

OFFICIAL

**BY LAWS
OF THE
PERDIDO BAY FUTBOL CLUB**

ARTICLE I. NAME

The name shall be the Perdido Bay Futbol Club, Inc., known as (PBFC).

ARTICLE II. LOCATION

The PBFC office shall be located in Escambia County, in the State of Florida.

ARTICLE III. PURPOSE

PBFC shall implement and maintain Recreational (Rec) and Competitive (Select) youth soccer programs designed to educate and develop young soccer players. PBFC is a non-profit organization and an equal opportunity club regardless of race, creed, color, national or ethnic origin, or religion.

ARTICLE IV. ORGANIZATION

PBFC shall be governed by the Board of Directors and Officers. The Rec and Select programs will be administered by separate committees consisting of non-paid volunteers and paid staff.

ARTICLE V. AFFILIATION

PBFC's Rec and Select Committees may respectively establish affiliations with state or national soccer associations as outlined in their Policy and Procedures.

ARTICLE VI. MEMBERS

Section 1. Associate Member: Is over 18 years old, a parent or guardian of a registered PBFC player, a coach, or other volunteer assisting in the implementation of the goals of PBFC, unless modified by Section 3 of this Article. An Associate Membership is valid for 12 months from the beginning date of the association. An Associate Member is not a Voting Member unless membership dues have been paid.

Section 2. Voting Member: A Voting Member is an Associate Member in good standing who has paid \$10.00 dues at the time of the Annual General Meeting. A Voting Member is entitled to one vote per paid membership.

Section 3. Suspension / Expulsion: The Board may suspend / expel a Voting or Associate Member for cause, as defined herein and the Policies & Procedures, after an appropriate hearing. The Board may also deny membership to anyone the Board feels would have a disruptive impact or pose a threat to PBFC participants.

ARTICLE VII. MEMBER MEETINGS

Section 1. Annual General Meeting: An Annual General Meeting (AGM) shall be held in May as set by the Board for the purpose of electing officers and for other required business.

Section 2. Regular & Special Meetings: Regular Member Meeting shall be held every 90 days minimum or as called by the Board. Special Member Meetings may be called by the President, Board, or by the Members upon submitting original written evidence of 75% of the Voting Membership as certified by the Board.

Section 3. Notice: Written notice, stating the day, time & place and agenda of the meeting shall be delivered by electronic mail, to each Voting Member not less than (7) day before the meeting date. All Member Meetings shall be held in Escambia County, Florida.

Section 5. A simple majority of the Voting Members present is required to elect officers, approve or reject measures brought before the Voting Members.

Section 6. Absentee Voting: Absentee Voting shall be allowed by electronic mail delivered to the Secretary at lease (24) hours prior to the Meeting.

ARTICLE VIII. BOARD of DIRECTORS

Section 1. General Requirements:

(a) Representation: It is the intent of these By Laws that the Recreational and Select Program should be equally represented on the Board.

(b) Restrictions: Upon adoption of these By Laws, candidates for the Board must have been a Voting Member in good standing for a minimum of (1) year prior to being placed on the ballot for a Board position; No two family members may serve on the Board at any one time; Board Member's children shall not play at other Competitive Soccer Clubs, unless approved by the Board.

(c) Salary: Officers and Board Members shall not receive a salary.

(d) Conflict of Interest: The Board and Officers shall maintain the highest level of integrity and credibility in the performance of their duties and shall make any and all conflicts of interests with respect to any matters affecting PBFC, real or perceived, known to other Board Members.

Section 2. Board Members: The (4) Officers, (2) Appointed Board Members and (3) Regular Board Members shall constitute the PBFC Board of Directors with voting privileges. Regular Board Members shall be elected by the Voting Members and their duties shall be as directed by the President. Appointed Board Members shall be appointed by the DOR and DOS.

Section 3. Responsibilities: The Board shall represent PBFC and manage its affairs and business. The Board shall enforce the By Laws, Policy and Procedures and Laws of the Game.

ARTICLE VIII. BOARD of DIRECTORS – continued

Section 4. Conflicts: The Board shall resolve any conflicts associated with the operation of PBFC. The Board's decisions are final and not subject to appeal.

Section 5. Board Meetings: The President or any (2) Officers may call a Board Meeting. The person calling the meeting may determine the meeting place. **Notice:** Notice of Meetings shall be given to Board Members (48) hours prior to the meeting by telephone or by email. **Quorum:** A majority of the Board shall constitute a quorum for the transaction of business at Meetings. If no quorum is present, a majority of the Board present may adjourn the meeting without notice.

Section 6. Attendance: Any Officer or Board Member failing to attend three (3) consecutive meetings of the Board without cause as determined by (2/3) of the remaining Board Members shall have his office declared vacant.

Section 7. Terms: President – (2) years, VP - (2) years, Secretary - (2) years, Treasurer - (2) years, and Board Members - two (2) years, however there are no Term Limits. Officers and Board Members are elected at the AGM and take office at the close of business.

