

BY-LAWS  
OF  
*Winter Springs Youth Sports Inc.*  
(A Not-For-Profit Corporation)

ARTICLE I

OFFICES

The office of the Corporation shall be located in the city and state designated in the Certificate of Incorporation. The Corporation may also maintain offices at such other places the State as the Board of Directors may from time to time approve for the Corporation if required.

ARTICLE II

MEMBERS

(Note: A Not-For-Profit Corporation may elect not to have members. Therefore, this Article and any references to Members in these By-Laws would be deleted if the Corporation so elects and the law of the state where this Not-For-Profit Corporation is incorporated so permits.)

1. (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Directors of the Corporation or by such rules and regulations as may be prescribed by the Board of Directors. All such resolutions or rules and regulations relating to members adopted by the Board of Directors of the Corporation shall be affixed to the By-Laws of the Corporation, and shall be deemed to be a part thereof. Such resolutions or rules and regulations adopted by the Board of Directors may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

a) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, expiration of a term of membership, dissolution or liquidation of the Corporation.

2.(a) The Annual Meeting of Members of the Corporation shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation, or if not so fixed, as may be determined by the Chairperson, if any, of the Board of Directors. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be called by the President or a majority of the Board of Directors and held on such date or dates as may be fixed by the Board of Directors of the Corporation, the Chairperson of the Board of Directors or the Executive Director, if any, from time to time and by the members on such date or dates as shall be permitted by law.