

**FIRST AMENDED AND RESTATED BYLAWS OF
CENTRAL FLORIDA SOCCER ALLIANCE**

NOTICE

Upon adoption by the Board of Directors, these Amended and Restated Bylaws (the “Bylaws”) amend and fully replace all previously adopted constitutions and bylaws of the Corporation with respect to all matter of actions and business of the Corporation from such time, forth.

Article 1. - The Corporation

- 1.1 The name of this corporation is Central Florida Soccer Alliance, Inc. (hereinafter referred to as the Corporation” or “CFSA” d/b/a Florida Kraze Krush).
- 1.2 Central Florida Soccer Alliance is or shall be incorporated as a not-for-profit organization subject to the laws of the State of Florida and the United States of America. This corporation shall be organized exclusively for charitable and educational purposes and shall not be operated for the benefit of any private interest.
- 1.3 Pursuing the foregoing purposes and objectives, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as currently enacted or as may be hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be exclusively devoted to the attainment of said objectives and purposes.
- 1.4 The corporation shall not afford pecuniary gain, incidentally or otherwise, to any Director or Officer, nor shall any part of the earnings or the net earnings of the corporation inure to the benefit of any Director or Officer or to any other person, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. All of the net earnings, if any, of this corporation shall be used exclusively to further the nonprofit corporate purposes and objectives set forth above.
- 1.5 Central Florida Soccer Alliance may be affiliated with other organizations such as, but not limited to, the Florida Youth Soccer Association (FYSA), United States Soccer Club (USSC), United States Youth Soccer Association (USYSA), United States Soccer Federation (USSF), and the Federation Internationale de Football Association (FIFA).
- 1.6 No substantial part of the activities of CFSA shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. CFSA shall not participate or intervene in any political campaign on behalf of any candidate for public office.
- 1.7 The Corporation’s fiscal year shall be determined by the Board of Directors.
- 1.8 The Corporation may charge such dues and other fees for participation in Central Florida Soccer Alliance programs as shall be established by the Board of Directors.

- 1.9 Central Florida Soccer Alliance may be organized into divisions based upon geographical location of the membership and participating player, with adjustments, as the requirement or need arises. Each division may have a general manager and a secretary, whose duties shall be to recruit players, to interface and interact with the local government bodies in their geographical area, and with the Board of Directors of the Corporation. The Secretary shall present a written or oral quarterly report of the division's activities to the Board of Directors of the Corporation.

Article 2. – Principal Office

The Corporation may operate in multiple locations and counties. The principal place of business for the Central Florida Soccer Alliance shall be 1073 Willa Springs Dr #1049 Winter Springs, FL. The Board of Directors may from time to time approve other such offices to further the purpose of the Corporation.

Article 3. - Guiding Principal and Purpose

- 3.1 The guiding principle of Central Florida Soccer Alliance shall be to operate exclusively for the benefit of the individuals served (i.e. all players – paid or unpaid). When choices must be made in which the benefit of the individuals served is in conflict with other concerns, the benefit of the individuals served shall take precedence.
- 3.2 The purpose of Central Florida Soccer Alliance is to develop, promote, and administer the game of soccer to its members without regard to race, creed, sex, ability or economic status. Central Florida Soccer Alliance shall promote the development and growth of soccer players in an environment conducive to teaching good sportsmanship and fair play.

Article 4. - Bylaws and Authorities

- 4.1 Central Florida Soccer Alliance shall be governed by these Bylaws, except where superseded by the rules or regulations of the organizations with which Central Florida Soccer Alliance is affiliated.
- 4.2 The corporation shall have no members, other than the duly constituted members of its Board of Directors. The management of the affairs of the corporation shall be vested in a Board of Directors, as provided for and defined in the corporation's By-Laws. No Director shall have any right, title or interest in or to any property or assets of the corporation. The number of Directors constituting the first Board of Directors shall be six (6), their names and addresses being as follows:

