

**INITIAL BYLAWS  
OF THE  
FL Soccer SRC Inc**

**Article 1. Name**

The name of the corporation is the FL Soccer SRC Inc., identified herein and otherwise as the FLSRC. Its two (2) Sponsors, Florida State Soccer Association, Inc. (FSSA) and Florida Youth Soccer Association, Inc. (FYSA), organized it as a non-profit corporation under Florida Law, for purposes as set forth in Article 5.

**Article 2. Non-Profit Corporate Status**

FLSRC 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.

FLSRC is not organized for any pecuniary profit, nor will any part of its net earnings be distributed to its Sponsors. However, FLSRC is authorized and empowered to pay reasonable compensation and reimburse expenses incurred by FLSRC Directors, Officers and other designated individuals in the furtherance of their designated duties and responsibilities in carrying out the purposes of the FLSRC set forth in Article 5.

FLSRC will not conduct a substantial part of its activities in attempt to influence legislation. FLSRC will not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, FLSRC will not engage in any activity or exercise any power that is not in furtherance of the purposes set forth in Article 5.

**Article 3. USSF Affiliation and Compliance**

The FLSRC will be affiliated with the United States Soccer Federation (USSF) and will make every effort to remain a member in good standing of the USSF.

The FLSRC will abide by USSF Policy, as amended from time to time, FLSRC Bylaws, Policies, and requirements and the applicable laws of the State of Florida. In the event of a conflict between USSF and FLSRC Bylaws, Policies and requirements, the USSF Bylaws, Policies, and requirements will take precedence over and supersede these Bylaws and decisions of the FLSRC and its Sponsors.

**Article 4. Principal Place of Business**

The principal corporate office will be located, subject to change, at the following address:

FL Soccer SRC Inc  
13727 SW 152 Street  
#111  
Miami FL 33177

**Article 5. Purpose**

The Sponsors of FLSRC have jointly established this non-profit corporation to administer the USSF Referee Program for their two (2) State Associations.

The FLSRC will oversee the administration of the USSF Referee Program within the State of Florida for its two (2) Sponsors 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:

- The recruitment, instruction, certification, assignment, assessment, mentoring, developing, improving and retaining proficient Florida soccer referees for USSF and Florida sanctioned matches.
- The maintenance of the highest standards of officiating, as promulgated by USSF Policies, Rules and Requirements.
- 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 FLSRC for registration with USSF, provided:

- That individual meets the State of Florida Statute requirements for a risk management qualification as per Article 11 and,
- Meets the USSF Policy requirements for their applied for certification and registration

#### **Article 6. Administration**

FLSRC is governed by a Board of Directors comprised of the following:

- The currently elected President of FSSA
- One other representative from FSSA
- The currently elected President of FYSA
- One other representative from FYSA
- The currently appointed State Referee Administrator (SRA)
- The currently appointed State Director of Instructions (SDI)
- The currently appointed State Directors of Assessment (SDA)
- The currently appointed State Director of Assignors (SD Assignor)
- The State Youth Referee Administrator (SYRA) (if one has been appointed)

In order to ensure that the Federation policies are equitably and fairly applied in the governance of this new sponsored entity, its initial Board of Directors by a motion duly made, seconded and unanimously approved, in its Organizational Meeting of December 5, 2015, passed the following resolution:

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.

In accordance with the Federation Policy, at any time, the positions of Chairperson and State Referee Administrator (SRA) may be combined with the joint agreement of the two State Association Sponsors.

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.

The duties and responsibilities of all Directors and Officers of FLSRC are to be discharged in accordance with these Articles, USSF Policy and the State of Florida Non-Profit Statutes. It is a requirement that each Director and Officer, within sixty (60) days of accepting their respective position, execute the attached "FLSRC Policy Statement On Conflict Of Interest". Failure to execute this document on time will be accepted as prima-facie resignation from all FLSRC positions held by that individual.

#### **Article 7. Board Meetings and Voting**

FLSRC 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.

Written, email or fax reminder notice of meetings will be sent to each Director at least five (5) calendar days in advance. This notice shall include the Agenda, previous unapproved minutes and all material to be discussed.

Meetings will be conducted under the Roberts Rules of Order.

