

CODE OF REGULATIONS OF OHIO TRAVEL SOCCER LEAGUE

Adopted by the Members of the Corporation on: 7/26/20

1. MEMBERS

1.1. Membership Definition. The OHTSL will accept, as members, only properly constituted soccer clubs (organizations) that represent community-based clubs. The club must define the community, which is typically defined by zip code or school district. The OHTSL does not intend to accept clubs designated as "premier" that are defined as non-restricted, or open recruiting across communities.

1.2. Membership Application. A team or club may apply for membership with a written request to the League Board of Directors, including payment of any previous fees or fines owed (if a previous member). The Board of Directors must approve all applications by a majority vote.

1.3. Club Representation. Each member club shall appoint a representative who shall attend League meetings, and said club representative shall be invested with the authority by their member club to cast a vote, at League membership meetings, on behalf of the member club. Club "reps" shall be responsible to ensure that contact information for club administrators, coaches, and team managers is provided and current.

1.4. Method of Communication. Methods of communication have evolved to include email and extensive use of cell phones. Thus, Club reps must maintain and regularly monitor email accounts. Email has become a preferred method to communicate within large organizations with remote membership, and is an acceptable replacement to written/typed hard copy communications that is mailed. It is acceptable to utilize email as a method of communication to replace written communication (unless a signature is required) as documented throughout these by-laws. Email will be the preferred method to submit meeting agendas, minutes, and other information to Club reps.

1.5. Membership Dues. The Board of Directors (the "Board") shall set dues for membership ("Membership") and the deadline by which dues must be paid to be considered in good standing.

1.6. Financial Responsibility. OHTSL shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any director, officer, member, coach, player or other volunteer without prior approval of the Board. The Board shall ensure all directors, officers, coaches, and other volunteers against personal liability claims arising out of the scope of their responsibilities. Coverage shall be obtained from the affiliated soccer association, or privately obtained insurance. The League shall not be held responsible for any director, officer, coach or other volunteer acting in good faith on behalf of the League

1.7. Conduct of Member Clubs & Affiliated Staff. The conduct of members, coaches and players shall be set in guidelines of the Code of Conduct. Ordinances and policies are always in effect within the City in which matches are conducted, at City facilities and on City fields utilized by the member clubs. Members, coaches and players are expected to abide by all local rules and regulations while attending away games. Disciplinary matters shall be addressed by the Board. All members, coaches and players shall abide by the Code of Conduct and are subject to the disciplinary rules and consequences established by affiliated memberships of the OHTSL. Any member, coach or player may be suspended or expelled from membership by virtue of actions contrary to the purpose or rules of the OHTSL, by a resolution passed by not less than two-thirds of the Board

1.8. Annual Meeting. The annual meeting of the Members ("Annual Member Meeting") shall be held in July at such time and place as is determined by the Board.

1.9. General Meetings. General members meetings ("General Member Meetings") may be held as determined by the Board.

1.10. Special Meetings. A special Members Meeting ("Special Member Meeting") can be called upon written action of: the President, the majority of the Board, or Members holding twenty-five percent (25%) or more of the voting power.

1.11. Notice of Member Meetings. Not less than six (6) days nor more than thirty (30) days before the date fixed for any Member Meeting notice stating the date, time, place and, in the case of a Special Member Meeting, the purpose or purposes of such meeting shall be given to the Members by any Officer of the Corporation. The notice shall be deemed waived by a Member who attends a meeting without objecting prior to the meeting's commencement.

1.12. Location of Meetings. All Member Meetings shall be held at any place, as the Board shall determine.

1.13. Quorum, Voting, and Adjournment. The Members present in person at any Member Meeting shall constitute a quorum for the meeting. For the purposes of voting on any matter properly submitted to the Members for their vote or action, each Member after being a Member for thirty days shall have one (1) vote.

1.14. Affiliation. OHTSL may be affiliated with any organization approved by the United States Soccer Federation (USSF).

1.15. Membership Termination. The Board may by a 2/3 Majority Vote remove any Member for any reason.

2. DIRECTORS

2.1. Composition. The Corporation shall be governed by a Board elected by the Members in the manner set forth in these Regulations. The Board shall consist of at least six (6) directors ("Directors").

