

**CODE OF REGULATIONS**

**OF THE**

**OHIO SOCCER ASSOCIATION, INC.**

**(Final - 1/1/2020)**

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**CODE OF REGULATIONS  
OF THE  
OHIO SOCCER ASSOCIATION, INC.**

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**ARTICLE I  
NAME**

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This organization will be known as the Ohio Soccer Association, Inc., a non-profit organization incorporated under the laws of the State of Ohio (hereinafter referred to as "OSA").

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**ARTICLE II  
PURPOSE**

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The purposes for which OSA is formed and for which it shall exist is to be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and as stated in the Articles of Incorporation of OSA and OSA is a state association member of the United States Soccer Federation, Inc. (hereinafter referred to as the "Federation") and the United States Youth Soccer Association, Inc. (hereinafter referred to "USYSA").

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**ARTICLE III  
DEFINITIONS**

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**Section 1.** The following definitions apply to these Code of Regulations ("Regulations") and may also be used in plural form:

- 36  
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- A. **"Adult Player"** means an individual who is an amateur player and who has reached 20 years of age prior to December 31 for the current seasonal year.
  - B. **"Amateur Sports Act"** means the Ted Stephens Olympic and Amateur Sports Act (chapter 2205 of title 36, United States Code).
  - C. **"Annual Membership Fee"** means the annual member organization fee for full and associate members.
  - D. **"Board of Directors"** means the board of directors as established under Article IX.
  - E. **"CEO"** means the Chief Executive Officer of OSA as provided in Article XIII.
  - F. **"Club"** means an organization of one or more soccer teams usually playing within a geographic region and/or participating in intra-club competition.
  - G. **"District"** means a geographic subdivision of the state, which will be represented by a Director on the Board.

- 46 H. **“League”** means an organization club/teams participating in inter-club/team  
47 competition.  
48
- 49 I. **“Federation”** means the United States Soccer Federation, Inc.  
50
- 51 J. **“FIFA”** means the Federation Internationale de Football Association of which the  
52 Federation is the national association member for the United States.  
53
- 54 K. **“Member”** means an organization or individual having membership rights and  
55 privileges specifically provided under and in accordance with the Articles of  
56 Incorporation or these Regulations as provided under Article IV.  
57
- 58 L. **“OSA”** means the Ohio Soccer Association, Inc.  
59
- 60 M. **“Participant”** means any player, coach, trainer, manager, administrator, or official  
61 that is sponsored, financed, coached, organized, or administered by a Member.  
62
- 63 N. **“Player”** means an individual who is an amateur player and who has not reached  
64 20 years of age prior to December 31 for the current seasonal year.  
65
- 66 O. **“Player Registration Fee”** means the fees payable to OSA as provided in these  
67 Regulations, and once per seasonal year for each individual player to the Federation  
68 and USYSA as provided in Federation Bylaw 214.1 and Article XI.2G. of the USYSA  
69 Bylaws.  
70
- 71 P. **“Team”** means a group of soccer players playing on the same side in soccer games.  
72
- 73 Q. **“USOC”** means the United States Olympic Committee that is the corporation  
74 established under the Amateur Sports Act to oversee all amateur athletic activity in  
75 the United States.  
76
- 77 R. **“USYSA”** means the United States Youth Soccer Association, Inc.  
78

79 **Section 2.** Except as otherwise provided, these definitions apply to these Regulations and  
80 all policies of OSA.  
81

82 **ARTICLE IV**  
83 **MEMBERSHIP**  
84

85 **Section 1. Eligibility.**

- 86 A. The membership of OSA is open to all soccer organizations, other organizations  
87 interested in the administration and operation of youth sports, and all soccer  
88 players, coaches, trainers, managers, administrators, and officials without  
89 discrimination as defined by Federation Bylaw 105.

- 90           **B.** Membership in OSA shall be organizations or individuals interested in advancing  
91           soccer within Ohio. Such organizations or individuals may apply for affiliation with  
92           OSA.  
93

94           **Section 2. Authority.**

- 95           **A.** The governing authority of OSA will be vested in the membership and the Board of  
96           Directors as provided in these Regulations and the Articles of Incorporation.  
97  
98           **B.** Each member organization or individual shall recognize the authority, rulings,  
99           Articles of Incorporation, Regulations, Bylaws, Policies, and Rules of OSA, USYSA,  
100           and the Federation.  
101

102           **Section 3. Categories.** OSA shall have the following membership categories:

- 103           **A. Full Members.** Full Members are voting members of OSA who are domiciled and  
104           operating within the legal boundaries of the State of Ohio. Only soccer  
105           organizations, including, but not limited to, clubs, leagues, or associations, which  
106           directly register players, form teams, and coordinate competition between teams  
107           are eligible. Full Members shall have those voting right specifically provided under  
108           these Regulations and shall have no vote on any other matters.  
109

- 110           **B. Associate Members.** To qualify for associate membership, an organization may be  
111           formed to advance a particular aspect of soccer, subject to all requirements in this  
112           Article IV, Section 4.  
113

