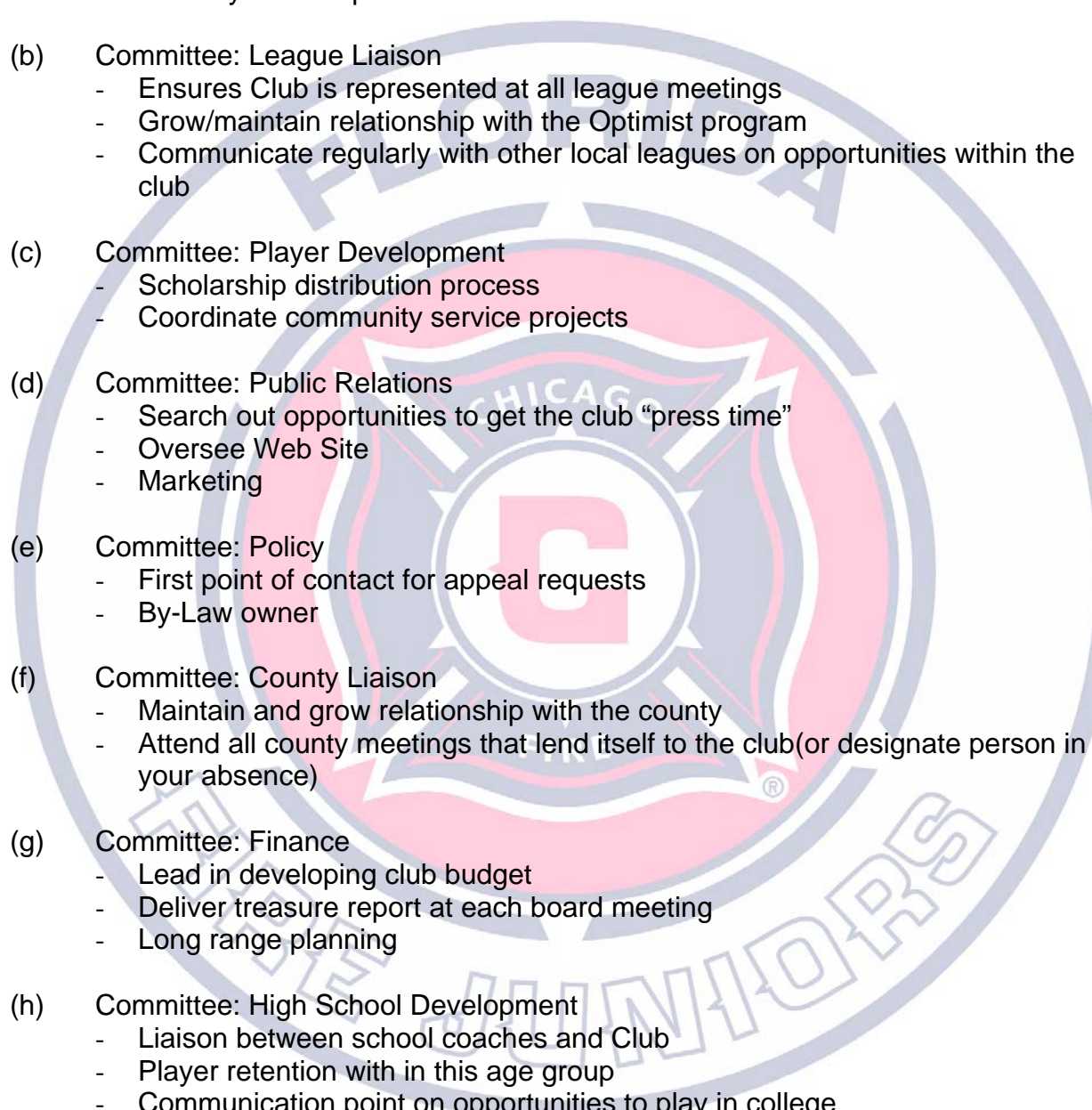
Section 4. Secretary. It is the responsibility of the Secretary to:

- (a) Record the minutes of each meeting and keep official records of the Club including any correspondence.

Section 5. Treasurer. It is the responsibility of the Treasurer to:

- (a) Dispense Club funds as approved by the Board of Directors.
- (b) Report of the status of Club funds.
- (c) Oversee the club books and financial records.
- (d) Prepare budgets and assist in the responsibility for all Club finances.

Section 6. Committees.

- 
- (a) Committee: Club/Team
 - Point person for all communication to Team Managers
 - Soccer Showcase
 - End of year Banquet
 - (b) Committee: League Liaison
 - Ensures Club is represented at all league meetings
 - Grow/maintain relationship with the Optimist program
 - Communicate regularly with other local leagues on opportunities within the club
 - (c) Committee: Player Development
 - Scholarship distribution process
 - Coordinate community service projects
 - (d) Committee: Public Relations
 - Search out opportunities to get the club "press time"
 - Oversee Web Site
 - Marketing
 - (e) Committee: Policy
 - First point of contact for appeal requests
 - By-Law owner
 - (f) Committee: County Liaison
 - Maintain and grow relationship with the county
 - Attend all county meetings that lend itself to the club(or designate person in your absence)
 - (g) Committee: Finance
 - Lead in developing club budget
 - Deliver treasure report at each board meeting
 - Long range planning
 - (h) Committee: High School Development
 - Liaison between school coaches and Club
 - Player retention with in this age group
 - Communication point on opportunities to play in college
 - (i) Committee: Tournament
 - Planning of area tournaments
 - Event sponsors

ARTICLE VIII

FINANCIAL AND ACCOUNTING

Section 1. The Board of Directors shall decide all matters pertaining to the financing of the club and it shall place all funds in a common Club treasury, directing the expenditure of same in such manner as to benefit each team. The Board shall not permit the disbursement of Club funds for other than the conduct of Club activities.

Section 2. The Board shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common treasury of the Club.

Section 3. The Board shall not permit the solicitation of funds in the name of the Club unless all the funds so raised are placed in the Club treasury or as otherwise authorized by the Board of Directors.

Section 4. No Director of the Board or Officer of the club shall receive directly or indirectly any salary, compensation or emolument for services rendered for the benefit of the club with the exception of coaches and referees.

Section 5. Distribution of Property upon Dissolution. Upon the dissolution of the club and after all outstanding debts and claims have been satisfied, the Regular Members shall distribute the property of the club exclusively for purposes substantially similar to those of the Club to one or more organizations described in Internal Revenue Code Section 501 (c)(3), having purposes substantially similar to those of the Club.

ARTICLE IX : MISCELLANEOUS

Section 1. Amendments. This Constitution and Bylaws may be amended, repealed or altered in whole or in part at any duly organized meeting of the Regular Members by a majority vote of the Regular Members and two thirds (2/3) of the Board of Directors.

Section 2. Rules of Order. Robert Rules of Order shall govern the proceedings of all meetings, except when it conflicts with constitution or bylaws of the Club.