

1 **BYLAWS OF**
2 **OHIO YOUTH SOCCER ASSOCIATION NORTH**

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5 **ARTICLE I**
6 **Name**

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8 The name of this organization shall be Ohio Youth Soccer Association North.
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10 **ARTICLE II**
11 **Purpose**

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13 The object and purpose of this organization, organized as a non-profit corporation, shall be
14 the supervision, regulation and promotion of youth soccer; to provide competition; and to
15 provide for the development of soccer administration (i.e., leagues and club administrators)
16 and soccer players, both male and female, through coaching, refereeing, and player training
17 programs, to encourage good sportsmanship and fair play among all participants; all within
18 the meaning of Section 501(c)(3) of the Internal Revenue Code and pursuant to the laws of
19 the State of Ohio and the United States of America.
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21 **ARTICLE III**
22 **Federation**

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24 The Ohio Youth Soccer Association North, herein known as OYSAN, is a member of the United
25 States Youth Soccer Association, herein known as US Youth Soccer, and a member of the
26 United States Soccer Federation, herein known as USSF. The USSF articles of incorporation,
27 bylaws, policies, and requirements take precedence over the rules of OYSAN. In the event of a
28 conflict between these bylaws and the articles of incorporation, bylaws, policies, and
29 requirements of the USSF, the articles of incorporation, bylaws, policies, and requirements of
30 the USSF govern. OYSAN will abide by all requirements to USSF Bylaw 213 including, but not
31 limited to: submission of membership information, holding hearings and protecting rights of
32 members, registration and all other matters.
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34 The OYSAN articles of incorporation, bylaws, policies and requirements take precedence over
35 and supercede the governing documents and decisions its members to the extent applicable
36 under state law, and OYSAN and its members will abide by the USSF and the OYSAN articles,
37 bylaws, policies and requirements. OYSAN shall be compliant with all rules and regulations of
38 US Youth Soccer and rules and regulations of USSF to maintain affiliation.
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40 **ARTICLE IV**
41 **Members**

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43 **Section 1. Classifications.** OYSAN shall have the following membership classifications:

- 44 **A. Affiliate Member.** Any properly constituted youth league interested in the promotion
45 of youth soccer and operating within the territory with at least four (4) teams with a
46 schedule of play against each other or OYSAN members. Membership is granted by
47 fulfilling all the requirements as identified in the policies and procedures.
- 48 **B. Associate Member.** Any entity, club or organization which has 100% of its membership
49 affiliated with a member league or has 100% of its membership directly affiliated with
50 OYSAN may join OYSAN as an associate member by fulfilling all the requirements of
51 affiliate members. Associate members have no voting privileges.
- 52 **C. Direct Member.** OYSAN may offer direct membership to any person, and may conduct
53 any program or service, if need can be established by the board of directors. This
54 direct membership can apply to any person or group who participates in any direct
55 program or service of the Ohio Youth Soccer Association North. OYSAN may provide
56 insurance protection to direct members who sign up to participate in an OYSAN
57 program or service; the protection is in effect during the program or service.

58 **Section 2. Eligibility.** No member shall be subject to suspension under Section 4 of United
59 States Soccer Federation, Inc. (USSF) Bylaw 241, and to any amateur soccer organization in its
60 territory.

61 **Section 3. Member Responsibilities.**

- 62 **A.** Each affiliate member shall:
- 63 1. register their players by submission of member data and payment of fees as
64 required by the state registrar prior to practice or playing of games. Members
65 may request an extension in the deadline, which may be granted by the
66 executive director;
 - 67 2. ensure a current copy of their bylaws is on file with the state office at all times.
68 Such governing document must not contain material injurious to the purposes
69 and policies of OYSAN or USSF or youth soccer in general; and
 - 70 3. attend the annual general meeting.
- 71 **B.** Each associate member shall:
- 72 1. pay an annual fee; and
 - 73 2. ensure a current copy of their bylaws is on file with the state office at all times.
74 Such governing document must not contain material injurious to the purposes
75 and policies of OYSAN or USSF or youth soccer in general.

