

CODE OF REGULATIONS

OF THE

OHIO SOCCER ASSOCIATION, INC.

(2/28/2026)

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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:

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

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

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

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

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

189 **ARTICLE V**
190 **FEES AND FINANCE**

191
192 **Section 1. Membership Fees.** The Board of Directors shall establish the amount and due
193 date of the Annual Membership Fee for full and associate members and the player
194 registration fee, which may include any annual player registration fees as required by
195 USYSA or the Federation.
196

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

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

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

210 **Section 5. Fiscal Year.** The fiscal year shall be as determined by the Board of Directors.
211

212 **ARTICLE VI**
213 **OFFICERS AND DIRECTORS**

214
215 **Section 1. Officers and Directors.**

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

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

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

223 D. The Past President (1) as provided under Article IX.¹

224

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

227 A. be in good standing with OSA; and

228

229 B. not be a paid employee of OSA

230

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

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

233

234 B. provide subject matter expertise;

235

236 C. enhance the professionalism and credibility of OSA;

237

238 D. may be reappointed;

239

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

241

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

243

244 **Section 4. Term of Office.**

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

251

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

255

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

260

261 D. The Past President shall serve a one-year (1) term on the board of directors upon
262 the expiration of the individual's term as President. An individual removed as
263 President under Article VI, Section 6 or Article VIII, Section 2 shall not be eligible to
264 serve as a member of the board of directors, and in such case, the director position

¹ Revised and approved on February 28, 2026.

265 for the past president shall remain vacant until the then current-president becomes
266 eligible to serve on the board as the past president.²

267
268 **Section 5. Duties of Officers and Directors.** The officers and directors shall perform the
269 duties provided in this section and such other duties as are prescribed for the office in
270 these Regulations, by the Board of Directors, or in the adopted parliamentary authority.

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

- 272 1. shall serve as chair of all meetings of the membership and of the Board of
273 Directors;
- 274
- 275 2. may execute instruments for OSA that the Board of Directors authorizes to be
276 executed;
- 277
- 278 3. will oversee the activities of the CEO and act as the liaison between the Board of
279 Directors and the CEO;
- 280
- 281 4. shall perform other responsibilities assigned by the Board of Directors; and
282
- 283 5. is an officer.

284
285 **B. Duties of the Vice President.** The Vice President:

- 286 1. shall assist the President;
- 287
- 288 2. assume the responsibilities of the President when the President is absent,
289 cannot act, or refuses to act;
- 290
- 291 3. will perform other responsibilities assigned by the Board of Directors or the
292 President; and
- 293
- 294 4. is an officer.

295
296 **C. Duties of the District Directors.** The district directors shall:

- 297 1. promote soccer and OSA;
- 298
- 299 2. represent the membership on matters of interest or concern; and
300
- 301 3. perform other responsibilities as assigned by the Board of Directors or the
302 President.
- 303

304 **D. Duties of the Independent Directors.** The Independent Directors shall:

- 305 1. promote soccer and OSA;
- 306
- 307 2. understand and apply the requirements outlined in the Federation and USYSA
308 Bylaws and policies and procedures; and

² Ibid., 7.

309 4. perform other responsibilities as assigned by the Board of Directors or the
310 President.

311

312 **E. Duties of the Past President.** The Past President shall:

313 1. provide subject matter expertise on duties of current President outlined in
314 Article VI, Section 5.A.³

315

316 **Section 6. Removal from Office.**

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

321

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

326

327 **C.** Any member of the Board of Directors or an officer may resign by giving written
328 notice to the Board of Directors. The resignation will take effect at the time
329 specified therein or immediately if no time is specified. Unless specified therein,
330 the acceptance of such resignation will not be necessary to make it effective.

331

332 **D.** Upon removal or resignation of an officer of a member of the Board of Directors
333 under this subsection, if the individual resigning is both an officer and a member of
334 the Board of Directors, such person shall be removed or the resignation shall apply
335 to both positions.

