

**CHILES BOYS SOCCER BOOSTERS, INC.**  
**BYLAWS**

**ARTICLE I. Name**

The name of the Corporation is the Chiles Boys Soccer Boosters, Inc. (hereinafter referred to as the “Corporation”).

**ARTICLE II. Seal**

The seal of the Corporation shall be circular, and inscribed thereon with the words “Chiles Boys Soccer Boosters” “Great State of Florida Nonprofit Corporation” and the date “2010.”

**ARTICLE III. Purposes**

The purpose for which the Corporation is organized is to promote the boys soccer program at Lawton Chiles High School in Leon County, Florida. The Corporation is organized to be a not-for-profit corporation and may engage only in activities that may be carried on by a corporation exempt for federal income taxes under Section 501(c)(6) of the Internal Revenue Code or any section of any statute adopted in succession thereof. No part of the net earnings of the corporation shall inure to the benefit of any member, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein.

**ARTICLE IV. Principal Office**

The principal office of the Corporation shall be located at Chiles High School, 7,200 Lawton Chiles Lane, Tallahassee, Florida 32312-0956 or at such other place within or without the State of Florida as the Board of Directors, hereinafter the (“Board”), determines from time to time or the affairs of the Corporation require.

**ARTICLE V. Membership**

*Section 1. Membership.* Membership in the Corporation shall be open to all persons sharing the objectives of the Corporation that have been determined by the Board to meet the membership criteria established by the Board, and that have been accepted for membership by the Board. In general, members shall be individuals who seek to further and promote the boys soccer program at Lawton Chiles High School in Leon County, Florida. No member shall be entitled to share in the distribution of corporate assets upon the dissolution of the Corporation. The Board shall determine the procedures for applying for membership. The Secretary shall maintain a list of all Corporation members.

*Section 3. Generation of Funds and Uses of Funds.* The Board in its discretion shall have the power to establish means of raising revenue for the Corporation such fees and dues, accepting donations, fund raising events, etc., as it considers necessary and appropriate. Funds collected from fundraisers, dues, fees, assessments and all other funds received by the Corporation shall be used to pay for everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objectives, of the Corporation, and for the actual expenses incident to maintaining and operating the Corporation.

*Section 5. Voting Rights.* In all matters put to a vote of the membership, each member shall have one vote.

## **ARTICLE VI. Meetings of Members**

*Section 1. Annual Meeting.* An annual meeting of the members shall be conducted in each and every calendar year on any date the Board shall determine to be convenient and at such place as is designated by the Board and stated in the notice of such meeting. Election of Directors and other such business as the Board shall designate shall occur at the annual meeting which shall take place no later than December 31 of each year. The annual meeting may take place via telephone communication.

*Section 2. Special Meetings.* Unless otherwise prescribed by law, the Articles of Incorporation or these Bylaws, special meetings of the members, for any purpose, may be called by the President of the Board (hereinafter referred to as the “President”) or by the Secretary or his or her designee. Requests for special meetings shall state the purpose of the meeting.

*Section 3. Notices of Annual and Special Meetings.* Except as otherwise prescribed by law, the Articles of Incorporation or these Bylaws, the President or Secretary shall provide each member, either by electronic mail or US postal mail, written notice of any annual or special meeting of the members, such notice to state the place, date and time thereof and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Such notice shall be delivered to each member either personally or by electronic or US postal mail, not less than three (3) calendar days nor more than fifty (50) calendar days prior to the meeting.

*Section 4. Presiding Officer.* Meetings of the members shall be presided over by the President or, if the President is not present, by a designee of the President, who shall be a Board member of the Corporation. The Secretary of the meetings shall be the Secretary of the Corporation, or such person as may be designated by the presiding officer.

*Section 5. Quorum; Adjournments; Voting.*

- (a) At least fifty percent of all of the votes entitled to be cast at any given meeting represented in person or by proxy shall constitute a quorum for the transaction of business at all meetings of the members, except as otherwise prescribed by law, the Articles of Incorporation, or these Bylaws.
- (b) If a quorum is not present in person or by proxy at any meeting of the members, a majority of the members present in person or by proxy may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At the adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.
- (c) Voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission; provided, that the member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the member.

## **ARTICLE VII. Board of Directors**

*Section 1. General Powers.* The affairs of the Corporation shall be managed by its Board, which may exercise all powers of the Corporation. The Board may do all such lawful acts authorized by the Articles of Incorporation, or by these Bylaws, except for actions required to be performed by the members.

*Section 2. Number.* The number of Directors may be increased or decreased from time to time but shall not be less than Three (3).

*Section 3. Compensation and Reimbursement for Expenses.* No Director shall be compensated for their service to the Corporation. Directors may be reimbursed for expenses they incur on behalf of the Corporation as determined by the Board.

*Section 4. Selection; Removal; Vacancies; Term of Office.*

- (a) *Selection.* The initial Board shall be selected by the incorporators to serve until the Second annual meeting of the members of the Corporation. Thereafter, Directors shall be elected by the members of the Corporation.
- (b) *Removal.* Any Director may be removed from office upon the vote of a majority of the entire Board then in office.
- (c) *Vacancies.* In the case of any vacancies on the Board through death, resignation or otherwise, a successor Director shall be selected by the vote of a majority of the entire Board then in office.
- (d) *Term of Office.* A member of the Board shall hold office until the next annual meeting of the members of the Corporation or until his or her successor has been selected and qualified.
- (e) *Nominating Committee.* The Board may select a nominating committee to solicit and select a slate of proposed members of the Board prior to the membership of the Corporation at the Annual Meeting.

