

BY-LAWS OF
FL SOCCER SRC INC.

ARTICLE I
FISCAL YEAR

Except as the Board of Directors may otherwise determine from time to time, the fiscal year of the Association shall end each year on December 31.

ARTICLE II
MEMBERS/AFFILIATION/PURPOSE

Section 1. Membership. Membership shall be initially limited to Florida State Soccer Association, Inc., a Florida not for profit corporation ("FSSA") and the Florida Youth Soccer Association, Inc. a Florida not for profit corporation ("FYSA") (FSSA and FYSA are collectively referred to as the "State Associations"). Additional members may be admitted if the United States Soccer Federation ("USSF") recommends such additional membership.

Section 2. Duration of Membership. Any person designated as a Member shall be a Member for as long as such entity remains in existence.

Section 3. Duties of Members. Each Member shall have the duty of notifying the Association of his or her post office address and/or electronic mail address, and each Member shall have such rights and such other duties as the Board of Directors may from time to time determine in its sole discretion.

Section 4. United States Soccer Federation. The Association will be affiliated with the USSF and will make every effort to remain a member in good standing of the USSF. The Association will abide by USSF By-Laws, Policies, and requirements and the applicable laws of the State of Florida as amended from time to time. In the event of a conflict between these Bylaws, and the USSF Bylaws, Policies, and requirements, same will take precedence over and supersede these By-Laws and decisions of the Association and its Members.

Section 5. Non-Profit Tax Exempt Corporate Status. Association is organized to be exempt from and to be operated as an organization exempt from taxation pursuant to Section 501(c) of the Internal Revenue Code of 1986, as amended. Association is not organized for any pecuniary profit, nor will any part of its net earnings be distributed to its Members. Association will not conduct a substantial part of its activities in attempt to influence legislation. Association will not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, Association will not engage in any activity or exercise any power that is not in furtherance of the purposes set forth in these By-Laws.

Section 6. Purpose of the Association. The Association will oversee the administration of the USSF Referee Program within the State of Florida for its two (2) Member and it is responsible for the development of the appropriate procedures and policies for the

certification and oversight of Florida referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the two (2) Sponsor State Associations or USSF. Such procedures and policies will not conflict with the policies of the USSF Referee Program. These policies will include, but are not limited to:

- A. The recruitment, instruction, certification, assignment, assessment, mentoring, developing, improving and retaining proficient Florida soccer referees for USSF and Florida sanctioned matches.
- B. The maintenance of the highest standards of officiating, as promulgated by USSF Policies, Rules and Requirements.
- C. The promotion of the game of soccer and the spirit of fair play among all participants.

Any individual may apply for certification as a referee, instructor, assessor and or assignor through Association for registration with USSF, provided:

- A. That individual meets the State of Florida Statute requirements for a risk management qualification as follows:
 - i. Agree with and sign the following statement: "I agree to participate in, and comply with, the risk management program of FYSA, FSSA and the FL Soccer SRC Inc."
 - ii. Consent to and provide whatever personal information is required in order to undergo and complete whatever Level of background check is required under State of Florida Statutes
- B. Meets the USSF Policy requirements for their applied for certification and registration.

Section 7. **Transaction of Business**. Association may divide the State of Florida into Areas and Districts in order to facilitate the recruitment, instruction, certification, assignment, assessment, mentoring, developing, improving and retaining proficient Florida soccer referees for USSF and Florida sanctioned matches. The SRA, SDI, SDA and SD Assignors (as such terms are defined below) shall have the operational authority and are responsible for the implementation of this Section.

Section 8. **Fiscal Responsibilities**. In accordance with USSF Policy, the Association will comply with the following minimum fiscal requirements:

- A. Retain independent auditors to conduct, at the discretion of its Members, either a financial review or audit each year of the financial records of the Association;
- B. Promptly provide copies of each financial review or audit to USSF and each of the two State Association Members;
- C. Submit a semiannual report on the operations of the Association for the prior six months, including financial statements; and
- D. File with USSF and each of the two (2) State Association Members copies of its governing documents and amendments to those documents.

Section 9 Dissolution. Upon the dissolution of this organization, assets shall be distributed to any successor not for profit corporation providing substantially the same permitted uses as this Association created within six (6) months of such dissolution, and if such organization does not timely exist, then equally to the State Associations for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE III MEETINGS OF AND ACTION BY MEMBERS

Section 1. Annual Meeting. The annual meeting of Members shall be held in August of each year (except that, when that day falls on a legal holiday, the annual meeting shall be held on the next succeeding business day) at a day and hour fixed by the Board of Directors or by the president and stated in the notice of the meeting. Purposes for which an annual meeting is to be held, in addition to those prescribed by law or by the Association's Articles of Incorporation or by these By-Laws, shall be specified by the Board of Directors or by a notice in writing signed by the president and filed with the Secretary.

