

BYLAWS
OF THE
PENSACOLA FUTBOL CLUB
GULF COAST TEXANS

ARTICLE I. NAME

The name of the organization shall be the Pensacola Futbol Club, Inc. incorporated as a not for profit organization in compliance with the laws of Florida and doing business as the Gulf Coast Texans. The club is hereby identified as GCT. GCT has established an affiliation with the Dallas Texans.

ARTICLE II. PURPOSE

The purpose of GCT is to organize, implement, and maintain a youth soccer program. GCT is a non-profit organization dedicated to the education and development of the youth soccer player at all levels of play, recreational and competitive. GCT shall provide equal opportunities to all youth wishing to play the game of soccer regardless of race, creed, color, national or ethnic origin, or religion.

ARTICLE III. LOCATION

The principal office of GCT shall be located in Escambia County, in the State of Florida, as determined by the Executive Board.

ARTICLE IV. AFFILIATION

GCT's recreational league shall be affiliated with the Florida Youth Soccer Association (FYSA). GCT's select league shall be affiliated with US Soccer Federation, the National Premier League through the Gulf States Premier league (US Club Soccer) and the United Soccer League (USL). The organization shall comply with the authority, rules, and guidelines of those bodies. The affiliations are predicated upon the shared goals and objectives leading to the advancement of youth soccer in Escambia County Florida as well as communities along the Gulf Coast.

ARTICLE V. MEMBERS

Section 1. Membership in the club is by formal affiliation, through player registration or individual participation, while maintaining good standing. Membership is in two categories:

(a). General Member. Is the legal parent or guardian of a registered GCT/PFC player, who is actively involved and participating in the purpose and objectives of GCT, and complying with the Bylaws of GCT/PFC.

(b). Voting Member. Members, who are the legal parent or guardian of a registered and in good standing player/s with the GCT/PFC at the time of the Annual General Meeting (AGM) on each matter submitted to a vote of the members.

Section 2. Distinguished service memberships may be granted by vote of the members at any annual meeting to any person, institution, or organization, that has given undue support and assistance to the purpose and objectives of GCT/PFC.

Section 3. The Executive Board, by majority vote, may suspend or expel a member for cause after an appropriate hearing, as defined in Article IX, Section 1, Paragraph (a).

ARTICLE VI. MEETINGS OF MEMBERS

Section 1. The Board of Directors (BOD) shall meet for a regular monthly BOD meeting which is open to all members and shall be announced with a formal agenda. BOD meetings which conduct business requiring an Executive Board vote shall be announced and open to all members. However, the BOD, in whole or in part, may meet without an official membership announcement to conduct non-binding club business as required and vote only in accordance with the basic meeting Rules of Order for Parliamentary Procedure.

Section 2. The President or a majority of the Executive Board may call meetings of the members between annual meetings.

Section 3. Special Meetings of the Voting Members of the club for any purpose or purposes may be called by the President, a majority of the Board of Directors or upon a written petition signed by twenty-five (25) or more members of the Club, stating the purpose of such meeting, and filed by the Secretary. A special meeting so called shall be held at the time and place designated by the President or by the Voting Members calling such meeting, and specified in the notice of such meeting. The notice of each special meeting shall state the purpose or purposes of the meeting and the business transacted at any special meeting shall be limited to the purpose or purposes stated.

Section 4. All meetings of the members shall be held within Escambia County, Florida. Written and/or electronic notice of the day, hour and place, and if a special meeting, the purpose(s) for which such meeting is called, of annual or special meeting of the Voting Members of the Club shall be given or caused to be given at least seven (7), but not more than thirty (30), calendar days prior to the date of such meeting. The Secretary shall attempt to provide to Members notification of the meeting day, hour, and place by posting a notice at the Club fields, website, widely accessible electronic communication or other general publication. Where special general membership meetings are held to vote on by-laws directed issues, formal notice and details of vote implications of proposals to be voted upon shall be made available to the general membership prior to the vote.

