

**Amended and Restated Bylaws of the
Seminole Youth Athletic Association, Inc.**

**ARTICLE I
NAME**

The name of the corporation shall be Seminole Youth Athletic Association, Inc., a Florida non-profit corporation, hereinafter referred to as "SYAA"

**ARTICLE II
PURPOSE**

The purpose of SYAA is to provide the opportunity for all who wish, to participate in youth sports in the greater Seminole area by promoting, encouraging, directing or operating athletic programs; to encourage all members, both adult and youth, to act in socially useful ways and to foster positive relationships between youth, their parents and the community; to develop physical skills and to develop and maintain physical efficiency with primary emphasis on participant safety; and create a spirit of healthy competition, stressing teamwork and individual sacrifice.

**ARTICLE III
OFFICES**

The principle office of SYAA shall be in the State of Florida and located at 12100 90th Avenue North, Seminole, FL 33772. SYAA may have such other offices within the State of Florida, as the board of directors of SYAA ("Board") may determine from time to time.

**ARTICLE IV
MEMBERS**

Section 1. Membership. The members of SYAA for each calendar year shall be (i) up to two (2) adult members of those families that have paid at least one (1) annual field usage fee for a SYAA sanctioned sport during a calendar year, which usage fee shall be established by the Board on an annual basis, and (ii) those volunteers of good character and community standing that do not have any children in a SYAA sanctioned sport during a calendar year but pays a membership fee to SYAA, which membership fee shall be established by the Board from time to time. Membership shall be for a term of twelve (12) months, commencing on the date membership is granted ("Commencement Date") and ending on the last day of the twelfth (12th) full calendar month after the Commencement Date. As a condition of membership in SYAA, members shall acknowledge receipt of the current version of the SYAA Complex Rules ("Rules") and comply with the Rules.

Section 2. Voting Rights. Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 3. Termination of Membership. Membership in SYAA may be terminated for the following reasons: (i) non-payment of required fees, (ii) resignation in writing delivered to the Secretary of SYAA, (iii) upon two thirds (2/3) vote of the Board for a valid cause, or conduct unbecoming a member, or for conduct contrary to the objectives of the SYAA. Upon

resignation, cancellation or termination of membership, all fees paid shall be deemed earned and no refunds will be payable unless otherwise approved by the Board.

Section 4. Transfer of Membership. Membership in SYAA is not transferable or assignable.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held at the offices of SYAA and scheduled during the last quarter of each calendar year, at such time as designated by the Board, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, the Board, or not less than one-tenth (1/10th) of the members having voting rights at a place designated by the board of directors. If no designation is made, the place of meeting shall be the principal office of SYAA, but if all of the members shall meet at any time and place, either within or without the State of Florida, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, electronically or by mail, to each member entitled to vote at such meeting, not less than five (5) or more than thirty (30) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If delivered electronically, the notice of a meeting shall also be posted at a central location at the offices of SYAA, and the notice shall be deemed delivered upon transmission of the electronic notice with proof of transmission.

Section 4. Informal Action by Members. Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5. Quorum. A quorum shall be such members as are present at any regular or special meeting of the membership as is properly called pursuant to these Bylaws.

Section 6. Proxy/Absentee Voting Not Permitted. At any meeting of members, a member entitled to vote may only vote in person and proxies or absentee ballots shall not be counted.

Section 7. Voting by Mail. Where directors or officers are to be elected, such election may be conducted by mail in such manner as the board of directors shall determine.

Section 8. Membership Decisions. The act of a majority of the members present at a properly called meeting shall be the act of the membership unless the act of a greater number is required by law or by these Bylaws. All voting shall be conducted by anonymous ballot; however, the ballots shall be subject to verification by any member of the Board, and such vote shall be documented in the records of SYAA.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. Powers. The affairs of SYAA shall be managed by its Board. The Board is vested with the responsibility to oversee and to govern and to set policy on behalf of SYAA. The Board is responsible for control of SYAA property; responsible for its finances, and for directing its affairs. The duties and responsibilities of the Board shall also include, but not be limited to, (i) interpret, carry out and enforce the SYAA Bylaws, duly adopted rules ("Rules") and decisions of the Board, (ii) establish all dues, fees and charges, (iii) resolve all disputes, protests and appeals therefrom, except as provided for otherwise in these Bylaws, Rules of where SYAA's authority is superseded by superior affiliations within each sport; and (iv) adopt a budget and approve all expenditures not budgeted. The Board may delegate its authority as set forth herein.

