

I. Introduction

1. Adoption of Bylaws. The Board of Directors (BOD) initially adopted these bylaws April 9th 2017.
2. Purposes. This corporation will have the purposes stated in its Articles of Incorporation, as they now exist or are later amended by two-thirds vote of the BOD.

II. Club Corporate Operations

1. Non-profit Operations. The corporation is a Florida not-for-profit corporation. All profits from the club must be reinvested back into the club. The corporation must file the correct documentation regularly to be compliant under §501(c)(3) of the IRS code. The corporation must file the correct documentation regularly to remain compliant as a not-for-profit organization with the state of Florida. The corporation may contract in due course of business with its Officers or Directors for services rendered to the extent permissible under the Articles of Incorporation, under law, and under §501(c)(3) of the IRS code.
2. No Stock. The corporation shall not issue shares of stock.
3. No Loans. The corporation will loan no money to any of its Officers or Directors.
4. No Vested Rights. No Officer or Director of this corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the corporation.

III. Four Corners Football Club Membership

1. Members. The corporation shall have two classes of membership, voting and non-voting. Voting members in Four Corners Football Club (FCFC) shall be defined as coaches, volunteers, and players properly registered with FYSA; each player shall be represented by one of said player's parent(s)/guardian if player is under eighteen years of age. Non-voting members shall include club employees, club sponsors and other allied individuals with an interest in furthering the club's objectives.
2. Voting Rights. Member voting rights shall only be granted when all team dues, fees, and/or assessments have been paid in full. All eligible voting members may vote in the Annual General Meeting (AGM), but only BOD members may vote in the monthly meetings or through electronic means. (see: Article 6.3 of bylaws).
3. Representation. All members may attend and speak at any meeting of the BOD. Only members of the Board are permitted to vote (see: Article 6.2 of Bylaws).
4. Conduct. All members shall abide by the Club's Articles of Incorporation, bylaws, and Rules & Regulations as set forth by the Board of Directors. Applicable bylaws and rules and regulations may be required by affiliated sanctioning bodies (e.g., Florida Youth Soccer Association).

IV. Affiliation

1. State and National. The Four Corners FC shall be affiliated and insured with the FYSA. The Board of Directors will review the Club's affiliation yearly at the Annual General Meeting (AGM) and, if necessary, amend this requirement.
2. Primary League. The club will vote on primary league affiliations yearly. A primary league shall be defined as having participation of not less than three (3) club teams. Individual teams are not required to participate in primary league play. Competitive teams shall only affiliate with FYSA affiliate leagues.

V. Government of Four Corners Football Club

1. Governance. The Club shall be governed by its Articles of Incorporation, Bylaws, Rules & Regulations, and Executive Board ratified documents except when these provisions are superseded by the governing authority of the affiliated sanctioning bodies (e.g., FYSA). Should there arise a conflict among any part of the Club's governance the Articles of Incorporation shall have precedence above all others, thence the Bylaws, thence the Rules & Regulations. And thence Executive Board ratified documents.
2. Directors Authority. The Board of Directors, whose powers shall be delegated by the Articles of Incorporation and Bylaws, shall be the governing body of the Club. The Board of Directors shall have the responsibility and authority to:
 - i. Interpret and enforce the Four Corners FC Articles of Incorporation, Bylaws, Rules & Regulations and other Board ratified documents.
 - ii. Approve and/or suspend teams, club members, coaches and referees.
 - iii. Budget for and administer the funds of Four Corners FC.
 - iv. Approve primary league affiliation(s) for each year.
 - v. Review and authorize the operation of any tournament to be sponsored, operated, or sanctioned by Four Corners FC.
 - vi. Amend the Articles of Incorporation, bylaws, and Rules & Regulations and Club documents by established procedures.
3. Conflicts of Interest. Allegations of conflict of interest involving a member of the club shall be presented to the BOD in writing. The BOD shall review the facts as disclosed to them, and shall vote on whether such individual

has a financial or special interest with respect to the alleged conflict. Upon affirming by a majority vote that a conflict of interest exist, the BOD may replace said individual or take other action it deems appropriate.