Section 5. Provided that proper notice of a meeting of the members as set forth in Article VI, Section 4 is complied with, five percent (5%) of the members present shall constitute a quorum.

Section 6. Proxy voting shall not be permitted. Any member wishing to vote on any and all issues, must be present at the AGM to cast said vote.

ARTICLE VII. EXECUTIVE BOARD

Section 1. The authority to represent, manage and conduct the business and affairs of GCT is vested in the Executive Board of Directors (EBOD) which are those board members elected by the General Membership. The Executive Board shall have the power to enforce the

Laws of the Game, the Rules of the United States Soccer Federation, The United States Youth Soccer Association, The Florida Youth Soccer Association, Dallas Texans, GSPL, USL, the Bylaws and Rules and Regulations of GCT and other standing binding agreements.

Section 2. The elected Officers of GCT shall constitute the Executive Board of Directors (EBOD) and shall be the only voting members of the Board of Directors (BOD) with the exceptions of meeting rules of order for parliamentary procedure.

Section 3. The President or any two EBOD officers may call meetings of the Executive Board. The person or persons authorized to call meetings of the Executive Board may determine any place within GCT Northwest Florida regional coverage for holding such meetings.

Section 4. Superseded by VI-2

Section 5. Any member of the Executive Board may waive notice of any meeting. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction at the meeting. In this case, notification need not be specified in the notice or waiver of notice of such meeting, unless specifically required by these bylaws.

Section 6. A simple majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board is present at said meeting no vote may be taken which is directed in the By-Laws or binds the club in any way. Those Board members present may conduct such non-binding business as required and vote only in accordance with basic meeting Rules of Order for Parliamentary Procedure.

Section 7. The act made by the majority of the Executive Board present at a meeting at which a quorum is present, shall be the act of the Executive Board, unless the Bylaws require action of a greater number.

Section 8. Members of the Executive Board shall not receive any stated salaries for their services. By resolution to the Executive Board, any member may be indemnified for expenses and costs. This includes attorneys' fees, actually and necessarily incurred by the member in

connection with any claim asserted against the member by action in court or otherwise, by reason of being or having been a member of the Board. This does not include matters that the member has been guilty of gross negligence, or misconduct, in respect of the matter in which indemnity is sought.

ARTICLE VIII. OFFICERS AND DUTIES

Section 1. There shall be three (3) types of officers of GCT:

(a) **Voting.** General membership elected Executive Board of Directors (EBOD) responsible for the operation and administration of the club as set forth in the constitution, by-laws and general member authorized business rules. Only the EBOD may commit or authorize binding agreements or vote on matters of business which obligate the club beyond previously agreed upon terms.

(b) **Non-Voting.** GCT positions approved by the General membership vote and directly managed by the EBOD. Appointment or release of authorized positions is executed by the EBOD and does not require general membership approval. The Board of Directors operates at the direction of the EBOD.

(c) **Non-Voting.** GCT positions which are approved by the General membership vote and directly managed by the EBOD. Hiring, appointment, or release of authorized positions is accomplished by the EBOD and does not require general membership approval but does require formal notification of the general membership of any such actions to the fullest extent possible. A biographical description of the hire and rationale for hiring should be made public. Compensated Directors operate at the direction of the EBOD and employ such tools, practices, and communications as designated or authorized by the EBOD.

Section 2. The Executive Board of Directors and shall be comprised of GCT/PFC Members in good standing to include general members, voting members, and/or distinguished members. The only additional requirements are the positions of the president and vice president. The EOBD consists of:

(a) **President.** The President shall be the Principal Executive Officer of GCT and shall, in general, supervise and manage all business of GCT. Shall preside at all meetings of the members and of the Executive Board. Shall appoint all members of committees; and where not defined in these Bylaws, shall define such duties. He or she may sign with the Secretary or any other proper office of GCT authorized by the Executive

Board, any contracts or other instruments that have been authorized to be executed. He or she shall appoint an auditor to conduct an annual audit of the financial records of GCT which shall be reported to the members. This person shall perform all duties incident to the office of President and other such duties as may be prescribed from time to time. The President shall vote at meetings of the Executive Board only in the event of a tie vote or may waive the right to do so. The president is elected by vote of the general membership and must have served on the EBOD in any position (at any time) not less than one year at the time of voting at the AGM.

