



BYLAWS of the Palm Harbor Nighthawks Soccer Club, Inc.

ARTICLE I - NAME

Section 1. Name

The name of this organization shall be the Palm Harbor Nighthawks Soccer Club, Inc., hereafter referred to as "PHNSC". PHNSC is based in Palm Harbor, Pinellas County, Florida.

ARTICLE II - OFFICES

The principal office of PHNSC shall be in the State of Florida. The corporation shall designate a registered office in accordance with law and shall maintain it continuously. PHNSC may have offices at such other places within and without the State of Florida as the Board of Directors may from time to time determine.

ARTICLE III - OBJECTIVES

The objectives of PHNSC shall be as set forth in its certificate of incorporation with particular emphasis on the sport of SOCCER and shall be implemented by, but not limited to, conducting an active program of SOCCER to develop the abilities, interest and the understanding of the players (defined in ARTICLE IV), through competitive and instructional activities. Recreational League activities, playing time shall be include playing a minimum of 3/4 of a game. For Competitive Teams, playing time is determined at the coach's discretion. It should be based on a player's ability and attendance at practices and games.

The Recreational League is intended for children ages 4-18. However, should sufficient interest exist, the board of directors shall endeavor to establish a Recreational League program for an older age bracket.

ARTICLE IV - PLAYERS AND COACHES

1. PLAYERS

Any child shall be eligible to be a player providing he* meets the conditions prescribed by the board of directors.

* The terms "he" or "him" is used generically and in all instances of use should be understood to refer to both males and females.

2. COACHES

The Director of Recreation shall handle assignment of coaches to Recreational League teams and

the Director of Competition shall handle the assignment of coaches to Competitive Teams. Recreational teams' and Competitive teams' coaches shall be approved by majority vote of the Board of Directors. Competitive team coaches and trainers shall be responsible for conducting try-outs and supervising games and scrimmages. Coaches should attempt to solicit responsible help such as: assistant coaches and/or team managers. Coaches shall allow only registered players to participate in club activities. All coaches are expected to conduct themselves in a professional and respectable manner at all times.

ARTICLE V - SCHOLARSHIPS

Scholarships or partial scholarships may be granted to players based on financial need and the financial position of PHNSC. Applications by Recreational players for scholarship shall be decided by the President, Treasurer and Director of the Recreational League. Competitive Team players may apply for scholarships with their head coach's approval. All applications for Competitive Team player scholarships shall be decided by the President, Treasurer and Director of Competitive. A player's parent/guardian may appeal any such decision to the Board of Directors. Each team is responsible for securing the registration fee of it's player requesting full or partial scholarship.

ARTICLE VI - MEMBERSHIP

Any individual eighteen years of age or over may become a regular member of PHNSC 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. The member shall have access to a copy of the Bylaws, Rules and Regulations, and Code of Ethics. The member shall agree in writing to abide by the Bylaws, Rules and Regulations, and Code of Ethics.

ARTICLE VII - PRIVILEGES AND OBLIGATIONS

Section 1.

The privileges and obligations of members shall be as specified in this Article.

Section 2.

Any member of PHNSC may be reprimanded, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws, PHNSC Rules and or the Code of Ethics as established by PHNSC. Although other team players, coaches or representatives are not subject to the PHNSC Code of Ethics or its enforcement by PHNSC, PHNSC members are encouraged to abide by the principles established in the Code of Ethics and conduct their behavior accordingly.

Section 3.

The Board of Directors may discipline any Member of PHNSC for a violation of the Code of Ethics, after a hearing as described in the Code of Ethics, or as set by the Board of Directors.

Section 4.

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.

ARTICLE VIII - STATE AND NATIONAL AFFILIATION

Section 1.

PHNSC shall be a member of FYSA and GYSA, and/or other appropriate soccer affiliations or associations. By virtue of such membership, each member of PHNSC shall be entitled to membership in FYSA or GYSA, as applicable, without further payment of dues. PHNSC shall continue as a member of FYSA and GYSA unless, by a majority vote of all its Members, a decision is made to withdraw, in which case FYSA or GYSA, as relevant, shall be notified at least one month in advance of the date designated for the termination of such membership, or in accordance with FYSA's or GYSA's rules, as relevant.