Section 2. Number, Tenure, and Qualifications. The number of directors shall be not less than three (3) nor more than fifteen (15). The current chair of each SYAA Sport Committee (hereinafter defined) shall be a voting member of the Board. Except for the chairs of the SYAA Sport Committees, directors shall be elected at the annual meeting of members, and the term of office of each director shall be for two (2) years. As nearly as is possible, the elected directors shall be divided into two (2) equal groups who shall serve staggered terms. To qualify for a seat on the Board, all directors must be a member of SYAA, have no felony criminal record, and consent to a background check.

Section 3. Regular Meetings. A regular meeting of the Board shall be held without any other notice than this Bylaw immediately after, and at the same place as the annual meeting of members. The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of SYAA in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the president or any two directors, and shall be held at the principal office of SYAA or at such other place as the directors may determine.

Section 5. Notice. Notice of any special meeting of the Board shall be given at least two (2) days previously thereto by written notice delivered personally, electronically or sent by mail to each director at his or her address as shown by the records of SYAA. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If delivered electronically, the notice of a meeting shall also be posted at a central location at the offices of SYAA, and the notice shall be deemed delivered upon transmission of the electronic notice with proof of transmission. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express

purpose of objecting to the transaction of any business the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum. A majority (50% + 1) of the current board of directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Members of the Board may participate in any meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Proxy voting is allowed after a quorum has been established. To be valid, a proxy vote should be submitted in writing, signed and dated by the Board member sending the proxy. Proxies must be presented to the Board Secretary at the meeting in which it will be utilized.

Section 7. Board Decisions. The act of a two-thirds (2/3) majority vote of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws. A director of SYAA who is present at a meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action unless he or she votes against it or expressly abstains from voting on it. Any Board member who has a potential conflict of interest with regard to a measure before the Board must disclose the nature of the conflict and abstain from voting on the measure. No member of the Board shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material involvement regarding the matter being discussed. When such a situation presents itself, the member must announce his or her personal potential conflict, disqualify him or herself, and not participate in the discussion until the matter is resolved. The President is expected to make inquiry if such conflict appears to exist and the board member has not made it known. Except in the above described circumstances Board members will not abstain on any vote. Board members who believe they are unable to vote in favor of any measure because of lack of information or other special circumstances may vote against such a measure, and may ask the secretary to indicate in the minutes the reason for such a vote.

Section 8. Vacancies. Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board. A director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. Removal of Directors. At a meeting of the membership called for that purpose, a vote of the majority of the members present at a meeting at which a quorum is present, may remove any director with or without cause, and fill any vacancy or vacancies created by the removal. A director shall be subject to removal if she/he is absent without a valid excuse for more than three (3) meetings during the fiscal year or in the event of a violation of local, state or federal laws or regulations, violation of these Bylaws or the bylaws of a SYAA Sport Committee, unauthorized representation of SYAA, or conduct unbecoming of SYAA. A director that is removed for cause shall not be eligible to thereafter serve on the Board or any SYAA Sport Committee.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services.

Section 11. Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VII **OFFICERS**

Section 1. Officers. The officers of SYAA shall be a president, one or more vice-presidents (the number thereof to be determined by the board of directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board and as set forth in these Bylaws.

Section 2. Election and Term of Office. The officers of SYAA shall be elected annually by the Board at the regular annual meeting of the Board. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor has been duly elected and qualifies.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of SYAA would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the board of directors, including, but not limited to, the following:

The President shall serve as the Chief Executive Officer of the Association and shall have the following duties and responsibilities:

- a. Preside at all SYAA regular and special Board meetings and membership meetings;
- b. Appoint the chairs of any special committee and standing committees
- c. Prior to the last meeting of each financial year, may appoint an auditing committee to inspect the Treasurer books to certify their accuracy;
- d. With the Treasurer shall oversee all SYAA budgets and financial reports;
- e. Responsible for providing representation of SYAA at the Seminole Recreation District, Pinellas County, City of Seminole and other community meetings/function in the best interest of SYAA, or appointing a delegate to serve in such role;
- f. Shall manage the day to day operations of SYAA;
- g. Serve as an Ex-Officio member of all committees and the SYAA Sports Committees.
- h. Shall transmit all records and correspondence to any person elected to succeed him/her in that office.