2.2. Duties. Directors are responsible for attending regular and special meetings of the Board ("Board Meeting(s)") and Member Meetings. Directors are to be active participants in the activities of the Corporation in accordance with the policies set by the Board.

2.3. Term. Each Director's term is two (2) years with approximately one-half (1/2) of the seats opening each year. Terms end on the same day as each year's Annual Member Meeting, with the new term beginning on the next day.

2.4. Officer Membership. Officers may belong to OHTSL member clubs, however, it is not a requirement that Officers elected or appointed to the Board are also members of affiliated clubs.

2.5. Regular Meeting. During each calendar year, there shall be no less than four (4) regular Board Meetings ("Regular Board Meetings"), with a minimum of one (1) Regular Board Meeting per quarter. The Board shall determine the date, time, and place any such meeting and notice thereof given to Directors thereof. Such meetings are open to any observers, but may be closed by a majority vote of the Board.

2.6. Special Meeting. Any two (2) Directors or the President may call a special Board Meeting ("Special Board Meeting") by giving notice thereof to the Directors. Such notice shall be sent no less than twenty-four (24) hours before the meeting time.

2.7. Action Without a Meeting. Any action which may be authorized or taken at a Board Meeting may be authorized or taken without a meeting by an action in writing signed by all of the Directors, which writing shall be filed with

or entered upon the records of the Corporation by the Secretary of the Corporation. For purposes of this Section, an e-mail or other electronic signature shall be considered a valid signature.

2.8. Organization of Meetings.

2.8.1. Presiding Officer. The President, or in such person's absence, the Vice President, shall call the Board Meeting to order and shall act as chairman ("Chairman") thereof, provided that of neither the President or Vice President are present, the Directors present shall elect the Chairman. The Chairman shall determine the order of business.

2.8.2. Minutes. The Secretary, or in such person's absence, a person appointed by the Chairman of the Board Meeting, shall act as Secretary of the meeting and shall keep and make a record of the proceedings thereof.

2.9. Compensation. Directors shall not receive any compensation for their services.

2.10. Conflict of Interest/Disclosure. A Director having a conflict of interest or a conflict of responsibility on any matter involving the Corporation shall refrain from voting on such matter. No Director shall use his/her position as Director for his/her own direct or indirect financial gain. Any Director who might obtain a personal or financial interest or benefit from any matter involving the Corporation must inform the Board of the nature of this interest or potential benefit and will not vote on the matter, nor participate in any discussion of the matter, either at Board meetings or with Directors outside of meetings. Each year, every Director will complete a disclosure form which will indicate possible areas of conflict of interest.

2.11. Resignation of Directors. Any Director may resign by giving written notice of such resignation to the President or Vice President and such resignation shall be effective upon its receipt by the person or persons to whom addressed. Any such resignation shall create a vacancy on the Board which shall be filled in accordance with Section 2.12 of these Regulations.

2.12. Removal of Directors. The Directors by majority vote may remove a Director for cause at any Regular Board Meeting or Special Board Meeting called for that purpose. "Cause" shall mean (a) willful failure or refusal to substantially perform his/her duties, (b) conviction for a criminal act (excluding misdemeanors unless such misdemeanor involved impropriety of funds or property, fraud, or similar activity that bears on the Director's ability to faithfully perform a Director's duties), and (c) failing to attend Board Meetings that the Board determines to be substantial or habitual. Any such Director proposed to be removed shall be entitled to notice at least five (5) days in advance of the Board Meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Any such removal shall create a vacancy on the Board which shall be filled in accordance with Article II this Code of Regulations.

2.13. Vacancies. Vacancies in the Board may be filled at a Regular Board Meeting or in a Special Board Meeting called for that purpose by a majority vote of the remaining Directors, and a Director so elected shall serve out the term of such vacancy.

2.14. Place of Meetings. Board Meetings shall be held at any other place, within or outside Cleveland, Ohio as the Board determines.