76 **Section 4. Good Standing.** A member in good standing is one whose current OYSAN fees are
77 paid and who complies with the provisions of the USSF Articles of Incorporation, Bylaws, and
78 policies and bylaws and standing rules of OYSAN. The board of directors may review the status
79 of any member. If any member fails to meet membership qualifications, the board of directors
80 may make recommendation revoking their membership.

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ARTICLE V
Fees and Finance

85 **Section 1. Fees**

- 86 **A.** Annual fees for members shall be as determined by the board of directors. Annual fees
87 for associate members shall be four times the fee for affiliate members.

88 B. Annual fees shall be due and payable to the OYSAN office as determined by the
89 executive director or board of directors.

90 C. Registration fees shall be determined by the board of directors. The board of directors
91 shall determine when these fees are to be submitted by each member.

92 **Section 2. Budget.** The board of directors has the power to establish and approve the budget
93 and to establish such financial policies that will insure proper management of the finances of
94 the organization.

95 **Section 3. Audit.** The financial records shall be audited every two years at the end of the fiscal
96 year, by an independent auditor, and such other times as requested by the board of directors.
97 The full audit report shall be presented to the members at the Annual General Meeting.

98 **Section 4. Compensation.** No volunteer member of the board of directors, committee
99 chairman, or voting committee member shall receive compensation (other than
100 reimbursement for expenses) for services or goods provided through a binding obligation
101 unless the binding obligation is specifically approved by the board of directors. Any board
102 member having a financial interest in the contract, letter of agreement, or verbal
103 understanding shall abstain from voting.

104 **Section 5. Fiscal Year.** The fiscal year shall be from September 1 through August 31.

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ARTICLE VI

107

Officers

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109 **Section 1. Officers.** The elected officers shall be a president, a vice-president, a secretary, and
110 a treasurer.

111 **Section 2. Qualifications.**

112 A. A candidate for elected office shall:

113 1. Be in good standing with USSF, USYS and OYSAN for the past year;

114 2. Not be a paid employee of the organization;

115 B. A candidate for the office of president shall have served at least one preceding year on
116 the board of directors.

117 C. Any person elected, appointed, or hired in the office or position of president,
118 executive director or director of coaching must divest themselves from serving as a
119 board member or employee and from other soccer clubs or leagues prior to taking
120 office or prior to the first date of hire unless there is consent from the board of
121 directors to do otherwise.

122 **Section 3. Term of Office.**

123 A. All officers shall serve for a term of two (2) years commencing January 1st or until their
124 successors are elected or appointed.

125 B. Elected officers shall assume their respective offices on January 1st.

126 C. Officers may be removed, with cause and/or failure to attend meetings or failure to
127 perform the duties of that office. Members are removed by a two-thirds vote of the
128 voting members at an annual meeting, board of directors meeting, or a special
129 meeting called for that purpose. The officer has a right to a hearing and appeal rights.
130 The hearing will be by the board of directors with the officer who is the subject of the
131 hearing not having a right to vote.

132 **Section 4. Duties of Officers.** The elected officers shall perform the duties provided in this
133 section and such other duties as are prescribed for the office in these bylaws, by the board of
134 directors, by the executive committee, by the president, or in the adopted parliamentary
135 authority.

136 **A. Duties of the President.** The president shall:

- 137 1. be the chief executive officer in the handling of the day to day business through
138 the Executive Director of OYSAN;
- 139 2. preside at all meetings of the board of directors, executive committee, annual
140 general meeting, and other meetings of the organization;
- 141 3. appoint all committees serving OYSAN;
- 142 4. serve as an ex-officio member of all committees;
- 143 5. serve as a US Youth Soccer delegate, a Midwest Regional US Youth Soccer
144 delegate, and a delegate to USSF;
- 145 6. serve as the immediate supervisor and conduct annual performance reviews of
146 the executive director and director of coaching; and
- 147 7. serve as a signed approver on OYSAN checks.

