

CONSTITUTION OF THE OHIO SOUTH YOUTH SOCCER ASSOCIATION

ARTICLE I NAME

The name of the organization shall be the "Ohio South Youth Soccer Association Inc." (OSYSA or Association). The Association shall be a state chartered, non-profit, educational corporation, and an IRS 501 (c) 3 organization.

ARTICLE II PURPOSE

A. The purpose of OSYSA is to organize and promote recreational and competitive youth soccer programs, clubs, leagues, associations, and societies for youth up to and including those twenty years of age; to encourage good sportsmanship and fair play of all the participants therein; to offer programs for teams to participate in National and International competitions and National Championships; and to offer a program under the approval of US Youth Soccer and US Soccer for the development of individual players for State, Regional, and National teams and development camps that will lead to their selection on teams to represent the United States in the Olympics, and other National and International competition as required.

B. This Association achieves its purpose by (1) encouraging the development of leagues, clubs, associations, organizations, and programs so that soccer is made available to youth in all levels of competition; (2) encouraging the development and practice of good sportsmanship; (3) developing the principles of fair play; (4) building good character; (5) promoting the growth of soccer; (6) instructing, training and educating players, coaches, and referees to develop and improve their capabilities; (7) operating the Olympic Development Program within the boundaries of OSYSA for US Youth Soccer and US Soccer.

C. In no event shall the income or property of OSYSA inure to the benefit of any individual, except where there is a corresponding direct benefit to the Association.

ARTICLE III BOUNDARIES

A. The boundaries of OSYSA shall be the Ohio state line in the south, east, and west. In the north, the boundary line shall be the northern boundary of the counties of Mercer, Auglaize, Logan, Marion, Delaware, Licking, Muskingum, Guernsey, and Monroe. This is the agreed portion of the State of Ohio.

B. The boundaries may be changed with the agreement of US Youth Soccer, OSYSA and any other state association involved in the boundary adjustment.

C. OSYSA shall be divided into four districts. District One includes the counties of Hamilton, Clermont, Butler, Warren, Clinton, Highland, Adams, and Brown. District Two

includes the counties of Preble, Montgomery, Greene, Clark, Champaign, Logan, Shelby, Darke, Mercer, Auglaize, Fayette, and Miami. District Three includes the counties of Union, Marion, Muskingum, Perry, Hocking, Pickaway, Madison, Delaware, Licking, Franklin, Ross, and Fairfield. District Four includes the counties of Scioto, Lawrence, Gallia, Meigs, Athens, Washington, Jackson, Vinton, Pike, Monroe, Noble, Guernsey, and Morgan.

ARTICLE IV AFFILIATION

This Association shall be affiliated with US Youth Soccer and through such affiliation shall be affiliated with US Soccer.

ARTICLE V MEMBERS

A. Membership in OSYSA shall consist of properly constituted youth soccer leagues or associations. All leagues and associations must submit a written application to be considered for membership. The Board of Directors must approve, by majority vote, all applications.

B. Annual membership dues for this Association shall be \$25.00 for member leagues and associations. All annual membership fees shall be due and payable before October 1st of each year. Player and coach registration fees for the Fall season must be paid prior to December 1st of each year. Player and coach registration fees for the Winter / Spring / Summer season must be paid prior to July 31st of each year.

Any member league or association that fails to pay their annual membership fee or their player and coach registration fees by the above listed dates shall lose their right to vote at an Annual or General meeting of the membership. The right to vote shall be reinstated 14 days after full payment of any fees that are past due has been received by OSYSA.

C. Each member league or association shall retain its own autonomy, but will adhere to the Constitution and bylaws and policies of OSYSA in all matters pertaining to interstate, regional, national, and international competition, or in other competitions sponsored or approved by this Association and/or US Youth Soccer.

D. Each paid up member league or association shall have one vote for one (1) to 100 rostered players and one (1) additional vote for each additional 100 rostered players. The number of votes for each member league and association is based on the number of paid and rostered players for that member association or league in the previous seasonal year.

ARTICLE VI TERMS OF OFFICE

The term of office for all elected members of the Board of Directors shall be a three-year term commencing at the conclusion of the meeting at which they were elected to the Board of Directors. The term of office for all elected members of the Board of Directors shall end at the conclusion of the Annual General Meeting when it is the expiration of their term in office, except as is necessary to comply with other sections of this constitution.

ARTICLE VII BOARD OF DIRECTORS

A. Management

1. The responsibility for the oversight of this Association shall reside in a Board of Directors. This general oversight shall include but is not limited to the establishment of a budget, bylaws, policies, fees to be charged by OSYSA and other matters as determined by the Board of Directors that are not inconsistent with this Constitution.