The Vice President shall succeed to the powers of the President in his/her absence and in addition have the following duties and responsibilities:

- a. Shall be the chairperson of the Complex Committee and any Discipline and Protest committee, and shall appoint members to service on such committees prior to the start of each fiscal year;
- b. May appoint other individuals or committees to assist in carrying out their duties and responsibilities;
- c. Shall transmit all records and correspondence to any person elected to succeed him/her in that office.

The Secretary shall have the following duties and responsibilities:

- a. Shall record the minutes of all meetings, attend to all correspondence and maintain the records of SYAA;
- b. Shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law,
- c. Maintain custody of the corporate records and the corporate seal, attest the signatures of officers who execute documents on behalf of SYAA, and assure that the seal is affixed to all documents of which execution on behalf of the corporation under its seal is duly authorized,
- d. Keep a register of the post office address and e-mail address of each member that shall be furnished to the Secretary by the member,
- e. Perform all duties incident to the office of Secretary and other duties as from time to time may be prescribed by the president or the Board;
- f. Shall transmit all records and correspondence to any person elected to succeed him/her in that office;

The Treasurer shall have the following duties and responsibilities:

- a. Collect all dues and fees owed to SYAA, control all monies of SYAA, and maintain detailed records of SYAA's income and expenditures;
- b. Shall timely pay all SYAA bills properly passed and approved by the President;
- c. Shall compile and submit monthly financial reports of the Association finances or at such other times as may be required by the President;
- d. Shall transmit all financial records to any person elected to succeed him/her in that office;
- e. Shall act as advisor, provide oversight and have the ability to review all financial records for any sport within SYAA;
- f. Timely submit to the I.R.S. (Internal Revenue Service) yearly tax returns;
- g. Shall transmit all records and correspondence to any person elected to succeed him/her in that office

ARTICLE VIII

SYAA SPORTS COMMITTEES

Section 1. Standing Committees. SYAA shall have the following standing sport committees (each a "SYAA Sport Committee"): Baseball/Softball, Football/Cheer, and Soccer. Additional sport committees may be added upon approval and as conditioned by the Board.

Section 2. Sport Committee. Each SYAA Sport Committee shall have an elected board consisting of at least a president (chair), vice president (vice chair), secretary and treasurer. Additional committee board members may be elected or appointed at the discretion of the individual SYAA Sport Committee and its duly adopted bylaws; except, however, the Board shall have the right to remove individual members of a SYAA Sport Committee upon a majority vote in the event of a violation of local, state or federal laws or regulations, violation of

these Bylaws or the bylaws of a SYAA Sport Committee, unauthorized representation of SYAA, or conduct unbecoming of SYAA. A member that is removed for cause by the Board shall not be eligible to thereafter serve on the Board or any SYAA Sport Committee.

Section 3. Duties. Each SYAA Sport Committee shall be responsible for planning, managing and administering the day to day operation of its respective sport and implementing the policy making decisions of the Board. The president (chair) of each SYAA Sport Committee shall attend the regularly scheduled Board meetings, or send a representative if the president is not available. The SYAA Sport Committee president, in consultation with their respective committee members and through coordination with the other SYAA Sport Committee presidents, shall be responsible for all matters related to playing and scheduling of their respective sports, including pre and post-season activities. Each SYAA Sport Committee shall be responsible for maintaining the cleanliness of the SYAA complex during its primary sport season, which includes, but is not limited to, emptying trash bins at least weekly, or more often as needed, picking up trash throughout the complex, maintaining fields of play, and maintaining equipment. Each SYAA Sport Committee shall obtain and keep in force during the term hereof a policy of bodily injury and property damage insurance, insuring the Association against any liability arising out of the use or occupancy of the SYAA complex and appurtenances thereto. Such insurance shall be in an amount reasonably required by the Board.