- 114           **C. Affiliate Members.** An individual or an organization not fitting the Full or  
115           Associate Member category as provided by this Article, may be an affiliate member  
116           of OSA for one year upon completing an affiliate member application form, paying a  
117           yearly membership fee to OSA, and complying with requirements established by  
118           the Board of Directors.  
119

- 120           **D. Individual Members.** An individual who is a player, coach, referee, or  
121           administrator is an individual member of OSA:  
122           1. through that individual's membership or association with an organization  
123           member;  
124  
125           2. if the individual occupies an unpaid administrative position within OSA;  
126  
127           3. contributes to OSA as a volunteer; or  
128  
129           4. as a committee member of OSA.  
130

131           **Section 4. Admission to Membership.**

- 132           **A.** Membership in OSA will be member organizations or individuals interested in  
133           advancing soccer within Ohio. Such organizations or individuals may apply for  
134           membership with OSA.  
135

- 136 B. The Board of Directors of OSA will determine all requirements for membership in  
137 OSA.  
138
- 139 C. To become a Member of OSA, an applicant must submit a written application for  
140 membership to the CEO, for approval as provided by this Article IV, Section 4,  
141 which includes the following:  
142 1. the classification of membership being applied for; and  
143  
144 2. copies of its charter, articles of incorporation, bylaws, rules, regulations, any  
145 rules of play, and other governing documents appropriate to understanding the  
146 structure and activities of the organization.  
147
- 148 D. Membership may be granted by the Board of Directors as follows:  
149 1. The Board of Directors may grant to, deny or withdraw membership.  
150  
151 2. An applicant granted membership has all the rights and responsibilities of that  
152 classification of Member granted except that an Associate, Affiliate, or  
153 Individual Member may not vote.  
154  
155 3. Membership shall be granted by the Board of Directors on determination that  
156 the applicant has met all requirements for membership as provided in this  
157 Article IV, Section 4.C.2 and all other OSA requirements.  
158

159 **Section 5. Good Standing.** The term of membership is for one seasonal year. However, if  
160 the Member is admitted and the membership is effective before the beginning of the next  
161 seasonal year, the initial term of membership for that Member is for the balance of the  
162 seasonal year. Membership automatically renews each seasonal year as long as the  
163 Member remains in good standing with OSA, which includes:

- 164 A. the Member being current with all dues, fees, and assessments owed;  
165  
166 B. having on file with OSA a copy of the Member's articles or certificate of  
167 incorporation, bylaws, rules and regulations, and any amendments to those  
168 documents;  
169  
170 C. registering all players, referees, coaches, assistant coaches, team managers,  
171 organization officers, directors, and any other individuals in a timely manner as  
172 established by the Board of Directors;  
173  
174 D. must follow all other such rules or procedures as the Board of Directors may direct;  
175 and  
176  
177 E. if a Member fails to meet any of these qualifications, the Board of Directors may  
178 suspend, fine, dismiss, or impose any other penalty on the Member subject to the  
179 provisions of these Regulations.  
180

181 **Section 6. Reinstatement.** A suspended Member of OSA may submit a written request for  
182 reinstatement. The Board of Directors may reinstate the membership of a suspended  
183 Member on reasonable terms that the Board of Directors considers appropriate.  
184

185 **Section 7. Resignation.** Any Member may resign by giving written notice to the Board of  
186 Directors at the office of OSA. The resignation will take effect at the time specified therein  
187 or immediately if no time is specified. Unless specified therein, the acceptance of such  
188 resignation will not be necessary to make it effective. No Annual Membership Fee shall be  
189 refunded upon a resignation of a Member.  
190

191 **ARTICLE V**  
192 **FEES AND FINANCE**  
193

194 **Section 1. Membership Fees.** The Board of Directors shall establish the amount and due  
195 date of the Annual Membership Fee for full and associate members and the player  
196 registration fee, which may include any annual player registration fees as required by  
197 USYSA or the Federation.  
198

199 **Section 2. Failure to Pay Fees.** Any Member failing to pay any fees due OSA shall be  
200 provided written notice of the delinquency. If those fees are not paid within fifteen (15)  
201 days after the date of the notice of delinquency, the delinquent Member may be suspended  
202 from membership in OSA in accordance with these Regulations.  
203

204 **Section 3. Budget.** The Board of Directors shall cause an annual budget to be prepared for  
205 distribution to the membership.  
206

207 **Section 4. Audit.** The OSA financial records will be audited every third (3rd) year. This  
208 audit shall be accomplished by independent auditor. The audit shall include all records  
209 and require the submission of a written report and recommendations. The CEO shall  
210 distribute the audit to the Board of Directors and all Members.  
211

212 **Section 5. Fiscal Year.** The fiscal year shall be as determined by the Board of Directors.  
213

214 **ARTICLE VI**  
215 **OFFICERS AND DIRECTORS**  
216

217 **Section 1. Officers and Directors.**

218 **A.** There shall be two officers elected by the membership in statewide elections who  
219 shall be the President and Vice President of OSA.  
220

