

**Proposed
AMENDED
February 19, 2009
Articles of Incorporation and Bylaws of
Tampa Knights Futbol Club, Inc.
A Florida Non-Profit CORPORATION**

**Article I
Name**

The name of the Corporation shall be Tampa Knights Futbol Club, Inc. and shall be referred to herein as the "Corporation," or the "Club."

**Article II
Principal Office**

The principal office of this Corporation shall be located at 4716 W-Montgomery Avenue Tampa, County of Hillsborough, State of Florida 33616

**Article III
Purposes**

- A. To provide the boys and girls of the Tampa with a soccer club which is devoted to the principles of effort and fair play; to impart knowledge, respect, and love for the game; and to serve as a vehicle for community outreach.
- B. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- C. To operate within the guidelines established by the Florida Youth Soccer Association (F. Y. S. A.) and the United States Youth Soccer Association.

**Article IV
Section 1
Prohibited Activities**

Notwithstanding any other provision of these Articles of Incorporation or Bylaws, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under section 501 (c) (3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any

organization, contributions to which are deductible under section 172 (e) (2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended. No part of the Net Earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause here of. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2
Distribution of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as the court shall determine which are organized and operated exclusively for such purposes.

Article V
BYLAWS

Bylaw 1
Organizational Structure

Section 1
Divisions

This club's primary focus is to be a competitive soccer Club that shall manage the affairs of its respective teams, buildings, equipment, fields and other facilities. The competitive program will be comprised of both boys and girls teams ages under 9 through under 19. The Club will not be required by its structure to field a team in each age group unless in the opinion of the Board of Directors such a team would be consistent with the competitive nature of the Club. The Club may operate a developmental and/or recreational program(s) beginning at age 4 through 16 for the primary purpose of supporting and feeding its competitive programs and secondarily for growing youth soccer at its facilities. We will not be required to maintain teams in any of these age groups, nor be required to provide league play for any recreational teams. Leagues may be formed to facilitate training of our youth players at the discretion of the Board of Directors.

Section 2
Funds Received

All funds received by any team within the Club shall be deposited in a single account, which shall be managed by the Treasurer of the Corporation. The Board of Directors shall have final authority for all expenditures of all funds of the Club.

Section 3
Management of the Club

The Board of Directors may appoint officers responsible for the specialized operations of the Club, as they deem necessary from time to time. Paid positions may be authorized if in the opinion of the Board of Directors the Club can afford such expenditure and would derive added benefit there from.

Bylaw 2

Section 1
Eligibility

- a. Any person interested in the objectives and purposes of this organization and who agrees to be bound by the Articles of Incorporation and Bylaws thereof and such rules and regulations as may from time to time be adopted by the Board of Directors of this organization, and registered as a player in good standing in this organization, or is a coach registered to coach in this organization, or is a referee qualified to referee in this organization or associated league, or is a volunteer in this organization, is eligible for REGULAR MEMBERSHIP. In the case of a player in good standing who is under the age of eighteen (18), one (1) parent or guardian may exercise all rights of membership conferred upon that player.
- b. Any person interested in the objectives and purposes of this organization and who agrees to be bound by the Articles of Incorporation and Bylaws thereof and such rules and regulations as may from time to time be adopted by the Board of Directors of this organization is eligible for ASSOCIATE MEMBERSHIP. Associate members shall enjoy all the privileges of regular membership except the right to vote on any matter and the right to serve on the Board of Directors.

Section 2
Duration

All membership shall be for one (1) year duration beginning on September 1st, or upon registration whichever is later, and ending on August 31st and shall be required to be renewed annually by payment of the required registration fees in the case of a player;

submission of the required F. Y. S. A. registration application in the case of a coach; or upon completion of the fifth match refereed in the case of a referee.

Section 3 Registration Fees

Registration fees shall be payable in advance at the time of registration in each calendar year and any supplemental dues shall be due within sixty (60) days of notice to members. For new members all dues shall be paid in full before becoming a member. The Board of Directors shall annually set the fee required for the general operation of the Club. The various Directors shall immediately advise the Board of any supplements they wish to add to the basic fee to be charged to players for uniforms or such other purposes, as they deem necessary for the proper operations of the Club. The Board shall then determine the registration fee to be charged to each player.

Section 4 Rights of Members

The right of a regular member to vote and all his or her other rights and interest in the organization shall cease on termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

Bylaw 3 Membership Meetings

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Section 1 Communication

The club website will be used as the primary method of communication to membership. Membership will be directed to the website for information, updates, correspondence, forms, etc.

Section 2 Special Meetings

Special Meetings of the members may be called at any time by the President or by a majority of the Board of Directors. In the event such meeting must be called notice of the meeting will be posted on the club website at least one month in advance of the meeting. Additional posting will be available at least two consecutive Saturdays prior to the date of the meeting.

Section 3
Quorum

At any meeting of the members, the presence of a majority of the members entitled to vote in person shall be necessary to constitute a quorum for all purposes, and the act of those present at a meeting in which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute.

Section 4
Voting Rights

All regular members shall be entitled to vote on any matters. Presented to the membership at large. All elections and questions to be decided. Shall be approved by objection.