Section 2.

The Association hereby adopts the Code of Ethics of FYSA and agrees to enforce the code among its membership.

ARTICLE IX - DUES AND ASSESSMENTS

Section 1.

a. Application Fee. The Board of Directors each fiscal year will adopt a fee schedule for recreational soccer, competitive soccer, and other services provided by PHNSC.

b. Opt out fee. All members are expected to contribute volunteer hours to assist in the operation of PHNSC. The Board of Directors may establish the number of volunteer hours per player that will be required and a fee that may be paid in lieu of meeting the volunteer hour requirements.

c. All fees are non-refundable and must be paid up front for the season, provided however, in exceptional circumstances, the Board of Directors may agree to refund any fees, or a payment plan.

d. The head coach of a Competitive team with a child on the same team will not pay a fee for the child to participate. A Competitive team may choose to provide additional compensation to its head coach with the approval of the Board of Directors.

e. The finances of the competitive and recreational programs should strive to be self sustaining for each program's normal operations.

ARTICLE X - OFFICERS

Section 1. Officers

a. The officers of PHNSC shall be a President, Past-President, President-elect, Vice President Boys Competitive, Vice President Girls Competitive, Secretary and Treasurer. The officers shall serve for a term of one (1) year. The President-Elect shall become President the year following his election to President-Elect. A person may not hold more than one office at the same time. A failure to elect a President, President-Elect, Secretary and Treasurer shall not affect the existence of PHNSC.

At the December Board meeting, the Board of Directors shall appoint a nominating committee made up of three of its members. This committee shall present its nominations for the officers of PHNSC, excluding the office of President and Past-President, at the January Board meeting. After taking other nominations from the floor, the members shall elect the officers for a one (1) year term starting the following May.

If any vacancy is created due to an officer's resignation or otherwise, the Board will appoint a replacement.

Section 2. Duties of Officers

a. The duties of the officers shall be such as their titles, by general usage would indicate and such as may be assigned to them by the Board of Directors.

b. The President-Elect shall assume the duties of the President if the President is unable to serve. The President may delegate other duties, as deemed necessary and appropriate.

Section 3. Executive Committee

The Board of Directors shall designate the Immediate Past President, President, President-Elect, Vice President Boys Competitive and Vice President Girls Competitive, Secretary and Treasurer to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have and exercise any and all the authority of the Board of Directors in the management of PHNSC, except as otherwise required by law. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

ARTICLE XI - 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

of Directors, and the management and affairs of PHNSC shall be controlled by the Board of Directors.

Section 2. Board of Directors

The organization of PHNSC and the Board of Directors shall be as set forth in Exhibits A and B attached hereto.

The Board of Directors shall consist of the Immediate Past President, President, President-Elect, Vice President Boys Competitive and Vice President Girls Competitive, Treasurer, Secretary and ten(10) additional members who are authorized to hold elective office in PHNSC.

The Directors shall each serve a term of three (3) years, commencing May 1 of each year. However, three (3) Directors, including the Initial Past President, shall serve an initial term of one (1) year, commencing May 1, 2004. Four (4) Directors, including the initial President, shall serve an initial term of two (2) years, commencing May 1, 2004. All other Board members shall serve a three (3) year term, commencing May 1, 2004. No Director may serve more than two (2) consecutive terms, whether elected or appointed. In the instance of being appointed to fill an un-expired term, an appointee serving eighteen (18) months or more of the un-expired term will be considered to have served a full term.

Section 3. Election of Officers and Directors

At the December Board of Directors meeting, the President shall appoint, with the approval of the Board of Directors, a Nominating Committee consisting of three (3) PHNSC Members authorized to vote including the President, who shall serve as Chairman. Prior to the January Board of Directors meeting, announcement of the formation of the Nominating Committee shall be sent to the members authorized to vote reciting the names, addresses, e-mail addresses, and telephone numbers of the members of the Nominating Committee and urging members to submit profiles of members for nomination for a position on the Board. A report of the Nominating Committee shall be presented to the Board of Directors at the November Board of Directors meeting. A member of the Nominating Committee may not be nominated by the Nominating Committee but may be nominated by petition as provided below. If approved by the Board of Directors, the slate will be furnished to those members authorized to vote no later than February of that year. The slate will be submitted via e-mail and by notice posted on the PHNSC Website and/or on a bulletin board located at the PHNSC fields in a conspicuous location for the purpose of posting notices. Additional candidates for the Directors to be filled may be placed in nomination by a petition signed by ten (10) members. The petition shall be filed with the Secretary by January 15 of that year. The Secretary shall e-mail and post on the PHNSC website and/or at the PHNSC fields a notice of such additional nominees to all members authorized to vote before the election.

