

Centerville United Soccer Association By-Laws

Revised September 3, 2014

Article 1 Name and Location

This organization shall be known as CUSA Soccer Club (hereinafter "THE CLUB")

The principal office of THE CLUB shall be located in the State of Ohio.

The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

Article 2 Purpose

THE CLUB shall develop, promote and administer a youth soccer club for players residing primarily in the greater Dayton area.

THE CLUB is committed to promoting a quality soccer learning environment in the Southwest Ohio area by developing both the person and the athlete. THE CLUB's program offerings are designed with this purpose in mind. THE CLUB's recreational program does not turn away any player. The competitive side offers players the opportunity to develop their skills, physicality, and field sense to their full potential while promoting good sportsmanship. The tournament's goal is to bring the best of the best competition from around the country and, to some extent, internationally, to the area for the highest level of competitive soccer.

Article 3 Membership

THE CLUB will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin.

3.1 Types of Members and Memberships

Membership in THE CLUB is comprised of:

- All registered players, parents and family members residing within the household;
- All persons who participate directly in the work of THE CLUB;

3.1-1 Adherence to Standards

Each Member of THE CLUB will adhere to and support the By-Laws, policies and procedures of THE CLUB.

3.2 Membership Meetings

3.2-1 Annual General Meeting (AGM) of Members

THE CLUB shall have an ANNUAL GENERAL MEETING of its members in the last quarter of the calendar year, unless otherwise agreed to by majority vote of the Board of Directors. The Board of Directors shall determine the date, time and location of that meeting. Notification through multiple communication methods to all Members shall be made at least ten (10) days prior to the ANNUAL GENERAL MEETING.

3.2-2 Special Membership Meetings

The Board of Directors may call a special meeting of the membership at any such time as the Board of Directors deems necessary. Notification of the meeting through multiple communication methods must be attempted in good faith to all Members at least five (5) days in advance of the special meeting.

Article 4 Board of Directors and Officers

4.1 Responsibilities and Powers

The Board of Directors of THE CLUB shall manage and control the business, property and affairs of the corporation. The Board of Directors shall set policies and have oversight of the business and affairs of THE CLUB, including, without limitation, establishing all programs and determining the duties and responsibilities of such programs. In addition to the powers and authority expressly granted by these By-Laws, the Board of Directors may exercise all powers of THE CLUB and do all lawful acts and things on behalf of THE CLUB that are not prohibited by applicable law or by these By-Laws.

The Board of Directors has the power to borrow money, raise funds and determine spending for THE CLUB and its members.

The Board of Directors has the power to enforce the rules of the Club and of the state and national organizations with which it is affiliated. The Board, at its sole discretion may impose any discipline or sanction deemed necessary in the event of a violation of Club or any affiliated leagues', organization's

rules and regulations or Code of Conduct. These sanctions may include expulsion of players, coaches and parents from the Club.

4.2 Board of Directors Composition

4.2-1 The board shall be comprised of President, Vice President, Secretary, and Treasurer as well as the Program Chairs of each established program. In addition, the board may from time to time add At-Large Directors by resolution adopted by a majority of the Board of Directors, subject to the limitation that the Board of Directors shall never be increased to more than ten (10), except as otherwise provided in these By-Laws.

At-Large Directors will serve a maximum of one year and would be subject to re-election each year. No term limits exist on At-Large directors.

The board may remove At-Large Directors by resolution adopted by a majority of the Board of Directors.

4.2-2 Election of Officers

The officers shall be the President, Vice President, Secretary and Treasurer.

A Nominating Committee consisting of a representative from each Program shall be appointed by the President and approved by the Board of Directors. It shall be the duty of the Nominating Committee to nominate at least one candidate for each office to be filled.

All active Board Members are eligible to vote for the Officer positions. In addition the following members are eligible to cast a vote: each Program Chair, and a program representative appointed by the Program Chair. Officers shall be elected by ballot vote by a simple majority.

4.2-3 Appointment of Program Chairs

Program committee members in good standing shall elect their Program Chair by a majority ballot. The Program Chair shall be a voting member of the Board of Directors. Each Program Chair has the authority to establish the leadership positions within their program committees that are necessary to run their day-to-day operations, subject to the Board of Directors approval. Each committee shall have the powers delegated to it by the Board of Directors. Each committee shall keep minutes of its proceedings and report to the Board of Directors.

The Board of Directors has the authority to remove a Program Chair upon the vote of three-quarters (75%) of the Board of Directors to do so.

4.2-4 All members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

4.3 Duties of Officers, Program Chairs, and Director of Business and Soccer Operations

4.3-1 President

The President shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of THE CLUB, the Board of Directors, and designee(s) of the Board of Directors.
- B. To preside at all Board and membership meetings.
- C. To appoint special or ad hoc committees, subject to Board approval.
- D. To appoint, subject to ratification by the Board, Chairs and other members of all standing committees, except where otherwise provided.
- E. Other duties as specified by THE CLUB policies.

