

**BY-LAWS
OF
CENTRAL FLORIDA SOCCER CLUB, INC.
A NON-PROFIT CORPORATION**

ARTICLE I
INTRODUCTION
Definition of By-Laws

These By-Laws constitute the code of rules adopted by the Central Florida Soccer Club Inc. "CFSC", for the regulation and management of its affairs.

Purposes and Powers

The corporation is organized exclusively for charitable, religious, or educational purposes, the making of distributions to organizations that qualify as exempt corporations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The object and purpose of this corporation shall be the advancement of youth soccer. This corporation was formed for the express purpose of developing skilled soccer participants in an organized environment which will foster good sportsmanship, team cooperation, physical fitness and mental well-being, while operating the corporation's physical assets in a fiscally prudent manner. Education, training, and competition will be emphasized. This corporation is formed exclusively for the purpose stated under Chapter 617 of the Florida Statutes relating to corporations not for profit, pecuniary, or financial gain. No part of the assets, income or profit of the corporation shall be distributed to or inure to the benefit of its members, directors, or officers. The corporation will not take steps which will promote the private interests of any member or engage in any activity which will constitute regular business of any kind ordinarily carried on for a profit. The corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article. The corporation shall have the power, either directly or indirectly, either along or in conjunction or cooperation with others, to do any and all lawful things and acts to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation was organized, and to aid or assist other organizations whose activities are such as to further accomplish or foster or attain such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations there under as the same are now in existence or as they may be hereafter amended from time to time.

ARTICLE II
OFFICES AND AGENCY

The principal place of business of the Corporation in Florida will be located at the office of the Registered Agent: 205 Wekiva Pointe Circle, Apopka, Florida 32712. In addition, the Corporation may maintain other offices either within or outside the State of Florida as its business requires.

Location of Registered Office

The location of the registered office of the Corporation is 205 Wekiva Pointe Circle, Apopka, Florida 32712. Such office will be continuously maintained in the State of Florida for the duration of this Corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE III
MEMBERSHIP

Section 1. Classes of Members. The Corporation shall have one class of members.

Section 2. Composition of Class Members. The Members of the Corporation shall consist of those persons who are serving on the Board of Directors of the Corporation and other persons appointed from time to time by the Board of Directors.

In appointing members of the Corporation, the Directors shall not be bound by any specific criteria of acceptability other than whether such person's membership would be beneficial to furthering the purposes of the Corporation. The foregoing notwithstanding, no person shall be denied or removed from membership on any grounds that relate to race, color, sex, age, physical or mental disability or handicap, religion, national origin, marital status, sexual orientation, present or past history, ancestry, political belief or activity, status as a veteran or any other characteristic protected by law.

Section 3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Term and Termination of Membership. The term of membership shall be concurrent with (i) a member's tenure as a Director of the Corporation, or (ii) if appointed by the Board of Directors as a member, the term of the Board of Directors making such appointment, or (iii) as otherwise may be provided in the resolution establishing such person's status as a member.

The Board of Directors, by the affirmative vote of two-thirds of the Directors then in

office, may suspend or expel a member for cause after an appropriate hearing.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Any member that wishes to rejoin the board after resigning must go through the nomination and appointment process again.

Section 6. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Meetings. Meetings of the members may be called by the President or by the Board of Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, when required by statute or these by-laws or upon written application of three or more members entitled to vote thereat. Meetings will be held monthly. Additional meetings may be called by the President or by the Board of Directors.

Section 2. Place of Meeting. The person or body calling a meeting of members may designate any place, within the City of Apopka, County of Orange, State of Florida, as the place of meeting. If no designation is made, the place of meeting shall be 205 Wekiva Pointe Circle, Apopka, Florida 32712; but if all of the members shall meet at any time and place, within the State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken. At the convenience of the members meetings may be held via webcast, email, conference calls, etc.

Section 3. Notice of Meetings. Reasonable notice of any meeting of members shall be given to each member entitled to vote at such meeting, not less than seven (7) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. When required by statute or by these by-laws, the purpose or purposes for which a meeting is called shall be stated in the notice. Such notice shall be sufficient if given by any one or more of the following methods: (a) personally, (b) by U.S. first class mail, (c) by electronic means (including email), or (d) by telephone (including voice mail). If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 4. Action by Consent of Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members,

may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. Eight (8) members, or, if fewer, members holding not less than fifty percent (50%) of the votes which may be cast at any meeting, and including at least three (3) of whom are Directors of the Corporation, shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present and voting thereon may adjourn the meeting from time to time without further notice.

Section 6. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be valid after two (2) months from the date of its execution, unless otherwise provided in the proxy.

Section 7. Manner of Acting. The act of a majority of the members present or represented by proxy at a meeting at which a quorum is present and voting on a matter shall be necessary for the adoption of such matter unless a greater proportion is required by law or by these by-laws.

