

BYLAWS
OF THE
PENSACOLA FUTBOL CLUB

ARTICLE I. NAME

The name of the organization shall be the Pensacola Futbol Club, Inc. and is hereby identified as PFC. *The PFC Select program shall also be known as the Dallas Texans Florida Division during such time that the club is affiliated with the Dallas Texans.*

ARTICLE II. PURPOSE

The purpose of PFC is to organize, implement, and maintain a youth soccer program. PFC is a volunteer, non-profit organization dedicated to the education and development of the youth soccer player at all levels of play, recreational and competitive. PFC shall provide an equal opportunity to all youth wishing to play the game of soccer regardless of race, creed, color, national or ethnic origin, or religion.

ARTICLE III. LOCATION

The principal office of PFC shall be located in Escambia County, in the State of Florida, as determined by the Executive Board.

ARTICLE IV. AFFILIATION

PFC shall be affiliated with the Florida Youth Soccer Association (FYSA) and ESCAROSA Soccer League. *The organization shall comply with the authority, rules, and guidelines of those bodies. This affiliation is predicated upon the shared goals and objectives leading to the advancement of youth soccer in Escambia County Florida as well as communities along the Gulf Coast.*

ARTICLE V. MEMBERS

Section 1. Membership in the club is by formal affiliation, through player registration or individual participation, while maintaining good standing. Membership is in two categories:

(a). General Member. Is the legal parent or guardian of a registered Pensacola Futbol Club player, who is actively involved and participating in the purpose and objectives of Pensacola Futbol Club, and complying with the Bylaws of Pensacola Futbol Club.

(b). Voting Member. General Members, who are in good standing with the Pensacola Futbol Club at the time of the Annual General Meeting (AGM), are entitled to one vote per family on each matter submitted to a vote of the members.

Section 2. Distinguished service memberships may be granted by vote of the members at any annual meeting to any person, institution, or organization, that has given undue support and assistance to the purpose and objectives of PFC.

Section 3. The Executive Board, by majority vote, may suspend or expel a member for cause after an appropriate hearing, as defined in Article IX, Section 1, Paragraph (a).

ARTICLE VI. MEETINGS OF MEMBERS

Section 1. An annual meeting of the members (AGM) shall be held during the month of April on a day determined by the Executive Board for the purpose of electing officers and for the transaction of such other business as may come before the members. Only those who are members of Pensacola Futbol Club on April 1st preceding the annual meeting will be eligible to vote.

Section 2. The President or a majority of the Executive Board shall call meetings of the members between the period of the annual meetings. Such meetings shall be called monthly or bi-monthly at the caller's discretion. There shall never be a period of time in excess of ninety (90) days between meetings of the members.

Section 3. Special meetings of the members may be called by not less than one-fifth (1/5) of the members having voting rights.

Section 4. All meetings of the members shall be held within Escambia County, Florida. Written or printed notice stating the place, day, and time of the meeting of the members shall be delivered, either personally or by mail, to each member entitled to vote at such meetings. Notification will not be less than seven (7) or more than twenty-one (21) days before the date of such meeting, by or at the direction of the President, Secretary, or the officers or persons calling the meeting. In case of a special meeting, the specific purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Postal Service box addressed to the member's address as it appears on the records of PFC with postage prepaid.

Section 5. Provided that proper notice of a meeting of the members as set forth in Article VI, Section 4 is complied with, five percent (5%) of the members present shall constitute a quorum.

Section 6. PFC shall allow absentee proxy or voting by mail.

ARTICLE VII. EXECUTIVE BOARD

Section 1. The authority to represent, manage, and conduct the business and affairs of PFC is vested in the Executive Board. The Executive Board shall have the power to enforce the Laws of the Game, the Rules of the United States Soccer Federation, The United States Youth Soccer Association, The Florida Youth Soccer Association, the Articles of Incorporation, and the Bylaws and Rules and Regulations of PFC.