2.15. Quorum, Voting, and Adjournment. Except as otherwise provided in this Code of Regulations or as required by the Articles of Incorporation or the laws of the State of Ohio, the presence of a majority of the Directors at any Board Meeting which has been duly called and notice of which has been given, shall be a quorum for the transaction of business. The act of a majority of the Directors present and voting at a Board Meeting at which a quorum is present shall be required to constitute the act of the Board unless otherwise expressly provided in the Articles of Incorporation or these Regulations. A majority of the Directors present, whether or not a quorum exists, may adjourn any Board Meeting. After a quorum has been established at a Board Meeting, the subsequent withdrawal of one or more Directors from such meeting so as to reduce the number of Directors present at such meeting to fewer than the number required for a quorum shall not affect the validity of any action

taken by the Board at such meeting or any adjournment thereof. Each Director shall be entitled to exercise one (1) vote on any matter properly submitted to the Board for their vote. If any Director does not attend three (3) consecutive Board Meetings, whether Regular, Annual, or Special, the Board shall notify the Director of the loss of the right to vote. The Director will regain his/her right to vote at the beginning of the second (2nd) consecutive Board Meeting the Director attends after losing the right to vote.

3. COMMITTEES

3.1. Standing Committees. The Nominating and Bracketing Committee shall be an established committee. The Board may establish additional committees and determine the responsibilities of such committees. The Board may also abolish such additional committees. The members of any Committee may include members who are not Directors; however, the majority of the members of any Committee must be Directors.

3.2. Rules of Operation for the Committees. Notice of meetings of any committee shall be given by the committee chair to the committee members no less than twenty-four (24) hours prior to such meeting. The presence, in person, via conference call or video conference of a majority of the members of the committee shall be necessary to transact business. Any committee meeting shall be open to any Director. Each Committee shall keep minutes of its proceedings, and shall report on its activities at each meeting of the Board.

4. OFFICERS

4.1. Designation and Election of Officers. The Board shall elect the following officers ("Officers"): a President, a Vice President, a Secretary, and a Treasurer. Only Directors who have not lost their right to vote under Section 2.10 of these regulations can be considered for office. No individual may hold more than one (1) office. Officers shall be elected at the first Regular Board Meeting after the Annual Members Meeting. Each Officer must be elected separately, and nominations must be given orally at the meeting but prior to the vote. Each Officer shall be elected by a majority of those Directors present. When two (2) or more candidates receive an equal number of votes, further ballots will be taken for that office until one candidate is elected by a majority vote.

4.2. Term of Office and Vacancies. Officers shall serve a term of one (1) year and their terms shall commence immediately after the adjournment of the meeting at which they are elected. Any Officer may resign in writing to the Board and may continue to serve as a Director. The Board may remove any Officer at any time by the affirmative vote of a majority of the Board at a Board Meeting. The Officer to be removed must receive notice of such meeting and its purpose at least five (5) days in advance and be given an opportunity to address the Board. Once removed from office he/she may continue to serve as a Director. Any vacancy in any office shall be filled by the affirmative vote of a majority of the Board for the balance of the term of the former officer.

4.3. Board Sponsored Policies. The OHTSL shall operate pursuant to the laws of the State of Ohio and the United States of America. The League shall have policies on Registration, Discipline and Appeals, Health and Safety of players, Parents Code of Conduct, and other policies. The OHTSL prohibits all abuse of participants including sexual and physical, and shall maintain policies to help prevent such actions from occurring.

4.4. Authority. All Officers shall have such authority and perform such duties as customarily pertain to their respective offices, serve as chair of standing committees when required, and shall have such additional authority and duties that the Board prescribes. The following Officers shall have the following powers and duties, provided that the enumeration of such specific powers and duties shall not in any way limit the generality of the foregoing:

4.4.1. President. The President shall execute all legal documents and other obligations with the prior approval of the Board in the name of the Corporation and shall have such other authorities and shall perform such other duties as may be determined by the Board. The Board may, at its discretion, require the signatures of other Officers, in addition to the President, on legal and financial documents which bind the Corporation.