148 **B. Duties of the Vice-President.** The vice-president shall:

- 149 1. perform the duties of the president in the absence of the president; and
- 150 2. succeed to the office of president for the unexpired term in the event of a
151 vacancy in that office.

152 **C. Duties of the Secretary.** The secretary shall:

- 153 1. record the proceedings and maintain records of all board of director meetings,
154 executive committee, and annual general meeting; and
- 155 2. maintain all correspondence and communications essential to the conduct of
156 business of the board of directors meetings.

157 **D. Duties of the Treasurer.** The treasurer shall:

- 158 1. be custodian of all funds and responsible for all the financial affairs of OYSAN;
- 159 2. oversee, through the executive director, adequate systems for controlling,
160 recording and reporting of all income, expenses, assets, and liabilities;
- 161 3. oversee the preparation of financial statements on a monthly basis and send
162 them to the board of directors;
- 163 4. shall be responsible for meeting all statutory financial requirements, including
164 the filing of State and Federal returns;
- 165 5. submit an audited annual financial report every two years and a financial
166 review every other year completed by an independent auditor, for
167 presentation at the annual general meeting.
- 168 6. serve as a signed approver on OYSAN checks.

169 **Section 5. Nomination and Election of Officers.**

170 **A. Nominations.**

- 171 1. In order to be considered for office, nominations documenting the
172 qualifications for the nominee with their written consent to serve and the
173 written endorsement of any two officer(s) of any member organization, shall be
174 submitted to the OYSAN Headquarters postmarked no later than thirty (30)

- 175 days prior to the annual general meeting. (Refer to OYSAN Rules for
176 qualifications.)
- 177 2. The names and qualifications of candidates meeting eligibility requirements
178 shall be sent to the member organizations no less than 14 days prior to the
179 annual general meeting.
- 180 3. Nominations from the floor shall not be allowed.

181 **B. Elections.**

- 182 1. Officers shall be elected by ballot at the annual general meeting. If there is but
183 one (1) nominee for office, the vote may be taken by voice.
- 184 2. The president, treasurer, district 2 commissioner, and district 4 commissioner
185 shall be elected by a majority vote in the even-numbered years.
- 186 3. The vice-president, secretary, district 1 commissioner, and district 3
187 commissioner shall be elected by a majority vote in the odd-numbered years.
- 188 4. To be eligible to be elected, a district commissioner must be nominated by one
189 of the member organizations assigned by the board of directors to that district.
- 190 5. The district commissioners shall be elected by a majority vote during a district
191 meeting. Such meeting shall be held no less than two weeks prior to the annual
192 general meeting in the year of the election to elect the district commissioner.
193 Each affiliated member organization shall receive one (1) vote during the
194 election of the district commissioner. Election shall be by ballot unless there is
195 but one (1) nominee for office, when the vote may be taken by voice.

196 **Section 6. Vacancy in Elected Office.**

- 197 **A.** A vacancy in the office of president shall be filled by the vice-president.
- 198 **B.** A vacancy in the office of a district commissioner shall be filled by a vote of the board
199 of directors until the next regular election of the district commissioner.
- 200 **C.** Any other vacancy in elected office shall be filled by a vote of the board of directors
201 until the next annual general meeting. At the next annual meeting, a person will be
202 elected to fulfill the remainder of the term.

