

Code of Regulations of North Royalton Soccer Club, Inc.

ARTICLE I : NAME

The name of this organization shall be North Royalton Soccer Club, Inc.

ARTICLE II : PURPOSE

Section 1

The mission of the Club is to organize, promote and administer youth and adult amateur soccer on behalf of the City of North Royalton Recreation Department ("Recreation Department").

Section 2

The Club is incorporated under the Ohio Nonprofit Club Law and is organized, accordingly, on a non-stock basis. The Club may choose to obtain and maintain tax exempt status as a non-profit Club and shall act and conduct all of its affairs and matters in compliance with the Nonprofit Club Law of Ohio, and if appropriate, the Internal Revenue Code of 1986, as amended, specifically to maintain its status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 3.

The Club considers the development of its youth participants to be a major obligation and shall fulfill this responsibility by:

- A. Developing and practicing good sportsmanship;
- B. Promoting the principles of fair play;
- C. Meeting the needs of all participants to the extent reasonably possible;
- D. Encouraging achievement and strive for excellence.

ARTICLE III : AFFILIATIONS

Section 1

The Club shall operate under the "auspices" of the City of North Royalton Recreation Department and shall be "affiliated" in all or part of its programs with the Ohio Youth Soccer Association-North, the United States Youth Soccer Association and the United States Soccer Federation.

Section 2.

The Club may align/associate itself with any other organization, league or club in fulfilling its purpose as deemed necessary by the Board of Directors ("Board").

ARTICLE IV : MEMBERS

Section 1

All players and their parents and/or legal guardians shall automatically be Members upon payment of the Player Registration Fee as established by the Board. All persons who serve as a coach, assistant coach or other volunteer with the Club shall be Members during their term of service to the Club. All persons who are members of the City of North Royalton Recreation Board ("Recreation Board") shall be Members for the term of their service on the Recreation Board.

Section 2

Any resident of the City of North Royalton who seeks to become a Member, and who does not qualify for membership under the provisions of Section 1 of this Article, may become a Member upon application to the Board. There shall be no dues to be a Member beyond the payment of the Player Membership Fee.

Section 3

All Members of the Club shall be permitted to attend all meetings of the Trustees of the Club and all meetings of the Board. Members shall have the right to be heard at such meetings upon such terms as may be established, but shall not have a vote.

ARTICLE V : TRUSTEES

Section 1

The Trustees shall consist of all Members in good standing who are currently serving as coach, assistant coach, or in another volunteer capacity with the Club as authorized by the Board. A Trustee shall have a single vote without regard to the number of teams for which that person serves as coach or assistant coach. At its discretion, the Board may appoint as an additional Trustee any person who is at least 18 years of age, resident of the City of North Royalton or employed by the City of North Royalton or the North Royalton City School District, upon a vote of 2/3 of the Board. At its discretion, the Board or a majority of the Trustees may designate a person who has provided significant service to the Club a Trustee Emeritus, who may attend Trustee meetings and vote upon matters before the Trustees.

Section 2

The Trustees shall:

- A. Elect the Board;
- B. Approve an annual budget presented by the Board;
- C. Approve an annual calendar of events presented by the Board;
- D. Approve all projects requiring expenditures in excess of \$5,000.00 in related expenditures or having an anticipated duration of greater than ninety (90) days that has not otherwise been approved as part of the Club's annual budget pursuant to Part C of this Section. This approval shall not be required for the acquisition of uniforms or trophies in the ordinary course of the Club's business, which expenditures shall be authorized by the Board;
- E. Approve all Board actions to remove Trustee or Members;

- F. Elect two persons (“Audit Committee”), at the November meeting, who are not members of the Board and were not members of the Board in the prior two calendar years to review the books and records of the Club following the conclusion of the calendar year and to thereafter report to the Trustees concerning the status of the books and records;
- G. Exercise final authority over the business, funds, and property of the Club;
- H. Exercise all corporate powers subject to the limitations set forth in the Ohio Revised Code, the Articles of Incorporation, and any other applicable regulations.

