

ARTICLE 1 - NAME, PURPOSE AND LIMITATIONS

- Section 1 This club is an organizational subset of the Ponte Vedra Palm Valley Athletic Association, which is incorporated as a 501-C-3 not for Profit Corporation in St. Johns County, Florida. The name of the club and organization is the Ponte Vedra Soccer Club, (the “Club”), and is a not for profit corporation in St. Johns County, Florida.
- Section 2 The purpose of the Club shall be operated exclusively for charitable and educational purposes. In furtherance of the foregoing purpose, and not in limitation thereof, the mission statement for the Club shall be “Ponte Vedra Soccer Club is a non-profit, educational organization committed to provide physical, mental and emotional growth and development of its members through the sport of soccer at all levels of age and competition.”
- Section 3 No part of the net earnings of the Club shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article 1, Section 2. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the By-Laws, the Club shall not carry on any other activities not permitted to be carried on.
- Section 4 The Club shall abide by the rules and regulations of the Florida Youth Soccer Association, herein after referred to as “FYSA”, and the North Florida Youth Soccer League, herein after referred to as “NFYSL”.

ARTICLE II - MEMBERSHIP

- Section 1 Any person of good reputation and / or in good standing, as identified by the Club, who is interested in developing the character of our citizens through participation in the game of soccer, shall be eligible for membership in the Club.
- Section 2 An Adult Member shall be a parent or a person over the age of 18, who will be responsible for the education, training, coaching and refereeing or assisting in these functions, for the benefit of the players. For voting purposes, Adult Members shall consist of all elected and appointed officers and all those members in good standing present at the annual meetings. Only one vote per Adult Member, no matter how many positions held, will be allowed; each family shall be entitled to only one vote.
- Section 3 Youth Player Members (“YPMs”) shall be those participants in organized Club soccer play, under the age of nineteen (19) to the youngest age set by the FYSA at their annual meeting. Youth Player Members, will be assessed fees required by the governing soccer organization and the Club to cover fees and expenses necessary for the proper running of the Club and its activities, including without limitation for equipment, uniforms, referees, registration, player development activities, coaches development programs, and other organizational fees.

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- (a) A YPM must satisfy the requirements of the FYSA as to age and parental/legal guardian consent. No Youth player will be discriminated against because of race, religion or sex.
- (b) A YPM must abide by the rules and regulations established by the Club, St. Johns County, Florida and FYSA for the proper and safe play of the game of soccer.

Section 4 Honorary Membership is a special category of the Club reserved for those individuals and establishments who have contributed in a unique way to the development of the Club soccer program. Membership shall be attained only through a majority vote of the Board of Directors.

ARTICLE III - THE BOARD OF DIRECTORS

Section 1 All Club powers shall be exercised by or under the authority of, and the affairs of the Club shall be managed under the direction of, the Board of Directors (the "Board", or "Board of Directors", or "Directors", as appropriate), except as otherwise provided by the Bylaws.

Section 2 The number of Directors constituting the initial Board of Directors shall be a minimum of four (4) directors, the exact number will be determined from time to time by the Board. The number of Directors may be expanded or reduced from time to time as provided in the Bylaws of the Club, but shall never be less than three (3). The Directors shall be elected or appointed in such a manner and serve for such terms as provided in the Bylaws of the Club.

Section 3 The operations of the Club shall be managed by the Board of Directors and by officers, agents and employees of the Club acting under authority of the Board of Directors in accordance with the Bylaws and the Policies and Procedures of the Club and the Ponte Vedra Athletic Association.

- (a) The election of the Board of Directors shall be at the annual meeting of the Club. Election will be conducted with those Adult Members present by a majority vote of the Adult Members where each Adult Member shall have a singular vote. This will constitute a quorum.
- (b) The term of an officer shall be for two (2) years.. Officers may be re-elected for concurrent terms.