At the December Board meeting, the President shall appoint, with the approval of the Board of Directors, an Election Committee consisting of three (3) members authorized to vote 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 of Directors. The election shall be held no later than the second Monday in February. The candidates with the highest number of votes will fill the positions. In the event of a tie for the final Director position available, the winner shall be selected by the Board of Directors.

Section 4. Vacancies

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

Section 5. Suspension and Removal of Officers and Directors

Any officer elected or appointed by the Board of Directors and any Director may be suspended or removed by the Board of Directors whenever, in its judgment, the best interests of PHNSC would be served thereby. A two-thirds (2/3) majority vote of the entire Board, excluding vacancies and the Director whose suspension or removal is the subject of the vote, is needed for such suspension or removal. The unexcused absence of any Director from three (3) consecutive meetings or five (5) meetings total during an operating year shall be grounds for removal from the Board of Directors. The officer or director subject to suspension or removal shall not vote on any action regarding their own proposed suspension or removal.

Section 6. Meetings

a. Regular Meetings. The Board of Directors 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 and/or on a bulletin board located at the PHNSC fields for posting of notices and on the PHNSC Website. Any change in a regularly scheduled meeting should be posted and notification by e-mail at least 48 hours prior to the meeting.

b. Special Meetings. Special meetings of the Board of Directors or the Executive Committee may be called by the President or at the request of any two (2) members thereof.

c. Notice of Meetings. Notice of any special meeting shall be given at least three (3) days prior to the meeting by notice to each Director personally, at his preferred address or by e-mail, unless an emergency exists. Notice shall be posted on the PHNSC Website and/or on the bulletin board located at the PHNSC fields for posting notices, at least 24 hours prior to the meeting, unless there is an emergency.

d. Quorum. A majority of the number of Directors holding office shall constitute a quorum for

the transaction of business at any meeting of the Board of Directors, except that a quorum for considering the suspension or removal of a Director shall be two thirds (2/3) of the number of Directors holding office, minus the Director being considered for removal or suspension.

Section 7. Indemnification of Directors and Officers

PHNSC shall defend any civil action brought against any officer or director for acts or omissions arising out of and in the scope of their employment or function as an officer or director, unless such officer or 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 of Directors 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 officer or director under the facts and circumstances of the particular case.

Section 8. 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 of Directors.

Section 9. Telephone Meetings

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

Section 10. Voting by E-Mail

At the request of the President, a matter may be voted on by the Board of Directors by e-mail. The President shall send an e-mail to all Directors holding office. A majority of the Directors holding office must vote in favor or against an item for a vote by e-mail to be effective.

ARTICLE XII - 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 of Directors.

Section 2. Other Meetings

Meetings of PHNSC members may be held at such other times as the President or the Board of Directors may determine, or upon the written request of at least twenty-five (25) members authorized to vote.

Section 3. Notices of Meetings

Written notice shall be given to every member entitled to participate in the meeting at least one week preceding all meetings by e-mail and by posting notice at a bulletin board located at the PHNSC fields for such purpose. If a special meeting is called it shall be accompanied by a statement of the purpose of the meeting.

Section 4. Quorum

A quorum for the transaction of business shall consist of twenty-five members authorized to vote.

Section 5. Agenda for Membership Meetings.

The Board of Directors shall approve the agenda.

Section 6. Action Without a Meeting.

Any matter approved for submittal to the membership may be done so without a meeting if notice of the matter is e-mailed to all members and posted on the bulletin board located at the PHNSC fields for such purposes. The notice shall fully explain the matter and shall state the deadline for receiving votes, which shall be no sooner than 15 days after the notice is e-mailed and posted. At least 25 members must vote with regard to a matter for the vote to be effective. The majority of the members voting, either in writing or by e-mail, shall constitute the action of the members.