No meeting of the FLSRC will be held without proper notice or waiver of such notice and without a quorum of Directors present. A quorum of the FLSRC will consist of the majority of all currently elected, appointed and properly seated members of the Board of Directors. A 30-minute grace period will be allowed to achieve a quorum, with more time added if the majority of those present agree.

Either the Chairperson, a majority of the members of the Board of Directors, the President or the SRA, may call a Special Meeting, with proper notice and contingent on an emergency. The same rules for a quorum will apply.

A quorum may be met by phone conference or video conference where all participants are able to communicate, unless otherwise precluded elsewhere in these Articles.

All records of the FLSRC Board meetings will be kept for a minimum of seven (7) years. Its Articles of Incorporation will be permanently preserved.

### **Article 8. Amendments Of These Bylaws**

The FLSRC may amend, repeal, or adopt new Articles, rules and regulations as need be, in accordance with the Spirit of the Game, any changes in USSF Policy and or regulations and Florida Statutes.

These Articles may be amended at any regularly scheduled or Special Meeting by an affirmative vote of seventy-five (75%) percent of the Directors physically present. Phone conferences and or video conferences do not qualify for a quorum under these circumstances. Written notice of any proposed amendment, repeal, modification, or new provision must be presented in writing to each FLSRC Director at least thirty (30) calendar days in advance of any voting.

The FLSRC Board of Directors shall determine any matters not provided for in these Articles, or by USSF Policy.

### **Article 9. Indemnification and Insurance**

The FLSRC will indemnify any Director and or Officer who is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the FLSRC. The indemnification will be against any expense, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Director and or Officer, in connection with such action, suit, or proceeding, if the Director and or Officer acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the FLSRC. The indemnification will also be with respect to any criminal action or proceeding, if the Director and or Officer had no reasonable cause to believe that the conduct was unlawful.

The termination of any action, suit, or proceeding, by judgment, order, settlement, or conviction, or upon a plea of nolo-contendere or its equivalent, will not, of itself, create a presumption that the Director and or Officer did not act in good faith and in a manner which the Director and or Officer reasonably believed to be in or not opposed to the best interests of the FLSRC, and with respect to any criminal action or proceeding, that the Director and or Officer had no reasonable cause to believe that the conduct was unlawful.

The FLSRC will purchase and maintain insurance against any liability asserted against any Director and or Officer and incurred by the Director and or Officer in such capacity.

### **Article 10. Fiscal Responsibilities**

In accordance with USSF Policy, the FLSRC will comply with the following minimum fiscal requirements:

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

### **Article 11. Risk Management**

In accordance with State of Florida Statutes and USSF Policy, any person applying for certification through FLSRC must:

- Agree 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”
- Provide whatever personal information is required in order to undergo and complete whatever Level of background check is required under State of Florida Statutes

### **Article 12. Certification-Registration Fees**

FLSRC 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, FLSRC 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 13. Transaction of Business**

FLSRC will 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 shall have the operational authority and are responsible for the implementation of this Article.

### **Article 14. All Powers and Corporate Dissolution**

FLSRC has the power to do any lawful acts reasonably necessary or desirable for carrying out its purposes as per Article 5.

FLSRC may be dissolved only upon a motion duly made by a member of the Board of Directors, seconded and passed by an affirmative vote of one hundred (100%) percent of all currently elected, appointed and seated Directors physically present, in a duly noticed and held Special Meeting. The quorum for a Special Meeting

called for this purpose only, is seventy five (75%) percent of all currently elected, appointed and seated Directors. Phone conferences and or video conferences do not qualify for a quorum under these circumstances. The FLSRC may dissolve, in accordance with the laws of the State of Florida and the IRS requirements for a 501(c) corporation, after satisfying all fiduciary duties and financial responsibilities. If there is no succeeding corporate entity previously organized by FLSRC's two Sponsors that satisfies all legal requirements for financial dissolution of the FLSRC as a 501(c) entity, then and only then, any and all remaining assets shall be disposed of in accordance with the IRS Statutes, Rules and Regulations. If USSF qualifies as an entity able to legally receive these assets, then these assets shall be transferred to USSF as if USSF had original rights to these assets.

The death, removal or resignation of any or all of the Directors of FLSRC shall not result in the automatic dissolution of FLSRC.

*AJDamoulis*

Secretary

For And On Behalf Of

The Board Of Directors Of

FL Soccer SRC Inc.

Date Ratified: February 20, 2016