Section 3

The Trustees shall meet in the months of January, March, June and November, at a time and place established by the Board and approved by the Trustees at the final meeting during the previous calendar year. A Special Meeting of the Trustees may be convened by the Board or upon the submission of a petition, signed by a simple majority of the Trustees, to the President of the Board, stating the time and place for any such special meeting. Notice of all meetings shall be given in conformity with the provisions of Article VII, Section 1.

Section 4

A quorum for purposes of a general Trustee's meeting will consist of those persons who are present at a meeting convened and for which due notice has been given. No action that requires approval by a specific number of Trustees may be authorized by a lesser number. A quorum will be satisfied for a Special Meeting, as defined in Section 3 of this Article, by the presence of a majority of the Trustees. In determining a quorum, Trustees Emeritus shall not be counted.

Section 5

All actions by the Trustees shall be taken upon the affirmative vote by a majority of those Trustees present at the meeting at which such action is taken unless this Code of Regulations or other applicable law or regulation requires a super-majority.

Section 6

In order to be in good standing, a Trustee shall satisfy the requirements of Section 1 of this Article. In the event that a person ceases to qualify, he or she will cease to be a Trustee by operation of this Code of Regulation. A Trustee will cease to be in good standing if he or she fails to attend two consecutive Trustee meetings without special exception as approved by a majority of the Trustees unless he or she fails to designate another coach or parent to represent him or her at such a meeting. For purposes of this section, this obligation is satisfied if a coach, assistant coach or a parent attends from a given team, and does not require the independent presence of three persons. A person may be removed as a Trustee for failure to attend meetings at the next regular Trustee's meeting following notice to that person of such impending action.

A person may be removed as Trustee if such an action is considered to be in the best interests of the Club upon a two-thirds vote by the Trustees. The Trustee must be given notice of such a proposed action in advance of any meeting where such action is proposed.

Section 7

There shall be no limit on the number of Trustees.

ARTICLE VI : BOARD OF DIRECTORS

Section 1

The Board shall consist of not less than five (5) persons and not more than twelve (12) Trustees. No person shall be eligible to serve as a Director until he or she has been a Trustee in good standing for a minimum of one year and shall have been a coach or have served the Club in another capacity for a full Fall/Spring Season.

Section 2

The Board of Directors shall have ultimate fiduciary, legal and financial responsibility and ultimate supervision and charge of the property, affairs, and finances of the Club and shall set its policies. Without limiting the generality of the foregoing, the Board of Directors shall have all of the powers conferred upon Directors of not-for-profit Clubs by law, shall elect the officers of the Club and shall cause a full report concerning the affairs of the Club to be rendered to the Members at any annual meeting of the Members. In particular, it shall:

- A. Conduct the day-to-day business of the Club, including but not limited to:
 - (i) Annual player registration;
 - (ii) Procurement, maintenance and administration of equipment and uniforms;
 - (iii) Establish and operate an in-house development league;
 - (iv) Establish and operate travel programs;
 - (v) Appoint and approve all coaches;
 - (vi) Provide on-going educational programs for coaches;
 - (vii) Maintenance of adequate records of its activities.
 - (viii) Provide a time and place for all meetings.
- B. Present to the Trustees, for the Trustees' approval at its January meeting, an annual budget, an annual calendar of events, a general operating plan, and an annual report for the preceding calendar year.
- C. The Board from time to time may by resolution elect or appoint standing and *ad hoc* committees. The Committees shall serve at the pleasure of the Board and shall have such authority and perform such duties as may be determined by the Board of Directors. Any committee may act by a majority of its members, and any act or authorization of any act by a committee of the Board within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors.
- D. Appoint persons to the Arbitration Board as further described in Article VII, Section 4.

- E. Appoint a Director or Trustee to be present to represent the Club at each meeting of the Recreation Board.
- F. Approve all projects requiring expenditures not to exceed \$5,000.00 in related expenditures and/or not having an anticipated duration of greater than ninety (90) days that has not otherwise been approved as part of the Club's annual budget.
- G. Approve expenditures for the acquisition of uniforms or trophies in the ordinary course of the Club's business.
- H. Approve all appointments made by the President.
- I. Adopt and implement a program to ensure the appropriate conduct by players, coaches and fans at Club functions, including but not limited to the suspension and/or removal of any player, coach or fan as further provided for pursuant to this Code of Regulations.