221 **B.** There shall be seven (7) District Directors, one elected from each of the designated  
222 seven (7) OSA districts.  
223

224 **C.** There shall be two (2) independent directors as provided under Article VIII.  
225

226 **Section 2. Qualifications of Elected Officers and Directors.** The candidates for elected  
227 office shall:

228 A. be in good standing with OSA; and

229

230 B. not be a paid employee of OSA

231

232 **Section 3. Qualifications of Appointed Directors. The appointed directors shall:**

233 A. be appointed by a majority of the elected Directors as provided under Article VII;

234

235 B. provide subject matter expertise;

236

237 C. enhance the professionalism and credibility of OSA;

238

239 D. may be reappointed;

240

241 E. serve a two year term, unless removed or resign; and

242

243 F. may not be a paid employee of OSA.

244

245 **Section 4. Term of Office.**

246 A. An elected officer or director will serve for a period of three (3) years and, (except  
247 as otherwise noted herein), and may succeed themselves. Directors may serve a  
248 maximum of two (2) full three (3) year terms in succession. If after a break of at  
249 least 12 months, they may be elected or appointed to the board of directors. If  
250 when filling a vacancy, the partial term does not count toward the maximum of two  
251 (2) full three (3) year terms.

252

253 B. Officers and Directors shall assume office at the close of the Annual General  
254 Meeting at which they are elected. If the individual is fulfilling a vacancy, the term  
255 of office begins immediately after being elected or appointed to fill the vacancy.

256

257 C. Notwithstanding any other provisions of this Code of Regulations, no person shall  
258 serve on the OSA Board of Directors, in any capacity, for more than 12 years  
259 consecutively without a break in service of at least 1 year. This paragraph shall  
260 supersede all other sections of this Code of Regulations.

261

262 **Section 5. Duties of Officers and Directors.** The officers and directors shall perform the  
263 duties provided in this section and such other duties as are prescribed for the office in  
264 these Regulations, by the Board of Directors, or in the adopted parliamentary authority.

265 A. **Duties of the President.** The President:

266 1. shall serve as chair of all meetings of the membership and of the Board of  
267 Directors;

268

269 2. may execute instruments for OSA that the Board of Directors authorizes to be  
270 executed;

271



- 272 3. will oversee the activities of the CEO and act as the liaison between the Board of  
273 Directors and the CEO;  
274  
275 4. shall perform other responsibilities assigned by the Board of Directors; and  
276  
277 5. is an officer.

278  
279 **B. Duties of the Vice President.** The Vice President:

- 280 1. shall assist the President;  
281  
282 2. assume the responsibilities of the President when the President is absent,  
283 cannot act, or refuses to act;  
284  
285 3. will perform other responsibilities assigned by the Board of Directors or the  
286 President; and  
287  
288 4. is an officer.

289  
290 **C. Duties of the District Directors.** The district directors shall:

- 291 1. promote soccer and OSA;  
292  
293 2. represent the membership on matters of interest or concern; and  
294  
295 3. perform other responsibilities as assigned by the Board of Directors or the  
296 President.

297  
298 **D. Duties of the Independent Directors.** The Independent Directors shall:

- 299 1. promote soccer and OSA;  
300  
301 2. understand and apply the requirements outlined in the Federation and USYSA  
302 Bylaws and policies and procedures; and  
303  
304 3. perform other responsibilities as assigned by the Board of Directors or the  
305 President.  
306

307 **Section 6. Removal from Office.**

308 **A.** Directors and officers may be removed with or without cause, from an office or the  
309 Board of Directors by a two-thirds (2/3) vote of those present and voting at a  
310 meeting of the Board of Directors, provided the officer or director was given thirty  
311 (30) days' notice of such contemplated action.  
312

313 **B.** A member of the Board of Directors who does not attend three (3) consecutive  
314 meetings of the Board of Directors may be removed by a majority of the Board of  
315 Directors provided the officer or director was given thirty (30) days' notice of such  
316 contemplated action, unless such absences are excused by the President.  
317

- 318 C. Any member of the Board of Directors or an officer may resign by giving written  
319 notice to the Board of Directors. The resignation will take effect at the time  
320 specified therein or immediately if no time is specified. Unless specified therein,  
321 the acceptance of such resignation will not be necessary to make it effective.  
322
- 323 D. Upon removal or resignation of an officer of a member of the Board of Directors  
324 under this subsection, if the individual resigning is both an officer and a member of  
325 the Board of Directors, such person shall be removed or the resignation shall apply  
326 to both positions.  
327

328 **Section 7. Vacancy in Elected Office.**

- 329 A. If the office of President becomes vacant for any reason, the Vice President shall  
330 become the President for the balance of the term.  
331
- 332 B. If the office of any other officer or director becomes vacant for any reason, the  
333 President shall appoint an individual, subject to approval by the Board of Directors,  
334 until the next membership meeting. Any individual appointed to fill a vacancy of a  
335 District Director must have home residency established in that same district. At  
336 that meeting, an election shall be held to elect to fill the balance of the vacant term.  
337
- 338 C. However, if a vacancy is caused by an election during a membership meeting, the  
339 election to fill the vacancy for the balance of the term shall occur during that  
340 meeting.  
341