203
204 **ARTICLE VII**

205 **District Commissioners**

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207 **Section 1. Duties.** The district commissioners shall:

- 208 **A.** reside in the district;
- 209 **B.** represent the district in matters addressed by the board of directors;
- 210 **C.** coordinate activities within the district;
- 211 **D.** be responsible for and ensure that the policies of OYSAN, US Youth Soccer, and USSF
212 are carried out in their districts;
- 213 **E.** hold two (2) district meetings per year;
- 214 **F.** be able to hold an office concurrently in a member organization;
- 215 **G.** attend their respective member organizations' annual general meetings by invitation;
- 216 **H.** review, with the executive director, all bylaws received from new and existing member
217 organizations within the district;

- 218 I. review, with the executive director, a new member organization application for
219 proposal to the board of directors for approval;
220 J. review tournament sites within the district;
221 K. perform such other duties as prescribed in the bylaws, by the board of directors, by
222 the executive committee, by the president, or in the adopted parliamentary authority.
223 **Section 2. Qualifications.** The qualifications of office shall be as prescribed for the other
224 officers as indicated in Article VI, Section 2.
225 **Section 3. Term of Office.** The terms of office shall be as prescribed for the other officers as
226 indicated in Article VI, Section 3.
227 **Section 4. Nominations and Elections.** The nominations and elections of office shall be as
228 prescribed for the other officers as indicated in Article VI, Section 5.
229 **Section 5. Vacancy in Office.** A vacancy in office shall be filled as prescribed for the other
230 officers as indicated in Article VI, Section 6.

231
232 **ARTICLE VIII**
233 **Meetings**
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- 235 **Section 1. Parliamentarian.** A parliamentarian shall serve in an advisory capacity while in
236 attendance at any meeting.
237 **Section 2. Annual General Meeting.**
238 A. Annual general meetings shall be held between November 1 and November 30 at a
239 time and location determined by the board of directors.
240 B. Meetings shall be for the purpose of electing officers; receiving reports of the officers
241 and committees; approving the actions of the board of directors since the previous
242 annual general meeting; and such other business as may properly come before it.
243 C. Notice shall be sent to all members in writing through U.S. or electronic mail at least
244 30 days prior to the meeting.
245 D. Voting for the annual general meeting is per Section 5 of this Article.
246 E. Affiliated leagues or members who fail to attend the annual general meeting or
247 provide a proxy as indicated in Section 5A2(a) of this article shall be assessed a fine as
248 established by the board of directors.
249 **Section 3. Special Meetings.**
250 A. Special meetings of OYSAN may be called by the president or by the majority of the
251 board of directors or upon petition by at least 25 affiliate members.
252 B. No business other than that stated in the meeting notice may be transacted.
253 C. Notification of the meeting shall be sent to all members through U.S. or electronic mail
254 at least 30 days prior to the meeting.
255 **Section 4. Quorum.** The quorum at any annual general meeting shall be a majority of the
256 voting members who have been registered with the credentials committee as in attendance,
257 provided that at least 5 members in good standing and at least 5 elected officers are
258 represented. To transact any business at any special meeting, there shall be a minimum of 25
259 members in good standing and at least 5 elected officers present to constitute a quorum.
260 **Section 5. Voting Body.**
261 A. The voting body shall be composed of the following:

- 262 1. Members of the board of directors who receive 1 (one) vote each;
 263 2. Affiliate members, in good standing, shall have voting powers as set forth
 264 herein:
- | | | |
|-----|----------------------|-------------------|
| 265 | 1-249 players | 1 (one) vote |
| 266 | 250-499 players | 2 (two) votes |
| 267 | 500-749 players | 3 (three) votes |
| 268 | 750-999 players | 4 (four) votes |
| 269 | 1000-1499 players | 5 (five) votes |
| 270 | 1500-1999 players | 6 (six) votes |
| 271 | 2000-2499 players | 7 (seven) votes |
| 272 | 2500-2999 players | 8 (eight) votes |
| 273 | 3000-3999 players | 9 (nine) votes |
| 274 | 4000-4999 players | 10 (ten) votes |
| 275 | 5000-5999 players | 11 (eleven) votes |
| 276 | 6000 or more players | 12 (twelve) votes |
- 277 (a.) If unable to attend, a proxy declaration as to who is entitled to vote
 278 must be received by the state registrar at least five (5) days prior to the
 279 annual general meeting. The proxy statement must be notarized, or
 280 must be on a statement with the league president's name and original
 281 league stamp mark imprinted. For the entire meeting, the votes for
 282 every decision are given to the person carrying the proxy.
- 283 3. Direct members may cast one vote collectively.