Section 2. The Officers of PFC shall constitute the Executive Board.

Section 3. The President or any two officers may call meetings of the Executive Board. The person or persons authorized to call meetings of the Executive Board may determine any place within Escambia County for holding such meetings.

Section 4. Notice of meetings of the Executive Board shall be given to all officers at least forty-eight (48) hours previously thereto either by telephone or by written notice delivered personally. Notice of meetings may be delivered by mail at least five (5) days prior to such meetings. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States Postal Service box addressed to the officer's address as it appears on the records of PFC with postage prepaid.

Section 5. Any member of the Executive Board may waive notice of any meeting. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction at the meeting. In this case, notification need not be specified in the notice or waiver of notice of such meeting, unless specifically required by these bylaws.

Section 6. A majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting without further notice.

Section 7. The act made by the majority of the Executive Board present at a meeting at which a quorum is present, shall be the act of the Executive Board, unless the Bylaws require action of a greater number.

Section 8. Members of the Executive Board shall not receive any stated salaries for their services. By resolution to the Executive Board, any member may be indemnified for expenses and costs. This includes attorneys' fees, actually and necessarily incurred by the member in connection with any claim asserted against the member by action in court or otherwise, by reason of being or having been a member of the Board. This does not include matters that the member has been guilty of gross negligence, or misconduct, in respect of the matter in which indemnity is sought.

ARTICLE VIII. OFFICERS AND DUTIES

Section 1. The officers of PFC shall be:

(a) President. The President shall be the Principal Executive Officer of PFC and shall, in general, supervise and manage all business of PFC. Shall preside at all meetings of the members and of the Executive Board. Shall appoint all members of committees; and where not defined in these Bylaws, shall define such duties. May sign, with the Secretary or any other proper officer of PFC authorized by the Executive Board, any contracts or other instruments that have been authorized to be executed. Shall appoint an auditor to conduct an annual audit of the financial records of PFC, which shall be reported to the members. Shall perform all duties incident to the office of President and other such duties as may be prescribed from time to time. The President shall vote at meetings of the Executive Board only in the event of a tie vote or may waive the right to do so.

(b) Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President; and when so acting, shall have all the powers of and be subject to all the restrictions of the President. Shall serve as Chairman of the Appeals and Discipline Committee and as Chairman of the Rules Committee. In the event of the resignation or removal from office of the President, the Vice-President shall perform the duties of the President for the remainder of the term.

(c) Treasurer. At the discretion of the Executive Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety of sureties as the Executive Board shall determine. Fees for such bond will be incurred by PFC. Shall have charge and custody of, and be responsible for, all funds and securities of PFC. Receive and give receipts for monies due and payable to PFC from any source whatsoever, and deposit all such monies in the name of PFC in such banks, trust companies or other depositories as shall be selected by the Executive Board. Maintain all records from financial institutions pertaining to PFC. Pay all invoices for PFC in a timely manner. Maintain bookkeeping required preparing annual Profit and Loss Statement for tax purposes. Shall serve as Chairman of the Finance Committee.

(d) Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Executive Board in one or more books provided for that purpose. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Keep a register of the post-office addresses of each member that shall be furnished to the Secretary by such member. The register of members shall be distributed by the Secretary and shall be available to any member in good standing. Shall serve as chairman of the Media Committee.

(e) Registrar. The registrar shall be responsible for the registration, transfer, and tracking of all PFC players and coaches. Ensure registration procedures are followed as outlined by FYSA Guidelines. Submit registrations and changes of status with appropriate fees to FYSA in a timely manner. Assist teams with special permission forms, travel requests, and Regional and State Cup registrations.

(f) Recreational Commissioner. The Recreational Commissioner shall be in charge of all recreational league competition and operation under PFC. Pass on all registrations and transfers, organize teams, assign coaches, schedule games, and rule on protests. Shall ensure that all coaches are informed as to the rules of the competition and shall coordinate coaching clinics. Shall serve as the PFC representative to the ESCAROSA Soccer League.