VI. Meetings

1. Regular Meetings. The Board of Directors meetings shall meet the 2nd Tuesday of every month 6:30-8:00p.m at North East Regional Park (NERP). All meetings will be posted at the practice facility and announced on Four Corners FC website. The agenda for the meeting shall be as outlined below unless stated otherwise:
 - i. Call to order
 - ii. Roll Call with Guests
 - iii. Read Previous Minutes/Acceptance
 - iv. Standing Committees' Reports
 - v. Old Business Topics and Action Item Review
 - vi. Reports by Each Officer and Director and Requested Agenda Topics
 - vii. Other New Business
 - viii. Adjourn
2. Voting Members. In all voting matters pertaining to the operation of the Four Corners FC, each member of the Executive Board and the Advisory Board, shall have one (1) vote.
3. Voting Procedures. Votes may be cast in any one of the following methods. Votes cast by one process may not be duplicated or reversed in any other process.
 - i. In person
 - ii. An alternate authorized by the Team Representative, defined as a team member that registers with the club's Secretary, or President, prior to the start of the meeting.
 - iii. By written proxy presented to the club's Secretary, or President, prior to the start of the meeting.
 - iv. Via electronic means with a "reply all" to original recipients of message.
4. Majority. Approval of any motion requires a simple majority of the voting members present at a meeting, provided a Quorum exists (see Article 6.6 of the Bylaws).
5. Bound. All teams, players, coaches, referees, and league officials are bound by the vote and no vote is subject to later review, or reversal, unless motion to reconsider passes by two-thirds vote of the body that originally voted on the motion.
6. Quorum. A majority of the BOD, then serving, shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the BOD, unless a greater number is required by law, by the provisions of the Articles of Incorporation or by these Bylaws.
7. Special Meetings. Any Board Member, with sufficient notice of no less than three (3) days, may call special meetings.
8. Action by Directors in Emergency Situations. Action required by emergency situations may be conducted via electronic means without a formal meeting provided all members of the BOD are notified and a majority of the eligible votes on the BOD approve of the action. The action will subsequently be evidenced by written consent describing the action taken and signed by each member of the BOD. Any such written consent shall be filed with or entered on the records of the Four Corners FC. Emergency situations may be introduced by the Club President or alternatively by three (3) sponsoring members from the BOD. Club members may ask any BOD to sponsor an emergency action
9. Rules of Order. Robert's Rules of Order shall be the parliamentary authority for all meetings of this Club unless otherwise agreed to in advance by all participants.

VII. Amending Articles of Incorporation and Bylaws

1. Amendments. An amendment shall be deemed adopted by an affirmative vote of a required two-thirds majority of the eligible votes of the BOD, not a two-thirds (2/3) majority of the quorum at any BOD meeting.
2. Submission. Proposals to revise or amend the Articles of Incorporation or Bylaws shall be submitted in writing to the Secretary, or President, at least twenty (20) days in advance of the BOD monthly meeting. The Secretary, or President, shall send copies of all proposals to the Board of Directors at least fourteen (14) days before the monthly BOD meeting.

VIII. Board of Directors and Officers

1. Board of Directors. The Board of Directors shall be comprised of two distinct governing bodies; the Executive Board, and the Advisory Board.