336

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

338 **A.** If the office of President becomes vacant for any reason, the Vice President shall
339 become the President for the balance of the term.

340

341 **B.** If the office of any other officer or director becomes vacant for any reason, the
342 President shall appoint an individual, subject to approval by the Board of Directors,
343 until the next membership meeting. Any individual appointed to fill a vacancy of a
344 District Director must have home residency established in that same district. At
345 that meeting, an election shall be held to elect to fill the balance of the vacant term.

346

347 **C.** However, if a vacancy is caused by an election during a membership meeting, the
348 election to fill the vacancy for the balance of the term shall occur during that
349 meeting.

350

³ Ibid., 7.

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

352 **A.** At the first meeting of the Board of Directors following the Annual General Meeting,
353 the election of officers for the positions of Secretary and Treasurer shall be held.
354 These positions may be filled by any of the eleven (11) voting members of the
355 board of directors.

356
357 **B.** If no member of the Board of Directors is elected to the position of Secretary, the
358 person holding the position of President shall accept the duties and responsibilities
359 of Secretary.

360
361 **C.** If no member of the Board of Directors is elected to the position of Treasurer, the
362 person holding the position of Vice President shall accept the duties and
363 responsibilities of Treasurer.

364

365 **ARTICLE VII**
366 **ELECTIONS**

367

368 **Section 1. Nominations from the Floor.** Nominations from the floor are not allowed,
369 unless there are no candidates for an office, either as Statewide Officer or as District
370 Director, to be elected.

371

372

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

374 **A.** At the Annual General Meeting, a statewide election for the office of President shall
375 be held at three (3) year intervals. To be qualified to hold the position of President
376 of OSA, the person must have previously served on the board directors of an USYSA
377 State Association for a minimum for 2 years.

378

379 **B.** At the Annual General Meeting, a statewide election for the office of Vice President
380 shall be held at three (3) year intervals. To be qualified to hold the position of Vice
381 President of OSA, the person must have previously served on the board directors of
382 an USYSA State Association for a minimum for 2 years.

383

384 **C.** The election of the President and Vice President should not occur at the same
385 Annual General Meeting.

386

387 **D.** If a statewide election for either the office of President or Vice President is
388 conducted during any meeting of the membership that election shall always take
389 place prior to the election of District Directors.

390

391 **E.** A person may hold the position of President or Vice President for a maximum of six
392 (6) consecutive years. They may serve as president for six (6) years and then Vice
393 President for six (6) years or vice versa.

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Section 3. Elections of District Directors.

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

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

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

**ARTICLE VIII
MEMBERSHIP MEETINGS**

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

- A. **Notice of Meeting.** OSA shall provide to each organization Member and the Board of Directors:
 - 1. no more than ninety (90) days but no fewer than sixty (60) days before the date of the meeting, notice of the annual general meeting, giving the date, time, and location of the meeting; and
 - 2. at least fifteen (15) days before the date of the meeting, a proposed agenda with copies of reports of officers and any items proposed to be considered at the meeting.
- B. **Business Items.** Any business item (other than proposed amendments to the Articles of Incorporation or the Code of Regulations of OSA) to be presented at an Annual General Meeting must be submitted in writing to OSA at least sixty (60) days before the meeting. Business items may be submitted by (1) a Full Member (2) the Board of Directors; (3) a member of the Board of Directors; (4) the CEO; or (5) a committee of OSA.
- C. **Voting Body.**
 - 1. Each Full Member shall have the right to vote for the election of President, Vice President, and District Directors. The voting rights of a Full Member shall be through one or more representatives designated in writing by the governing authority of the Member.

438 2. The number of votes of the Full Member shall be determined based upon the
439 number of players who have paid player registration fees as provided under
440 Article V, Section1, in the prior seasonal year.