342 **Section 8. Election of Secretary and Treasurer.**

- 343 A. At the first meeting of the Board of Directors following the Annual General Meeting,  
344 the election of officers for the positions of Secretary and Treasurer shall be held.  
345 These positions may be filled by any of the eleven (11) voting members of the  
346 board of directors.  
347
- 348 B. If no member of the Board of Directors is elected to the position of Secretary, the  
349 person holding the position of President shall accept the duties and responsibilities  
350 of Secretary.  
351
- 352 C. If no member of the Board of Directors is elected to the position of Treasurer, the  
353 person holding the position of Vice President shall accept the duties and  
354 responsibilities of Treasurer.  
355

356 **ARTICLE VII**  
357 **ELECTIONS**  
358

- 359 **Section 1. Nominations from the Floor.** Nominations from the floor are not allowed,  
360 unless there are no candidates for an office, either as Statewide Officer or as District  
361 Director, to be elected.  
362  
363

364 **Section 2. Elections of Statewide Officers.**

- 365 **A.** At the Annual General Meeting, a statewide election for the office of President shall  
366 be held at three (3) year intervals. To be qualified to hold the position of President  
367 of OSA, the person must have previously served on the board directors of an USYSA  
368 State Association for a minimum for 2 years.
- 369
- 370 **B.** At the Annual General Meeting, a statewide election for the office of Vice President  
371 shall be held at three (3) year intervals. To be qualified to hold the position of Vice  
372 President of OSA, the person must have previously served on the board directors of  
373 an USYSA State Association for a minimum for 2 years.
- 374
- 375 **C.** The election of the President and Vice President should not occur at the same  
376 Annual General Meeting.
- 377
- 378 **D.** If a statewide election for either the office of President or Vice President is  
379 conducted during any meeting of the membership that election shall always take  
380 place prior to the election of District Directors.
- 381
- 382 **E.** A person may hold the position of President or Vice President for a maximum of six  
383 (6) consecutive years. They may serve as president for six (6) years and then Vice  
384 President for six (6) years or vice versa.

385

386 **Section 3. Elections of District Directors.**

- 387 **A.** At an Annual General Meeting, no more than three (3) District Directors are  
388 elected, except as provided in of Article VI, Section 7.B.
- 389
- 390 **B.** Each district director shall be elected by majority vote of those Full Members  
391 eligible to vote their respective district director.

392

393 **Section 4. Simultaneous Positions.** No person may hold more than one position on the  
394 Board of Directors at any one time. The only exceptions to this Regulation shall be the  
395 President may also serve as Secretary and the Vice President may also serve as Treasurer.

396

397 **Section 5. Prior Notice.** Any individual seeking an elected position on the Board of  
398 Directors shall submit notice to OSA on an approved form at least 30 days prior to the  
399 Annual General Meeting.

400

401 **ARTICLE VIII**

402 **MEMBERSHIP MEETINGS**

403

404 **Section 1. Annual General Meeting.** Annual general meetings of the Members of OSA  
405 shall be held between December 1 and May 31, at a time and place determined by the  
406 Board of Directors.

- 407 **A. Notice of Meeting.** OSA shall provide to each organization Member and the Board  
408 of Directors:

- 409 1. no more than ninety (90) days but no fewer than sixty (60) days before the date  
 410 of the meeting, notice of the annual general meeting, giving the date, time, and  
 411 location of the meeting; and  
 412  
 413 2. at least fifteen (15) days before the date of the meeting, a proposed agenda with  
 414 copies of reports of officers and any items proposed to be considered at the  
 415 meeting.  
 416

417 **B. Business Items.** Any business item (other than proposed amendments to the  
 418 Articles of Incorporation or the Code of Regulations of OSA) to be presented at an  
 419 Annual General Meeting must be submitted in writing to OSA at least sixty (60)  
 420 days before the meeting. Business items may be submitted by (1) a Full Member  
 421 (2) the Board of Directors; (3) a member of the Board of Directors; (4) the CEO; or  
 422 (5) a committee of OSA.  
 423

424 **C. Voting Body.**

- 425 1. Each Full Member shall have the right to vote for the election of President, Vice  
 426 President, and District Directors. The voting rights of a Full Member shall be  
 427 through one or more representatives designated in writing by the governing  
 428 authority of the Member.  
 429  
 430 2. The number of votes of the Full Member shall be determined based upon the  
 431 number of players who have paid player registration fees as provided under  
 432 Article V, Section 1, in the prior seasonal year.  
 433  
 434 3. Full Members shall have the number of votes as provided:  
 435