2. Nominees, to be a member of the Board of Directors, shall be elected from the membership of member leagues and associations and/or other individuals interested in OSYSA. Members of the Board of Directors are elected within each district as specified in other paragraphs of this constitution. The base unit of the Association government shall be the Board of Directors, which shall be the Trustees of OSYSA.

B. Removal from Office:

1. Each elected Director shall serve a three (3) year term beginning with their election to the Board of Directors, consistent with Article VI, unless one or more of the following conditions apply:

- The Director tenders his/her resignation or, upon his/her death, or his/her removal.
- The term is less than 3 years when a vacancy existed and is subsequently filled by the Board of Directors.
- The term is less than 3 years in order to maintain compliance with Article VII, Section D, Paragraphs 8 and 9.

2. In the event of the death, resignation, or removal of a Director, a replacement shall be appointed by the current Board of Directors by a majority vote at a Board of Directors meeting by those Directors who are from the same district as that of the Director who has left the Board. This replacement will serve until the next Annual General meeting and election and must be an individual from the same district that elected this original Director. If the Directors of an individual district cannot agree on a replacement Director, then that replacement Director shall be named by the entire Board of Directors by majority vote. This Paragraph 2 shall only be applicable if more than 1 meeting of the Board of Directors has been scheduled to be held prior to the Annual General Meeting.

The naming of an individual as a replacement member of the Board of Directors shall be done so as to be consistent with all other sections of this constitution, including but not limited to Article VII, Section D, Paragraph 9.

Any person elected as a member of the Board of Directors pursuant to this Article VII, Section B, paragraph 2, shall become a member immediately upon their election.

3. Any elected Director can be removed for due cause by the affirmative vote of two-thirds (2/3) of the members of the entire Board of Directors at a meeting duly called for that purpose provided the Director who the action is directed has been given 30 days advance notice of the contemplated action. If the Director that has been removed from the Board of Directors is also an officer of the Association, then the individual is also removed from Officer's position.

C. Powers of the Board of Directors:

1. The Board of Directors shall be the official ruling body of the Association. The Board shall have control and management of the Association business. The Board shall be the policy making body of the Association.

2. The Board of Directors may adopt bylaws and policies not inconsistent with this constitution; promulgate and enforce rules governing the activities of the Association, and establish Board established-committees of the Association.

If there is a contradiction between the contents of this OSYSA Constitution and the OSYSA bylaws or other policies as established by the Board of Directors, then the contents of this OSYSA Constitution shall take precedent over the OSYSA bylaws or other Board established policies.

3. The Board of Directors may initiate sanctions against any member league or association of the Association. Such sanctions must be approved by two-thirds of the Board of Directors at a regular or special meeting of the Board of Directors.

4. The Board of Directors will establish the annual registration fees for players and coaches.

5. The Board of Directors shall be composed of the members elected by the member leagues and associations from each district and the Executive Director. The officers of the Association shall be elected by the elected members of the Board of Directors and must be an elected Board Member. Elected officers serve from the date of their election until the conclusion of next Annual General Meeting. The members of the Board of Directors and their corresponding positions, if any, shall be:

- a) President - Officer
- b) Vice-President - Officer
- c) Secretary – Officer

- d) Treasurer - Officer
- e) Registrar - Officer
- f) Other Elected Board Members
- g) Executive Director

6. The Executive Director shall serve as a non-voting / non-elected member of the Board of Directors during his/her term of employment.

7. The Board of Directors, upon a vote of two-thirds (2/3) of members present and voting to do so, may remove from office any Assistant State Registrar, State Youth Referee Administrator, State Commissioner, State Cup Chairperson, or President's Cup Chairperson. If the removal of an Assistant State Registrar, State Youth Referee Administrator, State Commissioner, the State Cup Chairperson, or the President's Cup Chairperson is to be considered, they must be notified not less than 30 days prior to any meeting where removal will be considered.

The Board of Directors may assign duties to the members of the Board of Directors or to other persons as it determines is necessary to fulfill the mission and purpose of the Association. However, the duties of the President, Vice President, Secretary, Treasurer, and/or Registrar, as delineated in this constitution, shall not be reduced or eliminated.

