

BYLAWS of the Palm Harbor Nighthawks Soccer Club, Inc.
(As Amended August 17, 2009)

ARTICLE I
MEMBERSHIP

Section 1. Eligibility

Any individual eighteen years of age or over is a PHNSC member (Member) by either being a registered player, a parent/guardian of a registered player or a coach of a PHNSC team. Players under the age of eighteen years are non-voting members of PHNSC. Whenever a vote of the Members is called for or taken, a parent/guardian may exercise one vote for each registered player for whom he is a parent/guardian. In any case, there may be only one vote cast per player. The Member shall agree in writing to abide by these Bylaws and any other document which the Board deems necessary. The Member shall have access to a copy of all documents which they have agreed to abide by.

Section 2. Discipline

Any Member of PHNSC may be reprimanded, placed on probation, suspended, or expelled by the Board of Directors (Board) for a violation of these Bylaws, or any other agreement with which the Member agreed to comply. The Board shall afford the Member due process as defined by the Board or any organization by which PHNSC is governed.

Section 3. Fees and Time Requirements

a. Registration Fees

Each fiscal year the Board shall adopt a fee schedule for all soccer programs and services provided by PHNSC.

b. Collection

All fees are non-refundable and must be paid in advance of the season, or August 1st. However, in exceptional circumstances, the Board may agree to refund any fees, or create a payment plan.

c. Operational Hours

All members are expected to contribute hours to assist in the operation of PHNSC. The Board may establish the number of hours per player that will be required and a fee that may be paid in lieu of meeting the time requirements or in the alternative, a refundable deposit may be collected at the time of registration and returned upon completion of the time requirement.

d. Additional fees

A Competitive team, with the approval of the Board, may choose to provide additional compensation to its coach.

ARTICLE II
DIRECTORS

Section 1. General Powers

Subject to the limitations of the Articles of Incorporation, these Bylaws, and the nonprofit corporation statutes, all corporate powers shall be exercised by or under the authority of the Board, and the management and affairs of PHNSC shall be controlled by the Board.

Section 2. Board of Directors

The Board shall consist of the President, First Vice President, Second Vice President, Treasurer, Secretary, Registrar, Director of Recreation, Director of Academy, Director of Competitive. These Directors shall perform duties as prescribed by these Bylaws and by the parliamentary authority adopted in ARTICLE V. A Director may not hold more than one office at the same time. A Director may not circumvent the intent of this rule by resigning the office of Second Vice President.

Section 3. Term of Office

a. Each Director shall serve a term of two (2) years, commencing May 1 of every other year, unless removed from office as provided by these Bylaws.

b. A quorum for amendment of this bylaw shall be two-thirds ($\frac{2}{3}$) of the number of Directors holding office.

Section 4. Election of Directors

a. Nominations

At the December Board meeting, a Nominating Committee of three (3) Members shall be elected by the Board. It shall be the duty of this committee to nominate candidates for the office to be filled at the annual meeting. The President may not be a member of the Nominating Committee.

At least fifteen (15) days prior to the January Board meeting, announcement of the formation of the Nominating Committee shall be sent to the Members for which the Board has e-mail addresses and by notice posted on the PHNSC website. The announcement should contain the names and e-mail addresses of the Nominating Committee and urge Members to submit profiles of Members for nomination for an office on the Board.

The Nominating Committee shall report at the Board meeting in January. After the nomination for each office is read, a call for nominations from the floor for each office shall be made. After all nominations are made for the office, the chairperson declares that nominations for the office are closed. The chairperson repeats the process for each office.

The Nominating Committee report shall be furnished to those Members for whom the Board has e-mail addresses and posted on the PHNSC website at least fifteen (15) days prior to the February Board meeting.

b. Election

At the December Board meeting, the President shall appoint, with the approval of the Board, an Election Committee consisting of three (3) Members who are not candidates. The Election Committee shall conduct the election by establishing the form of ballots and the election rules and procedures, as it deems appropriate, subject to the approval of the Board. The election shall be held no later than the second Monday in February.