In the event that an annual meeting shall not have been held on the date fixed in these By-Laws, a special meeting in lieu of annual meeting may be held with all the force and effect of an annual meeting.

Section 2. Special Meetings. Special meetings of Members may be called by the president, secretary or by the Board of or, in the case of the death, absence, incapacity or refusal of the President or Secretary, by any other officer, upon written application of a majority of the Members entitled to vote. Such call shall state the place, date, hour and purposes of the meeting. In the event that none of the officers is willing and able to call a special meeting, upon application of a majority of members, the local circuit court shall have

jurisdiction in equity to authorize one or more of such Members to call a meeting by giving such notice as may be required by law.

Section 3. **Record Date.** The Board of Directors may fix in advance the record date for determining the Members having the right to notice of and to vote at any meeting of Members and any adjournment thereof, or the right to express consent or dissent for any purpose. Such record date shall be not more than sixty (60) days preceding the date of any such meeting of Members, or the last day upon which such consent or dissent may be effectively expressed. In such case, only Members of record on such record date shall have such right, notwithstanding any change in Membership on the books of the Association after the record date. Without fixing such record date, the Board of Directors may, for any of such purposes, close the Membership books for all or any part of such period. If no record date is fixed and the Membership books are not closed, the record date for determining Members having the right to notice of or to vote at a meeting of the Members shall be at the close of business on the day next preceding the day upon which notice is given, and the record date for determining Members for any other purpose shall be at the close of business on the day upon which the Board of Directors acts with respect thereto.

Section 4. **Place of Meetings.** All meetings of Members shall be held at the principal office of the Association or at such other place within, or, to the extent permitted by law and the Articles of Incorporation, without, the State of Florida, as may be fixed by the Board of Directors or by the President and stated in the notice of the meeting.

Section 5. **Notice of Meetings.** A written notice (which notice may be made by electronic mail, return receipt requested) of the place, date, hour and purposes of all meetings of the Members shall be given by the Secretary or an assistant Secretary or, in case of the death, absence, incapacity, unavailability or refusal of both the Secretary and the assistant Secretary, by any other officer or by a person designated either by the Secretary, or by the assistant Secretary, or by the person or persons calling the meeting, or by the Board of Directors, or by any other person empowered by law so to do, at least fourteen (14) days before the meeting or such greater period as may be required by law, to each Member entitled to vote thereat and to each other Member who, by law, or by the Association's Articles of Incorporation, or by these By-Laws, is entitled to such notice, by leaving such notice with him or her, or at his or her residence or usual place of business, or by mailing it, postage prepaid, and addressed to such Member at his or her address as it appears in the records of the Association. A written waiver of notice of a meeting, executed before or after the meeting by such Member or his or her attorney thereunto authorized and filed with the records of the meeting shall be deemed equivalent to such notice.

Section 6. **Quorum.** Fifty-One (51%) percent of the Members at a meeting entitled to vote shall constitute a quorum for such meeting. If a quorum is not present at a meeting, the vote of a majority present and entitled to vote at the meeting may adjourn the meeting from

time to time, and the meeting may be reconvened pursuant to the vote of adjournment without further notice.

Section 7. Voting. Each Member shall have one (1) vote.

Section 8. Proxies. Members may vote in person or by written proxy. Proxies shall be filed with the Secretary of the meeting before being voted. No proxy dated more than six (6) months before the meeting named therein shall be valid, and no proxy shall be valid after final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest upon the challenger.

Section 9. Action at Meeting. When a quorum is present at any meeting, the vote or concurrence of a majority of those present and entitled to vote thereat, and not abstaining, shall be required to decide any matter or take any action, except to the extent that a greater proportion is required by law, or by the Association's Articles of Incorporation, or by these By-Laws.

Section 10. Action without Meeting. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if a majority of the Members entitled to vote on the matter consent to the action in writing and such written consents are filed with the records of the meetings of Members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE IV DIRECTORS

Section 1. Powers. The Association shall be managed by a Board of Directors, which may exercise all the powers of the Association except such as by law, or by the Association's Articles of Incorporation, or by these By-Laws are conferred upon or reserved to the Members.

Section 2. Number. The initial directors shall be those named in the Articles of the Association. The initial directors shall fix the number of and appoint the directors that will serve on the full Board of Directors.