8. The Board of Directors, upon a majority vote of its members, may hire an Executive Director and other employees to operate the functions of the Association. No management and / or salaried employee of the Association may be hired without the approval of the Board of Directors. No additional employee positions may be created without prior approval by the Board of Directors. No change in employee classifications, (intern to part time, part time to full time or other similar change) can be made without prior approval of the Board of Directors. All employees shall report to the Executive Director and the Executive Director shall be responsible to the Board of Directors for the operation of the Association. The Board of Directors may enter into an employment contract with any employee and any employment is subject to the terms of an employment agreement and state and federal law and may be terminated by the Board of Directors.

D. Election of Directors

1. The regular election of the Directors shall take place at the Annual Meeting of the general membership. The Directors will be elected by member leagues and associations from each District at a District Meeting held at the Annual General Meeting for that purpose. For the purpose of the election, each District Meeting will be chaired by an elected Board of Directors who is not up for election at that Annual General Meeting and does not live in that District or the State Commissioner or Executive Director if they do not live in that District. The length of terms must be staggered within each District to insure as close as possible an equal number of Board Members are elected each year. To achieve this balance, the length of term may be reduced, as

necessary, at any election by a majority vote of the Board of Directors prior to the election. Each election shall be by written ballot.

2. The electorate for each district shall consist of member leagues and associations from that district to whom votes have been allocated as provided by various sections of this constitution.

When a member league or association rosters a player for league play in their member league or association and that player is a resident from outside of the boundaries of OSYSA, then that player's registration and corresponding vote shall be counted for that member league or association as part of the district that is closest to the county of that player's residence.

3. Only member leagues or associations who are represented at a membership meeting may cast the member league's or association's ballots.

4. Candidates for the Board may be nominated by any member of the electorate at any meeting of the electorate up to and including the Annual General Meeting.

5. Member leagues and associations are entitled to vote their established number of votes for each of the open positions in their District. Member leagues and associations may split their votes between individuals running for office, but no member league or association may cast more than their established number of votes for any one individual. If there are multiple open positions in a District and the terms of office of those open positions are of different lengths, (1, 2, or 3 years), then the candidate receiving the highest number of votes will be elected to the longest term of office. The candidate receiving the second highest number of votes shall be elected to the second longest term of office. The candidate receiving the third highest number of votes shall be elected to the third longest term of office. The candidate receiving the fourth highest number of votes shall be elected to the fourth longest term of office. If during the election of Board members there are an equal number of votes cast, (i.e. a tie), the tie will be broken by the flip of a coin between the persons who have an equal number of votes. Candidate(s) not receiving any votes are not elected.

6. In the event that there are not a sufficient number of nominees within in a District to fill all of the positions, that position will remain unfilled until the next election at the next Annual General Meeting.

7. The number of elected Board of Directors members for each OSYSA District shall be based on the percentage of the paid and rostered players who are who played on teams in members leagues and associations during the previous seasonal year. OSYSA Districts that have less than 10% of the paid and rostered players in the previous seasonal year as stated will be able to elect one member to the Board of Directors. OSYSA Districts that have greater than 10% of the paid and rostered players will be able to elect three members to the Board of Directors. OSYSA Districts that have greater than 20% of the paid and rostered players will be able to elect four members to

the Board of Directors. OSYSA Districts that have greater than 30% of the paid and registered players will be able elect five members to the Board of Directors. OSYSA Districts that have greater than 40% of the paid and registered players will be able to elect six members to the Board of Directors.

8. When the percentage of players by OSYSA District changes from seasonal year to the next, the number of authorized Board of Directors members will be changed at the Annual General Meeting. The number of authorized Board of Directors positions for each OSYSA District will be changed to reflect the percentage of paid and registered players in the previous seasonal year in each OSYSA District.

9. Only for those purposes related to voting or determining the percentages referred to in paragraph 8 above or representation to the Board of Directors as referenced in this OSYSA Constitution, any player who is first registered during the previous seasonal year as a participant in any of the following three (3) activities:

- A statewide competitive program offered by OSYSA
- An intra-regional, inter-regional, or national competitive league offered by USYS or by USYS Region 2.
- Tournament Guest Players and players on Tournament Only Teams

shall be considered a part of the district where that player resides. All of the votes related to player registrations of the above listed three (3) activities shall be divided proportionately amongst the two largest competitive leagues in each district. This division shall be based upon the competitive league's respective number of players who are credited to that league in that district.

E. Officers

1. At the first Board of Directors meeting after the Annual General Meeting, the Board will elect a President, Vice President, Secretary, Treasurer, and Registrar. They shall hold office until the start of the first Board of Directors meeting following the Annual General Meeting and are eligible for re-election. At the first Board of Directors meeting held after the Annual General meeting, the longest serving member of the Board of Directors who is not running for President shall chair the meeting until a President is elected.