(g) Select Commissioner. The Select Commissioner shall oversee the administration and management of all select (Premier and Classic) and all-star travel teams within PFC. Coordinate select team tryouts, pass on all registrations and transfers, schedule games, rule on protests, and keep coaches informed as to all State and National competitions and tournaments for which the players and/or teams might be eligible. Shall serve as the PFC representative to the Gulf Coast Youth Soccer League.

(h) Fields and Maintenance Manager. Shall be charged with the acquisition, maintenance, and issuance of all equipment and fields necessary to play soccer, subject to approval of the Executive Board. Ensure that all fields to be used as home fields of PFC are properly marked and in safe and proper playing condition. Coordinate the development and management of the soccer complex at Ashton Brosnaham Recreational Park in accordance with the directives of PFC, Executive Board, and local

government. Serve as liaison between PFC and governmental agencies in all matters involving Ashton Brosnaham Recreational Park.

(i) Tournament Director. Shall direct all competition and play conducted by PFC relative to local, state and national tournaments and competitions. Organize and manage site coordination, registration, awards, and tournament operations. Ensure that all state and national tournament administrative requirements are complied with.

(j) Deleted .

(k) Director of Coaching. To develop a technical training and development program for the club. Responsible for managing, scheduling, and directing coaching staff. Assist in recruiting coaches for Select and Recreational teams. Assist in providing recreational coaches guidance for practices, game plans, and team evaluations. Assist coaches in upgrading their experience, licenses and training. Organize skill clinics and summer camps. Organize select player tryouts and have final say on player selection and placement. Have final say on player development issues such as players playing up, playing format, training priorities, and implementing club-wide standards and policies. Have final say on how many select teams to register in each age group, based on the talent level available. Shall be a non-voting member of the Executive Board.

(m) Member-At-Large. Shall be a past President and serve the Executive Board in an advisory capacity. The Member-At-Large shall be a non-voting member of the Executive Board.

(n) City Of Pensacola Director. The director shall serve as the liaison between the City of Pensacola and the Pensacola Futbol Club with respect to the recreational program sponsored by the City of Pensacola. This person will be appointed by the City of Pensacola Park and Recreation Department and will be a non-voting member of Executive Board

(o) Accounts Receivable Manager. Shall collect, account for, and deposit money from select player registrations and dues. He or she is responsible for notifying Select Commissioner of those individuals in arrears to the extent that their playing privileges will be suspended. He or she will also deposit funds for recreational league registrations, uniforms and concessions.

(p) Club Manager: The Club Manager shall be a non-voting member of the Executive Board and shall be assigned duties by the Board as needed. PFC and the prospective Club Manager shall execute a written agreement that outlines the duties and responsibilities of the Club Manager. The Club Manager shall receive a stipend for his/her services. The manager is not an official member of the executive board.

Section 2. The terms of office for Board Members shall be two (2) years and staggered to assure continuity, elected at the Annual General Meeting (AGM) and assuming the position at the close of business. This shall be accomplished by alternating election years as outlined below:

OFFICERS	TERM	ELECTED
1. President	Two (2) years	Even years
2. Vice President	Two (2) years	Even years
3. Secretary	Two (2) years	Odd years
4. Treasurer	Two (2) years	Even years
5. Select Commissioner	Two (2) years	Odd years
6. Recreation Commissioner	Two (2) years	Even years
7. Registrar	Two (2) years	Odd years
8. Tournament Director	Two (2) years	Even years
9. Fields & Maintenance Manager	Two (2) years	Odd years
10. Accounts Receivable Manager	Two (2) years	Odd years

Section 3. The Vice-President shall succeed to the position of President at the expiration of the term of the President. Should the Vice-President fail to succeed to the office of the President, election of the President shall be made at the annual meeting of the members. The term of the President shall be two (2) years. With the approval of a majority of the Executive Board, the President may be re-elected at the annual meeting of members to serve a second term. The Member-at-Large remains in office until the election of a new President.