- i. The Executive Board shall consist of the President, VP-Developmental Operations, VP-Competitive Operations, Secretary, and Treasurer.
 - ii. The Advisory Board shall consist of the Technical Director, Registrar, Director of Sponsorship & Fund Raising, Director of Uniforms & Pictures, and Director of Fields.
2. Current. The ten (10) current BOD positions that shall constitute the Board of Directors are President, Vice President-Developmental Operations, Vice President-Competitive Operations, Secretary, Treasurer, Registrar, Director of Sponsorship and Fund Raising, Director of Uniforms and Pictures, Director of Fields, and Technical Director. A change to the current BOD positions will require amendment of the bylaws.
3. Officers. The five Officers are President, Vice President-Developmental Operations, Vice President-Competitive Operations, Secretary and Treasurer. A change to the current Officer positions will require amendment of the Bylaws
4. Election. The BOD shall be elected at the AGM in accordance with the staggered even/odd year designation described in Article 8.5 of these Bylaws. Members are asked to submit, or affirm, their nomination for an Officer position four-weeks prior to the AGM to the Club Secretary, or President. The slate of nominees will be presented at the AGM for a vote.
5. Board of Directors Term. The duration that each board member will serve in office.
 - i. Executive Board. Unless removed, or replaced, all elected Officers shall hold office for a period of two years, commencing August 1; terminating at the end of the calendar year July 31. The President, Vice President-Developmental Operations, and Secretary shall be elected on an even-year cycle (e.g. 2018-2020). The Vice President-Competitive Operations, and Treasurer shall be elected on an odd-year cycle (e.g. 2019-2021).
 - ii. Advisory Board. Unless removed, or replaced, all elected Advisory Board members shall hold office for a period of two years, commencing August 1; terminating at the end of the seasonal year July 31. The Director of Sponsorship & Fundraising, Director of Uniforms & Pictures, and Technical Director shall be elected on an even-year cycle (e.g. 2020-2022). The Registrar and the Director of Fields shall be elected on an odd-year cycle (e.g. 2019-2021).
6. Resignations. Executive Board members shall give four-weeks written notice in the event of resignation. Advisory Board members shall give two-weeks written notice in the event of resignation.
7. Removal of Board Members. Removal of Board members must require a minimum two-thirds vote of all eligible voting board members, not a simple quorum. In addition, a quorum must exist at a duly called meeting.
 - i. Removal of Officers. Any Officer elected to office may be removed by an affirmative vote of at least two-thirds of all eligible Officers and Directors (not quorum) at a duly called meeting. Removal of an Officer shall not be conducted through electronic means. Removal of an Officer is possible only when it is in the judgment of the BOD the best interests of the corporation will be served without the current Officer. Officers removed from the Board are not eligible to return to the Board for 1 year following their removal.
 - ii. Removal of Directors. Any Director elected, or appointed, to office may be removed by an affirmative vote of at least two-thirds of all eligible directors (not quorum) at a duly called meeting. Removal of a Director may be conducted through email, though not recommended. Removal of a Director is possible when it is in the judgment of the BOD the best interests of the Club will be served without the current Director. Directors removed from the Board are not eligible to the Board for 1 year following their removal.
8. Officer Vacancies. Vacancies occurring within the Executive Board may be filled at the discretion of a majority vote of the Executive Board. The replacement Officer upon election by the BOD, will assume that vacancy until the next AGM. At the next AGM, the position will be voted upon
9. General Vacancies. Vacancies occurring within the Advisory Board may be filled at the discretion of a majority vote of the Board of Directors. The replacement Director, upon election by the BOD, will assume that vacancy for the remainder of the term
10. Duties and Responsibilities
 - i. PRESIDENT: Shall preside over the meetings of BOD and the AGM. The President shall be the Chief Executive Officer of the Club and shall be responsible for the operation of the Club. The President shall be an ex-officio (non-voting) member of all Committees. The President shall appoint Committee Chairmen from the slate of Committee members elected by the Board. The President shall appoint all other Committees as may be needed periodically. The President shall give a State of the Club Report at the AGM. The President communicates seasonally to all members and announces Club functions. The

President will assume accountability and all responsibility for any unfilled roles in the Board of Directors while a suitable replacement for the role is actively sought. The president will not carry additional voting rights while assuming the responsibilities of unfilled roles. The President may appoint up to two assistants to aid in stated responsibilities. Assistants will have no voting authority.