If the Board of Directors fails to elect a President of the Association then the Board of Directors shall appoint, by majority vote, a Board member who would be authorized to sign checks on behalf of the association and to call meetings of the Board of Directors. This board member shall only hold such authorization until the next Board of Directors meeting is held. This person may be re-appointed, if necessary, to be authorized to sign checks and to call the next meeting of the Board of Directors.

Persons elected as an officer of the Association shall take office immediately upon their election.

2. The President shall be a member of all standing committees and have full voting rights on those committees.
3. The President of the Association shall preside at all Board Meetings, general meetings, and the Annual General Meeting. The President shall oversee all Association activities. All committee chairpersons will be responsible to the President for the performance of their duties.
4. The President shall have the primary responsibility of planning for the long-term growth and development of OSYSA. The President shall have such additional duties and responsibilities as stated elsewhere in the OSYSA Constitution or as assigned by the Board of Directors.
5. When the Vice President, Secretary, Treasurer, or Registrar is unavailable or unable to perform their duties as an officer of the Association, the President may temporarily appoint another member of the Board of Directors to fulfill the duties of that officer. Such a temporary appointment shall last a maximum of 30 days unless extended by a vote of the Board of Directors.
6. The Vice-President shall preside at all Board Meetings, general meetings, and the Annual General Meeting when the President is not present. In addition, the Vice-President shall represent the interests of OSYSA at all appropriate regional and national soccer meetings should the President not be present, unless another individual is specifically selected by the President to do so. In the event of the death, resignation, or removal of the President, then the Vice-President shall automatically become the President until the Board of Directors elects a new President.
7. The Treasurer shall be responsible to receive and safely keep all monies including membership and registration fees and to insure the safekeeping and proper usage of all these funds. The Treasurer is the Chief Financial Officer of the Association and is also responsible to insure that all disbursements and receipt of funds comply with this Constitution, the OSYSA bylaws, policies, and all applicable IRS regulations. Any mishandling of funds or payments that are inconsistent with the Constitution or applicable IRS regulations are to be reported to the Board of Directors.
8. The Treasurer shall keep detailed accounts of income and expenditures of the Association and present a Treasurer's report (Income/Expenditure and Budget Variance) at each OSYSA Board meeting and for the Annual General Meeting. The Association financial records shall be maintained on a fiscal year basis consistent with the fiscal year established with the IRS. The Treasurer shall be the chairperson of the compensation committee for the Association.
9. The Treasurer is responsible to see that there is a reconciliation completed each month on all financial records and accounts. The Treasurer shall make the bank statement and the reconciliation available to all OSYSA Board Members on a monthly

basis and that all checks and payments comply with the OSYSA Constitution and all applicable IRS regulations

10. The Secretary shall keep the minutes of all meetings of the membership, (Annual or General), and of all meetings of the Board of Directors and shall make proper record of the same and perform such other duties as may from time to time be assigned to him by the Board of Directors or by the President.

11. The Registrar's signature shall be affixed to all player and coaches passes. The Registrar shall certify the number of player registrations, the proper payment of member leagues and associations annual membership fees, player and coach registration fees and percentages of player participation in each district prior to the Annual General Meeting. The Registrar shall work with the OSYSA office staff to determine the information detailed in the preceding sentence.

12. In the event that any of the positions of Vice-President, Treasurer, Secretary, or Registrar becomes vacant for any reason, the Board of Directors shall vote to fill that position at the next Board of Directors meeting.

13. A Budget will be prepared by the Treasurer, the Executive Director and one member of the Board of Directors appointed by the President. The Budget must be presented and approved by the Board of Directors prior to the beginning of the Fiscal year. Payments by the Association from each Budget category cannot exceed the authorized budget amount by more than 10% unless that expenditure has been approved by the Board of Directors. The Board shall be authorized to establish limits lower than 10%.

14. All vendor invoices must be approved for the Association by two of the following: the President, the Treasurer, the Executive Director, or a member of the Board of Directors appointed by President. No one listed above can approve invoices that result in payments to themselves. All checks must be signed by two of the following: President, Secretary, a member of the Board (other than the Treasurer) specified by the Board of Directors, or the Executive Director. No one can sign a check that is payable to him/herself (except payroll checks).

15. All payments on behalf of the Association are to be made by Check (except for petty cash as outlined below) or by Electronic Fund Transfers (EFT). EFT payments may be made if they are needed for efficient operation of the Association or as required by Government Regulations. No advance draws can be made by the Association for staff member(s) unless specifically authorized by the Board of Directors prior to the payment.