There is no election for the office of President or Second Vice President. The First Vice President shall become President after fulfilling his two years in office as First Vice President. The President shall become the Second Vice President after fulfilling his two years in office as President.

The first year using this new Board structure and election process shall be 2010. For the remainder of the 2009 year, Directors will be appointed to an office by a majority of the current Board. The remaining Directors may stay on the Board as an Interim Member at Large.

A failure to elect a Director for an office shall not affect the existence of PHNSC.

Section 5. Vacancies

A vacancy on the Board shall be filled by appointment by the President, with the approval of the Board, for the balance of the term. A vacancy shall be discussed at the Board meeting following the vacating of the position.

If there is a vacancy for the office of President then the First Vice President will become President. The office of First Vice President will be filled as described in the preceding paragraph.

Section 6. Suspension and Removal of Directors

Any Director may be suspended or removed by the Board whenever, in its judgment, the best interests of PHNSC would be served thereby. A quorum for considering the suspension or removal of a Director shall be two thirds ($\frac{2}{3}$) of the number of Directors holding office, minus the Director being considered for removal or suspension as applicable. A two-thirds ($\frac{2}{3}$) vote, excluding vacancies and the Director whose suspension or removal is the subject of the vote, is needed for such suspension or removal. The Director subject to suspension or removal shall not vote on any action regarding their own proposed suspension or removal.

The unexcused absence of any Director from three (3) consecutive meetings or five (5) meetings total during a seasonal year shall be grounds for removal from the Board.

Section 7. Meetings

a. Regular Meetings

The Board shall designate a regular time and place for its meetings. It shall normally meet at least one time per month. Notice of the regular meetings shall be posted on the PHNSC website. Any change in a regularly scheduled meeting shall be posted on the PHNSC website and Directors shall be notified at least three (3) days prior to the meeting.

b. Special Meetings

Special meetings of the Board may be called by the President or at the request of any two (2) Directors. Special meetings notices shall be posted on the PHNSC website and Directors shall be notified at least three (3) days prior to the meeting.

d. Quorum

(1) A majority of the number of Directors holding office shall constitute a quorum for the transaction of business at any meeting of the Board.

(2) A quorum for considering the suspension or removal of a Director (ARTICLE II, Section 6) shall be two thirds ($\frac{2}{3}$) of the number of Directors holding office, minus the Director being considered for removal or suspension as applicable.

(3) A quorum for amendment of Director Term Limits (ARTICLE II, Section 3) shall be two-thirds ($\frac{2}{3}$) of the number of Directors holding office.

Section 8. Indemnification of Directors and Officers

PHNSC shall defend any civil action brought against any Director for acts or omissions arising out of and in the scope of their employment or function as an Director, unless such Director acted in bad faith, with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. In an action for which PHNSC shall provide a defense under this Section, PHNSC will do or cause to be done the following:

a. Defend such person in the lawsuit by an attorney selected by the Board or by PHNSC's insurer for this purpose; obtain and present such available evidence as would be necessary or proper and reasonably procurable under the circumstances for the proper defense of such person in such action; and pay the necessary court costs in and incident to such lawsuit.

b. Pay or settle any judgment or damages against such person obtained as the proximate result of such lawsuit.

c. Reimburse such person for any personal expense he has reasonably and necessarily sustained in such litigation and judgment.

d. Do whatever else is necessary or proper, in the sole discretion of the Board, to protect the Director under the facts and circumstances of the particular case.

Section 9. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. All references in this document to Board approval in this document refers to this definition.

Section 10. Telephone Meetings

Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

Section 11. Voting by E-Mail

At the request of the President, a matter may be voted on by the Board by e-mail. The President shall send the e-mail to all Directors; it shall fully explain the motion under consideration. A majority of the Directors must cast a vote in order for the vote by e-mail to be valid.