The terms for the initial Board of Directors established under these amended bylaws (Spring 2017) shall be "staggered" as follows to ensure continuity of the Board going forward:

Commissioner – 1 year
Vice President – 1 year
Director of Recreation – 2 years
Treasurer – 2 years
Secretary – 1 year

- (c) Any vacancy occurring on the Board of Directors shall be filled at the earliest of either: (1) the next regularly scheduled meeting of the Board of Directors where the remaining Directors by their majority vote shall

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fill the vacancy or vacancies; or (2) at the annual meeting by vote of the Adult members in the same manner as Article III, Section 3, subsection (a).

(d) The Board of Directors shall take office during the spring season and at least six (6) weeks prior to the fall season.

Section 4 The Board of Directors shall meet at least every two months as required or in special sessions and shall concern themselves with the operations of the Club for the benefit of the Youth Player Members. Board meetings are open to the general membership, although only Board members may vote on issues.

Section 5 A Director of the Board of Directors may be removed from office by a two-thirds (2/3) vote of all Adult Members at any regular or special meeting, provided ample notification of the meeting has been made, including notification to the Director that is being considered for removal of office. .

Section 6 The Board of Directors shall serve as volunteers and shall receive no remuneration.

Section 7 No Director of the Board of Directors may in any way personally or professionally profit or benefit financially from the membership in this organization except as modest reimbursement for activities approved by the Board of Directors. No Director of the Board of Directors may receive any type of stipend, payment or inurement of any type, other than stated above, as a result of being a Director on the Board of Directors.

Section 8 The Board of Directors shall observe the following policies and procedures:

- Annual 12 month itemized operating budget must be approved by a majority of elected board members and provided to PVAA.
- Budget comparison MTD & YTD report with variances be produced and discussed at PVSC board meetings and provided to PVAA.
- Month End Bank Reconciliation reviewed and signed by Treasurer and Commissioner each month and retained in permanent financial files.
- Any expenditure outside of board approved budget must be approved by a majority of elected board members.
- Expenditure invoice support must include Commissioner and Treasurer approval before payment processing.
- All checks require a double signor.
- Three bids and / or a market study must be obtained to ensure that pricing for significant expenditures is reasonable and competitive and follows IRS excessive benefit analysis requirements.
- All contracts approved by the Board must have a 30-day termination clause, and must have a term of no longer than 12 months with no automatic renewals. All Contracts require PVSC Board and PVAA Board approval.
- All employment and/or contractors must be under a written agreement and must follow the contract approval requirements.

Section 9 The Board of Directors shall ensure that the Club maintains compliance with IRS non-profit requirements including:

(a) Bylaws should be posted on the website

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- (b) Meetings dates, times & locations posted on website & emailed to members prior to meetings
- (c) Minutes and passed motions should be posted on the website
- (d) Bylaws should be reviewed/revised no less than every two years
- (e) Board members are required to read & sign off on bylaw requirements annually.

ARTICLE IV - THE OFFICERS OF THE CLUB

Section 1

The elected officers of the Club shall be elected at the annual meeting.

- (a) A nominating committee shall be appointed by the Board of Directors prior to the election. That committee shall timely solicit volunteers from the entire membership for open Board positions and submit its recommendations to the Board of Directors in a timely manner prior to the election.
- (b) Any Adult Member may be elected to the offices listed below.

ELECTED

1. Commissioner
2. Vice President
3. Secretary
4. Treasurer
5. Director of Recreation

Section 2

No officer may represent the Club in any fashion except as may be authorized by his/her duties or as directed by the Board of Directors.

Section 3

Only elected Board members are voting Board members.