436 **League**

436 **Club**

- |  |                                   |
|--|-----------------------------------|
| 437 a. 1 – 49 players – 1 vote.          | 1 – 99 players – 1 vote           |
| 438 b. 50 – 99 players – 2 votes.        | 100 – 199 players – 2 votes.      |
| 439 c. 100 – 149 players – 3 votes.      | 200 – 499 players – 3 votes.      |
| 440 d. 150 – 199 players – 4 votes.      | 500 – 999 players – 4 votes.      |
| 441 e. 200 – 249 players – 5 votes.      | 1,000 – 1,499 players – 5 votes.  |
| 442 f. 250 – 349 players – 6 votes.      | 1,500 – 1,999 players – 6 votes   |
| 443 g. 350 – 499 players – 7 votes.      | 2,000 – 2,499 players – 7 votes.  |
| 444 h. 500 – 999 players – 8 votes.      | 2,500 – 2,999 players – 8 votes.  |
| 445 i. 1,000 – 1,499 players – 9 votes.  | 3,000 – 3,499 players – 9 votes.  |
| 446 j. 1,500 – 2,499 players – 10 votes. | 3,500 – 3,999 players – 10 votes. |
| 447 k. 2,500 – 3,499 – 11 votes.         | 4,000 – 4,499 players – 11 votes. |
| 448 l. 3,500 – 4,499 – 12 votes.         | 4,500 – 4,999 players - 12 votes. |
| 449 m. 4,500 – 5,499 – 13 votes.         | 5,000 – 5,499 players - 13 votes. |
| 450 n. 5,500 – 6,499 – 14 votes.         | 5,500 – 5,999 players - 14 votes. |
| 451 o. 6,500 – 7,499 – 15 votes.         | 6,000 – 6,999 players - 15 votes. |
| 452 p. 7,500 – 8,499 – 16 votes.         |                                   |
| 453 q. 8,500 – 9,499 – 17 votes.         |                                   |

- 454 r. 9,500 – 10,499 – 18 votes.  
455 s. 10,500 – 11,499 – 19 votes.  
456 t. 11,500 – 12,499 – 20 votes.  
457 u. League – 1 vote per each additional 1,000 players above 12,500 players.  
458 v. Club – 1 vote per each additional 1,000 players above 7,000 players.  
459  
460 3. To determine the number of votes authorized for a particular Club for district  
461 voting purposes, the total number of authorized statewide votes for that club  
462 are to be divided proportionately between the various OSA districts based upon  
463 where members of that Club reside. Where these proportional divisions create  
464 fractional shares of a vote, less than 0.5 of a vote is to be rounded down and  
465 more than 0.5 of a vote is to be rounded up.  
466  
467 4. To determine the number of votes authorized a particular League for district  
468 voting purposes, the total number of authorized statewide votes for that League  
469 are to be divided proportionately between the various OSA districts based upon  
470 where players in that league reside. Where these proportional divisions create  
471 fractional shares of a vote, less than 0.5 of a vote is to be rounded down and  
472 more than 0.5 of a vote is to be rounded up.  
473  
474 5. Each member of the Board of Directors, except the individual chairing a meeting  
475 of the Members, is entitled to one vote each at meetings of the Members. The  
476 individual who is chairing a meeting of the Members may vote only when the  
477 vote is by ballot or, in all other cases, to affect the result of the vote.  
478  
479 6. Each Member, in good standing, shall register its primary and alternate  
480 delegates to the Annual General Meeting with the state office no later than  
481 thirty (30) days prior to the meeting. A Full Member may not designate as a  
482 delegate a member of the Board of Directors.  
483  
484 7. A delegate may cast the votes of a Member at the Annual General Meeting. A  
485 delegate of a Full Member must be an officer, director, or senior executive of the  
486 member.  
487  
488 8. Any Full Member that fails to pay the Annual Membership Fee, the annual  
489 player registration fee as provided under Article V, Section 1, or both in the  
490 prior or current seasonal year, shall lose their right to vote at the Annual  
491 General Meeting. To be eligible to vote, full payment must be received in the  
492 OSA state office at least fifteen (15) days prior to the Annual General Meeting.  
493  
494 9. There shall be no votes accepted by proxy.  
495  
496 **D. Quorum.** A quorum for any membership meeting shall be twenty-five percent  
497 (25%) of the number of votes of all Members as set forth under Article VIII, Section  
498 C.3.

499 **Section 2. Special Meetings.**

- 500 **A.** A special meeting of OSA may be called at any time by the President, a majority of  
501 the Board of Directors, or on the request of one-fourth (1/4) of Full Members  
502 eligible to vote.  
503
- 504 **B.** Notice of a special meeting shall be provided no less than thirty (30) days prior to  
505 the meeting and shall state the place, day and hour of the meeting as well as the  
506 purpose or purposes, limited to those issues that Full Members have voting rights  
507 under these Regulations.  
508
- 509 **C.** Each Member, in good standing, shall register its primary and alternate delegates to  
510 any Special Meeting with the state office no later than fifteen (15) days prior to the  
511 meeting. If a primary and/or alternate delegate is not registered for the Special  
512 Meeting, the primary and/or alternate delegate from the last previous Annual  
513 General Meeting or Special Meeting will be recognized as the true representative of  
514 the Full Member.  
515
- 516 **D.** The procedural clause in this Article VIII, Section 1.C., applies to Special Meetings.  
517