Bylaw 4
Board of Directors

Section 1
General Management

The general management of the affairs of the organization shall be vested in the Board of Directors who shall be elected by position, except the immediate past president who shall be a member of the Board automatically upon election of a new President.

Section 2
Number of Directors

The number of Directors shall be no less than five and no more than nine. The Board of Directors shall consist of the following Executive positions: President, Vice President, Secretary, and Treasurer. As well as five directors. The immediate past president shall be an at large member of the board in an advisory capacity. Each of the Directors shall be responsible for filling one of the positions created by the Board from time to time. No person may hold more than one position, except in the case of temporary appointment to fill a vacancy.

Section 3
Election of Directors

The Executive positions of the Board shall be filled from members of the board. Director positions shall be elected by position or at-large by all regular members of the organization. Elections shall be held at minimum one time each year

- a. Nominations shall be accepted from all regular members up to one week prior to the first date set for election. Nominations will be accepted either via email to the club administrator, mailed, or delivered directly to a board member.

- b. Ballot shall be available on the RSL website showing said nominations along with a space for a write in vote. Ballot will remain open for a period of two weeks.
- c. Active members are entitled to a vote. There shall be only one vote for each player, coach or referee and, in the case of a player who is under the age of eighteen; either parent or a guardian may cast his/her vote, so long as no more than one vote is cast per player registered.
- d. Vote for vacant board positions with only one nomination will be considered approved unless majority of membership objects. Executive committee will determine any discrepancies.
- e. Objections to the ballot should be-emailed to the club administrator, or president. Objections received without the identification described above affixed or with identification which has been defaced or is unreadable shall be discarded and not counted.
- f. The date of the election shall be declared and all members notified of same a minimum of one month prior to the date of the election.

Section 4

Duties and Power of Directors

The Board of Directors shall have the authority to:

- a. hold meetings at times and places as may be deemed proper and necessary,
- b. admit, suspend, or expel members,
- c. appoint committees on particular subjects from members of the board or from members of the Club
- d. audit bills and disburse funds of the Club,
- e. print and circulate documents and publish articles,
- f. carry on correspondence and communicate with other associations with the same or other interests,
- g. appoint officers and employ agents
- h. determine the objectives of the Club and protect the interests and welfare of its members
- i. remove any or all officers of the Club with due cause prior to the termination date of such office,
- j. elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office,
- k. terminate the contract of any firm, individual, or other entity employed by the Club to perform any and all nature of services to the Club,

- l. establish rules and regulations for competitions under its jurisdiction or for any other purposes to further the purposes of the Club,
- m. approve or disapprove any coach of the Club,
- n. promulgate and publish rules and regulations for the Club,
- o. do any and all such other acts necessary to promote the interests of the members and the purposes of the Club,
- p. to use and disburse funds from the Club's endowment if applicable, for the betterment of the Club consistent with its non-profit status.

Bylaw V

Meetings of the Board of Directors

Section 1

Annual Meeting

The annual meeting of the Board of Directors shall be held in either the month of March April or May each year at a date, time and place as may be determined by the President and to be set at the discretion of the President. Any reference herein to the annual meeting shall now mean the meeting that is held some time between March 1 and May 31 each year.

Section 2

Regular Meetings

Regular meetings shall be held from time to time, as necessary, as set by the President. The President shall set the time, date, and place and notice of such meetings shall be communicated to each member of the board at his or her last known address or by telephone or in person.

Section 3

Quorum and Voting

Five members of the Board of Directors, including a minimum of two officers shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be the act of the Board of Directors at any annual or regular meeting.

Section 4

Resignation, Removal, and Termination of Office

Any director may resign by giving 30 days written notice of such resignation to the Board of Directors. Any one or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth in voting on any issue hereinabove.

Section 5
Eligibility for Membership

Only regular members in good standing shall be qualified to become members of the Board of Directors. In the case of minor children who are members, their parents or legal guardians are qualified to run for the Board of Directors.

Section 6
Term of Office of Directors

All members of the board shall be elected for a term of two years. The immediate past president shall return as an advisor to the Board of Directors as a non voting member. Anyone seeking the nomination of President must currently have completed no less than one (1) term on the Board of Directors. The board reserves the right to accept any nominations. Executive Directors may remain on the board for no more than two consecutive terms in the same executive position.

Section 7
Voting of Directors

Each member of the board shall have one vote and must be physically present at any meeting in order to vote.

Section 8
Compensation and Liability of Directors

Directors of the Corporation shall receive no compensation for their services and shall not be personally liable for its debts, liabilities, or other obligations.