(b) Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President; and when so acting, shall have all the powers of and be subject to all the restrictions of the President. He or she shall serve as Chairman of the Appeals and Discipline Committee and as Chairman of the Rules Committee. In the event of the resignation or removal from office of the President, the Vice-President shall perform the duties of the President for the remainder of the term. In the event the Vice President assumes the Presidency, a meeting of the General Members should be held at the earliest feasible time frame to select an additional-at-large EBOD member to hold that position for purposes of maintaining an odd number vote until the President or Vice President term (which ever is first) ends at the next calendar AGM. The vice president is elected by vote of the general membership and must have served on the EBOD in any position (at any time) not less than one year at the time of voting at the AGM.

(c) Treasurer. At the discretion of the Executive Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety of sureties as the Executive Board shall determine. Fees for such bond will be incurred by GCT. Shall have charge and custody of, and be responsible for, all funds and securities of GCT. Receive and give receipts for monies due and payable to GCT from any source whatsoever, and deposit all such monies in the name of PFC in such banks, trust companies or other depositories as shall be selected by the Executive Board. Maintain all records from financial institutions pertaining to GCT. Pay all invoices for GCT in a timely manner. Maintain bookkeeping required preparing annual Profit and Loss Statement for tax purposes. Maintain the integrity and oversight of all fiduciary functions of the club including bookkeeping required for preparing annual Profit and Loss Statement for tax purposes. This responsibility requires the Treasurer not have direct day-to-day clerical duties for entering and maintaining fiscal records. He or she shall serve as Chairman of the Finance Committee.

(d) Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Executive Board in one or more books provided for that purpose. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Keep a register of the post-office addresses of each member that shall be furnished to the Secretary by such member. The register of members shall be distributed by the Secretary and shall be available to any member in good standing. This person shall serve as chairman of the Media Committee.

(e) Registrar. The registrar shall be responsible for the registration, transfer, and tracking of all GCT players and coaches. Ensure registration procedures are followed as outlined by FYSA and US Club Guidelines. Submit registrations and changes of status with appropriate fees to FYSA in a timely manner. Assist teams with special permission forms, travel requests, and Regional and State Cup registrations. Manage and maintain GotSoccer and serve as the club's primary contact for GotSoccer.

(f) Recreational Commissioner. The Recreational Commissioner shall be in charge of all recreational league competition and operation under GCT. Pass on all registrations and transfers, organize teams, assign coaches, schedule games, and rule on protests. He or she shall ensure that all coaches are informed as to the rules of the competition and shall coordinate coaching clinics. The Recreational Commissioner shall serve as the GCT representative to the league established as the primary league of the club.

(g) Select Commissioner. The Select Commissioner shall oversee the administration and management of all select and all travel teams within GCT. Coordinate select team tryouts, pass on all registrations and transfers, schedule games, rule on protests, and keep coaches informed as to all State and National competitions and tournaments for which the players and/or teams might be eligible. The Select Commissioner shall serve as the GCT representative to the Gulf Coast Youth Soccer League.

Section 4. Non-Voting. Paid GCT positions approved by EBOD vote and directly managed by the EBOD:

(a) Technical Director of Coaching ("DOC"). The DOC is authorized by EBOD vote who identifies and hires the individual within budget and terms. He or she shall operate under a binding contractual agreement and shall be a paid non-voting member of the Executive Board. The DOC will be responsible for overseeing coaching staff, assignment of coaches for all select teams, player development, GCT

programs, education of the general membership, serve as liaison with the Dallas Texans or other leagues, and overall management of the club as defined in the contractual agreement.