ARTICLE V - DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

Section 1 Duties of the Commissioner shall consist of, but not be limited to, the following:

- (a) The Commissioner shall preside at all meetings and maintain order therein. The Commissioner shall not vote on any issue, except to break a tie.
- (b) The Commissioner shall enforce all points of order that may arise and enforce the Bylaws of the Club.
- (c) The Commissioner or his/her appointee shall represent the Club at all official functions and be the voice of the Club on all issues and regulations concerning the game of soccer. .
- (d) The Commissioner shall be authorized to co-sign all orders and drafts drawn on the treasury unless related to the Commissioner in which case another authorized elected member shall sign.
- (e) The Commissioner shall have the power, with the approval of the Board of Directors, to (i) appoint committees for any length of time not to exceed his/her term of office, and (ii) to remove or reassign any members of such committees.
- (f) The Commissioner shall be empowered to call special or emergency meetings of the Club at his/her discretion and, with the approval of the Board of Directors, to appoint special officers of the Club.
- (g) The Commissioner shall provide oversight for the overall development and management and operations of the Club.

Section 2 Duties of the Vice President:

- (a) The Vice President shall carry out the duties of the Commissioner at any time the Commissioner is unable to do so, due to illness or other legitimate reason, and to assist the Commissioner in his/her duties at all times.
- (b) The Vice President shall coordinate the activities and functions of the Club and report to the Board of Directors on such activities.
- (c) The Vice President shall be authorized to co-sign all orders and drafts drawn on the treasury unless related to the Vice President , in which case another authorized elected member shall sign.
- (d) Oversight of the Clubs Competitive Programs and Operations including financials and cooperations with other clubs
- (e) Oversight of athletic facilities and compliance with applicable County guidelines in cooperation with the Director of Recreation

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- (f) Oversight of Committees as assigned by the Board of Directors

Section 3

Duties of the Secretary:

- (a) The Secretary shall keep accurate records of all proceedings of the Club and determine a quorum. The Secretary will keep the minutes of the meetings and read the minutes of the previous meeting. The minutes of the meeting of the Board of Directors shall not be read at the annual meetings.
- (b) The Secretary will be responsible for notification of the date, time and place of regular and special meetings of the Board Directors, or will form a committee for such purpose.
- (c) The Secretary shall be the Clerk of all elections, call the roll, determine a quorum, distribute and record the ballots and announce the election of the members of the Board of Directors.
- (d) The Secretary shall be authorized to co-sign all orders and drafts drawn on the treasury unless related to the Secretary, in which case another authorized elected member shall sign.
- (e) The Secretary shall at all times, have in his/her possession the original, current copy of the Bylaws, and shall be responsible for all correspondence required of the Club by law or regulation.
- (f) Oversight of Committees as assigned by the Board of Directors

Section 4

Duties of the Treasurer:

- (a) The Treasurer shall keep an accurate accounting of all funds received and disbursed by or on behalf of the Club and shall make a report of it at the regular meetings or when called upon to do so.
- (b) The Treasurer shall pay all standard operating debts on behalf of the Club from funds available in the Treasury, and shall not obligate the Club beyond available funds. Capital expenditures or non-standard operating debts must be approved by the Board of Directors according to the Policies and Procedures of the Club (Reference Article III Section 8)
- (c) The Treasurer shall be authorized to sign all drafts as specified by the Club, and must insure the cosigner is not a family member.
- (d) The Treasurer shall surrender the Club books for inspection and audit at any time requested by any member of the Board of Directors in good standing or the Athletic Association.
- (e) The Treasurer shall accept and refund membership fees as directed by a majority vote of the Board of Directors and as provided for in the Bylaws or in the policies of the Club.
- (f) The Treasurer shall be authorized to co-sign all orders and drafts drawn on the treasury unless related to the Treasurer, in which case another authorized elected member shall sign.

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- (g) Preparation of annual budgets for review and approval by the Board of Directors
- (h) Timely external audits of the books and records of the clubs in accordance with applicable State or Federal Law.