Section 4. Rules and Budget. Each SYAA Sport Committee shall present a pre-season budget to the Board at a regularly scheduled Board meeting at least thirty (30) days prior to the beginning of registration for each SYAA Sport Committee's respective sport(s). Budgets must include, but are not limited to, all potential revenue (registration fees, fundraisers, camps, sponsorships, concession, etc.), and all potential expenses for each sport's season. Each SYAA Sport Committee shall obtain the Board's approval of all registration fees and budgets prior to publishing any information regarding fees or accepting any registrations. Each SYAA Sport Committee shall also provide a post-season financial report for review no more than thirty (30) days following completion of each regular season. Each SYAA Sport Committee shall prepare, provide and present monthly financial statements, in a form approved by the Board, at each regularly scheduled Board meeting.

Section 5. Sport Committee Bylaws. Each SYAA Sport Committee shall adopt committee bylaws to govern the day to day operation of its respective sport, which adoption shall be subject to the approval by the Board. In the event of a conflict between the terms of these Bylaws and that of a SYAA Sport Committee, the terms of these Bylaws shall control and govern. Any and all amendments to the bylaws of a SYAA Sport Committee shall first be approved by a majority vote of the SYAA Sport committee members and then by a majority vote of the Board. An amendment to a SYAA Sport Committee's bylaws shall not be effective until approved by the Board.

Section 6. Asset Ownership. All right, title and interest to all real property, personal property, whether tangible or intangible, accounts, trademarks, copyrights, equipment, rents, and profits related to, maintained by, or arising from a SYAA Sport Committee shall remain the property of SYAA.

ARTICLE IX **FINANCIAL POLICY**

Section 1. General. The Board shall decide all matters pertaining to the finances of SYAA, bearing the responsibility to conduct the financial affairs of the Association in a sound business-like manner. The Board shall adhere to the following policies:

- a. May institute policy relative to the preparation and acceptance of an annual budget, periodic and annual presentation of the financial reports, and an annual review of the accounting records of SYAA.
- b. Shall determine governing board dues in accordance with the costs associated with maintaining SYAA.
- c. May plan or recommend the raising or accumulation of revenue from sources other than those stated in this article.
- d. All funds contributed for specific purposes shall be used solely for those purposes and separate records of such funds shall be maintained.
- e. The Board is the only entity that can leverage SYAA property. SYAA shall not be responsible for any contract, or other liability that was not approved in advance by the Board.
- f. All payments of incoming funds (checks, electronic transactions, etc.) should be made to and in the name of the Association, or a specific SYAA Sport Committee, as appropriate, and not to an individual. If payment is made in the name of an individual, that individual shall immediately endorse the payment over to the appropriate SYAA Sport Committee or the Association.
- g. All cash payments shall be evidenced by a signed receipt or some other numerical system approved by the Board (i.e., sequential numbered tickets).

Section 2. SYAA Sport Committee's Financial Contribution. On or before the 15th day of each calendar month, each SYAA Sport Committee shall pay the following amounts to the Association that were paid to the SYAA Sport Committee during the preceding calendar month:

- a. One hundred percent (100%) of all family fees, or any other fee required to be paid by the Board.
- b. Twenty percent (20%) of all gross revenues, which sources of revenue includes, but are not limited to, fundraising, concession, advertising, registrations, gate/entrance fees, spirit shop, sponsorships, and tournament fees.
- c. One-third (1/3) of all electricity charges, which amount shall be based upon a good faith estimate using prior years usage and rates, if not known, and paid as follows:
 - i. the Football SYAA Sport Committee shall be responsible for the calendar months July through October.
 - ii. The Soccer SYAA Sport Committee shall be responsible for the calendar months November through February.
 - iii. The Baseball SYAA Sport Committee shall be responsible for the calendar months March through June.
 - iv. Within thirty (30) days following the end of any calendar year, the Board Treasurer shall determine the actual amount due for electricity and reconcile the electricity charges paid by each SYAA Sport Committee. To the extent there is a shortfall, each SYAA Sport Committee shall remit its one-third (1/3) share of the shortfall to the Board within ten (10), and to the extent the SYAA Sport Committees overpaid, said overpayment shall act as a credit toward future payments.
- d. Two and one half percent (2.5%) of all gross revenues, which funds shall be used for normal maintenance and repair of SYAA property.