441
442 3. Full Members shall have the number of votes as provided:

<u>League</u>	<u>Club</u>
a. 1 – 49 players – 1 vote.	1 – 99 players – 1 vote
b. 50 – 99 players – 2 votes.	100 – 199 players – 2 votes.
c. 100 – 149 players – 3 votes.	200 – 499 players – 3 votes.
d. 150 – 199 players – 4 votes.	500 – 999 players – 4 votes.
e. 200 – 249 players – 5 votes.	1,000 – 1,499 players – 5 votes.
f. 250 – 349 players – 6 votes.	1,500 – 1,999 players – 6 votes
g. 350 – 499 players – 7 votes.	2,000 – 2,499 players – 7 votes.
h. 500 – 999 players – 8 votes.	2,500 – 2,999 players – 8 votes.
i. 1,000 – 1,499 players – 9 votes.	3,000 – 3,499 players – 9 votes.
j. 1,500 – 2,499 players – 10 votes.	3,500 – 3,999 players – 10 votes.
k. 2,500 – 3,499 – 11 votes.	4,000 – 4,499 players – 11 votes.
l. 3,500 – 4,499 – 12 votes.	4,500 – 4,999 players - 12 votes.
m. 4,500 – 5,499 – 13 votes.	5,000 – 5,499 players - 13 votes.
n. 5,500 – 6,499 – 14 votes.	5,500 – 5,999 players - 14 votes.
o. 6,500 – 7,499 – 15 votes.	6,000 – 6,999 players - 15 votes.
p. 7,500 – 8,499 – 16 votes.	
q. 8,500 – 9,499 – 17 votes.	
r. 9,500 – 10,499 – 18 votes.	
s. 10,500 – 11,499 – 19 votes.	
t. 11,500 – 12,499 – 20 votes.	
u. League – 1 vote per each additional 1,000 players above 12,500 players.	
v. Club – 1 vote per each additional 1,000 players above 7,000 players.	

467
468 3. To determine the number of votes authorized for a particular Club for district
469 voting purposes, the total number of authorized statewide votes for that club
470 are to be divided proportionately between the various OSA districts based upon
471 where members of that Club reside. Where these proportional divisions create
472 fractional shares of a vote, less than 0.5 of a vote is to be rounded down and
473 more than 0.5 of a vote is to be rounded up.

474
475 4. To determine the number of votes authorized a particular League for district
476 voting purposes, the total number of authorized statewide votes for that League
477 are to be divided proportionately between the various OSA districts based upon
478 where players in that league reside. Where these proportional divisions create
479 fractional shares of a vote, less than 0.5 of a vote is to be rounded down and
480 more than 0.5 of a vote is to be rounded up.

481

- 482 5. Each member of the Board of Directors, except the individual chairing a meeting
483 of the Members, is entitled to one vote each at meetings of the Members. The
484 individual who is chairing a meeting of the Members may vote only when the
485 vote is by ballot or, in all other cases, to affect the result of the vote.
486
- 487 6. Each Member, in good standing, shall register its primary and alternate
488 delegates to the Annual General Meeting with the state office no later than
489 thirty (30) days prior to the meeting. A Full Member may not designate as a
490 delegate a member of the Board of Directors.
491
- 492 7. A delegate may cast the votes of a Member at the Annual General Meeting. A
493 delegate of a Full Member must be an officer, director, or senior executive of the
494 member.
495
- 496 8. Any Full Member that fails to pay the Annual Membership Fee, the annual
497 player registration fee as provided under Article V, Section 1, or both in the
498 prior or current seasonal year, shall lose their right to vote at the Annual
499 General Meeting. To be eligible to vote, full payment must be received in the
500 OSA state office at least fifteen (15) days prior to the Annual General Meeting.
501
- 502 9. There shall be no votes accepted by proxy.
503

504 **D. Quorum.** A quorum for any membership meeting shall be ten percent (10%)⁴ of
505 the number of votes of all Members as set forth under Article VIII, Section C.3.
506