- ii. VICE PRESIDENT COMPETITIVE OPERATIONS: The Vice President of Competitive Operations (VPCO) shall be responsible for the Club Competitive program and all its coaching, parent and player-related issues. The VPCO will perform any other duties as may be prescribed, when necessary, by the BOD. The VPCO shall report the status of all competitive teams and games weekly to the President. Shall represent the club at monthly league affiliation meetings. Will be the primary point of contact for all league affiliations to include but not limited to, team declaration, team promotion/demotion, team AM/PM preference. Shall organize and lead competitive tryouts and player placements/evaluations. The VPCO will hold regular meetings with all competitive staff. Shall have the responsibility of scheduling competitive games for the club. Will participate regularly with team manager meetings. The VPCO will have his name on the roster of all competitive teams. Will be the Chairperson of the Coaching, Ethics and Discipline (CE&D) Committee. The VPCO may appoint up to one assistant to aid in stated responsibilities. Assistants will have no voting authority.
- iii. VICE PRESIDENT DEVELOPMENTAL OPERATIONS: Shall perform all duties and exercise all powers of the President when the President is unable to act. The Vice President will perform any other duties as may be prescribed when necessary by the BOD. Shall report the status of all developmental teams and games weekly to the President. The VPDO is responsible for selecting a referee assignor, paying developmental program referees, scheduling referee courses, investigating reports of referee abuse, evaluating statements of poor referee performance and reporting to the referee assignor as needed. The VPDO may appoint up to one assistant to aid in stated responsibilities. Assistants will have no voting authority.
- iv. SECRETARY: Shall maintain accurate records of BOD meetings, handle all correspondence, provide notice of monthly meetings, and maintain the files of the Club, as required. The Secretary shall keep a record of and maintain contact lists of players, parents, coaches and Board Members. Shall manage the communications and activities of the Club related to web and internet activities Shall also expedite all member correspondence necessary to conduct Club business and transmit and respond to Club correspondence at the direction of the President. The Secretary shall be responsible to, along with the President and Treasurer, file all Corporate, Federal and State Forms as required. The club Secretary may appoint up to one assistant to aid in stated responsibilities. Assistants will have no voting authority.
- v. TREASURER: Shall maintain records and receipts of all moneys to be deposited in a bank in the name of the Club, receipts of all bills paid with cash, and shall assure that all accounts are paid by check, credit card, direct deposit, or other electronic media, and bear the signature of the Treasurer. The Treasurer will approve and submit payroll to the bookkeeper, on the last Monday of each month, for direct deposit on the last Friday of each month. The Treasurer shall produce all financial records when required by the BOD and submit, in writing, a financial report at all monthly board meetings. The Treasurer shall be responsible, along with the President and Secretary to file all Corporation, Federal and State Forms as required. The Treasurer shall develop and present an annual budget, with the assistance of the Finance Committee (FC), to the BOD in June for approval during the July AGM meeting. The Treasurer shall be Chairperson of the FC. The Treasurer shall have his/her signature on file at the bank as the primary signee for the Club account.
- vi. REGISTRAR: Shall be responsible for the registration of all players, volunteers, coaches, and verify team numbers or designations within the Club. The Club Registrar shall keep a complete list of all teams, players, volunteers, and coaches. The Registrar shall update the membership of changes to teams during the monthly BOD meetings. The Club Registrar must review all registrations and coordinate fee payments with the Treasurer before submission to Polk County, GotSoccer, or FYSA. The Club Registrar may appoint up to one assistant to aid in said responsibilities. Assistants will have no voting authority.
- vii. DIRECTOR OF FUND RAISING & SPONSORSHIP: Shall be responsible to organize a minimum of two fundraisers per calendar year. Shall engage local businesses seeking corporate sponsorships and strategic business partnerships through advertising and marketing opportunities. Shall update and change the sponsorship level document as needed. Work closely with the Director of Uniforms & Pictures to understand important timing necessary to assure that any corporate sponsor will be on the club uniform.

Communicate effectively to the President and Secretary any sponsorships obtained to ensure that the logo of the sponsor/business is properly represented in all club advertising and marketing according to the level of sponsorship. Shall also develop and purchase items to be sold at the concession stand. The Director of Fund Raising & Sponsorship may appoint up to two assistants to aid in stated responsibilities. Assistants will have no voting authority.

- viii. DIRECTOR OF UNIFORMS & PICTURES: Shall, be responsible, with the BOD, for the selection of uniform manufacturer, model and price. Shall manage the uniform supplier/vendor relationship. Will manage and administer the electronic uniform order process including but not limited to creating/administering/managing player data and uploading any and all information needed for members to order their kit. Will also be required to order uniforms prior to each season and maintain an inventory of excess uniforms if/as needed. Shall manage the annual process of taking and ordering pictures and trophies. Shall manage the concession area and work with the Director of Fund Raising & Sponsorship to recruit volunteers and sell items. The Director of Uniforms and Pictures may appoint up to one assistant to aid in stated responsibilities. Assistants will have no voting authority.
- ix. DIRECTOR OF FIELDS: Shall be responsible for all issues related to the fields used by the FCFC including the assigning of fields, lining of fields, scheduling lighting, maintenance of fields and materials used on them. The Director of Fields will, along with the President, be the point of contact with Polk County. Shall maintain and lead the financial assistance volunteers with scheduling and tracking hours served. The Director of Fields may appoint up to three assistants to aid in stated responsibilities. Assistants will have no voting authority. The Director of Fields shall also chair the Safety, Fields and Equipment (SF&E) Committee
- x. TECHNICAL DIRECTOR: Shall be responsible for creating, distributing, promoting the Club's soccer curriculum. Will create training programs to improve coaching and steer coaches and training sessions to follow the US Soccer model i.e. warm-up, small sided game, expanded game, full sided game. Will assist with creating and maintaining budget for competitive coaches' salaries. Will work with BOD to create a detailed salary and promotion path for competitive coaches. The Technical Director will lead all technical programs, including but not limited to, player development, goal keeping, and technical sessions. Will assist with tournaments, tryouts, and player placements. Is responsible for interviewing, placement, selection and release of coaches. The Technical Director will have his name on the roster for all competitive teams. The Technical Director may appoint up to one assistant to aid in stated responsibilities. Assistants will have no voting authority. Will be the Chairperson for the Technical Development Committee