4.3-2 Vice President

The Vice President shall have the following duties and responsibilities:

- A. To assume the duties of the President in the case of the resignation of the President or during a temporary absence; or during the inability of the President to perform the functions of that office. In the event the President resigns the Vice President will serve as temporary President until the Board of Directors elect a new President.
- B. To sign money disbursements made in the name of THE CLUB.
- C. Other duties as specified by THE CLUB policies.

4.3-3 Secretary

The Secretary of THE CLUB shall have the following duties and responsibilities:

- A. To oversee communication between THE CLUB and its Members to ensure that all are kept informed of the activities of THE CLUB.
- B. To maintain the official records of THE CLUB.
- C. To be responsible for recording the minutes of all THE CLUB'S meetings including but not limited to the board, executive committee, and membership meetings. The Secretary is not responsible for recording the minutes of each Program's meetings.
- D. To maintain the By-Laws and meeting minutes and distribute them as needed.

- E. Will deliver (e-mail, mail, by hand) the minutes of all meetings to the Board of Directors within two weeks after the meeting.
- F. For informing members of meetings, handling correspondence of THE CLUB, and carrying out such other duties as shall be delegated.
- G. To sign money disbursements made in the name of THE CLUB.
- H. Other duties as specified by THE CLUB'S policies.

4.3-4 Treasurer

The Treasurer of THE CLUB shall have the following duties and responsibilities:

- A. To ensure the sound financial operation of THE CLUB.
- B. To oversee the financial (including budget process) policies and procedures for THE CLUB.
- C. To oversee the financial records, payment of bills and the investments of assets.
- D. To prepare the annual budget.
- E. To sign money disbursements made in the name of THE CLUB.
- F. To present a statement of account at every regular meeting of THE CLUB of the Board and at other times when requested by the Board and make a full report at the Annual General Meeting.
- G. To serve as Chair of the Finance Committee.
- H. To review and approve annual tax filings prior to submission.
- I. Other duties as specified by THE CLUB'S policies.

4.3-5 Program Chairs

The Program Chair shall have the following duties and responsibilities:

- A. To implement policies of THE CLUB as communicated by the Director of Business and Soccer Operations and execute the strategic plan set forth by the Board of Directors
- B. To coordinate the activities of their program.
- C. To preside at all Program meetings.

- D. To appoint committee members as needed to run their program, subject to Director of Business and Soccer Operations approval.
- E. To promote and lead the development and execution of their Program Operating Policies, subject to Director of Business and Soccer Operations approval. These documents will govern the manner in which each program operates their day-to-day activities and will provide the necessary autonomy to ensure each program effectively delivers against its members' needs. Program policies shall be updated annually by each program. The Director of Business and Soccer Operations shall approve changes to the Program Operating Policies before changes go into effect.
- F. To sign money disbursements made in the name of THE CLUB pertaining to their program.
- G. To develop annual financial budgets and report monthly financial position of their program to the Board of Directors.
- H. Other duties as specified by THE CLUB'S policies.

4.3-6 Director of Business and Soccer Operations

The Board of Directors may choose to delegate day-to-day management of THE CLUB to a Director of Business and Soccer Operations, or other appropriately named title.

The appointed Director of Business and Soccer Operations reports to the Board of Directors and is a non-voting ex-officio member of the Board of Directors and each Program. The appointed individual shall have the following duties and responsibilities:

- A. Overall responsibility for the business and soccer operations of the organization.
- B. Accountable to the Board of Directors.
- C. Hire and maintain all professional soccer staff
- D. Lead and oversee all soccer related decisions and activities working closely with the Professional Soccer Staff to delegate responsibility and decision making authority appropriately.
- E. Lead, oversee, and delegate responsibility for business activities, partner relationships, marketing, and other business activities within the organization.
- F. Attend all Board of Director and Program meetings exclusive of any meeting or portion of a meeting where they are the topic, unless the Board of Directors invites the Director of Business and Soccer Operations to the meeting.
- G. Oversee the activities of each program.
- H. Approve program committee appointments.
- I. Review and approve Program Operating Policies.
- J. Review and approve Program Operating Budgets.
- K. Participate in the activities of each Program that ensure the Program is successful.
- L. Be physically present for the entire Tournament Weekend including staying at the designated hotel each of the tournament nights.

The Director of Business and Soccer Operations shall be supervised and his/her performance reviewed annually by the Board of Directors. The duties and job descriptions of the Director of Business and Soccer Operations and other staff shall be specified in THE CLUB'S policies.

4.3-7 The Board of Directors may delegate, based on a majority vote, the authority to the Director of Business and Soccer Operations to hire, supervise, and review all other staff. Hiring and removing director-level positions requires approval of the Board of Directors based on a majority vote.