*Section 5. Regular Meetings.* Regular meetings of the Board shall be held not less frequently than once every twelve (12) months at such times and in such places as are fixed from time to time by resolution of the Board. Written notice by mail, electronic mail, or other form of electronic transmission of the time, place, and purpose of any such meeting shall be given to each Director as the President of the Board in his or her discretion shall deem sufficient, but action taken at any such meeting shall not be invalid for want of notice if such notice shall be waived as hereinafter provided.

*Section 6. Annual Meeting.* The annual meeting of the Board shall be held either (a) without notice immediately after the annual meeting of the members or (b) upon notice before or after the annual meeting of members on such date and at such time and place as the President shall determine.

*Section 7. Special Meetings.* Special meetings may be held at any time upon call of the President of the Board upon three (3) calendar days notice to each Director if such notice

is delivered personally or sent by means of electronic communication (including facsimile or email), or upon five (5) calendar days notice if sent by mail.

*Section 8. Quorum and Voting.* Each Director shall have one vote on all matters pending before the Board. At meetings of the Board a majority of the Directors then in office shall constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at such meeting at which a quorum is present shall be the acts of the Board, except where a larger number is required by law, the Articles of Incorporation, or these Bylaws.

*Section 9. Action by Consent.* Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board consent thereto, and the consent is acknowledged in the minutes of the proceedings of the Board. Consent may be obtained by means of electronic communication among the Board.

*Section 10. Meetings by Telephone or Similar Communications.* One or more Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

#### **ARTICLE IV. Officers**

*Section 1. Officers.* There shall be as executive officers of the Corporation: a President, a Vice President, a Secretary, and a Treasurer. These executive officers shall be elected by a majority vote of the Board present at a meeting at which quorum is present. The offices of Secretary, Treasurer, and Vice President may be held by the same person. More than one individual may serve in an executive officer position except for the position of President.

*Section 2. Power to Appoint Other Officers and Agents.* The Board shall have the power to appoint, retain or hire such other officers, agencies, or firms as the Board may deem necessary for the transaction of the business of the Corporation.

*Section 3. Terms of Office.* Each officer shall hold office until the next annual meeting of the members of the Corporation or until his or her successor has been selected and qualified.

*Section 4. Removal.* Each officer shall hold office at the pleasure of the Board and any officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the Directors then in office. Removal of any officer by the Board shall not prejudice the contract rights, if any, of the person so removed. Vacancies, however caused, in any office may be filled for the unexpired portion of the term by the Board.

#### **ARTICLE X. Duties of Officers**

*Section 1. President.* The President shall be the chief executive officer and chief operating officer of the Corporation, shall preside over all meetings of the Board and the Corporation and shall perform such other duties as the Board by resolution may designate. Subject to the overall direction of the Board, the President shall have general charge of the business affairs and property of the Corporation and general supervision over its employees, if any, and over all contractors and agents. In general, the President shall perform all duties incident to the office of President of a stock corporation and shall see that all orders and resolutions of the Board are carried into effect.

*Section 2. Vice President.* The Vice President, in the absence of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board or President may designate.

*Section 3. Secretary.* The Secretary shall be Secretary of the Board. The Secretary shall have possession and general supervision of the records and archives of the Corporation, shall attend to the proper publication of all reports, conduct official correspondence, attest documents and perform other duties as may be required by the Board or the President.

*Section 4. Treasurer.* The Treasurer shall have custody, or with approval of Board, designate another party to have custody, of all corporate funds and shall maintain accurate accounts of all receipts and disbursements and shall deposit all monies and other valuable effects in the name of the Corporation in such depositories as he or she may select. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board, taking proper voucher for such disbursements, and shall render to the President and Directors at the meetings of the Board, and whenever requested by them, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be an ex-officio member of any committee of the Corporation empowered to commit funds of the Corporation. In case of his or her death, resignation, retirement or removal from office, there shall be restored to the Corporation all books, papers, vouchers, money and other property of whatever kind in his or her possession or control belonging to the Corporation.

## **ARTICLE XI. Notices**

*Section 1. Form; Delivery.* Any notice required or permitted to be given to any Director, officer, member or committee member shall be given in writing, either personally or telegram, email, facsimile or other writing sent to his or her address as it appears on the records of the Corporation or by telephone and shall be deemed given at the time delivered at such address.

*Section 2. Waiver; Effect of Attendance.* Whenever any notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent of the giving of such notice. In addition, any member who attends a meeting of members in person, or who is represented at such meeting by a proxy, or any Director or committee member who attends a meeting of the Board or a committee thereof shall be deemed to have had timely and proper notice of the meeting,

unless such member (or his or her proxy) or Director or committee member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## **ARTICLE XII. General Provisions**

*Section 1. Checks.* All checks or demand for money and notes of the Corporation shall be signed by the Treasurer and one other officer or in such other manner as designated by the Board.

*Section 2 Fiscal Year.* The fiscal year of the Corporation shall be as determined from time to time by the Board.

*Section 3. Adoption of Bylaws.* The Bylaws shall be adopted at the first meeting of the Board by a majority of the Board membership present.

*Section 4. Amendment of Bylaws.* The Bylaws may be altered or repealed at any regular meeting of the Board or any special meeting of the Board at which a quorum is present if notice of the proposed alteration or repeal is contained in the notice of such meeting.

## **ARTICLE XIII. Indemnification**

*Section 1. Officers and Directors.* The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Any indemnification under this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer has met the applicable standard of conduct set forth in this paragraph. Such determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
- (b) If such quorum is not obtainable, or, even if obtainable a majority vote of a quorum of disinterested Directors if the Board so directs, by independent legal

counsel in a written opinion. The Corporation shall have the power to purchase and maintain insurance for the purpose of the indemnification provided for herein.