Section 3. Election. The Members shall appoint the directors from the following positions:

- A. The currently elected President of FSSA
- B. A representative from FSSA
- C. The currently elected President of FYSA
- D. A representative from FYSA

- E. The currently appointed State Referee Administrator (SRA)
- F. The currently appointed State Director of Instructions (SDI)
- G. The currently appointed State Directors of Assessment (SDA)
- H. The currently appointed State Director of Assignors (SD Assignor)
- I. The State Youth Referee Administrator (SYRA) (if one has been appointed)

Section 4. **Tenure**. Subject to law, to the Association's Articles of Incorporation and to the other provisions of these By-Laws, each director shall hold office for a two (2) year term, until the meeting of the Board of Directors following the next bi-annual meeting of Members and until his or her successor shall have been duly elected and qualified. Any director may resign by delivering a written resignation to the Association at its principal office or to the president or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. No director shall be permitted to serve for more than four (4) two (2) year terms.

Section 5. **Regular Meetings**. A regular meeting of the Board of Directors following the annual meeting of the Members or the special meeting in lieu of such meeting may be held without call or notice immediately after and at the same place as the meeting of the Members. Other regular meetings of the Board of Directors may be held without call or notice at such place and at such times as the Board of Directors may from time to time determine each director has received at least one, provided that notice of the date, time and place of each such other regular meeting. Initially, the Association will have three (3) regular meetings of the Board of Directors, in August, December and April of each year, in a place, date and time convenient to all Directors. Each prospective meeting of the Board will be scheduled before the previous meeting is adjourned and will be held as scheduled, unless there is an emergency which will preclude a quorum of Directors from attending.

Section 6. **Special Meetings**. Special meetings of the Board of Directors may be held at any time and at any place when and as called by the president, the secretary, or one or more directors.

Section 7. **Notice of Meetings**. The Secretary or an assistant Secretary or the officer or the director or directors calling the meeting shall give to each director notice of the place, date and hour of all special meetings of the Board of Directors by telephone or by mail, telegram, telex, facsimile transmission or any similar form of communication, addressed to such director at his or her usual or last known business or residence address, or at such other address as said director may from time to time designate in writing, or by leaving such notice with the director or at the director's usual or last known business or residence address, or at such other address as said director may from time to time designate to the Association in writing. Notice sent by telegram, electronic mail, facsimile transmission or any similar form of communication or given by telephone, or by leaving such notice as aforesaid, shall be sent or given, as the case may be, at least twenty-four hours before the meeting. Notice, if sent by mail, shall be mailed at least

three (3) days before the meeting. Notice of a meeting need not be given to any director if a waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting at its commencement or prior thereto, the lack of notice to him or her.

Section 8. Quorum. Five (5) directors shall constitute a quorum for a meeting. If a quorum is not present at a meeting, a majority of the directors present may vote to adjourn the meeting from time to time, and the meeting may be reconvened without further notice pursuant to the vote of adjournment.

Section 9. Action at Meeting. When a quorum is present at any meeting, the vote or concurrence of a majority of the number of directors present shall be required to decide any matter or take any action, except to the extent that a greater proportion may be required by law, or by the Association's Articles of Incorporation, or by these By-Laws.

Section 10. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of the directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11. Committees. The Board of Directors may elect from their number an executive committee, a Membership committee, a nominating committee, an election committee, and/or other committees and may delegate thereto some or all of its powers, except those that the Board of Directors is prohibited, by law or by the Association's Articles of Incorporation, or by these By-Laws, from delegating. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business. Unless otherwise provided by the Board of Directors or in such rules, the business of any committee shall be conducted, to the extent possible, in the same manner as is provided by these By-Laws for the business of the Board of Directors.

Section 12. Telephonic Meetings. Directors and Members of committee may participate in a meeting by means of a conference telephone call or use of any other communications equipment, provided that all directors or committee Members participating in a meeting can hear each other at the same time. Such participation shall constitute presence in person at a meeting. All of the provisions of these By-Laws pertaining to meeting procedure shall apply to such meetings.

Section 13. Vacancy If any office of director, becomes vacant for any reason, a successor or successors may be elected by the Members. Each such successor elected by the Members shall hold office for the unexpired term of his or her predecessor.

ARTICLE V OFFICERS

Section 1. Designation of Officers. The officers of the Association shall be a president, one or more vice presidents (as shall be determined by the Board of Directors), a chief operating officer, a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary. In accordance with the USSF policy, at any time the positions of chairperson and SRA may be combined if approved by the Members.

Section 2. Election and Term of Office. The officers of this Association shall be elected bi-annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected and shall have been qualified. No officer shall be permitted to hold any office for more than four (4) consecutive two (2) year terms.

