

FL SOCCER SRC INC

MINUTES OF THE ORGANIZATIONAL MEETING **OF THE BOARD OF DIRECTORS HELD ON** **SATURDAY, DECEMBER 5, 2015** **(as corrected at the Saturday 2/20/2015 BOD Meeting)**

The organizational meeting of the Board of Directors (the “Board”) named in the certificate of incorporation of FL Soccer SRC Inc., a Florida not-for-profit corporation (the “Corporation”), was held at 9:00 a.m. on Saturday, December 5, 2015, at the Coral Springs Marriott, 11775 Heron Bay Boulevard, Coral Springs, FL 33076.

The Florida State Soccer Association (“FSSA”) and the Florida Youth Soccer Association (“FYSA”), the (“Sponsors”), have jointly established this Corporation as the State Referee Committee for the purpose of administering the State Referee Program for these two associations, in compliance with Federation Policy 531-4. This Corporation, or the State Referee Committee (“FLSRC”) as it shall be known in going forward, was organized in accordance with the United States Soccer Federation (“the Federation”) policies as they were in effect at the time of its organization and as they may, from time to time, be amended.

This State Referee Committee (FLSRC) shall oversee the administration of the Federation Referee Program within the State of Florida including the training, development, instruction, assignment, and assessment of referees for all forms of competition overseen by the Federation. The FLSRC shall develop the appropriate procedures and policies for certification and oversight of referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the Sponsors. Such procedures and policies shall not conflict with the policies of the Federation Referee Program.

Roll Call and Notice of Meeting

The following initial Directors appointed by the Sponsors, constituting a quorum, were present at the meeting: Richard Moeller, President FSSA, Marino Torrens, President FYSA, Tommy Thompson representative from FYSA, initial Director and Nick Calabro, representative from FSSA, initial Director. Waivers of notice of the meeting were signed by the directors and ordered filed with the minutes. On motion duly made by Richard Moeller, seconded by Marino Torrens and unanimously approved, the Notice of Meeting with proof of mailing, and the Meeting Agenda, dated December 5, 2015, were made part of the minutes of this meeting.

Temporary Chairperson and Temporary Secretary

On motion duly made by Tommy Thompson, seconded by Marino Torrens and unanimously approved, Richard Moeller, President FSSA was elected temporary Chairperson and Marino Torrens was elected temporary Secretary for the meeting.

Filing of Certificate of Incorporation

The Chairperson reported that the original certificate of incorporation was filed with the Florida Secretary of State on November 20, 2015. A certified copy of the certificate of incorporation, attached

as Exhibit A, showing the above filing, was delivered to the temporary Secretary with directions to insert it in the minute book of the corporation.

Preparation of Bylaws

The next order of business was the discussion of the proposed Bylaws for the FLSRC. The Board then discussed the provisions of the proposed Bylaws and the fact that the FLSRC Bylaws should adopt and be in conformance with the Federation's Policy. Questions were presented concerning these and other provisions, discussed and answered. Upon motion duly made by Richard Moeller, seconded by Marino Torrens, and unanimously approved, it was resolved that the Bylaws with the provisions discussed should be prepared, circulated to the Directors and be ready to be adopted at the next Board of Directors meeting.

Adoption of Conflict of Interest Policy

The temporary Chairperson stated that the next business to come before the meeting was the adoption of a Conflict of Interest Policy, which must be prepared by the FLSRC in conjunction with its Bylaws. Upon motion duly made by Tommy Thompson, seconded by Marino Torrens, and unanimously approved, it was resolved that the Adoption of Conflict of Interest Policy, with the provisions discussed should be prepared, circulated to the Directors and be ready to be adopted at the next Board of Directors meeting.

Election of Directors and Officers

The temporary Chairperson announced that the Federation Policy recommends that the FLSRC shall include, in addition to the current initial Sponsored Members of the Board of Directors, the following positions: the State Referee Administrator (SRA), the State Youth Referee Administrator (SYRA) if one is appointed, the State Director of Instruction (SDI), the State Director of Assessment (SDA) and the State Director of Assignors (SD Assignors). The positions of Chairperson and SRA may be combined with the joint agreement of the two State Associations (FSSA, FYSA).

Initially and to ensure that the basic administrative structure of the FLSRC meets all requirements, that of the Sponsors, USSF Policy and State statutes, by motion duly made, seconded and unanimously approved, the following resolution was adopted:

Between January 2016 and August 2016, the president of FSSA will act as the Chairman and President of the FLSRC. The president of FYSA will act as the Vice Chairman and Vice President. In August 2016 the roles will be reversed between these two individuals until August 2017 when these roles will be reversed again, for the last time, expiring August 2018. Beginning with August 2018, the Board of Directors of FLSRC will elect its own Chairperson, Vice Chairperson, if needed, and all of its Officers in accordance with corporate custom and Florida Statutes.

Beginning with August 2018 the FLSRC Officers are elected, once annually during the August regularly scheduled Board of Directors' meeting, by the affirmative vote of the majority of the members present. If there is no quorum, the President of FLSRC or the SRA may call for a Special Meeting with the sole purpose of electing the Officers of FLSRC. The members may elect a Chairperson who will preside in all meetings of the FLSRC Board of Directors. In any meeting of the Board of Directors and in the absence of the Chairperson, the President will serve as the Chairperson, and in the absence of both, then the SRA will serve as the Chairperson, provided there is a quorum for the Board to transact its business.