ARTICLE XIII - COMMITTEES

Section 1. Standing Committees

The President shall appoint Chairpersons and Committee members from among the PHNSC members, subject to confirmation by the Board of Directors, for the following standing committees:

Operations Committee
Competitive Committee
Recreation League Committee
Treasury Committee
Sponsorship Committee
Fund Raising Committee
Information Committee

Section 2. Special Committees/Task Forces

The President shall appoint, subject to confirmation by the Board of Directors, special committees and/or task forces, in addition to those listed below, as deemed necessary:

Section 3. Organization

All committees and other groups 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 of Directors, except as otherwise provided in these Bylaws.

Section 4. President

The President shall be an ex officio member of all committees and other groups and shall be notified of their meetings.

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

Section 1.

The fiscal year of PHNSC shall be the Calendar Year.

Section 2.

The term of office of any person elected as an officer or director of the Association shall commence May 1 of the year of his election.

ARTICLE XV - RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors, and its committees in all instances wherein the provisions do not conflict with these Bylaws. The Board of Directors may adopt its own rules of procedure which shall govern its procedures, with Robert's Rules governing any procedures not addressed in the rules adopted by the Board.

ARTICLE XVI - AMENDMENTS

Section 1. Manner of Amendment

These Bylaws may be amended by a majority vote by the Board of Directors authorized to vote in accordance with the procedure outlined in Article XII.

Section 2. Notice of Amendment

Written notice of consideration of an amendment to these Bylaws and the general substance of such amendment shall be provided by e-mailing the amendments to all members for whom the Board has e-mail addresses and posted on the PHNSC Website and/or on the bulletin board located at the PHNSC fields for such purposes, at least fifteen (15) days prior to the date of the vote.

Section 3. Exceptions

- a. The Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws that are mandated by FYSA policy, without member approval.
- b. The Board of Directors may, by a majority vote, amend Exhibits A or B without the approval of the members, provided, however, the Board may not reduce the number of Board members except at the time for election of the Board of Directors.

ARTICLE XVII- DISSOLUTION AND MERGER

Section 1.

Upon dissolution or winding up of the affairs of PHNSC, the Board of Directors, 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.

Provided that PHNSC shall be the Surviving Corporation, Members shall not be entitled to vote on Mergers or consolidations of PHNSC. The Board of Directors of PHNSC, by an affirmative vote of a majority of the directors in office, at a meeting of the Board of Directors, or by written consent signed by all the directors in office, shall vote on a merger or consolidation in which PHNSC shall be the Surviving Corporation. In the event the Association shall not be the Surviving Corporation of a merger or consolidation, the Members shall be entitled to vote on such merger or consolidation.

ARTICLE XVIII - CONFLICT OF INTEREST

Section 1. Contracts, Sales and Purchases

The Directors and Officers shall receive no compensation for their work they perform in their respective positions as a Director or Officer. Provided, however, a Board member may receive compensation for other services provided to PHNSC (e.g., referee, referee assignor, Competitive Team coach) so long as he abstains from voting on any matter before the Board directly related to his compensation, the provision of his services, or by virtue of which he will financially gain or lose. Directors, Officers, 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 the Association. 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 the Association, 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 members or directors sufficient for that purpose without counting the vote or votes of the Directors, Officer, Committee Member or Employee who has disclosed said interest and who shall be ineligible to vote thereon.

Section 2. Confidential Information

a. It is the objective of PHNSC to maintain the privacy of PHNSC's players, coaches, directors, officers and members. Directors, Officers, Committee Members or Employees of PHNSC shall not disclose to any other person, confidential information acquired by them in the course of their official duties, unless required to be disclosed to register a player, coach or assistant coach, or use any such information for the purpose of pecuniary gain in any manner which is contrary to the best interests of PHNSC.

b. This section shall not apply to any disclosure made to any law enforcement agency, nor to any Disclosure made pursuant to subpoena or other similar legal process.

ARTICLE XIX – MISCELLANEOUS

Section 1.

Any previously approved by-laws of PHNSC are hereby superceded by these by-laws and shall have no further force or effect.

These By-laws were approved by a vote of more than two-thirds of the members, at a meeting held on _____, 2004.

Date: _____

President: _____