507 **Section 2. Special Meetings.**

- 508 **A.** A special meeting of OSA may be called at any time by the President, a majority of
509 the Board of Directors, or on the request of one-fourth (1/4) of Full Members
510 eligible to vote.
511
- 512 **B.** Notice of a special meeting shall be provided no less than thirty (30) days prior to
513 the meeting and shall state the place, day and hour of the meeting as well as the
514 purpose or purposes, limited to those issues that Full Members have voting rights
515 under these Regulations.
516
- 517 **C.** Each Member, in good standing, shall register its primary and alternate delegates to
518 any Special Meeting with the state office no later than fifteen (15) days prior to the
519 meeting. If a primary and/or alternate delegate is not registered for the Special
520 Meeting, the primary and/or alternate delegate from the last previous Annual
521 General Meeting or Special Meeting will be recognized as the true representative of
522 the Full Member.
523
- 524 **D.** The procedural clause in this Article VIII, Section 1.C., applies to Special Meetings.
525

⁴ Ibid., 7.

526 **Section 3. Cancellation.** In the event of a national or local emergency, the Board of
527 Directors may cancel a meeting of OSA by mail or electronic communication.
528

529 **ARTICLE IX**
530 **BOARD OF DIRECTORS**
531

532 **Section 1. Composition and Number.** The number of the members of the Board of
533 Directors shall be 11 voting members and 2 non-voting members⁵ as follows:

534 **A.** Two (2) Officers, the president and the vice president;
535

536 **B.** Seven (7) District Directors;
537

538 **C.** Two (2) Independent Directors;
539

540 **D.** One CEO, non-voting; and
541

542 **E.** One Past President, non-voting.⁶
543

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

549 **A.** Adopt, rescind or amend the policies as necessary for effective and efficient
550 operation of OSA;
551

552 **B.** enforce the Regulations, rules, policies, and procedures of OSA;
553

554 **C.** approve a budget for each fiscal year to be distributed to the membership;
555

556 **D.** establish membership requirements for each category of membership;
557

558 **E.** adopt the report of the auditor when applicable;
559

560 **F.** approve the place, date, and time of meetings as prescribed in these Regulations;
561

562 **G.** establish the Annual Membership Fee and the annual player registration fee as
563 provided under Article V, Section 1;
564

565 **H.** approve, by a two-thirds (2/3's) majority vote of the Board of Directors, the
566 geographic divisions, called Districts, within the state of Ohio as recommended by
567 the CEO.
568

⁵ Ibid., 7.

⁶ Ibid., 7.

- 569 I. approve the employment and compensation of the CEO; and
570 J. exercise such other duties as prescribed for the Board of Directors in these
571 Regulations, by the membership, in the OSA policies and procedures, or in the
572 adopted parliamentary authority.
573

574 **Section 3. Meetings.**

575 A. Regular Meetings. The Board of Directors should hold at least four (4) regular
576 meetings, once per each calendar quarter. The President shall establish the time,
577 place, and location of the meetings. Notice of a regular meeting must be given at
578 least fifteen (15) days prior to the date of the meeting.
579

580 B. Special Meetings. The Board of Directors may hold special meetings called by the
581 President or by any three (3) members of the Board of Directors. Notice of a special
582 meeting shall be provided to all members of the Board of Directors not less than
583 five (5) days prior to the date of the meeting.
584

585 **Section 4. E-Mail Votes by Board of Directors.** Specific motions, when made and
586 seconded, may be voted on via e-mail. For such a motion to be adopted, 100% of all
587 current members of the Board of Directors must vote to accept the motion before the
588 motion can be adopted. All standard voting procedures contained within this Code of
589 Regulations shall apply. Other means of communications if authorized by Ohio Revised
590 Code shall also be permitted.
591

592 **Section 5. Voting.** Each voting member of the Board of Directors shall have one vote,
593 except that the individual presiding at a Board of Directors meeting may vote only when
594 the vote is by ballot or, in any other case, to affect the result of the vote. On all matters, a
595 simple majority is needed to pass a motion unless a higher threshold is specified in the
596 Code of Regulations or OSA policies.
597

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

600 **Section 7. Proxies.** Proxies are not permitted at meetings of the Board of Directors.
601