ARTICLE V SELECTION OF DIRECTORS

Section 1. Annual General Meeting to Select Directors. An annual meeting of the members of the Corporation and the parents or legal guardians of each current CFSC player shall be held on such date and at such time as may be fixed by the Board of Directors, for the sole purpose of selecting the Directors of the Corporation for the ensuing year (the "Annual General Meeting"). If the Annual General Meeting is held during a season, a "current CFSC player" shall mean a player who played on a CFSC team during that season and/or the immediately preceding season. If the Annual General Meeting is not held during a season, a "current CFSC player" shall mean a player who played on a CFSC team during either or both of the two (2) immediately preceding seasons.

Section 2. Nominations. Any person desiring to be selected as a Director must be nominated prior to commencement of the selection vote. The Board of Directors may set, by resolution prior to the General Meeting, the eligibility and nomination requirements for persons who desire to become a Director.

Section 3. Place of Meeting. The Board of Directors may designate any place, within the County of Orange or County of Seminole, State of Florida, as the place of meeting for the Annual General Meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Florida.

Section 4. Notice of Meetings. Reasonable notice of the Annual General Meeting shall be given to each member and each parent and legal guardian entitled to participate in such meeting, not less than seven (7) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. Such notice shall be sufficient if given by any one or more of the following methods: (a) personally, (b) by U.S. first class mail, (c) by electronic means (including email), or (d) by telephone (including voice mail). If mailed, the notice of Annual General Meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member, parent or legal guardian at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. Quorum. Eight (8) persons entitled to participate in the selection of Directors shall constitute a quorum at the Annual General Meeting. If a quorum is not present at any Annual General Meeting, a majority of those present and voting thereon may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of a majority of those members, parents and legal guardians entitled to participate in the selection of Directors present at a meeting at which a quorum is present and voting on such selection shall be necessary for the selection of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Florida.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be fixed by the incumbent Directors prior to the Annual General Meeting, but in no event shall the number of Directors be less than three (3). The Directors will be elected for a term of two (2) years. Each Director will hold office for the term for which elected and until a successor has been selected and qualified. There will be no limit on the total number of years a voting member can serve as a Director. Annually between October 1 and December 31, elections for the Directors whose term has expired are to be held by the voting members. Election of President and Secretary will be on even number years while all other Officers and Directors will be on odd numbered years. A Director must serve on the Board of Directors for 1 year before being eligible for President, Vice President, or Treasurer. Any director who fails to attend three (3) consecutive monthly Board of Directors meetings shall be subject to removal from their position on the Board of Directors by a majority vote of the remaining Directors on the Board. A Director may be removed from office by a 2/3 majority vote of the remaining Directors on the Board when such actions will serve the best interests of this Corporation pursuant to any

procedure provided therefore in the Articles of Incorporation.

Section 3. Removal. A Director may be removed from office by affirmative vote of a majority of the members, parents and legal guardians then entitled to participate in the selection of Directors, or a majority of the Directors then in office; provided, however, that a Director may be removed for cause only after reasonable notice and an appropriate hearing before the body proposing such removal.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law, immediately after, and at the same place as, the Annual General Meeting. The Board of Directors may provide by resolution the time and place, within the City of Apopka, County of Orange, State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the City of Apopka, County of Orange, State of Florida, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Reasonable notice of any meeting of the Board of Directors shall be given to each Director, not less than forty eight (48) hours before such meeting. Such notice shall be sufficient if given by any one or more of the following methods: (a) personally, (b) by U.S. first class mail, (c) by electronic means (including email), or (d) by telephone (including voice mail). If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed to the Director at his/her address as shown on the records of the Corporation, with postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 7. Quorum. Two Thirds (2/3) of the Board of Directors, shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a quorum of the Directors is present at said meeting, a majority of the Directors present and voting thereon may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present and voting on a matter at a meeting at which a quorum is present shall be the act of the Board of Directors with regard to that matter, unless the act of a greater number is required by law or by these by-laws.

Section 9. Additional Directors; Vacancies. The number of Directors may be increased from time to time by action of the Board of Directors. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by action of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office until the expiration of the term of his/her predecessor and until his/her successor is duly elected and qualified, or until the next Annual General Meeting, whichever shall first occur.

Section 10. Compensation. No Director or Officer, whether or not then in office, shall be compensated by the Corporation for services rendered to the Corporation as a Director or Officer.

Section 11. Action by Consent of Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VII COMMITTEES

Section 1. Committees Structure. From time to time the Board of Directors may develop committees and appoint members to such committees that are in the best interest of the operations of the Corporation. These committees will operate in accordance with by-laws or with rules adopted by the Board of Directors.

Section 2. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of organization; restating the articles of organization; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or

any individual Director, of any responsibility imposed upon it or him/her by law.