Section 3

The Trustees shall elect Directors at the regular November meeting. Persons may be elected to a particular office or as an at-large Director. Persons elected as Directors shall take office immediately following that meeting. Persons elected to the Board will serve a one year term, except that a person elected to serve as Secretary, Treasurer, or Registrar shall be elected to a two-year term, which term shall commence on January 1. Proposed directors will be nominated by the President, any Board members, any trustee or the Nominating Committee, if one exists by means of a written nomination or from the floor during the November Trustees' meeting. All contested elections, whereby multiple persons seek the same office as further described or the number of persons seeking to serve as at-large Director would exceed the size of the Board will be conducted by secret ballot. Nominees for a contested office shall leave the room to provide the Trustees with the opportunity to discuss before voting on multiple candidates for any single position. Offices will be filled in the order described below:

A. President

- (i) Convenes and presides over all meetings of the Board and Trustees;
- (ii) Establishes the agenda for all meetings;
- (iii) Will only cast a vote under the following circumstances;
 - a) For election of Trustees to the Board of Directors;
 - b) As the deciding vote on any matter that is decided by a vote of a simple majority;
 - c) As an ordinary vote on any matter that requires a vote of more than a simple majority, i.e., dissolution.
- (iv) Signs all certificates and contracts;
- (v) Appoints persons to represent the Club as necessary;
- (vi) Appoints persons to open offices on the Board until the following January;
- (vii) Provides a monthly report to the Recreation Board, whether in person or by designee;
- (viii) Exercises final authority over all actions taken by the officers of the Board;
- (ix) Performs all duties required by this Code of Regulations, incidental to the office, or as required in order to conduct the day-to-day business of the

Club.

B. Vice President

- (i) Performs the duties of the President in his or her absence or incapacity;
- (ii) Assists the President in the performance of the duties of that office;
- (iii) It is anticipated that the position of Vice President will be combined with another Club Office described in this Section. In the event that the Vice President is functioning as President in the absence of the President then he or she will exercise the voting powers available to the President.

C. Secretary

- (i) Maintains accurate records of the meetings of the Trustees and Directors;
- (ii) Issues all notices as required by this Code of Regulations;
- (iii) Prepares and disseminates minutes of meetings of the Trustees and Directors;
- (iv) Performs the duties of the President in the absence or incapacity of the President and the Vice President;
- (v) Delivers the records and papers of the Club to the President in good order upon the conclusion of the term of office.

D. Treasurer

- (i) Receives and keep all monies, records and receipts of the Club;
- (ii) Disburses funds as directed by the President, Board, or Trustees, in conformity with this Code of Regulations;
- (iii) Files all reports and forms as required by this Code of Regulations, the Ohio Revised Code, or other applicable regulations;
- (iv) Maintains accurate and up-to-date records of all accounts, funds and financial transactions;
- (v) Provides a verbal financial report at the monthly Board meeting, noting any significant transactions since the last report. Written reports shall be provided at the request of the President or a majority of the Board;
- (vi) Provides a financial report at the Trustees' meeting, noting any significant transactions since the last Trustees' meeting. Written reports shall be provided at the request of the President or a majority of the Board;
- (vii) Provides an annual report to the Recreation Board upon completion;
- (viii) With the President, prepares the annual budget for presentation to the Trustees;
- (ix) Submits all records to the Audit Committee appointed pursuant to Article V, Section F;
- (x) Supervises the operation of the Concession Stand;
- (xi) Performs the duties of the President in the absence or incapacity of the President, Vice President and Secretary;
- (xii) Makes recommendations concerning the appointment and approval of all coaches to the Board;
- (xiii) Delivers the records and papers of the Club to the President in good order upon the conclusion of the term of office.