284 **Section 6. Cancellation.** In the event of a national or local emergency, the executive
 285 committee by an affirmative vote of three (3) members in a meeting, by mail or telephone,
 286 may dispense with any meeting of OYSAN. Notice of cancellation of a meeting must be made
 287 24 hours before the scheduled meeting. Notification can be made by mail, electronically, or
 288 by phone. The meeting shall be rescheduled in a reasonable amount of time.

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 290 **ARTICLE IX**
 291 **Board of Directors**
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293 **Section 1. Composition.**

- 294 **A.** The members of the board of directors shall be:
- 295 1. elected officers
 - 296 2. district commissioners
 - 297 3. state director of coaching (ex officio non-voting)
 - 298 4. state youth referee administrator (ex officio non-voting)
 - 299 5. executive director (ex officio non-voting)

300 **Section 2. Duties.** The board of directors shall:

- 301 **A.** have full powers and authority as set forth in these bylaws, rules, and policies of
 302 OYSAN;
- 303 **B.** be the policy making body of the organization;
- 304 **C.** promulgate and enforce rules governing the activities of the organization;

- 305 D. have authority to appoint standing or special committees of the organization as
- 306 deemed necessary;
- 307 E. fill vacancies, except for the office of president or vice-president. A majority vote shall
- 308 elect;
- 309 F. adopt standing rules as needed to carry out the business of the board of directors;
- 310 G. ensure that the bylaws and other policies of the OYSAN are not in conflict with the
- 311 policies of the USSF;
- 312 H. elect persons to fill other delegate votes to USSF, US Youth Soccer, and other
- 313 organizations other than the delegate vote automatic with the president. The board
- 314 may direct the president to cast all votes and may direct the will of the association in
- 315 casting votes;
- 316 I. establish dues, fees, charges, and fee schedules, giving notice to all member
- 317 organizations, as authorized under Article V;
- 318 J. approves the membership/affiliation of leagues and determine what district such new
- 319 leagues will be placed in;
- 320 K. have the power to establish and approve the budget and to establish such financial
- 321 policies that will insure proper management of the finances of the organization;
- 322 L. report notice of actions and policies adopted by the board to the members at the
- 323 annual general meeting for ratification; and
- 324 M. have authority to bar completely, suspend, or otherwise discipline, any player, coach,
- 325 manager, team assignment, member organization officer, state board member, team,
- 326 league, or other organization affiliated with or representing OYSAN for unacceptable
- 327 behavior conduct either in carrying out the duties of their position or while holding
- 328 aforementioned offices and/or position, by a two-thirds vote of the board of directors.

329 **Section 3. Meetings.**

- 330 A. **Regular.** A regular meeting of the board of directors shall be held immediately
- 331 following the annual general meeting for the purpose of adopting any bylaw
- 332 amendments. Other regular meetings shall be held at least monthly as determined by
- 333 the board of directors with meeting notice published to the members.
- 334 B. **Organizational Planning Meeting.** A meeting for planning the ensuing year and
- 335 approving the appointments of the president shall be held annually in July. Committee
- 336 appointments may be made at other times during the year as deemed appropriate
- 337 with approval of the Board of Directors. Committee Chair appointments shall be
- 338 confirmed by the board of directors, and the yearly calendar will be approved.
- 339 C. **Special.** Other meetings may be held as may be determined by the president or
- 340 majority of the board of directors. At least five days but notice of meetings shall be
- 341 given to the members of the board of directors.