Section 2. Minutes. Each committee of Directors shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 3. Compensation. Members of a special or standing committee as such shall not receive any stated salaries or compensation for their services.

Section 4. Informal Action by Committees. Unless the Board shall otherwise provide, any action required by law to be taken at a meeting of a committee, or any action which may be taken at a meeting of a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of such committee.

Section 5. Changes in Committees; Resignations; Removals. The Board shall have power, by the affirmative vote of a majority of the Directors then in office, at any time, with or without cause, to change the members of, to fill vacancies in, and to discharge any committee of the Board. Any member of any such committee may resign at any time by giving notice to the President, the Chair or a Co-Chair of such committee or the Secretary, which shall be deemed to constitute notice to the Corporation. Such resignation shall take effect upon receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee, at least one of whom shall be the Chair or a Co-Chair then duly appointed and serving, shall constitute a quorum and the act of a majority of the members present and voting on a matter at a meeting at which a quorum is present shall be the act of the committee with regard to that matter.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article VIII. The Board of Directors may by resolution designate from time to time, and elect or appoint such other officers, including one or more Vice Presidents, Assistant Secretaries and 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 with the exception of President, Treasurer, and Secretary must be held by separate individuals.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the affirmative vote of a majority of the Directors then in office, with or without cause.

Section 4. Vacancies. A vacancy in any office because of 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 principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such financial institutions, including banks, trust companies or other depositories, as shall be selected in accordance with the provisions of Article VIII of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the

execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Vice President. A Vice President, in general, shall perform such duties as shall be assigned to him/her by the President or by the Board of Directors, which may include (without limitation) performing the duties of the President in the absence of the President or in event of his/her inability or refusal to act in accordance with the wishes of the Board of Directors, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 9. Other Powers and Duties. Each officer shall, subject to these by-laws, have such duties and powers, in addition to the duties and powers specifically set forth in these by-laws, as are customarily incident to his/her office, and such other and further duties and powers as the Board of Directors or President may from time to time designate.

ARTICLE IX ELIGIBLE PARTICIPANTS

Section 1. Eligible Participants. An "Eligible Participant" is an individual who meets the following criteria:

- (a) The individual is a resident of Orange, Seminole, Volusia, Lake, or Osceola Counties, or attends any school in such counties;
- (b) The individual meets the age or grade requirements for the team on which he/she will be participating;
- (c) The individual has submitted a CFSC registration form prior to the registration deadline and has either paid a registration fee, if applicable, or has been granted a fee waiver in accordance with the Corporation's policies in effect at the time; and
- (d) The individual meets all additional eligibility requirements that have been established by the Directors and are in effect at the time.

The foregoing notwithstanding, at all times the Directors shall have absolute discretion to establish new eligibility requirements, or to modify existing requirements, or to waive or modify any eligibility requirement on a case-by-case basis for whatever reason.

Section 2. Placement on Teams. It is the goal of the Corporation to place all Eligible

Participants on an appropriate team in accordance with criteria established from time to time by the Directors. However, there may be occasions when some Eligible Participants may not be assigned to a team; for example, if there are not enough volunteer coaches, or not enough Eligible Participants to form a complete team.

ARTICLE X
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its principal office and/or at the office of the Secretary a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Corporation shall be a calendar year beginning on the first day of January and end on the last day of December in each year.

ARTICLE XII
SEAL

The Board of Directors shall approve a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal."

ARTICLE XIII
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Organization or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, or his/her attorney thereunto duly authorized, whether before or after the time required to be stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV
AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by the affirmative vote of either a majority of the members or a majority of the

Directors present and voting thereon at any meeting of the members or Directors, if at least 14 days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

Adoption of By-Laws

Adopted by the Board of Directors as amended by resolution and vote of 5 (number for) to 0 (number against) on January 2, 2012 at Panera Bread Store #4157 conference room.

Approving Directors:

Naji S. Khouri
Rachel R. Grant
Juliana M. Steele
Kenneth H. Johnson
William G. Roy III

Absent Directors: N/A

Dissenting Directors: N/A

7/25/2016 - Juliana M. Steele, Kenneth H. Johnson & William G. Roy III were removed from Board of Directors. Guy Penzone & Beth Penzone were added to the Board of Directors of the Corporation.

11/24/2020 – Vote was made by entire Board of Directors to remove Guy Penzone & Beth Penzone effective February 28, 2021 & add Brad Nowels, AJ Fowinkle & Hadi S. Khouri to the Board of Directors effective March 1, 2021. Effective March 1, 2021 the BOD will consist of:

Naji S. Khouri – President
Brad Nowels – Vice President
Rachel Grant – Treasurer
AJ Fowinkle – Secretary
Hadi S. Khouri – Director at Large