4.4 Eligibility and Term

- A. Members of the Board of Directors must be at least 18 years of age.
- B. No person convicted of a felony within the previous ten (10) years may serve as a member of the Board of Directors. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board of Directors if he or she has been convicted of a sex crime: or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board of Directors pending outcome of the charges.
- C. Any person missing 4 consecutive regularly scheduled Board of Directors meetings or 6 regularly scheduled Board of Directors meetings in any preceding 12 months shall be deemed to have immediately resigned as a member of the Board of Directors. Absences may be excused by the Board of Directors. Furthermore, the Board of Directors may remove or dismiss from office any appointed or elected member of the Board of Directors for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board of Directors unless otherwise provided in these By-Laws.
- D. The authority to determine breaches of duties of care, loyalty or candor shall rest with the Board of Directors. Generally, no member of the Board of Directors may financially gain as a result of any activity of the Board of Directors, or be associated with the company or organization contracting or doing business or potentially in conflict with THE CLUB in any form, unless the member has provided full disclosure and received authorization, approved or ratified by a majority of non-interested members of the Board of Directors.
- E. To avoid a conflict of interest no member of THE CLUB's Board of Directors shall be in a "position of influence" in a competing club's organization.
- F. Board of Directors should not be a parent or legal guardian of one or more competitive players within THE CLUB. A unanimous vote of the Board of Directors is required to override this requirement.

4.5 Meetings

4.5-1 Regular Board of Directors Meetings

The Board of Directors shall hold regular board meetings. The President shall determine the time and location of these meetings, and give reasonable notice of the meetings. Reasonable notice shall be given to the Board of Director members stating, but not be limited to, the agenda, date, time and place of the meeting. If the meeting is by a means other than in person, the notice shall also include the means by which the general membership may observe the meeting.

4.5-2 Special Board of Directors Meetings

The President or more than one-third of the Board of Directors then in office may call a special meeting of the Board of Directors at any time.

4.5-3 Written Consents In Lieu Of Meetings

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent thereto is signed by a majority of the members of the Board of Directors (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board of Directors.

4.5-4 Teleconferencing and other electronic meetings

A member of the Board of Directors may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all members of the Board of Directors participating may simultaneously hear each other during the meeting.

4.5-5 Meeting Minutes

Minutes of all Board meetings shall be maintained in the corporate minute books.

4.6 Quorum and Voting Requirements

4.6-1 Quorum

A quorum is a simple majority of the Board of Directors. A quorum must be present at all times during Board of Directors meetings in order to conduct business.

4.6-2 Votes

A member of the Board of Directors shall have one (1) vote with the exception of the President who shall be a non-voting member. However, the President can cast a vote in the event of a tie.

The acts approved by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors unless a greater portion of the affirmative votes is required by these By-Laws.

4.6-3 Vote Required

A majority vote of the Board of Directors in attendance at a meeting shall be required for any action of the Board of Directors, unless otherwise specified in these By-Laws.

4.6-4 Budget Responsibility

Approval of the annual budget shall require at least a two-thirds majority of all Board of Directors present at the meeting of the Board of Directors when the annual budget is presented. Approval of any unbudgeted expense exceeding \$20,000 shall require at least a two-thirds majority of all members of the Board of Directors present at the meeting when any such unbudgeted expense is proposed.

4.7 Terms of Office

4.7-1 The newly elected members of the Board of Directors will take office January 1. Officers and Program Chairs shall serve two-year staggered terms of office. Approximately one-third (33%) of the Board positions will be elected each year in order to provide for staggered terms. An initial term schedule, approved by the Board of Directors, will be used to establish staggered terms. Members of the Board of Directors may not serve more than four (4) consecutive full terms.

4.8 Vacancies

Vacancies during the term of any member of the Board of Directors shall be filled by appointment by the President, subject to ratification by a majority vote by the Board of Directors. A vacancy in the Office of the President shall be filled by the Vice President. Any person appointed to fill a vacancy shall serve for the balance of the term of the vacated member.

Article 5 Indemnification

To the extent not inconsistent with the laws of the State of Ohio, every person (and the heirs estate, executors, administrators and personal representatives of such person who is or was a Director, officer of paid staff of the Corporation shall be indemnified by the Corporation as provided in the act.

Article 6 Parliamentary Authority

“Roberts Rules of Order” may govern THE CLUB in all cases where they are not inconsistent with these By-Laws or any special rules of the order THE CLUB may adopt, as well as State law.

Article 7 Amendments to By-Laws

These By-Laws may be altered, amended, or repealed, or new By-Laws may be adopted by the Board of Directors at any ANNUAL GENERAL MEETING or special meeting thereof by a two-thirds vote of the voting Directors then serving in office. Any amendments to the By-laws proposed shall be included with the notice of the meeting at which the amendment is proposed.

Article 8 Exempt Status

Any and all assets of THE CLUB are permanently dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal revenue Code of 1986 (or corresponding provisions of future laws). THE CLUB shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of THE CLUB, 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 purposes set forth in these By-Laws.

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 or statements) any political campaign on behalf of any candidate for public office.

In the event THE CLUB is dissolved, the Board shall pay, satisfy and discharge all liabilities and obligations and then surrender all remaining assets to 501-C3 organization or organizations substantially similar to those of THE CLUB.

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