342 **Section 4. Quorum.** A majority of the board members shall constitute a quorum for all

343 meetings of the board of directors.

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345 **ARTICLE X**
346 **Executive Committee**

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348 **Section 1. Composition.** The executive committee shall consist of the president,
349 vice-president, secretary, treasurer, and executive director (ex-officio/non-voting).

350 **Section 2. Duties.**

351 **A.** The executive committee shall:

- 352 1. be empowered to act for the board of directors when it is not feasible to call a
353 meeting of the board of directors;
- 354 2. have the authority to employ the executive director and director of coaching;
355 and
- 356 3. be aware that all actions of the executive committee are subject to ratifications
357 by the board of directors at the next regularly scheduled meeting.

358 **Section 3. Meetings.** Meetings shall be at the call of the president or any two (2) members
359 and shall require a notice to the members of at least three (3) days.

360 **Section 4. Quorum.** A majority of the executive committee shall constitute a quorum for all
361 meetings. A member of the executive committee may participate in a meeting by means of a
362 conference telephone or similar communication equipment, by means of which all persons
363 participating in the meeting can hear each other, and their participation shall constitute
364 presence at the meeting.

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366 **ARTICLE XI**
367 **Committees**

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369 **Section 1. Composition.** The board of directors may establish standing and special
370 committees as authorized under Article VIII, Section 2D. Upon establishment, the duties are
371 assigned by the president or board of directors. The committee chairmen are appointed by
372 the president and approved by the board of directors.

373 **Section 2. Term.** Committee members serve for one year with the committee chairperson
374 serving at the discretion of the president and/or board of directors.

375 **Section 3. Ex-officio Members.** The president and executive director shall serve as an ex-
376 officio member of all committees who may advise and facilitate the committees as needed
377 and supervise the committees on fiscal responsibility and OYSAN policies.

378 **Section 4. Committee Chairpersons.** Committee appointments are made by the president
379 with the approval of the board of directors.

380 **Section 5. Special Committees.** In addition to the regulations prescribed in this Article,
381 appointments of the president to special committees and approval by the board of directors
382 may happen any time during the year. Special committees may be appointed for a specified
383 period of time to perform various assigned committee functions. The terms of special
384 committee members and chairpersons expire at the will of the board of directors.

386 **ARTICLE XII**
387 **Geographic Boundaries**
388

389 **Section 1. Boundaries.** The territorial boundaries of OYSAN shall include all northern counties
390 of the State of Ohio, separated from the Ohio South Youth Soccer Association by the southern
391 boundaries of the counties of Mercer, Auglaize, Hardin, the eastern boundary of Hardin, the
392 southern boundaries of Wyandot and Crawford to the Morrow County line, the western and
393 southern boundary of Morrow, Knox, Coshocton and Tuscarawas, the southern boundary of
394 Harrison to the Belmont line, the western and southern boundaries of Belmont County. The
395 United States Soccer Federation can change these boundaries.

396 **Section 2. Districts.** The territorial boundaries shall be divided into four districts—they are
397 generally the eastern area of the state, the eastern part of Cuyahoga County and the
398 Akron/Canton area, the western part of Cuyahoga County and the Mansfield area, and the
399 western part of the state.

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401 **ARTICLE XIII**
402 **Insignia**
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404 **Section 1. Colors.** The official colors of the OYSAN shall be red, white and blue.
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406 **ARTICLE XIV**
407 **Discipline**
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409 **Section 1. Revocation of Membership.** Any affiliate, associate or allied member with
410 registrations and all fees paid, may be removed for not following the OYSAN and/or USSF
411 bylaws, and rules, and by not enforcing disciplinary judgments on members. A hearing by the
412 board of directors will be held to remove a member. Notice must be given at least 30 days in
413 advance of the board of directors meeting to the affected organization. The member has all
414 rights pertaining to a hearing, and rights of appeal to the USSF. A three-fourths vote of the
415 board of directors is needed to remove a member.