518 **Section 3. Cancellation.** In the event of a national or local emergency, the Board of  
519 Directors may cancel a meeting of OSA by mail or electronic communication.  
520

521 **ARTICLE IX**  
522 **BOARD OF DIRECTORS**

523

524 **Section 1. Composition and Number.** The number of the members of the Board of  
525 Directors shall be 11 voting members and 1 non-voting member as follows:

- 526 **A.** Two (2) Officers, the president and the vice president;  
527
- 528 **B.** Seven (7) District Directors;  
529
- 530 **C.** Two (2) Independent Directors; and  
531
- 532 **D.** One CEO, non-voting.  
533

534 **Section 2. Duties of the Board of Directors.** Except for voting rights specifically granted  
535 to the Members in these Regulations, all of the authority of OSA shall be exercised by or  
536 under the direction of the Board of Directors. Without limiting the foregoing, the Board of  
537 Directors shall have general supervision and charge of the property, affairs, and finances  
538 of OSA, and shall be responsible to:

- 539 **A.** Adopt, rescind or amend the policies as necessary for effective and efficient  
540 operation of OSA;  
541
- 542 **B.** enforce the Regulations, rules, policies, and procedures of OSA;  
543
- 544 **C.** approve a budget for each fiscal year to be distributed to the membership;

- 545  
546       **D.** establish membership requirements for each category of membership;  
547  
548       **E.** adopt the report of the auditor when applicable;  
549  
550       **F.** approve the place, date, and time of meetings as prescribed in these Regulations;  
551  
552       **G.** establish the Annual Membership Fee and the annual player registration fee as  
553       provided under Article V, Section 1;  
554  
555       **H.** approve, by a two-thirds (2/3's) majority vote of the Board of Directors, the  
556       geographic divisions, called Districts, within the state of Ohio as recommended by  
557       the CEO.  
558  
559       **I.** approve the employment and compensation of the CEO; and  
560  
561       **J.** exercise such other duties as prescribed for the Board of Directors in these  
562       Regulations, by the membership, in the OSA policies and procedures, or in the  
563       adopted parliamentary authority.  
564

565       **Section 3. Meetings.**

- 566       **A.** Regular Meetings. The Board of Directors should hold at least four (4) regular  
567       meetings, once per each calendar quarter. The President shall establish the time,  
568       place, and location of the meetings. Notice of a regular meeting must be given at  
569       least fifteen (15) days prior to the date of the meeting.  
570  
571       **B.** Special Meetings. The Board of Directors may hold special meetings called by the  
572       President or by any three (3) members of the Board of Directors. Notice of a special  
573       meeting shall be provided to all members of the Board of Directors not less than  
574       five (5) days prior to the date of the meeting.  
575

576       **Section 4. E-Mail Votes by Board of Directors.** Specific motions, when made and  
577       seconded, may be voted on via e-mail. For such a motion to be adopted, 100% of all  
578       current members of the Board of Directors must vote to accept the motion before the  
579       motion can be adopted. All standard voting procedures contained within this Code of  
580       Regulations shall apply. Other means of communications if authorized by Ohio Revised  
581       Code shall also be permitted.  
582

583       **Section 5. Voting.** Each voting member of the Board of Directors shall have one vote,  
584       except that the individual presiding at a Board of Directors meeting may vote only when  
585       the vote is by ballot or, in any other case, to affect the result of the vote. On all matters, a  
586       simple majority is needed to pass a motion unless a higher threshold is specified in the  
587       Code of Regulations or OSA policies.  
588

589       **Section 6. Quorum.** A quorum for any Board of Directors meeting shall be a majority of  
590       the voting members of the Board of Directors.

591 **Section 7. Proxies.** Proxies are not permitted at meetings of the Board of Directors.

592

593 **Section 8. Conflicts of Interest.** Directors shall disclose any possible conflict of interest at  
594 the earliest practical time. Each Director shall annually complete and sign a disclosure  
595 form to the Board. Furthermore, a Director who has disclosed a conflict of interest shall  
596 not participate in discussions of, and shall abstain from voting on, any pertinent matter  
597 under consideration by the Board. The minutes of these meetings shall reflect that a  
598 disclosure was made and that the Director having a conflict or possible conflict of interest  
599 abstained from voting. Any Director who is uncertain whether a conflict of interest may  
600 exist in any matter may request that the Board resolve the question in his or her absence  
601 by majority vote.

602

603

## ARTICLE X COMMITTEES

604

605

606 **Section 1. Standing Committees.** OSA shall have the following standing committees:

607

A. Governance Committee;

608

B. Finance Committee; and

609

C. Compensation Committee.

610

611

612

613 **Section 2. Duties of Standing Committees.** Except as otherwise provided in these  
614 Regulations, the president and CEO shall prescribe the responsibilities of any standing  
615 committee with the approval of the Board of Directors.