602 **Section 8. Conflicts of Interest.** Directors shall disclose any possible conflict of interest at
603 the earliest practical time. Each Director shall annually complete and sign a disclosure
604 form to the Board. Furthermore, a Director who has disclosed a conflict of interest shall
605 not participate in discussions of, and shall abstain from voting on, any pertinent matter
606 under consideration by the Board. The minutes of these meetings shall reflect that a
607 disclosure was made and that the Director having a conflict or possible conflict of interest
608 abstained from voting. Any Director who is uncertain whether a conflict of interest may
609 exist in any matter may request that the Board resolve the question in his or her absence
610 by majority vote.
611

612 **ARTICLE X**
613 **COMMITTEES**

614
615 **Section 1. Standing Committees.** OSA shall have the following standing committees:

- 616 A. Governance Committee;
- 617
- 618 B. Finance Committee; and
- 619
- 620 C. Compensation Committee.
- 621

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

625
626 **Section 3. Composition of Standing Committees.**

- 627 A. Each standing committee shall consist of a minimum of three (3) members.
- 628
- 629 B. The President shall appoint the Chair and members of the Governance Committee,
630 Finance Committee, and the Compensation Committee with the approval of the
631 Board of Directors.
- 632
- 633 C. Members of the Governance Committee, Finance Committee, and the Compensation
634 Committee shall be appointed annually and may be reappointed.
- 635
- 636 D. At least one member of the Governance Committee, Finance Committee, and the
637 Compensation Committee shall be from the Board of Directors. The President may
638 appoint a member of the Board of Directors to any other committee.
- 639

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

643
644 **Section 5. Restriction.** No member of a committee may receive compensation (except
645 reimbursement for expenses) for services performed as a committee member.

646
647 **Section 6. Conflicts of Interest.** All members of all committees shall resolve conflicts of
648 interests as per Article IX, Section 8.

649
650 **ARTICLE XI**
651 **ELECTRONIC COMMUNICATION AND MEETINGS**

652
653 **Section 1. Meetings.** The Board of Directors, all committees, and the membership may
654 meet and may vote on matters by and through authorized communications equipment so
655 long as all the members can contemporaneously hear each other, participate during the
656 meeting, be included in all communications media, and a quorum is established.

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

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

664 **Section 1. General Requirements.**

- 665 **A.** OSA and its Members will provide equitable and prompt hearing and appeal
666 procedures to guarantee the rights of individuals to participate and compete. Those
667 procedures shall include that all grievances involving the right to participate and
668 compete in activities sponsored by OSA, USYSA, and the Federation may be appealed
669 to the respective organization.
- 670
- 671 **B.** Each Member shall have grievances, disputes, and appeals provisions in its bylaws,
672 rules, or other documents that clearly state the procedures under which
673 adjudication of appeals and other disciplinary matters shall occur.

674

675 **Section 2. Appeals.**

- 676 **A.** Except as otherwise provided by Federation Bylaw 705 or other Federation bylaw
677 or policy, appeals of OSA matters shall be as provided by the Board of Directors.
- 678
- 679 **B.** The Board of Directors shall prescribe a policy to carry out this Bylaw.

680

681 **Section 3. Exhaustion of Remedies.**

- 682 **A.** No member of OSA, official, league, club, team, player, coach, administrator or
683 referee may invoke the aid of the courts of the United States or of a state without
684 first exhausting all available remedies within the appropriate soccer organizations,
685 and as provided within USYSA and the Federation.
- 686
- 687 **B.** For a violation of this Bylaw, the offending party shall be subject to suspension and
688 fines, and shall be liable to OSA for all expenses incurred by OSA and its officers and
689 members of the Board of Directors in defending each court action, including the
690 following:
- 691 1. court costs;
- 692
- 693 2. attorney's fees;
- 694
- 695 3. reasonable compensation for time spent by OSA officials and employees in
696 responding to and defending against allegations in the action, including
697 responses to discovery and court appearances;
- 698
- 699 4. travel expenses; and
- 700
- 701 5. expenses for holding special meetings necessitated by court action.