E. League Director

- (i) Establishes all schedules for in-house games and use of fields;
- (ii) Appoints and oversees the Referee Coordinator;
- (iii) Appoints and oversees the Munchkin Coordinator;
- (iv) Makes recommendations concerning the appointment and approval of all coaches to the Board;
- (v) Maintains in-house league standings;
- (vi) Establishes all schedules for Fun Days and Soccer Days;
- (vii) Oversees the purchase of awards and trophies;
- (viii) Coordinates with adult soccer programs that make use of Club facilities;

F. Club Director

- (i) Supervises Photo Day and other such events;
- (ii) Supervises the order and distribution of uniforms;
- (iii) Supervises the acquisition, maintenance, distribution and return of equipment;
- (iv) Makes recommendations concerning the appointment and approval of all coaches to the Board;
- (v) Delivers the records and papers of the Club to the President in good order upon the conclusion of the term of office.

G. Registrar

- (i) Conducts all player registration;
- (ii) Maintains in good order all records and documents concerning players and Members;
- (iii) Oversees the selection of in-house teams;
- (iv) Makes recommendations concerning the appointment and approval of all coaches to the Board;
- (v) Delivers the records and papers of the Club to the President in good order upon the conclusion of the term of office.

H. Boys'/Girls' Travel Director(s)

- (i) Reports to the Registrar, Club Director and the Board;
- (ii) Oversees the registration and try-outs for travel teams;
- (iii) Makes recommendations concerning the appointment and approval of all coaches to the Board;
- (iv) Oversees the creation and selection of travel teams;
- (v) Coordinates use of Club facilities and resources for travel teams with the Board;
- (vi) Attends such meetings and perform such duties as are required by the league(s) in which the travel team compete(s);
- (vii) Delivers the records and papers of the Club to the President in good order upon the conclusion of the term of office.

A person may hold more than one office contemporaneously, except that the office of Vice President may never be combined with the office of President. All Board Members shall have one vote, unless otherwise modified above. If a person holds more than one office, he or she shall have only one vote, regardless of the number of offices held by that person.

If it is proposed that a single person should hold more than one of the enumerated offices, he or she should be nominated and elected as each office addressed.

Section 4

In the event of a vacancy on the Board, the Board shall have the authority, upon a vote of a 2/3 majority of its members, to appoint a Trustee to serve as a Director ("Temporary Director") until the next regularly scheduled Trustees' meeting. In the event of a vacancy in an office, the President shall be authorized to appoint an existing Director or a Temporary Director to assume the duties of a vacant office until the next regularly scheduled Trustee's meeting, at which time such appointment as Temporary Trustee or appointment to office by the President shall be ratified by a majority of the Trustees.

Section 5

A Director may be removed by the Trustees at a duly convened meeting if notice of intent to seek the removal is given pursuant to Article VII, Section 1. A Director may only be removed upon the vote of a majority of the Trustees of the Club present at a duly noticed meeting.

Section 6

The City of North Royalton shall have the authority to appoint a person to serve as the City Liaison to the Club, subject to the approval of a majority vote by the Board. The City Liaison shall have the right to attend all meetings of the Board and the Trustees. The City Liaison shall not have a vote at any such meeting based upon his or her status as the City Liaison. The City Liaison will not count in determining the existence of a quorum at any meeting convened pursuant to these Bylaws. The City Liaison shall receive notice of all meetings convened pursuant to these Bylaws as set forth in Article VII, Section 1. The presence or absence of the City Liaison at any particular meeting convened by the Club upon proper notice shall have no impact upon the validity of actions taken at such meeting, and the City Liaison shall not be subject to removal for cause by the Board of Directors solely based upon failure to attend duly convened meetings. The City Liaison may report to the City of North Royalton and/or its Recreation Department on matters concerning the Club, but such reports will not constitute an official report by the Club as separately required under these Bylaws.

Section 7

The immediate past president of the Club shall be a Director Emeritus, authorized to participate in the Board meetings on the same terms as a Director. The Director Emeritus shall not have a vote and will not count towards numerical limits on the Board size.