616

617 **Section 3. Composition of Standing Committees.**

618

A. Each standing committee shall consist of a minimum of three (3) members.

619

B. The President shall appoint the Chair and members of the Governance Committee,  
621 Finance Committee, and the Compensation Committee with the approval of the  
622 Board of Directors.

623

C. Members of the Governance Committee, Finance Committee, and the Compensation  
625 Committee shall be appointed annually and may be reappointed.

626

D. At least one member of the Governance Committee, Finance Committee, and the  
628 Compensation Committee shall be from the Board of Directors. The President may  
629 appoint a member of the Board of Directors to any other committee.

630

631 **Section 4. Special Committees.** Subject to approval of the Board of Directors, the  
632 president, CEO, or both may establish special committees, appoint the members and Chair  
633 of each of those committees, and prescribe the responsibilities of each.

634

635 **Section 5. Restriction.** No member of a committee may receive compensation (except  
636 reimbursement for expenses) for services performed as a committee member.



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**Section 6. Conflicts of Interest.** All members of all committees shall resolve conflicts of interests as per Article IX, Section 8.

**ARTICLE XI  
ELECTRONIC COMMUNICATION AND MEETINGS**

**Section 1. Meetings.** The Board of Directors, all committees, and the membership may meet and may vote on matters by and through authorized communications equipment so long as all the members can contemporaneously hear each other, participate during the meeting, be included in all communications media, and a quorum is established.

**Section 2. Communication.** Unless members indicate otherwise to OSA, all communication required in these Regulations, including meeting notices, may be sent electronically to the last electronic or physical address provided by the Member.

**ARTICLE XII  
GRIEVANCES, DISPUTES, AND APPEALS**

**Section 1. General Requirements.**

- A.** OSA and its Members will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by OSA, USYSA, and the Federation may be appealed to the respective organization.
- B.** Each Member shall have grievances, disputes, and appeals provisions in its bylaws, rules, or other documents that clearly state the procedures under which adjudication of appeals and other disciplinary matters shall occur.

**Section 2. Appeals.**

- A.** Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw or policy, appeals of OSA matters shall be as provided by the Board of Directors.
- B.** The Board of Directors shall prescribe a policy to carry out this Bylaw.

674 **Section 3. Exhaustion of Remedies.**

675 **A.** No member of OSA, official, league, club, team, player, coach, administrator or  
676 referee may invoke the aid of the courts of the United States or of a state without  
677 first exhausting all available remedies within the appropriate soccer organizations,  
678 and as provided within USYSA and the Federation.

679  
680 **B.** For a violation of this Bylaw, the offending party shall be subject to suspension and  
681 fines, and shall be liable to OSA for all expenses incurred by OSA and its officers and  
682 members of the Board of Directors in defending each court action, including the  
683 following:

- 684 1. court costs;
- 685
- 686 2. attorney's fees;
- 687
- 688 3. reasonable compensation for time spent by OSA officials and employees in  
689 responding to and defending against allegations in the action, including  
690 responses to discovery and court appearances;
- 691
- 692 4. travel expenses; and
- 693
- 694 5. expenses for holding special meetings necessitated by court action.
- 695

696 **ARTICLE XIII**  
697 **CHIEF EXECUTIVE OFFICER**

698  
699 **Section 1. Appointment.** The CEO shall be appointed by the President subject to the  
700 approval of the Board of Directors.

701  
702 **Section 2. Duties.** The conduct of business and the management of affairs of OSA shall be  
703 under the direction of the CEO.

704 **A. Accountability.** The CEO shall report to the President.

705  
706 **B. Duties.** The CEO shall:

- 707 1. be responsible for the complete management of the operations of OSA;
- 708
- 709 2. be responsible for the employment of such personnel as required to carry out  
710 the operations of OSA provided that such employment falls within the  
711 constraints established by the budget and personnel policies approved by the  
712 Board of Directors;
- 713
- 714 3. establish committees and committee members as needed, in consultation with  
715 the President and in accordance with the provisions of these Regulations;
- 716
- 717 4. serve as a member of all committees, except the compensation committee and  
718

- 719 5. perform such other duties as may be stated in these Regulations and other OSA  
720 governing documents, the policies and procedures, the personnel policies  
721 approved by the Board of Directors, and as may be directed by the President or  
722 the Board of Directors.  
723

724 **ARTICLE XIV**  
725 **ADMINISTRATION**  
726

727 **Section 1. Seasonal Year.** The seasonal year shall be from September 1 through August  
728 31.  
729

730 **Section 2. Accounts, Books, and Records.** OSA shall maintain adequate and correct  
731 accounts, books, and records of its business and properties and retained at the office of  
732 OSA. All accounts, books, and records of OSA are open for inspection by members of the  
733 Board of Directors.  
734

735 **Section 3. Suspensions.** Suspensions or other disciplinary actions imposed by USYSA or  
736 the Federation, in accordance with their respective Bylaws, shall be recognized by OSA and  
737 its member organizations upon notification by USYSA or the Federation. Suspensions and  
738 other disciplinary actions taken by members of USYSA, and the Federation, shall be  
739 recognized by OSA and its member organizations upon proper notification to OSA and its  
740 member organizations that the party subject to the action received hearing and procedural  
741 rights substantially similar to those set forth in the USYSA and the Federation Bylaws.  
742