16. The President of the Association can authorize issuance of OSYSA credit cards for any member or staff of OSYSA, but only if a necessary business need exists. All charges on credit cards that cover authorized expenses for an individual are to be entered onto an expense report by item and invoiced as outlined in the Constitution. No personal charges are authorized or can be charged to an OSYSA credit card except if

there is spousal travel to an authorized event. In that case, OSYSA is to be reimbursed for the spouse expenses before the payment is due to the credit card company.

17. The Executive Director is authorized to maintain a petty cash fund in the State Office as approved by the Board of Directors. All payments into this fund must be by check from OSYSA. All expenditures from this fund are to be accounted for by an expense report (with receipts as required by the IRS) and this expensive report is to be used to support drawing of check to return the petty cash fund to authorized amount.

18. All payments by OSYSA to cover expenses of OSYSA Board and staff of OSYSA need to be submitted on an OSYSA expense report form for reimbursement and payment. All expense reports of OSYSA staff must be approved by two of the following: the Executive Director and one of the following: President of the Association, the Treasurer of the Association, a member of the Board of Directors appointed by the President. The expense report of the Executive Director and all members of the OSYSA Board of Directors must be approved by two of the following: The President of the Association, the Treasurer of the Association, or a member of the Board of Directors appointed by the President. In no case may anyone approve his/her own expense report. All expense reports must comply with all IRS requirements and all expenses that are reimbursed and paid to members or staff of OSYSA must be of a benefit and value to the Association.

19. An outside and qualified auditor, who is not a member of the OSYSA Board of Directors, shall be appointed not less than every three years by the President to audit/evaluate/check the financial records maintained by the Treasurer. The auditor's report will be made available at the next Annual General Meeting following the audit.

F. Liability

Board members and members of the Association shall not be personally liable for any legal or financial action taken against OSYSA, the Board of Directors, or its member leagues or associations as long as they have acted in good faith and in the best interest of the Association.

ARTICLE VIII VOTING

When two or more elected members of the Board of Directors from any one District that is allocated two (2) or more positions on the Board of Directors are in attendance at a Board of Directors meeting then at least one member from each of those Districts with two or more in attendance must vote in the affirmative with a majority of other members of the Board of Directors who are in attendance for any voted issue to pass. All issues that are voted upon by the Board of Directors shall be subject to this paragraph unless a specific voting level to pass that subject or issue is specified in the Constitution or in OSYSA's bylaws.

ARTICLE IX MEETINGS

The President shall call all meetings of the general membership. Members shall be given two weeks written notice of the meeting. To conduct business, at an Annual or General meeting, a quorum must be present. A quorum is defined as representatives of current member leagues or associations present whose combined player registrations from the proceeding seasonal year exceeds 50 % of the total number of player registrations from the preceding seasonal year. All membership meetings shall follow this-agenda:

1. Call to Order
2. Reporting of Minutes of Previous Meeting
3. Financial Report
4. Reporting of Communications
5. Report of Standing Committees (if any)
6. Special Committees (if any)
7. Program (if any)
8. Old Business
9. New Business
10. Election of Board Members
11. Adjournment

ARTICLE X AMENDMENTS

A. The Board of Directors may propose with two-thirds (2/3) of those members present and voting approval, amendments to the constitution. Such recommended changes to the constitution will be voted on by the members at the next meeting of the membership, (Annual or General).

B. Proposed amendment(s) to this constitution may also be submitted by the electorate by at least two or more member leagues or associations representing a total of 20% or more of the total number of players registered in OSYSA during the preceding seasonal year. These proposed amendments must be submitted to the President and the Executive Director of the Association, via certified mail, a minimum of 60 days prior to any meeting of the electorate. Such amendments, when properly and timely submitted, must be presented for a vote by the members of the Association at the next membership (Annual or General) meeting.

C. This constitution shall be amended when submitted by either of the methods shown in paragraphs A or B above and subsequently approved by an affirmative vote of two-thirds (2/3) of the electorate present at a membership meeting (Annual or General). Written notice shall be given to the electorate of such proposed changes at least 30 calendar days prior to the meeting date.