The presidents of the two (2) Sponsors are elected by their own organization every two years with FSSA on the odd years and FYSA on the even years. These two individuals jointly appoint the SRA for a two (2) year term and they may remove him in the same manner in which they appointed him. A mutually acceptable nominee will be selected by the Federation Referee Committee and the Board of Directors when the State Associations cannot agree. The SRA appoints the SDA, SDI and SD Assignors with the concurrence of the two Sponsors. No SRA, SDA, SDI or SD Assignors may ever serve more than four (4) two year consecutive terms, unless the two Sponsors jointly decide to extend these terms. The SDA, SDI and SD Assignors serve at the pleasure of the SRA and may be removed by the SRA in the same manner in which they were appointed. An interim SRA may be appointed, as provided in this section, to fill a vacancy during the specified two (2) year term.

The SRA shall work in cooperation with the FLSRC in implementing and administering the Federation Referee Programs for officials, instructors, assignors, and assessors within the State and shall serve as a liaison between FSSA and FYSA.

The Officers of FLSRC are appointed from within its Board of Directors, by an affirmative vote of the majority of the members present and serve at the pleasure of the Board; the Board Of Directors may remove them in the same manner in which they were appointed. The same individual may not execute the duties and responsibilities of the positions of President and Secretary or SRA/Chief Operating Officer and Treasurer.

In accordance with the Federation Policy and upon motion duly made by Richard Moeller, seconded by Marino Torrens and unanimously approved, following the FLSRC's appointment of the SRA and approval of the recommendations from the SRA on the positions of SDI, SDA and SD Assignors, these individuals should immediately be elected and seated as Directors of the FLSRC in compliance with the Federation's Policy, at the next Board Meeting.

The matter of selection and appointment of an SRA was discussed. By unanimous agreement the Board of Directors decided to publicly request applications from interested parties, with a deadline of Saturday December 12, 2015. Applications will be reviewed by the two Sponsors and a decision of the appointment of the SRA to take place no later than December 24, 2015. This decision will be publicly noticed.

Bank Accounts

Marino Torrens proposed that a depository be selected for the funds of the FLSRC and to authorize officers to withdraw funds on behalf of the corporation. On motion of Marino Torrens, seconded by Richard Moeller and unanimously approved, the following resolutions were adopted:

Resolved, that the presidents of the Sponsors and the appointed SRA, jointly select a bank as the depository of funds, conveniently located and that accounts shall be governed by the rules, regulations, bylaws, and practices, present and future, of the depository. The board, by majority vote, may also select other depositories in addition to, or in place of, the designated depository;

1. Further resolved, that the following Directors or Officers of this corporation;
 1. The Chief Operating Officer/SRA, when appointed, by name
 2. The Sponsor FSSA president, by name and title
 3. The Sponsor FYSA president, by name and title

are authorized, on signature of the SRA and any one (1) of the other two (2), to withdraw funds from the depository on the check of the corporation, signed as provided above, and that the officers authorized to withdraw funds are authorized to endorse and receive payment of bills and notes payable to the corporation;

2. Further resolved, that the depository is authorized to pay any such instruments so endorsed and presented to it for payment, including those drawn to the individual order of any officer or any other person authorized to sign the instruments;
3. Further resolved, that the Board adopts the form of any banking resolution required by the depository if (1) in the opinion of a non-officer of the Corporation, the adoption of such a resolution is necessary or desirable; and (2) the Secretary of the Corporation evidences such adoption by attaching to this consent copies of such resolutions, which will be deemed to have been adopted by this Board with the same force and effect as if originally attached to this consent; and,
4. Further resolved, that the authority conferred by these minutes shall remain in full force and effect until written notice of its revocation by the Board is received by the depository and that the Secretary is authorized and directed to deliver to the depository a certified copy of this resolution and to certify to it the true and correct signatures of the above named individuals.

Tax Exemptions

The Chairperson announced that the next order of business was the matter of obtaining tax exemptions for the FLSRC. Upon motion made by Tommy Thompson, seconded by Richard Moeller and unanimously approved, it was:

Resolved, that the Corporation shall apply for recognition of tax-exempt status under the appropriate paragraph of Section 501(c) of the Internal Revenue Code and under applicable provisions of the laws of the State of Florida where it conducts business;

1. Further resolved, that designated officers of the FLSRC are authorized to take such actions and

- execute such documents as they deem necessary or appropriate to carry out this resolution; and
2. Further resolved, that if the FLSRC lacks sufficient funds in its treasury to pay the user fees associated with the applications, that either or both of its Sponsors, may advance the funds required to pay the fees and thereafter be reimbursed, without the payment of any interest, at the earliest time practicable for the FLSRC to effect reimbursement.

There being no further business before the Board, on motion duly made by Marino Torrens, seconded by Richard Moeller and unanimously approved, the meeting was adjourned at 4:30 p.m.

Respectfully submitted,

AJDamoulis

Secretary
For And On Behalf Of
The Board Of Directors Of
FL Soccer SRC Inc
Dated: December 26, 2015
Ratified as corrected: February 20, 2016