Notwithstanding the foregoing, between January 2016 and August 2016, the president of FSSA will act as the Chairman and President of the Association. 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.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the Association would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the chief executive officer of the Association, and shall exercise general supervision and control over all activities of the Association. The president:

- (a) Shall preside at all meetings of Members and of directors;

(b) May sign, with the secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution or such instruments has been expressly delegated by the Board of Directors by these By-Laws, or to some other officer or agent of the Association by law; and

(c) Shall perform all other duties generally incident to the office of president and such other duties as may be prescribed by the Board of Directors.

Section 6. Vice President. In the absence of the president or in the event of the president's inability or refusal to act, the vice president or vice presidents in the order of their election shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the president. Any vice president shall perform such additional duties as may from time to time be assigned to him by the president or by the Board of Directors.

Section 7. Treasurer. If so required by the Board of Directors, the treasurer shall:

(a) Give a bond for the faithful discharge of the treasurer's duties, at the Association's expense, in such sum and with such surety or sureties as the Board of Directors may deem appropriate;

(b) Have charge and custody of, and be responsible for, all funds and securities of the Association and provide the Board of Directors quarterly and annual financial reports;

(c) Receive and give receipts for moneys due and payable to the Association from any source and deposit all such moneys in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and

(d) Perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the Board of Directors.

Section 8. Secretary. The Secretary shall:

(a) Keep the minutes of meetings of Members and of the Board of Directors, in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these By-Laws or as required by law;

(c) Be custodian of the corporate records and of the seal of the Association;

(d) Ensure that a Membership book containing the names and addresses of all Members and directors of the Association, and with respect to any Membership which has been terminated, record that fact together with the date of termination; and

(e) Exhibit to any director of the Association, or to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these By-Laws, the Articles of Incorporation, the Membership Book, the Minutes of any meeting, and the other records of the Association.

Section 9. Chief Operating Officer. The Chief Operating Officer shall:

(a) perform such senior duties in connection with the operations of the Corporation as the Board or the President shall from time to time determine, and shall report directly to the Chief Executive Officer.

(b) The Chief Operating Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as may be agreed with the Chief Executive Officer or as the Board may from time to time determine.

Section 10. Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries, in general, shall perform such duties as may be assigned to them by the Board of Directors, the president, the treasurer, or the secretary of the Association. If so required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors may deem appropriate, as the Association's expense.

ARTICLE VI REMOVAL

The Members may remove any director or officer from office with or without cause and may terminate the authority of any agent. A director or officer may be removed without cause only after a reasonable notice and opportunity to be heard. Failure to attend three (3) or more consecutive meetings of the Board of Directors shall constitute grounds for removal of a director by majority vote of the Board of Directors after written notice to said absent director.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-Laws, to enter into any contract or to execute and deliver any

instrument in the name of and on behalf of the Association. Such authority may be general, or confined to specific instances.

Section 2. **Gifts and Contributions**. The Board of Directors or an executive committee may:

(a) Accept on behalf of the Association any contribution, gift, bequest, or devise of any type of property ("Donations"), for the general and special charitable purposes of the Association, on such terms as the board or committee shall approve;

(b) Hold such funds or property in the name of the Association or of such nominee or nominees as the board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such Donations to such benevolent and charitable purposes as the board or committee may determine; and

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

Section 3. **Deposits**. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. **Checks, Drafts, Orders for Payment**. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the president or a vice president of the Association.

Section 5. **Certification-Registration Fees**. Association will charge fees for the certification of all prospective referee, instructor, assessor and assignor applications for subsequent registration with USSF. USSF Policy sets these fees, however, Association may add to these fees amounts required to meet certain State of Florida Statutory and other requirements. These include risk management-background checks, referee program administration fees and other expenses required and budgeted with the approval of the Board of Directors for referee development to include, but not be limited to, referee recruitment,

education, instruction, assessment and appointment of referees, instructors, instructors and administrators to state, regional and national sponsored events.