Section 5

Duties of the Director of Recreation:

- (a) Fiscal Oversight of the Clubs Recreational Program and Operations including financials and operational policies and procedures
- (b) Work with the Recreational Director to identify and address issues related to the Recreational Program
- (c) Oversight of athletic facilities and compliance with applicable County guidelines in cooperation with the Vice President
- (d) Monitor the balance between the Recreational and Competitive Programs to ensure that the Recreational Program receives equal priority and resources (e.g. field space, referees, practice equipment, etc.)
- (e) Recreational Program compliance with applicable County requirements
- (f) Other duties r as may be determined by the Board
- (g) Oversight of Committees as assigned / determined by the Board

ARTICLE VI - CLUB OPERATIONS STAFF AND COMMITTEES

The Board of Directors will oversee the operations of the Club which include many of the functions and / or positions listed below. These positions may be filled by volunteers from the membership or community at large OR may be performed by paid staff. The Board of Directors, in coordination with and pursuant to guidelines of the Ponte Vedra Athletic Association, may hire operational staff to perform some or all of the functions and / or positions listed below.

Section 1

Duties of the Registrar:

- (a) Responsible for the registration, recording and transmitting of the information required on all players, coaches and other volunteers in the Club's soccer program, as set forth in the rules and regulations of the FYSA or other applicable governing soccer organizations.
- (b) Maintain a current list of all YPM's and add or delete from the roster, YPM's as they enter or leave the Club and shall transmit this information as indicated by the rules and regulations of FYSA and NFYSL and other applicable governing soccer organizations.
- (c) Oversee a team's registration process for participating in a tournament and ensure proper authorities are notified.
- (d) The Registrar shall be certified through FYSA to perform duties.
- (e) Responsible for maintaining the Club's database and generating reports necessary to the Club's other officers to perform their duties.
- (g) Maintain a complete roster of all Directors, Coaches, and Referees as well as maintaining a list of all committees and members.
- (h) Other duties and responsibilities as determined and documented by the Board of Directors

Section 2

Duties of Director of Referees:

- (a) The Director of Referees shall be certified through USSF.
- (b) Responsible for the training, scheduling and coordinating of the Club referees. The age differential between a certified referee and players shall be a minimum of two years. Exceptions to the two-year differential will be made by the Director of Referees.
- (c) Coordinate with officers of the Club to insure fair and impartial referees at all Club home games.
- (d) Responsible for notifying the referees of all matters, rules and decisions that may properly come under their area of responsibility for the proper refereeing of soccer games.
- (e) Represent the Club at the Commissioner's direction at all meetings, committees and gathering concerning the rules of soccer.
- (f) Responsible for tabulating red and yellow cautions and subsequent reports to the Board of Directors and to the District Commissioner of FYSA.

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- (g) Maintain all game report cards until the completion of the season.
- (h) Other duties and responsibilities as determined and documented by the Board of Directors

Section 3 Duties of the Review and Discipline Committee shall consist of;

- (a) Making reports and recommendations to the Board regarding disciplinary matters to assist the Board in applying and upholding the rules and regulations of the Club and the FYSA.
- (b) Review any protests brought to the Board of Directors per Article IX

Section 4 Duties of the Players and Coaches Development Committee Chairperson shall consist of:

- (a) Chairing the Players and Coaches Developmental Committee and ensuring the policies of the Committee are carried out and followed.
- (b) Providing oversight and guidance to the Club's programs to ensure that the developmental needs of players and coaches are properly addressed.

Section 5 Duties of the Field and Game Scheduler ("Scheduler") shall consist of:

- (a) Schedule the playing fields and practice fields in coordination with the St. Johns County Parks and Recreation Department.
- (b) Coordinate the information required for scheduling bodies to develop NFYSL seasonal games.
- (c) Develop the game schedule for all teams that are not scheduled by NFYSL or other scheduling organization.
- (d) Develop the practice schedule for all teams. No preference should be given to either an advanced or recreation team except that advanced teams should be scheduled an additional practice session each week over recreational teams.
- (e) Assign game times and field locations for all home games.
- (f) Represent the Club at NFYSL meetings.
- (g) Other duties and responsibilities as determined and documented by the Board of Directors

Section 6 Duties of the Concession Stand Committee shall consist of:

- (a) Coordination of the operation of the concession stand, including scheduling of team representatives for concession stand duty, insuring that necessary supplies are available, that money is collected and deposited according to Club procedures.