**ARTICLE III
MEMBER MEETINGS**

Section 1. Annual Meeting

The annual meeting of PHNSC shall be held during February of each year, the date, place, and hour to be designated by the Board. The annual meeting is conducted in the same manner as regular Board meetings except that Directors are elected.

Section 2. Special Meetings

Special meetings may be called by the President and shall be called upon the written request of twenty-five (25) Members.

Section 3. Notices of Meetings

Written notice shall be given to every Member for whom the Board has e-mail addresses at least one week prior to the meeting by e-mail and by posting on the PHNSC website. The notice shall include a statement of the purpose of the meeting.

Section 4. Quorum

Twenty-five (25) Members of the PHNSC shall constitute a quorum.

**ARTICLE IV
COMMITTEES**

Section 1. Special Committees

The President shall appoint, except as otherwise provided in these Bylaws, special committees as deemed necessary. These committees shall be approved by the Board. The President shall be an ex officio member of all committees, except as otherwise provided in these Bylaws.

Section 2. Organization

All committees shall be of such size and shall have such duties, functions, and powers as may be assigned to them by the President or the Board, except as otherwise provided in these Bylaws.

**ARTICLE V
Parliamentary Authority**

Robert's Rules of Order, latest edition, shall govern the PHNSC, its Board, and its committees in all instances wherein the provisions do not conflict with these Bylaws and any policies and procedures the Board may adopt.

**ARTICLE VI
Amendment of Bylaws**

Section 1. Manner of Amendment

These Bylaws may be amended at any regular Board meeting by a two-thirds (2/3) vote, provided that the amendment has been submitted via e-mail to all Members for whom the Board has e-mail addresses and

posted on the PHNSC website. Notice must be given at least fifteen (15) days prior to the date of the vote.

Section 2. Exceptions

a. The Board may, at any meeting of the Board (regular or special) at which a quorum is present, approve amendments to the Bylaws that are mandated by any governing organization, without prior Member notice.

b. The Board may not reduce the number of Directors except at the time for election of the Board.

**ARTICLE VII
DISSOLUTION AND MERGER**

Section 1. Dissolution

Upon dissolution or winding up of the affairs of PHNSC, the Board, after providing for payment of all obligations, shall distribute any remaining assets to the PHNSC or, within its discretion, to any other non-profit tax-exempt organization.

Section 2. Merger

Provided that PHNSC shall be the Surviving Corporation, Members shall not be entitled to vote on mergers or consolidations of PHNSC. The Board, at a meeting of the Board, or by written consent signed by all the Directors, shall vote on a merger or consolidation in which PHNSC shall be the Surviving Corporation. In the event PHNSC shall not be the Surviving Corporation of a merger or consolidation, the Members shall be entitled to vote on such merger or consolidation. The majority of the Members voting, either in writing or by e-mail, shall constitute the action of the Members.

**ARTICLE VIII
MISCELLANEOUS**

Section 1. Fiscal Year

The fiscal year of PHNSC shall be the calendar year. Budgets and projections as well as financial information will be reported and calculated on the seasonal year of June 1 through May 31.

Section 2. Conflict of Interest

A Director shall abstain from voting on any matter in which he will financially gain or lose. Directors, Committee Members or Employees of PHNSC shall not be financially interested in any contract made by or approved by them in their official capacity on behalf of PHNSC. Nor shall they be purchasers at any sale or vendors at any purchase made by or approved by them in their official capacity on behalf of PHNSC, unless the full nature and extent of such financial interest and/or status as prospective purchaser or vendor has first been disclosed in writing to PHNSC. PHNSC shall authorize, approve or ratify a contract in good faith by a vote of its Board or Members sufficient for that purpose without counting the vote or votes of the Directors, Committee Member or Employee who has disclosed said interest and who shall be ineligible to vote thereon.