IX. Fiscal Matters

- 1. Fiscal year. For purposes of administration, the fiscal year for FCFC operations and activities shall commence on August 1 and end on July 31, annually
- 2. Fiscal Oversight. The Finance Committee (FC) committee shall provide oversight of all club related fiscal issues (see Article X).
- 3. Fiscal Budget. An annual club budget will be developed and presented to the BOD, by the FC committee, for approval during the June BOD meeting. A schedule of fees, dues and fines shall also be proposed for Board approval
- 4. Club Expenditures. A BOD approval will be required for all expenditures in excess of \$500.00 that does not appear in the January approved annual budget.
- 5. Bids. Proposed expenditures exceeding \$5000.00 annually shall require the following materials, compiled by the Finance committee: (I) a description of scope of work, (II) three competitive bids from vendors and (III) a proposed contract or agreement for completing said work.

X. Committees

- 1. Authorized Committees. Committee actions are subject to ratification of the BOD, unless stated otherwise. The Club shall have the following five Standing Committees to assist in operation of FCFC:
 - i. Finance Committee (FC)
 - ii. Coaching, Ethics and Discipline (CE&D)
 - iii. Safety, Fields and Equipment (SF&E)
 - iv. Technical Development (TD)
 - v. Appeals Committee (AP)

2. Appointment. Unless otherwise explicitly stated, the BOD shall appoint all committees by simple majority vote and the Club President shall appoint the committee Chairperson from the slate of elected committee members. All Committees shall have either three or five members.
3. Term. Committee Members shall be appointed by the BOD at the AGM (2nd Monday of July) and serves one-year until the next AGM unless removed by a two-thirds (2/3) vote of the BOD or by Committee Member resignation.
4. Vacancies. The BOD shall appoint substitute committee member(s).
5. Ad Hoc Committees. The Club President may, from time to time, appoint additional committees to aid in the operation of the club.
6. Authority. No Committee will have the authority of the BOD in reference to affecting any of the following.
 - i. Filling of vacancies in the BOD or other committees.
 - ii. Adoption, amendment or repeal of the bylaws.
 - iii. Adoption, amendment or repeal of any resolution of the BOD.
 - iv. Action on matters committed by the bylaws or resolution of the BOD to another committee.

XI. Annual General Meeting

1. Date. The Annual General Meeting (AGM) shall occur on the (2nd Monday of July) before the BOD meeting and the agenda for the AGM shall be as outlined below unless stated otherwise.
 - i. Call to Order
 - ii. Roll Call
 - iii. Club Recognition Awards (Outstanding Achievements in Soccer)
 - iv. State of the Club Report
 - v. Review proposed revisions of Articles of Incorporation, Bylaws, Rules & Regulations.
 - vi. Election of Officers for the next seasonal year.
 - vii. Open Comments
 - viii. Presentation of one, three and five-year plans
 - ix. Adjournment
2. State of the Club Report. The President shall present the State of the Club Report, which is a summary of the current year's activities. The Report shall include input from the Club Officers. Club Officers shall submit their reports to the President after the May BOD meeting.
3. Awards. The President may wish to create an ad hoc committee to choose outstanding individual and team achievements for recognition at the AGM.

XII. Dissolution of Assets

1. Dissolution. Should Four Corners Football Club be dissolved, all assets remaining after payment of all debts shall be transferred to an area non-profit organization with similar interests in youth league soccer.

XIII. Adaptation and Amendments of Bylaws

1. Adaptation and Amendments of Bylaws. Original FCFC bylaws were adopted by the Board of Directors in 1999. The current bylaws were adopted 2017 and was last amended on this 31st day of August 2019.

X

Brian Farrelly
President

X

Tammy Driver
Registrar

X

Rob Spor
Vice President, Developmental Operations

X

Melanie Canter
Director, Uniforms & Pictures

X

Gus Perez
Vice President, Competitive Operations

X

Jason Utley
Director, Technical