ARTICLE XI STANDING COMMITTEES

A. The Board of Directors will establish the following standing committees:

1. Appeals
2. State Cup
3. President's Cup
4. Conduct
5. Compensation

The OSYSA President shall appoint, subject to confirmation by the Board of Directors, the chairperson of each of the above listed committees, except for the Compensation Committee. The term for the appointment of each of the above listed chairpersons shall be from the date of their appointment until the start of the Board of Directors meeting following the next Annual General Meeting that is held, except that the term of the appointment for the chair of the State Cup and President's Cup Committees shall be from September 1st until August 31st. The chairpersons of all of the committees may be reappointed

B. All member leagues, associations, registered players, coaches, officers, officials of member leagues, associations, or teams all have the right to appeal any ruling from their league or association to OSYSA. The final results of the appeals process is binding on all parties, unless appealed to U.S. YOUTH SOCCER or U.S.S.F. (a.k.a. US Soccer), as provided in paragraph 5 of this section. If appealed to U.S.S.F., the decision reached by U.S.S.F. shall be binding on all parties to the dispute.

C. The Appeals Committee will have responsibility to accept appeals submitted by individuals, teams, and/or leagues. The Board of Directors is authorized to set the amount of a deposit that must be submitted with any appeal sent to the OSYSA Appeals Committee. The amount of the deposit may not exceed \$300.00. Any deposit submitted with an appeal shall be returned to the appealing party if the appealing party prevails in the matter that was brought to the Appeals Committee. All appeals to the OSYSA Appeals Committee must be filed in writing, along with the fee, within 7 calendar days of the rendering of the disputed decision

D. The Appeals and the Conduct Committee must be composed of either three, (3), or six, (6), members, selected equally from Districts 1, 2, and 3, not counting any ex officio member. The members of the Appeals Committee and the members of the Conduct Committee must be equally from the ranks of coaches, referees, and administrators. No member of the Appeals Committee or the Conduct Committee can be from the same member league or association from where the complaint occurred or from the same member that filed the original matter being considered. The Chairperson of the Appeals Committee and the Conduct Committee shall be non-voting members of those committees.

E. Any ruling of the OSYSA Appeals Committee may be appealed to the US Soccer Federation, except as follows:

- An appeal of any ruling by the OSYSA Appeals Committee in matters involving the US Youth Soccer National Championship Series shall be directed to the US Youth Soccer National Championship Series Competition Committee.
- Any ruling by the OSYSA Appeals Committee involving a Risk Management disqualification may not be appealed.

F. The Conduct Committee shall only have the authority to hold hearings based on complaints submitted by members of OSYSA against other members of OSYSA for actions that have occurred within the areas of responsibility of OSYSA and are consistent with OSYSA bylaws. For purposes of this section only, the phrase, "members of OSYSA", shall mean any player, parent of a player, administrator, coach, team, club, member league, or association. Furthermore, for purposes of this section only, the phrase, "within the area the areas of responsibility of OSYSA," shall mean any violation of a specific OSYSA bylaw, misconduct at any OSYSA tournament or misconduct at any OSYSA organized activity, i.e. ODP or any violation of U.S.S.F. policy or bylaw.

G. Any ruling of the Conduct Committee may be appealed to the Appeals Committee of OSYSA and then to the US Soccer Federation, (a.k.a. U.S.S.F. or US Soccer), except as noted in Paragraph 5, of this Section B, of this Article XI

H. Parties to any dispute before any OSYSA committee may be represented by their parents, their coach, or other person.

I. The chairperson of the Compensation Committee will select at least one elected Board member from each of the OSYSA Districts that is authorized two or more seats on the Board of Directors for service on the Compensation Committee. The Board of Directors shall approve, disapprove, or change any compensation recommendations of the Committee by majority vote.

ARTICLE XII BOARD/COMMITTEE MEETINGS

A. The Board of Directors shall meet as often as necessary to conduct the business of the Association. However, the Board of Directors must meet at least twice a year. When more than 50 % of the elected Board members are present at a meeting of the Board of Directors that shall constitute a quorum. All Board of Directors meetings and all Annual or General membership meetings shall be open all members of OSYSA. For the purposes of this paragraph only, members of OSYSA shall include OSYSA registered coaches, OSYSA registered players the parents of OSYSA registered players and/or representatives of OSYSA member leagues and associations.

The President or Secretary shall notify all Board Members of any Board Meeting at least fifteen (15) days before the meeting unless it is an emergency meeting as determined by 4 Board members or the President. All Board members shall be notified at least 3 days in advance of any emergency meeting of the Board of Directors.

Meetings of the Board of Directors may be held via telephone conference call. More than 50% of the elected Board members must be present on the conference call for it to be considered to be a quorum for such a meeting. All of the standard voting procedures contained within this constitution shall apply.

Specific motions, when made and seconded, may be voted on via e-mail. For such a motion to be adopted, 100% of all currently elected members of the Board of Directors must vote to accept the motion before the motion can be adopted. All of the standard voting procedures contained within this constitution shall apply.