Section 7 Duties of the Fundraising Committee shall consist of:

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- (a) Coordination of all fund raising events and promoting the development of team sponsors.
- Section 8 Duties of the Director of Public Relations shall consist of:

 - (a) Coordination of all Public Relations in regard to all Club functions and activities.
- Section 9 Duties of the Special Events Committee shall consist of:

 - (a) Organization of the special events. This shall include, but not limited to, end of season picnic and other special events as approved by the Board of Directors.
- Section 10 Duties of the Uniform and Equipment Committee shall consist of:

 - (a) Procurement, storage, safekeeping and distribution of all Club uniforms and equipment.
 - (b) Orderly purchasing of equipment, materials, supplies, etc. needed to run an orderly soccer program in accordance with the Club's policies.
- Section 11 Directors at Large (one per age division) will represent the developmental concerns of their age division.
- Section 12 Duties of the Picture Coordinator shall consist of coordinating the picture activities of the Club.
- Section 13 Duties of the Trophy Coordinator shall consist of coordinating the trophies for the Club.
- Section 14 Duties of the Volunteer Coordinator shall consist of maintaining a list of all volunteers and soliciting their assistance when required
- Section 15 Duties of the Scholarship Coordinator shall consist of coordinating all scholarship activities the Club.
- Section 16 Duties of the Website Manager shall be to manage the Club's website.
- Section 17 Duties of the Nominating Committee Chairperson shall be to develop the list of Adult Members in good standing to be nominated at the annual meeting.
- Section 18 Special Committees whose functions shall be of a temporary nature, shall be appointed or designated by the Commissioner as the need arises and shall be deemed discharged when their particular duty has been performed and the final report accepted.
- Section 19 No Committee, either temporary or permanent, shall be vested with or have assumed authority to make or enter into any contract or agreement or otherwise obligate the Club without prior approval by a majority of the Board of Directors at a regular or special meeting.

ARTICLE VII - MEETINGS

- Section 1 The annual meeting shall be held prior to the end of the Spring Soccer Season.
- The annual meeting shall be held for the purpose of electing the Officers of the Club and such other business as may properly come before the membership. The meeting date should be posted where the general membership is likely to see it, or mailed, courier or electronic, to officers and Adult Members at least ten (10) days prior to the meeting. Every effort should be made to include as many Adult Members as possible at this meeting.
- Section 2 Regular meetings should be held at least once every two (2) months at a date, time and place decided by the Commissioner with concurrence of the Board of Directors.
- Section 3 Special meetings may be called at the discretion of the Commissioner, with at least seven (7) days advanced notice to the Adult Members. At the direction of the Board, the Commissioner may call a special meeting of the Club within seven (7) days on receipt of a written request by five (5) Adult Members.
- Section 4 Emergency meetings of the Board may be called at the discretion of the Commissioner, at a date, time and place decided by the Commissioner with the concurrence of the Board of Directors for the benefit and welfare of the Club.
- Section 5 The Board of Directors should meet regularly at least every two (2) months.
- A minimum of four Directors present at a called meeting shall constitute a quorum. A majority of votes cast by those present shall govern, provided a reasonable attempt was made to notify all the Board of Directors. .
- Section 6 In all transactions not otherwise provided for, a majority of votes cast by those Directors present shall govern.
- Section 7 The conduct of all Directors and any other persons present shall be governed by Robert's Rules of Order, where there is no special rule of law adopted by the Club, which applies to the case in point.