- e. Two and one half percent (2.5%) of all gross revenues, which funds shall be used for major repairs or capital expenditures related to the SYAA complex.

The Board shall have the discretion to waive amounts to be paid by a SYAA Sport Committee to the Association, upon the request of a SYAA Sport Committee made to the Board at a regularly scheduled meeting, and approved by the Board. It is specifically contemplated that waivers are intended to be only for extraordinary circumstances or charitable purposes, and based on specific facts on a case-by-case basis.

Section 3. SYAA Sport Committee Bank Accounts. Each SYAA Sport Committee shall maintain a separate bank account at a federally insured financial institution approved by the Board. Either the Board president, vice president or treasurer shall be an authorized signor on all bank accounts maintained by a SYAA Sport Committee.

Section 4. Audit. The Board shall have the absolute right to audit the books and records of each SYAA Sport Committee, and upon request by the Board, each SYAA Sport Committee shall make its books and records available to the Board, or its designated representative(s) for copy and inspection. The books of account and other records of the Association shall be audited annually. At the discretion of the Board, two or more qualified members of the Association, or an independent certified public accountant, shall serve on the audit committee and conduct the audit. The audit shall be presented to the Board within thirty (30) days following the Association's tax filing date.

ARTICLE X

SEASONAL AND FISCAL YEAR

The Fiscal year of SYAA is August 1 through July 31. To bring and keep uniformity and ease of reporting for the entire SYAA organization, each sport organization within SYAA will maintain the same fiscal year (August 1 – July 31). Seasonal years vary by sport.

ARTICLE XI

GENERAL COMMITTEES

Section 1. Committees of Directors. The Board, by resolution adopted by a majority of the directors in office, may designate one or more committees, including, but not limited to, an executive committee, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed on it or him by law. Notwithstanding anything herein to the contrary, the following standing committees shall exist: Complex Committee, Discipline and Protest, Concession, Budget and Finance, and Events and Marketing.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of SYAA may be designated by the president. Except as otherwise provided in such resolution, members of each such committee shall be members of SYAA, and the president of the corporation shall appoint the chair of the committee and the chair shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of SYAA shall be served by such removal.

ARTICLE XII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of SYAA, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SYAA, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of SYAA, shall be signed by such officer or officers, agent or agents of SYAA, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice-president of SYAA.

Section 3. Deposits. All funds of SYAA shall be deposited from time to time to the credit of SYAA in such banks, savings and loan associations, or other depositories as the Board may select.

Section 4. Gifts. The Board may accept on behalf of SYAA any contribution, gift, bequest, or devise for any purpose of SYAA.

ARTICLE XIII
BOOKS AND RECORDS

SYAA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, committees having and exercising any of the authority of the Board, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of SYAA may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIV
SEAL

The Board shall provide a corporate seal, which shall be an impression seal containing the name and date of incorporation of SYAA.

ARTICLE XV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Florida Statutes Chapter 617 or under the provisions of the Articles of Incorporation or the Bylaws of SYAA, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI
AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by two-thirds (2/3) of the current board of directors at any regular meeting or at any special meeting, if at least ten (10) days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting or vote of the members at any regular or special meeting.

ARTICLE XVII.
INDEMNIFICATION

Section 1 Indemnification. Every board member and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the board member or officer in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the board member or officer may be a party or in which he or she becomes involved as a result of serving as a board member or officer. The indemnified party does not have to be a board member or officer at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, the indemnification shall apply only upon approval by the Board as being in the best interests of the Association. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

Section 2 Exceptions and Limitations. The indemnification set forth above does not apply in the case of an action by, or on behalf of the Association. A board member or officer is entitled to indemnification only 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 Association and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification shall be made in accordance with Florida Statutes Section 607.0850, as amended from time to time.

ARTICLE XVIII
WEATHER SAFETY

The Board shall adopt an inclement weather and lightning policy that shall be posted and distributed to all coaches, teams and sport officials.

ARTICLE XIV.
RULES OF ORDER

The conduct of meetings of the Board and Committees shall be governed by the latest edition of Robert's Rules of Order, Newly Revised. In case of conflict, these Bylaws shall prevail.