B. Upon a vote of the Board of Directors, the Board may enter into Executive Session, at which time only currently elected members of the Board of Directors are allowed to be allowed in the meeting room. The Board of Directors may vote to invite other individuals into and to participate in the Executive Session meeting. The Executive Director may also be in the meeting room unless specifically excused from the Executive Session by the President.

C. Committees may meet as often as necessary to conduct business efficiently. A majority of committee members, including the ex-officio members, constitute a quorum. A majority of votes at a committee meeting decides all questions brought before a committee. Committee chairpersons are responsible for informing the Board of Directors of committee recommendations. The Board of Directors will accept/reject/change all standing committee recommendations by majority vote. The Board will accept/reject/change recommendations of all other committees by vote of the board pursuant to Article VIII.

ARTICLE XIII BANK ACCOUNTS

All account(s) are to be opened in the name of OSYSA. All Funds received must be deposited in the checking account(s). All withdrawals for these accounts are to be by check or Electronic Funds Transfer as provided for in Article VII. Savings accounts, saving certificates, or other interest bearing instruments must be authorized by the Board of Directors and held in the name of OSYSA. All withdrawals from these accounts must be deposited in the checking account(s) when the account is closed. The OSYSA address is to be on all accounts. The funds of OSYSA shall only be deposited and maintained in federally insured financial (FDIC) accounts unless other secure investment instruments are authorized by a vote of the Board of Directors.

ARTICLE XIV ANNUAL GENERAL MEETING

The President of the Association must call at least one (1) meeting of the entire membership during the year, of which one (1) must be the Annual General Meeting. The Annual General meeting of OSYSA shall normally be held during January of each year.

ARTICLE XV MEMBER ORGANIZATIONS

All member leagues and associations will be required to file with OSYSA a copy of their constitution, bylaws, and playing rules. OSYSA reserves the right to refuse to accept for membership any organization whose constitution is in conflict with that of US Soccer and US Youth Soccer and/or OSYSA. Acceptance of any constitution, bylaws, or playing rules of a member league or association does not infer support or approval of any article of the member's constitution.

ARTICLE XVI OUTSIDE AUDIT

Only member leagues and/or associations may submit a petition to the OSYSA President for an audit of the Association's financial records by submitting a request signed by sufficient members of the electorate representing 20% of The total votes number of players registered in OSYSA during the preceding seasonal year. The request for the audit must be accompanied by a non-refundable fee of \$200.00 and can specify the names, (up to three (3)), members of the Association who will perform the audit and may also include an accounting professional. Within 30 days of the receipt of the request by the President, the Treasurer shall make the financial records available in the OSYSA office for review by those performing the audit. Although copies of those financial records may be made at no expense to those performing the audit, the originals of those financial records are not to be removed from the OSYSA office. Those persons performing the audit shall have access to the financial records of OSYSA for a minimum of 15 consecutive days and a maximum of 30 consecutive days.

Except for the cost of copying of the association's financial records and any OSYSA staff time associated with the audit, the costs of the audit will be borne by those parties who requested the audit.

No more than 1 audit may be requested pursuant to this Article XVI by any party, parties, member league, or association during any 12-month period.

ARTICLE XVII SEASONAL YEAR

The seasonal year for OSYSA will be September 1 of the current year to August 31 of the following year.

ARTICLE XVIII DISSOLUTION

A three-fourths vote of the member leagues and associations and of the Board of Directors is required to dissolve and end this Association. In that event, the assets of this Association will be distributed as required by the Articles of Incorporation of OSYSA.

Upon dissolution of the Association, assets shall be distributed for one of more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government or for a public purposes. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of Hamilton County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

ARTICLE IXX APPOINTMENTS / APPROVALS

A. The President shall appoint, subject to confirmation by the Board of Directors, the chairperson of all board-established committees. That chairperson will appoint the necessary members of all board-established committees, subject to approval of the Board of Directors. All members of standing committees and of board established committees shall have one vote in their committee. All questions will be decided by a majority vote of the committee.

B. The President or his/her designee will represent the membership of OSYSA in all dealings with US Soccer, US Youth Soccer, and US Youth Soccer's Region 2.

C. The State Commissioner and the State Youth Referee Administrator shall be appointed by the President of the Association and confirmed by a majority vote of the Board of Directors. The term of appointment of the State Commissioner shall be for one year following their selection at the first Board of Directors meeting following the Annual General Meeting. The term of appointment of the State Youth Referee Administrator shall be for two years, following their selection at the Annual General Meeting of even numbered calendar years. They may be reappointed. The State Commissioner and the State Youth Referee Administrator may be an elected member of the Board but this is not a requirement.