702 **ARTICLE XIII**
703 **CHIEF EXECUTIVE OFFICER**

704
705 **Section 1. Appointment.** The CEO shall be appointed by the President subject to the
706 approval of the Board of Directors.

707
708 **Section 2. Duties.** The conduct of business and the management of affairs of OSA shall be
709 under the direction of the CEO.

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

711
712 **B. Duties.** The CEO shall:

- 713 1. be responsible for the complete management of the operations of OSA;
- 714
715 2. be responsible for the employment of such personnel as required to carry out
716 the operations of OSA provided that such employment falls within the
717 constraints established by the budget and personnel policies approved by the
718 Board of Directors;
- 719
720 3. establish committees and committee members as needed, in consultation with
721 the President and in accordance with the provisions of these Regulations;
- 722
723 4. serve as a member of all committees, except the compensation committee and
724
725 5. perform such other duties as may be stated in these Regulations and other OSA
726 governing documents, the policies and procedures, the personnel policies
727 approved by the Board of Directors, and as may be directed by the President or
728 the Board of Directors.

729
730 **ARTICLE XIV**
731 **ADMINISTRATION**

732
733 **Section 1. Seasonal Year.** The seasonal year shall be from September 1 through August
734 31.

735
736 **Section 2. Accounts, Books, and Records.** OSA shall maintain adequate and correct
737 accounts, books, and records of its business and properties and retained at the office of
738 OSA. All accounts, books, and records of OSA are open for inspection by members of the
739 Board of Directors.

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

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

**ARTICLE XV
INDEMNIFICATION**

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

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

**ARTICLE XVI
PARLIAMENTARY AUTHORITY**

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

**ARTICLE XVII
AMENDMENT OF ARTICLES OF INCORPORATION
AND CODE OF REGULATIONS**

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

Section 2. Advance Notice.
A. Any proposed amendment to the articles of incorporation or the Regulations of OSA must be submitted in writing to the CEO at least sixty (60) days in advance of a

790 meeting at which the amendment is to be considered by no later than 4:00 p.m.
791 Eastern Standard Time.

792
793 **B.** Each proposed amendment received in compliance with this Article XVII, Section 2A,
794 shall be sent in writing by OSA to each member and the Board of Directors at least
795 thirty (30) days in advance of the meeting at which the amendment is to be
796 considered.

797
798 **Section 3. Voting Requirement.** Any amendment to the Articles of Incorporation or the
799 Regulations of OSA requires a two-thirds, (2/3's) vote of the voting interests present at any
800 meeting of the membership of OSA.

801
802 **Section 4. Priority.** In the event of a conflict between the Articles of Incorporation and the
803 Regulations of OSA and the Articles of Incorporation, bylaws, policies, and requirements of
804 the Federation, the articles, bylaws, policies, and requirements of the Federation govern.

805
806 **Section 5. Effective Date.** Unless otherwise provided, any amendment to the Code of
807 Regulations of OSA is effective on conclusion of the meeting in which the amendment is
808 adopted.

809
810 **ARTICLE XVIII**
811 **PREEMPTION OF CODE OF REGULATIONS**

812
813 Until July 1, 2021, the terms of the Merger Agreement entered into between the Ohio South
814 Youth Soccer Association and Ohio Youth Soccer Association - North, Inc., dated as of
815 October 1, 2020 (the "Merger Agreement"), will supersede these Regulations and shall
816 apply to such Members as applicable to the extent a conflict exists between these
817 Regulations and the Merger Agreement.

818
819 **ARTICLE XIX**
820 **DISSOLUTION**

821
822 **Section 1.** A two-thirds (2/3) vote of the of the Board of Directors followed by a two-thirds
823 (2/3) vote of the full voting membership of OSA present at a membership meeting, either
824 an Annual General Meeting or a Special Meeting, shall be required to dissolve the
825 corporation.

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