(b) Assistant Director of Coaching. The position is authorized by EBOD vote who will identify and hire the individual with approved budget and terms. He or she will operate under a binding contractual agreement and shall be a paid non-voting member of the EBOD. The Assistant DOC will assist the DOC in all areas identified in Section 4(a) and overall management of the club as defined in the contractual agreement.

(c) Director of communications/marketing. The position is authorized by EBOD vote who will identify and hire the individual with approved budget and terms. The director shall serve as the liaison between public and commercial entities and GCT with respect to all club programs and events of GCT. This person will be appointed by the EBOD and will be a non-voting member of the Board and may be compensated for said duties as approved by the EBOD.

(d) Financial Administrator. The position is authorized by EBOD vote who will identify and hire the individual with approved budget and terms. The position is responsible for accounts receivable and accounts payable. He or she shall operate at the direction of the EBOD and employ such tools, practices and communications as designated or authorized by the EBOD.

(e) Club Manager. The position is authorized by EBOD vote who will identify and hire the individual with approved budget and terms. Club Manager shall be assigned duties by the Board as needed. GCT and the prospective Club Manager shall execute a written agreement that outlines the duties and responsibilities of the Club Manager. The manager is not an official member of the executive board.

(f) Field and Maintenance Manager. The position is authorized by EBOD vote who will identify and hire the individual with approved budget and terms. Shall be charged with the acquisition, maintenance, and issuance of all equipment and fields necessary to play soccer, subject to approval of the Executive Board. Ensure that all fields to be used as home fields of GCT are properly marked and in safe and proper playing condition. Coordinate the development and management of the soccer complex at Ashton Brosnaham Recreational Park in accordance with the directives of GCT, Executive Board, and local government. Serve as liaison between GCT and governmental agencies in all matters involving Ashton Brosnaham Recreational Park. He or she shall report to the Club Manager.

(e) Tournament Director Execute a minimum of one fall and one spring major select tournament at the facility. Execute one College Showcase tournament at the facility. Execute Recreational Tournaments at the facility and execute other events as directed and committed to by the Board of Directors. He or she shall operate under a binding contractual agreement and shall be a paid non-voting member of the Executive Board.

(f) Concession Manager He or she shall effectively and profitably operate the concession stand. The Concession manager shall provide accounting of all income and expenses of the concession stand to the Treasurer of the Club. He or she shall operate under a binding contractual agreement and shall be a paid non-voting member of the Executive Board.

Section 5. Non-board BOD Appointed Club Officials

(a) Web Master The club webmaster shall design and maintain a public website according to GCT/ EBOD guidelines and ensure the timely posting of items supplied by the Technical Director of Coaching, the Club Manager and EBOD for communication to the general membership.

Section 2. The terms of office for Board Members shall be two (2) years and staggered to assure continuity, elected at the Annual General Meeting (AGM) and assuming the position at the close of business. This shall be accomplished by alternating election years as outlined below:

OFFICERS	TERM	ELECTED
1. President	Two (2) years	Even years
2. Vice President	Two (2) years	Odd years
3. Secretary	Two (2) years	Odd years
4. Treasurer	Two (2) years	Even years
5. Select Commissioner	Two (2) years	Odd years
6. Recreation Commissioner	Two (2) years	Even years
7. Registrar	Two (2) years	Odd years

Section 3. The Executive Board of Directors (EBOD) at the direction of the Executive Review Committee shall review the performance and desirability of appointed officials. A closed session review is held at the end of each Select Soccer season on the following schedule:

EBOD RATIFICATION OF OTHER CLUB OFFICIALS:

1. Technical Director – Director of Coaching – Five (5) years
2. Assistant Director of Coaching – Three (3) years
3. Club Manager – Two (2)
4. Tournament Director Two (2) years
5. Fields & Maintenance Two (2) years
6. Financial Administrator Two (2) years

Section 4. Any officer failing to attend three (3) consecutive meetings of the Executive Board without adequate cause as determined by two-thirds (2/3) of the total remaining members of the Executive Board shall have that office declared vacant.