Edward Vazquez, 1073 Willa Springs Dr #1049 Winter Springs, FL 32708
Tawney Olore, 1073 Willa Springs Dr #1049 Winter Springs, FL 32708
Ed Filliben, 1073 Willa Springs Dr #1049 Winter Springs, FL 32708
Jim Gordon, 1073 Willa Springs Dr #1049 Winter Springs, FL 32708
Thomas Lobasso, 1073 Willa Springs Dr #1049 Winter Springs, FL 327085

- 4.3 All players, coaches, parents, volunteers, and the Board of Directors shall abide by these Bylaws, the Laws of the Game as published by FIFA, the polices and rules established and set forth by the Board of Directors, and the rules or regulations of the organizations with which Central Florida Soccer Alliance is affiliated.
- 4.4 These Bylaws may be amended or changed at any meeting of the Board of Directors by a two-thirds vote of the quorum. Written notice of actions affecting these Bylaws must be made available to any individual who requests same. Every five (5) years the Board of Directors will establish a committee to review the bylaws and make any recommendations to the Board of Directions for any revisions or additions to the Central Florida Soccer Alliance bylaws.
- 4.5 In the event these Bylaws or the Articles of Incorporation, now or in the future, should conflict with the rules and laws governing 501(C)(3) corporations, or any laws governing nonprofit organizations, the federal and state rules and laws shall take precedence.
- 4.6 Pronouns. Pronouns in these By-Laws are for convenience only and shall not be used to interpret or construe its provisions. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, neuter, singular or plural as the identity of the person or persons may require.
- 4.7 Communications: Where indicated in these bylaws regarding notifications, assembly, meetings and communications; at the discretion of the board of directors those notifications, assembly and communications may be done in the form of telephone, internet meeting conferencing, e-mailing, personal communications, posting on the Club website, or traditional mail service; provided that required notification shall be provided in writing.

Article 5. – Affiliations

The Corporation shall be affiliated with US Youth Soccer, Florida Youth Soccer Association (FYSA), US Club Soccer and any other organization as agreed by the Board of Directors, and shall comply with the authority, rules and guidelines of these bodies. These affiliations exist because of the shared goals and objectives leading to the advancement of youth soccer.

Article 6. – Prohibited Activities

The Corporation shall not conduct or carry on any activities that are inconsistent with the provisions of any applicable laws, regulations or ordinances, the Articles, or Section 501(c)(3) of the Internal Revenue Code and its Regulations or with the deductibility provisions of Section 170 (e)(2) of said Code and Regulations or with applicable Florida law, as the same now exist or may be hereafter amended. Any action by the Directors or Officers, or any of them individually, taken on behalf of (or in the name of) the Corporation which action is in violation of such laws, which would cause the loss of the Corporation's 501(c)(3) treatment by the Internal Revenue Service ("IRS"), or which is substantively inconsistent with the Articles, each as may be from time to time amended, shall be void ab initio.

Article 7. – Non-discrimination Policy

The Corporation shall not discriminate against any individual on the basis of age, gender, race, religion, national origin, marital status or any class of citizenry protected by the Constitution of the United States or the State of Florida.

Article 8. - Meetings

- 8.1 The Annual Meeting shall be held at least once every three hundred and sixty-five (365) days at a place and time determined by the Board of Directors, and after publishing notice of the meeting, in accordance with the Communications Standards herein.
- 8.2 The purpose of the Annual Meeting is to elect officers and directors, present the annual reports, and to transact such other business as may properly come before the meeting. A quorum shall consist of at least a majority of the Board of Directors currently in office, or those Directors present plus all properly executed proxies that represent a majority of the Board of Directors.
- 8.3 A Board of Directors meeting and any other meeting called by the Corporation shall be held as deemed necessary by the President, or called by agreement of three (3) Board of Directors members in accordance with the Communications Standards herein.
- 8.4 All meetings of any kind held by the Corporation to discuss or transact Corporation business shall allow time for public input. All scheduled meetings shall be reported immediately to the Secretary, who shall notify the President of the meeting in accordance with the Communications Standards herein.