Bylaw 6
Officers

Section 1
Designations

The officers of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, and five At Large Directors who will fill specific offices as the Board designates from time to time. The immediate past president shall become an advisor to the Board of Directors as a non voting member

Section 2
Duties of the Officers:

- a. President- It shall be the duty of the President as the chief executive officer to preside at all meetings of the members and Board of Directors. He or she shall be

- a member of the Board of Directors. He or she shall have the power to appoint the Chairman of all committees. He or she shall call all regular or special meetings when deemed necessary. He or she shall have the power to sign all contracts and any other obligations on behalf of the Corporation approved by the Board of Directors. He or she shall be authorized to sign checks on the Corporation's bank account. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of Directors.
- b. Vice President the Vice President shall be a member of the Board of Directors and shall act as the head registrar of the Club and shall coordinate and approve the activities of the assistant registrars that he or she may appoint from time to time. The Vice President will be in charge of membership issues. He or she shall be the Club's liaison with the Florida Youth Soccer Association, and the USA/GYSA scheduling body. He or she will be charged with league rule compliance and team compliance with Club rules. The Vice President shall have check signing authority.
 - c. Secretary- the Secretary shall be a member of the Board of Directors. He or she shall take and keep the minutes of all meetings of the membership and Board of Directors. He or She shall receive and file all written reports, handle all correspondence of the Corporation as directed by the President or Vice President, order and maintain all supplies as from time to time may be required.
 - d. Treasurer- the Treasurer shall be a member of the Board of Directors. The Treasurer shall receive and deposit all funds in the name of the Corporation in a bank approved by the Board of Directors. He or she shall make checks for the disbursement of funds, and have signing authority on the Club account. Current financial records shall be maintained at all times. The Treasurer shall report the financial condition of the Corporation at annual meetings and as directed by the President. He or she shall maintain separate and distinct accounting for the teams within the Club, and shall disburse funds and maintain balances separately for each when necessary.
 - e. At Large Directors shall fill offices created from time to time by the Board of Directors. Their authority and scope will be defined when the office is created. The duties, titles, and number of other officers shall be determined by the Board of Directors, and SHALL be appointed by the Board of Directors. Members of the Board of Directors shall fill these offices.

Section 3 Reports of Officers

All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined herein and those assigned by the President or the Board of

Directors from time to time, and shall deliver to their successors all official material in their possession within thirty (30) days following the election of their successors.

Section 4
Compensation of Officers

The officers of the Corporation shall receive no compensation for their services but may be reimbursed for any authorized expenditures made on behalf of the Corporation.

Bylaw 7
Fiscal Year

The fiscal year of the Club shall begin on June 1 and end on May 31.

Article VI
Article or Bylaw Amendment

Section 1
Articles of Incorporation

The Articles of Incorporation of this Corporation may be amended, repealed, or altered in whole or in part by a three quarters majority vote at any duly authorized meeting of the Board of Directors at which a quorum is present. Notice of the proposed changes shall be given by posting notice of said changes at the playing fields at least two weeks prior to the vote by the Board of Directors, or mailed to members at least 10 days prior to the scheduled Board meeting to consider the changes.

Section 2
Bylaws

The Bylaws of the Corporation may be initially adopted, amended, or altered by an affirmative vote of at least two thirds of the board of Directors present at a meeting. Notice of the proposed changes shall be emailed at least ten (10) days prior to the meeting. Copies of the proposed changes shall be made available for inspection by any member in good standing of the Club upon request from any board member.

Section 3
Notice to Authorities

Upon approval and ratification of such amendments to the Articles of Incorporation or Bylaws as set forth above, the Secretary shall thereupon proceed to prepare and see to the filling of any documents required by any governmental or governing authority.

Article VII
Parliamentary Authority

Roberts Rules of Order, as amended, shall govern the Board of Directors, Officers and members in all cases which they are applicable, provided, however, that they do not conflict with the Articles of Incorporation or the Bylaws of the Corporation, or with the laws of the State of Florida.

Article VIII
Seal

The corporation may, but is not required to have a seal of such design as may be approved by the Board of Directors.

Article IX
Indemnification

The Corporation may be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of the directors, or by a majority vote of a quorum of the members, who were not party to such action, suit or proceeding in the manner provided in Section 607.014 of the Florida Statutes, as amended. If such indemnification is authorized by the directors or expenses incurred in defending such civil or criminal or administrative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection 5 of Section 607.014 of the Florida Statute, as amended, upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless he or she is found to be entitled to such indemnification.

Article X
Contracts, Checks, Deposits

Section 1
Contracts

The President is authorized to enter into any contract or to execute and deliver any contract or document on behalf of the Corporation, which authority may be general or specific, provided first that the contract has been reviewed by and approved by a majority of the Board of Directors at a meeting of the Board at which a quorum is present.

Section 2
Checks

All checks drafts, or any authorization for payment of any notes, sums of money, or other evidence of debt issued in the name of the Corporation shall be signed by such officers or agents as shall be from time to time designated and determined by the Board of Directors. Unless otherwise authorized, the following executive board members will have the authority to sign checks: The Treasurer, The President, and the Vice President.

Section 3
Deposits

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the officers.

Article XI
Records

The Corporation shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and the Board of Directors, in the possession of the Secretary. Any director, member, or agent or attorney of either, or any proper person may inspect all such records, at a reasonable time.

The original Articles of Incorporation and Bylaws adopted and dated February 2009, and as amended on February 19, 2009 are hereby superceded by these Amended articles of Incorporation and Bylaws.

Adopted as Amended this _____ day of _____, 2009

Tampa Knights F. C., Inc.

By: _____

Date: _____