Section 5. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, before the completion of the term of office, shall be filled by the Presidential appointment for the remainder of the term. A majority at the next annual general meeting of the members must ratify such appointment which will stand until the original term limit.

Section 6. Any officer of GCT/PFC receiving a vote of "No Confidence" by the EBOD in his ability to remain in office will be required to resign. In order to bring the "No Confidence" issue to a vote, a special meeting as provided for in Article VI, Sections 3 and 4 must be called. A three-fourths (3/4) majority of the EBOD present at such a special meeting is necessary for removal of the officer.

Section 7. Any additional non-voting, non-compensated assistant who might be required to aid the officers in the performance of their duties shall be appointed by such officers with the approval of a majority of the Executive Board. Such appointees will not serve as members of the Executive Board.

Section 8. All members of the Executive Board, in addition to performing the duties incident to their offices, shall perform such other

duties that from time to time may be assigned to them by the President or by the Executive Board.

Section 9. Term Limits: GCT officials except the Technical Director of Coaching can serve no more than four (4) consecutive years in any one position. If the individual is to continue in a position beyond the four (4) year limit, a majority vote of the General Membership is required to extend the term of office for each additional year.

ARTICLE IX. STANDING COMMITTEES

Section 1. The President, with the approval of a majority of the Executive Board of Directors, shall appoint the following standing committees:

(a) Appeals and Discipline Committee.

(1) The Vice-President shall serve as Chairman. This committee shall consist of at least four (4) other members. A quorum of three (3) members is necessary to conduct an appeal hearing. The Appeals and Discipline Committee shall hear all appeals relative to GCT/PFC membership and to any soccer competitions conducted by GCT/PFC. It will not have jurisdiction to hear an appeal of a judgment call by a referee when the laws of the game or any GCT/ PFC playing rule has not been violated. A member of the Appeals and Discipline Committee must disqualify themselves from taking part in the hearing if he or she might be affected by the decision or if he or she is biased for or against any party to the hearing. The President or Chairman is empowered to make temporary appointments to this Committee for the purpose of hearing the appeal if a quorum could not otherwise be had.

(2) The Committee shall set its own procedures for conducting the hearing and the Executive Board shall, prior to the appointment of the committee, set the fees required for appeal, if any. Appeal from any decisions by any party to the hearing shall be made to the Executive Board.

(b) Rules Committee. This Committee shall consist of the Vice President as chairman and at least six (6) appointees. This Committee should, before each playing season, review and recommend any changes, which might be required, as to the rules of competition, composition of

teams, and any administrative procedures as published in the GCT/PFC Rules and Regulations and in full compliance with those rules published under Florida Youth Soccer Association (FYSA) and other governing affiliations. The Committee's recommendations shall be presented to the Executive Board for adoption by a majority vote. Should the Executive Board not agree with the recommendations of the Rules Committee, in whole or in part, such un-agreed recommendations shall be submitted to the members for a vote, along with that of the Rules Committee. The Rules Committee shall publish and update at least once a year both the PFC and GCT online handbooks. The committee will ensure both handbooks are electronically available to members via the club website.

(c) Finance Committee. This Committee shall consist of the Treasurer, who will be its Chairman, and at least two (2) appointees in addition to the Finance Administrator and the Club Manager. It shall submit an annual budget to the Executive Board for approval, prior to submission to the members for adoption. Any budget in excess of SEVEN HUNDRED AND FIFTY DOLLARS (\$750.00) and any contracts or agreements requiring a total outlay in excess of SEVEN HUNDRED AND FIFTY DOLLARS (\$750.00) must, after approval of the Finance Committee, be submitted to the EBOD for an affirmative vote.

(d) Media Committee. This committee shall consist of the Secretary as chairman, the GCT Webmaster and at least one (1) appointee. This committee will be responsible for electronically publishing and distributing all GCT news and events. This committee shall ensure that the club's website is updated and maintained. Serve as public relations liaison between PFC, GCT and local media organizations.