Article 9. - Board of Directors

- 9.1 The governing authority of Central Florida Soccer Alliance shall be the Board of Directors, whose powers and responsibilities are described in these Bylaws.
- 9.2 The Board of Directors shall have the authority to conduct the lawful business of the Corporation.
- 9.3 The Board of Directors shall be responsible for the direct supervision of the Executive Director.
- 9.4 The Board of Directors shall establish rules, policies, and/or procedures governing the conduct of meetings and any situation not specifically covered by these Bylaws.
- 9.5 The Board of Directors shall adopt the annual budget prior to the Annual Meeting.
- 9.6 The Board of Directors shall consist of no more than seven (7) members and shall include the President, Vice-President, Secretary, Treasurer and three (3) Board Members-at-Large. One of the Board Members-at-Large may be the most recent Past President. Under no circumstances will the President and the Board of Directors allow the membership of the Board to be more than seven (7) members. The President and the Board shall have a prime directive to maintain full staffing of the Board.

- 9.7 The members of the Board of Directors shall be elected to a term of three (3) years at the Annual Meeting to be held on a date, time and at a location to be established by the Board of Directors. The terms shall be staggered per a schedule established by the Board of Directors.
- 9.8 Prior to any election, members of the Board of Directors shall be nominated from the general membership during the Annual Meeting.
- 9.9 Board of Directors members may also be removed by a petition signed by a 51% majority of the full members of the Corporation. The petition must include the printed name, address, and telephone number of all signers. The signatures shall be verified by a committee chaired by the Secretary, or, if the Secretary is a candidate for removal, by a chairman appointed by the President or the Vice-President presiding.
- 9.10 Any director or officer not being physically present during the full session at three consecutive scheduled meetings shall be assumed to not have sufficient time to participate and contribute his or her expertise and efforts as a volunteer in the Corporation and shall be automatically removed as an Officer or Board Member at Large. The President shall notify the member removed, by written communication, within three (3) days of the removal.
- 9.11 Resignation from the Board of Directors shall be in writing, mailed or emailed to the President, or presented to any member of the Board, that member of the Board being required to immediately inform the President or Acting President of the resignation in writing.
- 9.12 Vacancies on the Board of Directors occurring between elections shall be filled by nomination by the President and ratification by a majority of the remaining members of the Board of Directors. If the nominee is present, the Board of Directors shall vote on the replacement immediately. If the nominee is not present, the Board of Directors shall vote on the replacement at the next meeting of the Board.
- 9.13 Upon election, because the Corporation invariably involves working with minors, every Director shall submit to a criminal background check. As such, a Director's election to the Board is provisional and subject to passing the background check. Persons with a felony conviction shall not be eligible to serve on the Board. In the event of disqualification of a provisional Director, the remaining Directors shall nominate and elect, by majority vote, a replacement who shall also be a provisional Director until passage of a criminal background check.
- 9.14 Whenever a member of the Board of Directors has a financial or personal interest in any matter coming before the Board of Directors, the affected member shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure and rationale for approval. In the event of a conflict between this provision and the Conflict of Interest Policy, this provision shall govern.

- 9.15 The employment of, or the conducting of business with, the family member of a Director, by the Corporation, shall be subject to the same criteria determining conflicts of interest under this Section. No more than one family member may hold a voting position on the Board of Directors. A “family member” means a spouse or domestic partner, child, grandchild, parent, grandparent, sibling, and step relationships, including those that may exist as a result of a domestic partnership
- 9.16 No member of the Board of Directors shall receive any compensation for his or her services merely as a Director, but Directors may be reimbursed for such reasonable expenses incurred in furtherance of the purposes of the Corporation as the other Directors may from time to time approve. For the avoidance of doubt, the foregoing includes that no paid coaches or paid staff shall be members of the Board of Directors.

Article 10. - Officers

The officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. Their duties are as follows: e

President: The President shall be the Chief Elected Officer of the Corporation, and shall preside over meetings of the Corporation and the Board of Directors. The President may delegate any of his non-board governing duties to the Executive Director as his designee. The President or his designee shall represent the Corporation at all meetings of the organizations of which the Corporation is a member or an affiliate.