ARTICLE VIII - RULES OF PLAY

Section 1 The Florida Youth Soccer Association (FYSA) Rules of Play for the game of Soccer shall be those adopted by the Board of Directors. The primary consideration in the adoption or assimilation or application of the rules shall be the safe pursuit of the game of soccer in decorum of good sportsmanship.

ARTICLE IX – DISCIPLINARY ACTIONS AND PROTEST

Section 1 The bylaws of FYSA, Section 500, Discipline and Sanctions, shall prevail if deemed in conflict with these bylaws.

Section 2 In the event the Review and Discipline Committee finds that grounds for disciplinary action exist, the minimum actions as set forth in any rules and regulations of FYSA shall apply. However, more severe or stringent discipline may be recommended and approved by the Board of Directors.

Section 3 Any party may protest the decision of any member, coach, or director. The aggrieved party shall mail or deliver their protest, in writing, to the Secretary within (7) seven days after the occurrence of any action or decision, which is the subject of the protest. The written protest shall set forth in reasonable detail the grounds that the aggrieved party feels that the actions were inappropriate and or violate the rules and regulations of PVSC, PVAA or FYSA.

Section 4 The Review and Discipline Committee shall review any protests within (7) seven days.

Section 5 Within (21) twenty-one days after the receipt of the protest, the Review and Discipline Committee shall hold a hearing on the protest at a reasonable time and place designated by the Committee. At the hearing, the aggrieved party shall be entitled to present his or her reasons for the protest. Such presentation must be made in protest by the aggrieved party. The parties whose actions are the subject of the protest shall have a reasonable opportunity for rebuttal.

Section 6 After the hearing, the Review and Discipline Committee shall deliver a written decision within (7) days of the hearing.

Section 7 The decision of the Review and Discipline Committee may be appealed within (7) days to the Ponte Vedra Palm Valley Athletic Association.

ARTICLE X - AMENDMENTS

Section 1 Bylaws shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the Directors. Bylaws shall be consistent with law for the purpose of the administration and operations of the affairs of the Club,

ARTICLE XI - INDEMNIFICATION

Subject to the Bylaws of the Corporation, the Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the full extent permitted by law. An officer or Director of the Club shall not be personally liable for monetary damages to any person or any statement, vote, decision, of

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failure to take an action, regarding the organizational management or policy by an officer or Director, unless: (a) the officer or Director breached or failed to perform his or her duties as an officer or Director; and (b) the officer's or Director's breach of, or failure to perform, his or her duties constitutes:

- i. A violation of the criminal law, unless the officer or Director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or Director in any criminal proceeding for violation of the criminal law estops that officer or Director from contesting a violation of the criminal law, but does not estop the officer or Director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful.
- ii. A transaction from which the officer or Director derived an improper personal benefit, either directly or indirectly; or
- iii. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

In the event that a Director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative source(s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision., only to indemnification or defense to the extent not provided by such alternative source(s).

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ARTICLE XII

NOTICE

- Section 1 Whenever notice is required to be given to any Director or officer under the provisions of these Bylaws, such notice shall, except as herein provided, be deemed sufficient when given in person or when mailed to the last known address as it appears on the Club records at that time.
- Section2. Any Director or officer may at any time waive any notice required to be given by these Bylaws.

ARTICLE XIII

FISCAL YEAR

Unless otherwise designated by the Board of Directors, the fiscal year of the Club shall begin July 1 and shall extend though the following June 30.

ARTICLE XIII

DISSOLUTION

If for any reason the Board of Directors should decide to dissolve the Club, all assets remaining after payments of debts, shall be given to another local not for profit athletic club by vote of the Board of Directors.

ARTICLE XIV

ADOPTION

It is hereby certified that the foregoing Bylaws are the Bylaws of the Ponte Vedra Soccer Club and were adopted by the Board of Directors on January 10th, 2005 and amended on April 17, 2013 and amended on November 21, 2016.