ARTICLE VIII COMPENSATION OF DIRECTORS AND OFFICERS

By vote of the Board of Directors, each director may be paid a reasonable compensation for services as director or fixed compensation for attendance at any or all meetings of the Board of Directors, or both, and may be reimbursed for expenses of attending any or all such meetings. No such compensation or reimbursement shall preclude any director from serving the Association in any other capacity and receiving compensation therefore. Compensation of directors and officers, if any, may be fixed from time to time by the Board of Directors.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify against all liabilities and expenses, including reasonable fees of counsel, any person threatened with or made a party to any action, suit or other proceeding by reason of the fact the he, she, his or her testator or intestate, is or was a director, officer, employee or other agent of the Association, or is or was a director, office, employee or other agent of the Association who serves or served, at the request of the Association, as a director, officer, employee or other agent of another organization or who, at the request of the Association, serves or served in any capacity with respect to an employee benefit plan, except that no indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding to have acted in breach of his fiduciary duty to the Association or the participants of the employee benefit plan not have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association or of the participants of the employee benefit plan; provided, however, as to matters disposed of by a compromise payment, pursuant to a consent decree or otherwise, no reimbursement, either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromise shall be approved:

(a) by a disinterested majority of the directors then in office; or

(b) if a majority of such directors are interested, by a majority of the disinterested directors then n office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director or officer does not appear not to have acted in good faith in the reasonable belief that his action was in the best interests of the Association or to the extent that such matter relates to service in the best interests of the participants of an employee benefit plan; or

(c) by Members, not counting as a Member any interested person.

The Board of Directors may from time to time authorize payment by the Association of expenses incurred by any such person in defending any such action, suit or other proceeding in advance of final disposition upon receipt of an undertaking from such person to repay such payment if such person shall have been adjudicated to be not entitled to indemnification under this ARTICLE IX or if the matter involved shall be disposed of by a compromise payment with respect to which such person shall not be entitled to indemnification under this ARTICLE IX. Such undertaking may be accepted without reference to the financial ability of such person to make repayment. Absence of an express provision herein for indemnification shall not limit any right of indemnification existing independently of this ARTICLE IX.

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against liability under the provisions of this section.

ARTICLE X POWERS OF DIRECTORS, OFFICERS, AND OTHER AGENTS TO CONTRACT WITH THE ASSOCIATION

No contract or transaction between the Association and one or more of its directors, officers, employees, agents or other persons interested in the Association, or between the Association and any other Association, firm, association or other entity in which one or more of such persons are also interested shall be either void or voidable for this reason alone, provided that such common directorship, officership or interest, if material, was disclosed or known to each of the directors voting on or concurring in the matter of the approval of such contract or transaction. Common or interested directors shall be counted in determining the presence of a quorum at a meeting. Such common or interested directors may vote on the matter of the approval of such contract or transaction, but any such vote shall require the affirmative vote of the requisite majority of the directors who have no interest in such contract or transaction, even though the number of disinterested directors is less than the number required to constitute a quorum.

ARTICLE XI EXECUTION OF INSTRUMENTS

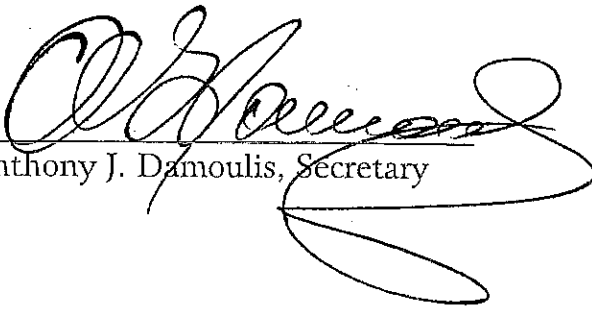
Except as the Board of Directors may generally or in particular cases otherwise determine, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Association, shall be signed by the president or the treasurer.

ARTICLE XII
AMENDMENTS

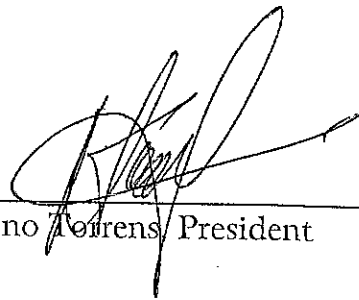
These By-Laws may be altered, amended or repealed at any meeting of the Members by a vote of not less than all of the Members present at any meeting at which a quorum has been obtained or by the vote of seventy-five (75%) percent of the Board of Directors at any meeting at which a quorum has been obtained. If so authorized by the Association's Articles of Incorporation, the Board of directors may make, amend or repeal these By-Laws in whole or in part, except that the Board of Directors may not make any amendment that alters the provisions of these By-Laws with respect to removal of directors or election of committees by the Board of Directors and delegation of powers thereto, or with respect to amendment of these By-Laws, or with respect to any provision that by law, or by the Association's Articles of Incorporation, or by these By-Laws, requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending or repealing by the Board of Directors of any By-Law, notice thereof stating the substance of such change shall be given to all Members entitled to vote on amending By-Laws. Any By-Law adopted by the Board of Directors may be amended or repealed by such Members.

Adopted: January 1, 2017

Attest:



Anthony J. Damoulis, Secretary



Marino Torrens, President

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