Vice-President: During the absence or disability of the President, the Vice-President shall have all the powers and duties of the President.

Secretary: The Secretary shall be the Records Custodian and be responsible for production, retention, and maintenance of all records of the Corporation, for mailings to members, and for mailings to entities inside and outside of the Corporation. The Secretary shall maintain a complete and accurate file of the minutes of the meetings of the club, and of all organizations of which the Corporation is a member or affiliate. The Secretary shall, after each meeting, publish and mail or e-mail, or arrange for publication and mailing, to the Executive Director important information and announcements from the meeting. The Executive Director shall inform the Coach(es), and when appropriate, players, and when appropriate, player’s parents, of the contents of the important information and announcements.

Treasurer: Subject to the direction of the board, has general charge for the financial affairs of CFSA. The Treasurer shall Implement and/or maintain the bookkeeping system and accounting processes required to provide a detailed set of records on income and expenditures of CFSA. The Treasurer shall have custody of all funds, securities, financial records and tax documents of CFSA and will establish an annual operating budget with Executive Director to present to the board for approval. The Treasurer shall

file all reports to the appropriate government agency in a timely manner, including, but not limited to yearly income tax returns and shall ensure CFSA maintains a non-profit tax status. The Treasurer shall be one of the three persons, together with the President, Vice President authorized to sign checks

The Officers shall be responsible for the making and keeping of all financial records and those records required by §617.1601, Florida Statutes.

Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

A vacancy in any Officer position shall be filled by action of the Board of Directors.

Article 11. - Committees

The Directors or the President from time to time may appoint such committees as may be needed in the best interests of the Corporation. Such committees can be established for one or more purposes and for limited or enduring durations, all in the reasonable discretion of the Directors or the President (as applicable). Such committee members may include members of the Board and/or members of the community. A majority of the Directors may vote to disband or augment the structure, duties and/or rights of any such other committee.

Article 12. - Gifts

- 12.1 The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, or devise for the general purposes or for any special purpose of the Corporation.
- 12.2 Any donor who shall give, grant, bequeath, or devise any funds or other property to the Corporation may do so subject to such conditions and restrictions as to the use of the principal or income thereof as the donor may see fit, and may specify such uses for the principal or the income as the donor may desire, provided such conditions, specifications, or other provisions are consistent with good public policy, purposes and these Bylaws. Additionally, no gift shall be accepted which is understood to bear costs or maintenance or upkeep associated with ownership in excess of \$1,000.00 per year or which gift is encumbered by restrictions made by the donor, unless acceptance of such gift is approved by the Directors.

Article 13. - Funds of the Corporation

- 13.1 All money of the Corporation, or under its control, shall be deposited to the credit of the Corporation in a timely fashion in the appropriate banking account of the Corporation.
- 13.2 In December of each year, the Executive Director, President, and an additional member of the Board of Directors, to be elected by majority of the Board of Directors, shall review the financial records of the Corporation. There will be an annual audit of all financial records by a certified accounting organization independent of the Corporation.

- 13.3 All checks or warrants drawn upon the funds of the Corporation shall be signed by the President or the Executive Director. The President may by written communication, including e-mail, delegate signature authority to any other Board of Directors member with a previously certified signature at a financial institution of the Corporation.
- 13.4 All revenue is recognized at the time it is received and results in a net increase in assets in line with the guidance established by SFAS 116. If there are no explicit restrictions on the use of the contribution or donation it will be recorded as an increase in unrestricted net assets, as proscribed by SFAS 117.
- 13.5 All financial statements shall focus on the organization as a whole and will annually include a statement of cash flows which will include the following categories of net assets: permanently restricted, temporarily restricted and unrestricted.

Article 14. - Fees

- 14.1 Seasonal and annual player membership fees and assessments and any fines for misconduct shall be determined by the Board of Directors and changed as required. Collection of fees, assessments, and fines is the responsibility of the Board of Directors or their designees.
- 14.2 Any player not in good standing (fees not current, or a payment plan approved by the Executive Director has not been established) cannot be registered until all fees are current. No player/registrant shall be put on the roster of a team until all fees are paid in full, with the exception of families on pre-arranged payment plans, or pending financial aid currently applied for.
- 14.3 No player shall be allowed to participate in President's Cup/State Cup play until all club team fees are paid in full, with the exception of players whose families are currently on a payment plan, and are current on their payments.