743 **Section 4. Saving Clause.** If any word, phrase, sentence, or other provision of these  
744 Regulations or its application to any person or circumstances is held invalid, this finding  
745 shall not affect the other words, phrases, clauses, sentences, or provisions or applications  
746 of these Regulations, and to this end, the provisions of these Regulations are declared to be  
747 severable. In the event that any provision of the articles of incorporation, regulations,  
748 policies, procedures, or rules shall be deemed in illegal or contrary to or amended by the  
749 Federation or USYSA such portions shall be changed administratively.  
750

751 **ARTICLE XV**  
752 **INDEMNIFICATION**  
753

754 **Section 1.** Each officer, director, agent, employee or volunteer of OSA shall be indemnified  
755 by OSA under the standards set by and to the fullest extent allowable under Section  
756 1702.12(E), Ohio Revised Code, as the same and shall be amended from time to time;  
757 provided that, such person acted in a manner he/she reasonably believed to be in or not  
758 opposed to the best interest of OSA and, with respect to any criminal action or proceeding,  
759 had no reasonable cause to believe his/her conduct was unlawful.  
760

761 **Section 2.** The foregoing right of indemnification shall be in addition to any other rights to  
762 which any person seeking indemnification may be or become entitled by law, vote of  
763 disinterested Directors of this Corporation or otherwise.  
764

765 **ARTICLE XVI**  
766 **PARLIAMENTARY AUTHORITY**  
767

768 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
769 guide OSA in all cases to which they are applicable and in which they are not inconsistent  
770 with these Regulations and any special rules of order that OSA may adopt.  
771

772 **ARTICLE XVII**  
773 **AMENDMENT OF ARTICLES OF INCORPORATION**  
774 **AND CODE OF REGULATIONS**  
775

776 **Section 1. Proposing Amendments.** Any proposed amendment to the Articles of  
777 Incorporation or the Regulations of OSA may be made by: (1) a Full Member; (2) the Board  
778 of Directors; (3) a member of the Board of Directors; (4) the CEO; or (5) a committee of  
779 OSA.  
780

781 **Section 2. Advance Notice.**

782 **A.** Any proposed amendment to the articles of incorporation or the Regulations of OSA  
783 must be submitted in writing to the CEO at least sixty (60) days in advance of a  
784 meeting at which the amendment is to be considered by no later than 4:00 p.m.  
785 Eastern Standard Time.  
786

787 **B.** Each proposed amendment received in compliance with this Article XVII, Section 2A,  
788 shall be sent in writing by OSA to each member and the Board of Directors at least  
789 thirty (30) days in advance of the meeting at which the amendment is to be  
790 considered.  
791

792 **Section 3. Voting Requirement.** Any amendment to the Articles of Incorporation or the  
793 Regulations of OSA requires a two-thirds, (2/3's) vote of the voting interests present at any  
794 meeting of the membership of OSA.  
795

796 **Section 4. Priority.** In the event of a conflict between the Articles of Incorporation and the  
797 Regulations of OSA and the Articles of Incorporation, bylaws, policies, and requirements of  
798 the Federation, the articles, bylaws, policies, and requirements of the Federation govern.  
799

800 **Section 5. Effective Date.** Unless otherwise provided, any amendment to the Code of  
801 Regulations of OSA is effective on conclusion of the meeting in which the amendment is  
802 adopted.  
803

804 **ARTICLE XVIII**  
805 **PREEMPTION OF CODE OF REGULATIONS**  
806

807 Until July 1, 2021, the terms of the Merger Agreement entered into between the Ohio South  
808 Youth Soccer Association and Ohio Youth Soccer Association - North, Inc., dated as of \_\_\_\_,  
809 2020 (the "Merger Agreement"), will supersede these Regulations and shall apply to such

810 Members as applicable to the extent a conflict exists between these Regulations and the  
811 Merger Agreement.

812  
813 **ARTICLE XIX**  
814 **DISSOLUTION**  
815

816 **Section 1.** A two-thirds (2/3) vote of the of the Board of Directors followed by a two-thirds  
817 (2/3) vote of the full voting membership of OSA present at a membership meeting, either  
818 an Annual General Meeting or a Special Meeting, shall be required to dissolve the  
819 corporation.  
820

821 **Section 2.** Upon the dissolution of OSA, the Board of Directors shall, after paying or making  
822 provision for the payment of all the liabilities of OSA, distribute the remaining assets in  
823 furtherance of one or more exempt purposes within the meaning of Section 501(c)(3) of  
824 the Code or the corresponding section of any future federal tax code. Any such assets not  
825 disposed of shall be disposed of by the Court of Common Pleas of the county in which the  
826 principal office of OSA is then located, exclusively for such purposes or to such organization  
827 or organizations, as said Court shall determine, which are organized and operated  
828 exclusively for charitable purposes.