Section 8. Elections: The Board shall establish a Nominating Committee of at least 3 Members of PBFC to ensure that there is at least one individual running for each elected position. When more than one person is running for a position, the voting shall be by secret ballot. When one person is running for a position, that person takes office by default. A majority of votes by Voting Members present and voting is necessary for election. If no one receives a majority, a run-off will be held between the two persons receiving the most votes.

Section 9. Vacancy: A vacancy in any office before the completion of the term shall be filled by the Board for the remainder of the term.

Section 10. Board of Directors Indemnity

(a) Indemnity of Directors. Any person, their heirs, or executors threatened or made a party to any action or suit due to serving as a Director of the Corporation shall be indemnified by attorney's fees or costs, incurred by them, their heirs or executors in connection with the defense or settlement of such action. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, heirs or executors may be entitled apart from this Article.

(b) Reliance in Good Faith. Directors of PBFC shall, in performing their duties, be fully protected in relying in good faith upon the books of account of PBFC, written reports made to the Corporation by any of its Officers or employees, counsel, accountants, appraisers, or other consultants selected with reasonable care by the Directors, or upon other records of the Corporation.

ARTICLE VIII. BOARD of DIRECTORS – continued

(c) Members Property. The private property of the Board Members shall not be subject to the payment of corporate debts to any extent whatsoever.

Section 11. Removal of an Officer or Board Member: A majority of the Board or the Voting Membership as per Article VII, may call a Special Meeting for a "No Confidence" vote. A 75% majority of the Voting Members present is required to remove an Officer or Board Member. An Officer or Board Member receiving a vote of "No Confidence" shall resign immediately.

ARTICLE IX. OFFICERS

Section 1. General Requirement: If the President is a Rec Soccer parent, the VP shall be a Select Soccer parent, conversely if the President is a Select parent the VP shall be a Rec parent; Upon adoption of these By Laws, any person nominated for an Officer shall have served as a member of Board of Directors for at minimum of (1) term.

(a) President. The President shall be the Principal Officer of PBFC and shall manage all operations; preside at all meetings; and where not defined may perform other duties; and with Board approval may; appoint members of committees; may sign, with the Secretary or proper Officer, any authorized contract or instrument; and shall appoint an auditor to conduct an annual audit of the financial records of PBFC, which shall be reported to the Members.

(b) Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President; and when so acting, shall have the powers and be subject to the restrictions of the President. In the event of the resignation or removal of the President the Vice-President, subject to the approval of the Board, shall perform the duties of the President for the remainder of the term.

(c) Treasurer. Shall establish and maintain separate accounts for the Rec and Select Programs and shall have charge and be responsible for all funds and securities of PBFC. Fiscal responsibility and accountability shall be demonstrated by the Board and Officers in the use of PBFC funds to assure that adequate resources are available to attain its goals. The Treasurer shall establish an annual budget to be approved by the Board; shall receive and give receipts for monies due and payable to PBFC and deposit all such monies in PBFC accounts, or depositories selected by the Board; shall pay all invoices for PBFC in a timely manner; shall maintain all financial records pertaining to PBFC; shall maintain bookkeeping required to prepare annual Profit and Loss Statement for tax purposes and for periodic reviews which may be a full audit or some lesser accounting procedure. The Treasurer may be required to give a bond for the faithful discharge of duties in such sum and with such surety as the Board shall determine. Fees for such bond will be paid by PBFC.

ARTICLE IX. OFFICERS - continued

(d) Secretary. The Secretary shall keep the Minutes of Board Meetings, General Member Meetings and Special Meetings and make Minutes available when requested. The Secretary shall ensure that all notices are duly given in accordance with these By Laws and shall maintain a list of postal addresses and email of each Voting Member. The list of members shall be available to any Voting Member in good standing.

ARTICLE X. DIRECTORS of OPERATION

Section 1. General Requirements: The Board may establish Director of Operations as required to implement the goals of PBFC. The Board may suspend / expel a Director of Operation for cause after an appropriate hearing, as defined herein and the “PBFC - Policies and Procedures”.

(a) Director of Recreational Soccer. (DOR) shall serve as President or as VP in conjunction with the DOS as outlined herein and shall Chair the Rec Soccer Committee and shall administer the Recreational Program. The DOR shall appoint (1) Board of Director who shall also serve as the Assistant Director of Rec Soccer.

(b) Director of Select Soccer. (DOS) shall serve as President or as VP in conjunction with the DOR as outlined herein and shall Chair the Select Soccer Committee and administer the Select Program. The DOS shall appoint (1) Board of Director who shall also serve as the Assistant Director of Select Soccer.

(c) Director of Coaching. (DOC) shall develop club standards and policies, a training and development program, and direct coaching staff and scheduling. DOC shall assist in recruiting coaches for select teams and assist coaches in licensing and training; organize skill clinics and summer camps; organize select player tryouts and have final say on select player development, selection and placement. DOC shall determine number of select teams to register in each age group. DOC shall be a non-voting member of the Board.

(d) Director of Training. (DOT) shall assist DOC and shall train players to develop a higher level of soccer in the community. DOT shall be a non-voting member of the Board.