(e) Coaching Committee. This committee shall consist of the Director of Coaching (Chairman, Non-Voting), Recreational Commissioner, and Select Commissioner. The president shall appoint additional members as needed. The committee shall review and approve the short term and long term training objectives of the club. As well as create a process for conflict resolution between parents and team coaches.

(f) Executive Review Committee. Chaired by the President, and consisting of four members including at least one EBOD member and additional members as required to provide objective evaluation. This committee shall identify, evaluate and review appointed and compensated Officials. Special convening is required to review Director of Coaching and Club Administrator performance. Conduct hearings and adjudicating grievances outside of scheduled meetings as sited in Article VII, Section 3,

by team coaches and parents against the Technical Director of Coaching. As required this committee recommends to the EBOD renewal or termination of contract on a periodic (ART VII, Sec 3) or situational basis.

Section 2. The President, with the approval of the Executive Board may appoint any other Committees it might direct, but such other Committees will cease to exist at the direction of the President or no later than the next annual general meeting.

Section 3. Appointments made in the same manner as provided in the case of original appointments may fill vacancies in the membership of any Committee.

Section 4. Unless otherwise provided in the resolution of the Executive Board designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 5. Each Committee may adopt rules for its own government not inconsistent with these bylaws or rules and regulations adopted by the Executive Board.

Section 6. Members of each Committee shall be members of GCT except where the EBOD determines certain specialized skills are required but not available within general GCT membership. Designation outside GCT must be announced by the broadest possible means to the general membership.

ARTICLE X. CLUB PROGRAM

Section 1. GCT shall organize and operate as a Club Soccer Program primarily for players along the Gulf Coast.

Section 2. GCT will be cooperative with and supportive of all other Club Soccer Programs that are properly affiliated and in good standing with FYSA within Region D as well as any clubs under US Club Soccer.

ARTICLE XI. RULES OF PLAY

Section 1. Rules of play, except as modified by FYSA, shall be FIFA “Laws of the Game”. Competition sanctioned by GCT shall be in compliance with these rules.

Section 2. The GCT Executive Board shall promulgate and implement Rules and Regulations pursuant to which the purpose of the GCT will be accomplished.

ARTICLE XII. TAX EXEMPT STATUS

GCT is established as a non-profit corporation and shall adhere to all State of Florida and Federal rules, statues, and regulations to assure compliance with that status. GCT has been granted exemption from federal income tax under Section 501(c)(3) of the U.S. Internal Revenue Service Code, and holds a Consumer’s Certificate of Exemption pursuant to Chapter 212 of the Florida Statues. Further, GCT shall not conduct, authorize, or sanction any activity that is contrary to or threatens its non-profit status at the State or Federal level.

ARTICLE XIII. DISSOLUTION

GCT as represented by the Executive Board shall establish procedures for the dissolution of the club in the event such action becomes necessary. This shall include the binding responsibility that all assets of every kind are turned over to one or more organizations that have as their goal the advancement of youth soccer and hold the Tax Exempt Status as provided under Section 501(c)(3) of the IRS Code.

ARTICLE XIV. AMENDMENTS

Section 1. Any member in good standing may submit amendments to the Bylaws to the Executive Board for approval.

Section 2. The Bylaws of GCT may be amended, repealed, added to, or new bylaws adopted, by the vote of seventy-five percent (75%) of the members present or voting in a general election using a means determined by the EBOD to provide the broadest possible member participation. Proper notice of the meeting shall be given as required by Article VI, Section 4. Members shall be furnished with the proposed amendments to the bylaws prior to the meeting.

ARTICLE XV. RATIFICATION

These bylaws adopted SEPTEMBER 1, 1994.

Amended NOVEMBER 1, 2000

Amended NOVEMBER 1, 2002

Amended NOVEMBER 1, 2003

Amended JULY 1, 2005

Amended JUNE 1, 2008

Amended JUNE 1, 2009

Amended JANUARY 23, 2011

Amended MARCH 4, 2013

Amended FEBRUARY 26, 2014