Section 4. Any officer failing to attend three (3) consecutive meetings of the Executive Board without adequate cause as determined by two-thirds

(2/3) of the total remaining members of the Executive Board shall have his office declared vacant.

Section 5. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, before the completion of the term of office, shall be filled by the President for the remainder of the term. A majority at the next meeting of the members must ratify such appointment.

Section 6. Any officer of PFC receiving a vote of "No Confidence" by the members in his ability to remain in office will be required to resign. In order to bring the "No Confidence" issue to a vote, a special meeting as provided for in Article VI, Sections 3 and 4 must be called. A three-fourths (3/4) majority of the members present at such a special meeting is necessary for removal of the officer.

Section 7. Any assistant who might be required to aid the officers in the performance of their duties shall be appointed by such officers with the approval of a majority of the Executive Board. Such appointees will not serve as members of the Executive Board.

Section 8. All members of the Executive Board, in addition to performing the duties incident to their offices, shall perform such other duties that from time to time may be assigned to them by the President or by the Executive Board.

Section 9. Term Limits: Any member of the Executive Board except the Director of Coaching can serve no more than four (4) consecutive years in any one position. There must be at least two (2) years in between each consecutive term by the same member. If the individual is to continue in a position beyond the four (4) year limit, a 4/5-majority vote of the Executive Board is required to extend the term of office for each additional year.

ARTICLE IX. STANDING COMMITTEES

Section 1. The President, with the approval of a majority of the Executive Board, shall appoint the following standing committees:

(a) Appeals and Discipline Committee.

(1) The Vice-President shall serve as Chairman. This committee shall consist of at least four (4) other members. A quorum of

three (3) members is necessary to conduct an appeal hearing. The Appeals and Discipline Committee shall hear all appeals relative to PFC membership and to any soccer competitions conducted by PFC. It will not have jurisdiction to hear an appeal of a judgment call by a referee when the laws of the game or any PFC playing rule has not been violated. A member of the Appeals and Discipline Committee must disqualify themselves from taking part in the hearing if he or she might be affected by the decision or if he or she is biased for or against any party to the hearing. The President or Chairman is empowered to make temporary appointments to this Committee for the purpose of hearing the appeal if a quorum could not otherwise be had.

(2) The Committee shall set its own procedures for conducting the hearing and the Executive Board shall, prior to the appointment of the committee, set the fees required for appeal, if any. Appeal from any decisions by any party to the hearing shall be made to the Executive Board.

(b) Rules Committee. This Committee shall consist of the Vice-President as chairman and at least six (6) appointees. This Committee should, before each playing season, review and recommend any changes, which might be required, as to the rules of competition, composition of teams, and any administrative procedures as published in the Pensacola Futbol Club Rules and Regulations. The Committee's recommendations shall be presented to the Executive Board for adoption by a majority vote. Should the Executive Board not agree with the recommendations of the Rules Committee, in whole or in part, such un-agreed recommendations shall be submitted to the members for a vote, along with that of the Rules Committee. The Rules Committee shall publish at least once each year, the Pensacola Futbol Club Handbook.

(c) Finance Committee. This Committee shall consist of the Treasurer, who will be its Chairman, and at least two (2) appointees **as well as the Club Manager**. It shall submit an annual budget to the Executive Board for approval, prior to submission to the members for adoption.

(d) Any budget in excess of SEVEN HUNDRED AND FIFTY DOLLARS (\$750.00) and any contracts or agreements requiring a total outlay in excess of SEVEN HUNDRED AND FIFTY DOLLARS (\$750.00)

must, after approval of the Finance Committee, be submitted to the members for an affirmative vote.

(e) Media Committee. This committee shall consist of the Secretary as chairman, and at least two (2) appointees. One member will be designated as the Club Webmaster. This committee will be responsible for publishing and distributing a Club Newsletter, and ensuring that the club's website on the Internet is updated and maintained. Serve as public relations liaison between PFC and local media organizations.