ARTICLE VII : SOCCER PROGRAM ORGANIZATION

Section 1

The President shall appoint Commissioners for age divisions of the in-house league as the President deems necessary and appropriate. The President, in consultation with the Board, shall assign such duties to the Commissioners as serve the best interests of the Club. The Commissioners will serve as a liaison between the Club and teams.

Section 2

The Board shall approve the appointment of all coaches and assistant coaches. In the event that more than one coach shall seek appointment to the same coaching position, the Board shall consider, but shall not be bound by, coaching seniority with the Club. Coaching seniority is based upon the number of actual coaching years, with credit given for each separate team coached during a year or half-year. The Board will retain the authority to remove a coach by a simple majority vote during the first four weeks of any playing season. Thereafter, a coach may only be removed pursuant to the provisions of Article VII, Sections 3 and 4.

Section 3

The Board of Directors shall propose, and the Trustees shall thereafter adopt, a Code of Conduct to govern the Players, Coaches, Volunteers and persons otherwise associated with the Club, including fans in attendance at games or other events sanctioned by the Club. Said Code of Conduct shall include conditions under which any such person can be suspended or expelled from any position and or association with the Club, and/or banned from Club facilities.

Section 4

The Club will establish an Arbitration Board to address complaints brought pursuant to the Code of Conduct and to govern appeals from any determination made pursuant thereto. The President will appoint two Members of the Club, the head of the Recreation Board will appoint two persons, who need not be Members of the Club, and a Chairperson will be appointed by the Trustees at the January meeting. The Arbitration Board will serve a term of one year. A quorum requires attendance by all members. The Arbitration Board will have the authority to impose any sanction established under the Code of Conduct. Penalties may be imposed by a majority except that permanent removal of a player or coach for a playing season will require a $\frac{3}{4}$ vote of the Arbitration Board.

ARTICLE VIII : MISCELLANEOUS

Section 1

Notice of Meetings. Not less than ten (10) days before the date fixed for a meeting of Members, written notice stating the date, time, place and, in the case of a special meeting, purposes of the meeting, shall be given by or at the direction of the President, or in the case of a special meeting, by or at the direction of the President or Member(s) calling the meeting. The notice shall be given by mail, personal delivery, electronic mail transmission, or facsimile, using the Members' respective addresses, electronic mail addresses, or facsimile numbers as they appear on the records of the Club; provided, however, that notice shall not be effective unless: if by electronic mail, the sender of such transmission

- (i) Retains a hard copy of such transmission and;
- (ii) Receives or obtains confirmation of the receipt of such electronic transmission by the intended recipient; if by facsimile, the sender of such transmission retains a confirmation of receipt generated by the sender's facsimile equipment. In the case of a special meeting, written certification signed by the President or one of the Members calling the

meeting stating the date notice was mailed or date and place of personal delivery, or a log of the sender's electronic mail transmission showing that the transmission was made without a report that the subject transmission could not be completed, or confirmation of receipt generated by the sender's facsimile equipment, shall create the presumption that notice was sent.

Section 2

Fiscal Year. The fiscal year of the Club shall begin January 1st and end December 31st.

Section 3

No Mandatory Indemnification of Volunteers. Section 1702.12(E)(5) of the Ohio Nonprofit Club Law shall not apply to the Club to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 of the Ohio Nonprofit Club Law) other than Directors or officers of the Club.

Section 4

Amendment. This Code of Regulations of the Club may be amended, or new Regulations may be adopted, by the affirmative vote of a majority of the Members at a meeting held for that purpose.

Section 5

Parliamentary Authority. All meetings of the Members, Directors or any committees shall be conducted according to such reasonable procedure as the chair of the meeting shall determine, unless a majority of the Members or Directors present shall by vote require that Robert's Rules of Procedure, as most lately revised as of the time of the meeting, be followed.

Section 6

Dissolution. The Club may be dissolved, upon the affirmative vote of seventy-five percent (75%) of all of the Trustees or upon the written consent of seventy-five percent (75%) of the Trustees. In the event of dissolution, the assets of the Club shall revert to the City of North Royalton Recreation Department.

Section 7

This Code of Regulations shall become effective immediately upon its approval by the Board of Directors.