(e) Tournament Director. Shall direct tournament and competition play conducted by PBFC. Organize and manage site coordination, registration, awards, and tournament operations. Ensure that all state and national tournament administrative requirements are complied with.

(f) Referee Assignor. Referee Assignor shall supervise, schedule and coordinate all Referee activities and assist with Referee training.

ARTICLE XI. COMMITTEES

Section 1. Recreational Soccer Committee: Shall administer the Rec Soccer Program and assist in establishing the “PBFC – Policies and Procedures” manual. The DOR shall chair the Rec Committee. The Rec Committee shall consist of Rec Division Commissioners, a Referee representative, and others as appointed by the DOR.

Section 2. Select Soccer Committee: Shall administer the Select Soccer Program and assist in establishing the “PBFC – Policies and Procedures” manual. The Select Committee shall consist of Select Coaches, a Referee representative, and others as appointed by the DOS.

Section 3. Other Committees: The Board may establish other Committees and appoint Committees Members as required to facilitate achieving the goals of PBFC.

ARTICLE XII. PLAYER / COACH / VOLUNTEER DATA

Section 1. Player, Coach and Volunteer data are the property of PBFC. The sole purpose of this information is to assist PBFC in accomplishing its goal to advance youth soccer and shall not be used for personal gain or any other purpose.

Section 2. Any Member, Coach, or Volunteer using the PBFC data base of Players, Parents, Coaches, etc. for any type of communication that is not directly related to practice or games times, uniforms, snacks, scheduling etc. shall be subject to suspension/expulsion by a majority vote of the Board.

ARTICLE XIII. PLAYER SAFETY

Section 1. PBFC shall adopted USSF Bylaw 213 and the US Youth Soccer Kid’s Safe Program in the “PBFC – Policies and Procedures”.

Section 2. It is the intent PBFC to exclude from participation, all persons who engage in discriminatory conduct, all persons who have been convicted of or adjudicated guilty of crimes of violence, crimes against persons, and crimes against property or felonies. PBFC shall comply with all USSF and US Youth Soccer guidelines and procedures regarding player safety.

Section 3. “PBFC – Policy and Procedures” shall include provisions that prohibit sexual and physical abuse and meet certain minimum criteria established by USSF (subject to Florida and local law applicable to PBFC).

Section 4. All coaches/volunteers shall, by application, agree to be subject to a legally sensitive criminal history check (which may require fingerprinting) before or during their associations with FBFC, by use of but not limited to Social Security Number to allow State and Federal agency background check.

ARTICLE XIV. RULES OF PLAY

Section 1. Rules of play shall be FIFA “Laws of the Game”. Competition sanctioned by PBFC shall be in compliance with these rules unless outlined in “PBFC - Policies and Procedures”.

Section 2. The PBFC Board shall make and implement rules and regulations to accomplish its purpose and goals and shall be referred to as “PBFC - Policies and Procedures”.

ARTICLE XV. TAX EXEMPT STATUS

PBFC is established as a non-profit corporation and shall adhere to all State of Florida and Federal laws and regulations to assure compliance with that status. PBFC is granted exemption from federal income tax under Section 501(c)(3) of the U.S. Internal Revenue Service Code, and holds a Consumer’s Certificate of Exemption pursuant to Chapter 212 of the Florida Statutes. PBFC shall not conduct or sanction any activity that is contrary to or threatens its non-profit status at the State or Federal level.

ARTICLE XVI. AMENDMENTS

Section 1. A Voting Member in good standing may submit amendments to the By Laws to the Board for consideration. Proposed amendments must be approved by the Board prior to being voted on by Voting Members at a properly noticed meeting.

Section 2. These By Laws may be amended or repealed by the vote of (75%) of the Voting Members present at any meeting called for that purpose. Proper notice of meeting including proposed Amendment shall be given as required by Article VII.

ARTICLE XVII. DISSOLUTION

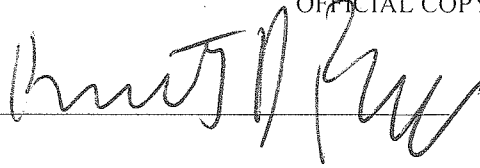
The PBFC Board shall establish in its Policy and Procedures a method for the dissolution of PBFC in the event such action becomes necessary. This shall include binding provisions to convey all assets of every kind to organizations that promote youth soccer and hold the Tax Exempt Status as provided under Section 501(c)(3) of the IRS Code.

ARTICLE XVIII. RATIFICATION, EFFECTIVE DATE & FILING

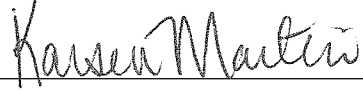
The President and Secretary must sign the Ratified Copy of the By Laws. These By Laws become effective immediately upon adoption. The signed Official copy shall be maintained on file with the Secretary. Original copies must be filed in compliance Florida Law.

OFFICIAL COPY OF BY-LAWS

President



Secretary



I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Perdido Bay Futbol Club, a Florida corporation, and, that the foregoing by-laws constitute the by-laws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the 18th day of ~~May~~, 2012.

June