4.4.2. **Vice President.** In the event of the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

4.4.3. **Secretary.** The Secretary shall record and maintain the minutes as required in these Regulations.

4.4.4. **Treasurer.** The Treasurer shall maintain current and complete records of account, have custody of the funds of the Corporation, deposit all such funds in such depositories as the Directors may designate, and render to the Directors upon their request statements of the financial condition of the Corporation.

5. BOARD ELECTIONS

5.1. **Nominations for the Board.** Each year, the Board shall notify the Members of the opportunity to submit nominations for the Board to the Nominating Committee and shall set a deadline for such nominations. Any member may nominate an individual who is a member in good standing (including himself or herself). In the case of a member which is an organization, or an officer or director thereof, may be nominated provided that such member is in good standing. All such nominations shall be in writing. Such committee shall establish a deadline for written nominations to be submitted.

5.2. **Qualifications for Candidates.** To be qualified for nomination, candidates for the Board shall be Members in good standing (or from Members in good standing in the case of an organization) for at least one (1) year before the Annual Members Meeting when they are considered.

5.3. **Balloting.** After the Nominating Committee has determined that nominees are qualified to be nominated for election to the Board, a paper ballot listing each nominee will be mailed to all Members. The ballot will state how many seats on the Board are open that year, and will state a deadline date and place where the ballots must be mailed or delivered for counting. Only original ballots will be counted. Individuals and organizations that are Members may vote for nominees up to the maximum number of open seats. Ballots with votes exceeding the number of open seats will be ruled invalid, but ballots with votes less than the number of open seats will be accepted. The nominees receiving the most votes will be elected to the open Director seats. The Nominating Committee will oversee the balloting process and will report on the final results at the Annual Meeting.

6. FISCAL YEAR

6.1. **Fiscal Year.** The Corporation's fiscal year shall end on July 31st each year.

7. PARLIAMENTARY PROCEDURE AND NOTES

7.1. **Parliamentary Procedure.** At any meeting provided for in these Regulations, the chair of that meeting may designate any rules of order he/she sees fit including, but not limited to, *Robert's Rules of Order (Revised)*, but if no rules are specified, then *Robert's Rules of Order (Revised)* shall not control and the Board may set the rules of the meeting.

8. AMENDMENTS

8.1. **Amendments to these Regulations.** The majority of Members in attendance at an Annual Members Meeting or Special Member Meeting (regardless of whether such Members are the majority of all Members) or a majority

of all Members in writing may amend these Regulations, provided that, notice of the meeting must state that amendment of the Code of Regulations is to be considered.

9. NOTICES

9.1. Notices. Any notice required to be given under these Regulations shall be in writing delivered to the recipient(s) by personal delivery, U.S. mail (including regular paper or electronic mailings), express mail, electronic mail, or facsimile transmission at the address or facsimile number appearing in the records of the Corporation; provided, however, that personal delivery may be made to the recipient at any location. It shall be the duty of the addressee of any notice to keep the Corporation apprised of his, her or its postal address, email address and facsimile number to the extent the addressee has any of postal address, email address or facsimile number and the Corporation shall not have the duty to confirm receipt of any notice. The Board may limit the mode of notice to Members to U.S. Mail and/or email. Additionally, the Board may authorize a Director, Officer, or an employee of the Corporation to cause any notice to be given in lieu of any other party required to give notice.

9.2. Liability. Board members, ex-officio directors and officers, League officials and coaches shall not be personally liable for any legal or financial action taken against the OHTSL, the Board of Directors, or its member teams or clubs as long as they have acted in good faith in what is considered the best interest of the League and are not guilty of negligence or misconduct

10. EXEMPT ACTIVITIES

10.1. Exempt Activities. Notwithstanding any other provision of the Regulations, no Member, Director, Officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(7) of the Internal Revenue Code of 1986, as from time to time amended, and to all regulations promulgated thereunder. Notwithstanding any other provision of this Code of Regulations no Member, Director, Officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by a corporation organized under Chapter 1702 of the Ohio Revised Code, as from time to time amended, and to all regulations promulgated thereunder.