Article 15. - Indebtedness of the Corporation

The Board of Directors is authorized to incur debt to acquire real property, uniforms, and equipment. A reasonable repayment plan must be presented to the Board, and the debt and repayment plan must be authorized by a majority vote of a quorum of the Board. All notes and instruments incurring debt must be signed by the President, the Secretary, and the Executive Director. The total amount of any long-term debt (over 6 months) shall not exceed two-thirds of the value of the purchase price of the acquired property as determined by a certified or licensed appraiser using accepted appraisal procedures.

Article 16. - Employees of the Corporation

No paid employee of the Club shall be allowed to serve on the Board of Directors while also receiving compensation from the Club.

Central Florida Soccer Alliance shall employ an Executive Director to lead the organization in developing the best soccer program possible. The essential duties of the Executive Director shall

include, but not be limited too - the development of a staff, and the hiring, managing, supervising, and terminating of these employees.

The Executive Director shall not be allowed to serve as a voting member on the Board of Directors.

The Executive Director shall administer and enforce the policies established by the Board of Directors, and shall be responsible for the daily decision-making required in carrying out the club rules as set forth in the Central Florida Soccer Alliance Player/Parent Handbook and Policies.

The Executive Director shall develop the annual budget to be approved by the Board of Directors and monitor the budget throughout the year.

The Registrar is an employee of the Corporation under the direct supervision of the Executive Director.

The registrar shall be the chairperson of the registration committee which shall schedule, arrange staff, and implement player registration activities; recruit and train age-group registrars; and be responsible for registration of players, production and maintenance of player records, and production and maintenance of player cards.

Article 17. - Dissolution

At the time of the dissolution of the corporation, the Board of directors, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, shall dispose of all remaining corporate assets of the corporation to any not-for-profit, charitable or educational corporation of similar purposes and/or objectives, which recipient corporation shall have theretofore established its exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, all as the Board of Directors shall determine and ascertain. In no case shall the Board of Directors, in case of such a dissolution, make a disposition which would not qualify as a charitable contribution under Section 170 (c) (1) or (2) of said Internal Revenue Code of I 986 , as amended.

Article 18. - Notice

- 18.1 Whenever notice is required to be given to any Director, Officer or committee member under the provisions of these Bylaws, regardless of whether such notice is for the Annual Meeting of Directors or any other meeting, such notice shall, except as herein provided, be deemed sufficient when given in person, when mailed first class to the last known address as it appears on the corporate records at that time, when sent to the last known electronic mail address of such person or when sent via facsimile to such person. Notice of any meeting may be given by a variety of the above methods. All Directors, Officers and committee members shall be responsible for keeping the Secretary apprised, in writing, of address, electronic mail and facsimile number changes.
- 18.2 Any committee member, Director or Officer may voluntarily, at any time, waive any notice required, to be given by these Bylaws. Additionally, a person's presence at any meeting of the Board of Directors or any committee, shall constitute their waiver, for all purposes, of any defect, mis-delivery or non-delivery of proper notice for such meeting.

Article 19. - Indemnification

- 19.1 No director or officer of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any property of a Director or Officer be subject to the payment of the debts or obligations of this corporation. The corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, employee, or agent of the corporation for and against any expenses and /or liabilities, including, without limitation, counsel fees, judgments, fines, penalties, and/or settlement payments reasonably incurred by or imposed upon such persons in connection with any threatened, pending, or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided, however, that no indemnification shall be provided to or for any such person with respect to any matter which he or she shall have been finally adjudicated in any proceeding to have breached his or her fiduciary duty as a Director or Officer of the corporation, or adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceedings.
- 19.2 The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which person may be entitled.
- 19.3 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.
- 19.4 No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee to with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.