(f) Coaching Committee. This committee shall consist of the Director of Coaching, Recreational Commissioner, and Select Commissioner. The president shall appoint the chairman. The committee shall review and approve the short term and long term training objectives of the club. Shall review and approve all coaching selections made by the Director of Coaching. Conduct performance review of the Director of Coaching, recommending to the board renewal or termination of contract. Create a process for conflict resolution between parents and team coaches. Conduct hearings and adjudicating grievances by team coaches and parents against the Director of Coaching.

(g) Nominating Committee. This Committee will consist of any number of appointees not less than three (3). The function of this committee will be to present a slate of officers at the November meeting of members or any other meeting prior to the annual meeting if a meeting is not to be held in November. Nothing contained herein will prohibit nominations for officers to be made from the floor by members at the annual meeting, or at the meeting in which the Committee makes its report. The report of the Nominating Committee must be published in the notice of the annual meeting.

Section 2. The President, with the approval of the Executive Board may appoint any other Committees it might direct, but such other Committees will cease to exist at the direction of the President or no later than the next annual meeting.

Section 3. Appointments made in the same manner as provided in the case of original appointments may fill vacancies in the membership of any Committee.

Section 4. Unless otherwise provided in the resolution of the Executive Board designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 5. Each Committee may adopt rules for its own government not inconsistent with these bylaws or rules and regulations adopted by the Executive Board.

Section 6. Members of each Committee shall be members of PFC.

ARTICLE X. CLUB PROGRAM

Section 1. PFC shall organize and operate as a Club Soccer Program primarily for players **along the Gulf Coast**.

Section 2. PFC will be cooperative with and supportive of all other Club Soccer Programs that are properly affiliated and in good standing with FYSA within Region D as well as any clubs under USYSA

ARTICLE XI. RULES OF PLAY

Section 1. Rules of play, except as modified by FYSA, shall be FIFA “Laws of the Game”. Competition sanctioned by PFC shall be in compliance with these rules.

Section 2. The PFC Executive Board shall promulgate and implement Rules and Regulations pursuant to which the purpose of the Pensacola Futbol Club will be accomplished.

ARTICLE XII. TAX EXEMPT STATUS

PFC is established as a non-profit corporation and shall adhere to all State of Florida and Federal rules, statues, and regulations to assure compliance with that status. PFC has been granted exemption from federal

income tax under Section 501(c)(3) of the U.S. Internal Revenue Service Code, and holds a Consumer's Certificate of Exemption pursuant to Chapter 212 of the Florida Statutes. Further, PFC shall not conduct, authorize, or sanction any activity that is contrary to or threatens its non-profit status at the State or Federal level.

ARTICLE XIII. DISSOLUTION

PFC as represented by the Executive Board shall establish procedures for the dissolution of the club in the event such action becomes necessary. This shall include the binding responsibility that all assets of every kind are turned over to one or more organizations that have as their goal the advancement of youth soccer and hold the Tax Exempt Status as provided under Section 501(c)(3) of the IRS Code.

ARTICLE XIV. AMENDMENTS

Section 1. Any member in good standing may submit amendments to the Bylaws to the Executive Board for approval.

Section 2. The Bylaws of PFC may be amended, repealed, added to, or new bylaws adopted, by the vote of seventy-five percent (75%) of the members present at the annual meeting or at any other meeting called for that purpose. Proper notice of the meeting shall be given as required by Article VI, Section 4. Members shall be furnished with the proposed amendments to the bylaws prior to the meeting.

ARTICLE XV. RATIFICATION

These bylaws adopted SEPTEMBER 1, 1994.

Amended NOVEMBER 1, 2000.

Amended NOVEMBER 1, 2002.

Amended NOVEMBER 1, 2003.

Amended JULY 1, 2005

Amended JUNE 1, 2008

Amended JUNE 1, 2009