D. Assistant State Registrar(s) in each district shall be appointed by the President of the Association and confirmed by a vote of the Board of Directors. Their term of appointment is for up to one year following their appointment and confirmation at the first Board of Directors meeting following the Annual General Meeting or on any date after that meeting. Their term as an Assistant State Registrar will end at the conclusion of the first Annual General meeting after their appointment and confirmation and they

may be re-appointed. The Assistant State Registrars are to perform registration duties as defined in the OSYSA bylaws

E. On the behalf of the Board of Directors, the State Commissioner or the Executive Director, (or a designee of the Executive Director as approved by the President of the Association), shall review and approve/disapprove all tournaments held within the boundaries of the Association within 15 days of its complete submission. Before approval is granted, all requirements established by the Board of Directors must be met by the tournament. If those requirements are met, the tournament must be approved.

ARTICLE XX MEMBER DISPUTES - LITIGATION PROHIBITION

A. As a condition of membership in OSYSA, US Youth Soccer, and US Soccer (registered players, parents of players, coaches, administrators, officers and officials of leagues and associations, referees, or their agents, agree to utilize the procedure for handling and resolving of grievances, disputes, problems and/or appeals (including an appeal up to the Annual General Meeting of the National Council as established by these organizations and that the final decision reached within the established appeals process (at the final level as authorized and utilized shall be binding and final on all parties to the grievance, dispute, problem or action.

B. As a condition of membership in OSYSA, US Youth Soccer, and US Soccer (registered players, parents, coaches, administrators, officers and officials of leagues and associations. referees or their agents) agree not to use any court of the land and/or institute legal proceeding of any type to pursue any grievances, disputes or problems against OSYSA, U. S. Youth Soccer or U. S. Soccer. In lieu of the ability to institute legal action of any type and/or not use any court of the land, all members have the right to use the internal process established to settle grievances, disputes, or problems within the procedure established by OSYSA. U. S. Youth Soccer, and U. S. Soccer up to and including those rights outlined in the Amateur Sports Act.

C. Notwithstanding the provisions of this Article of the Constitution, if any member of OSYSA (players, parents, coaches. administrators. officers and officials of member Leagues and Aassociations, referees or their agents) elects to proceedings against OSYSA. US Youth Soccer or US Soccer, as a condition of their membership in OSYSA. They agree to pay the reasonable Legal and Association expenses incurred in defending the action if the courts rule in favor of OSYSA and/or US Youth Soccer and/or US Soccer for any reason. This includes, but is not limited to court costs. attorney's fees, reasonable compensation for time spent by officials and employees of OSYSA, and/or US Youth Soccer and/or US Soccer in responding to and defending against allegations in the legal action including responses to discovery and/or court appearances, travel expenses, and expenses for holding special meetings necessitated by the court action. If another party files legal action on behalf of a member of OSYSA against OSYSA, US Youth Soccer or US Soccer, the member for whom the action was filed is responsible for the expenses incurred as outlined above.

D. In the event that OSYSA, US Youth Soccer or US Soccer prevail in the legal proceeding for any reason, the amount owed will be paid within 30 days of the billing or the member(s) that instituted the legal proceeding will be suspended from membership in OSYSA until such time that the billing is satisfied. If another party filed the legal action on behalf of a member(s), the member is responsible for payment of the amount owed or that member(s) may be suspended until the amount owed is paid.

E. If any member league or association of OSYSA takes any action that results in OSYSA and/or US Youth Soccer, and/or US Soccer becoming involved in any legal proceeding, the member organization is responsible for the legal expenses of OSYSA and/or US Youth Soccer, and/or US Soccer. This includes, but is not limited to court costs, attorney's fees, reasonable compensation for time spent by officials and employees in responding to and/or defending against allegations in the action including responses to discovery and court appearances, travel expenses, and expenses for holding special meetings necessitated by the court action.

F. The amount owed by the member association(s) or league(s) must be paid within 30 days of the billing or the members that created the action that resulted in the legal proceeding will be suspended from membership in OSYSA until such time that the billing is satisfied.

ARTICLE XXI SUSPENSIONS - PENALTIES

If any member league or association suspends or penalizes any coach, player, administrator, referee or member of their Association or League, all other member leagues and associations within OSYSA will enforce the suspension or penalty if the individual being suspended or penalized was provided due process as established by OSYSA, US Youth Soccer or U.S.S.F.