416 **Section 2. Hearings.** Hearings held in OYSAN for disciplinary or other purposes will be held in
417 accordance with the USSF rules for hearings.
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419 **ARTICLE XV**
420 **Administrative Operations**
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422 **Section 1. Headquarters.** The headquarters shall be located at an office designated by the
423 board of directors and shall be within the territory of the organization.

424 **Section 2. Executive Director.** The management of the day-to-day operations at headquarters
425 shall be under the direction of an executive director.

426 **A. Accountability.** The executive director shall be hired by the executive committee. The
427 president shall be the immediate supervisor of the executive director. The executive
428 director shall consult with and be responsible to the president between meetings of
429 the executive committee.

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B. Duties. The executive director shall:

1. be responsible, in consultation with the president, for the employment and supervision of such personnel, except the director of coaching, as required to carry out the duties of the headquarters office provided that such employment falls within the constraints established by the adopted budget and personnel policies established by the executive committee;
2. be responsible for managing the day to day business and carrying out the policies of the organization as assigned by the president, executive committee, or board of directors;
3. manage a board-approved budget and handle financial responsibilities in coordination with the treasurer;
4. provide reports on all aspects of the administration and programs of OYSAN to the board of directors and members;
5. serve as an ex-officio members of all committees; and
6. perform such other duties as stated in the bylaws and other governing documents of OYSAN.

Section 3. Director of Coaching. The director of coaching shall be hired by the executive committee. The president shall be the immediate supervisor of the director of coaching. The director of coaching shall consult with and be responsible to the president between meetings of the executive committee.

Section 4. Policies. OYSAN shall have policies on registration, travel and tournaments, discipline and appeals, finance, sexual and physical abuse, and health and safety of players. Other policies may be established as deemed necessary by the board of directors, executive committee or executive director.

Section 5. Written Reports. All written reports will be kept in the state office and by the appropriate administrators.

**ARTICLE XVI
Electronic Meetings**

The board of directors, executive committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

**ARTICLE XVII
Discrimination and Conflict of Interest**

OYSAN will not discriminate against any individual on the basis of race, color, religion, age, sex or national origin. OYSAN will not join any organization that has requirements that conflict with the USSF articles, bylaws, policies and requirements. Registration with OYSAN is registration with USSF.

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ARTICLE XVIII
Indemnification

Any director, officer, employee, or agent of OYSAN who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by the Revised Code of Ohio.

ARTICLE XIX
Dissolution

In the event of dissolution of this organization, the assets of the organization shall be distributed to the United States Soccer Federation, or any other eligible non-profit organization as directed by the majority of the board of directors. Three-fourths (3/4) vote of member leagues/clubs and board of directors is required to dissolve and end this organization.

ARTICLE XX
Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order that OYSAN may adopt, and any statutes applicable to the organization that do not authorize the provisions of these bylaws to take precedence. The parliamentary authority of OYSAN shall be adopted by each member organization.

ARTICLE XXI
Amendments

Section 1. Correlation with the Articles of Incorporation. Article I and Article II of these bylaws shall be identical to the corresponding articles of the Articles of Incorporation.

Section 2. Correlation with United States Soccer Federation. Any amendment to these bylaws or OYSAN policies necessitated by amendments to the articles of incorporation, bylaws, policies, and requirements of USSF shall be automatically effected by the board of directors and reported to the members at the annual general meeting following the adoption of such amendments by USSF.

Section 3. Amendment with Notice. By two-thirds vote of the voting members, these bylaws may be amended at any annual meeting or duly called quarterly meeting provided that the amendment:

- A.** has been submitted by the board of directors and adopted by a two-thirds vote of the entire board;
- B.** has been submitted by any affiliate member and submitted to the board of directors on or before 30 days prior to the annual meeting; and

517 C. has been mailed to all voting members no less than 30 days prior to such meeting in
518 which the proposed amendments will be voted upon together with identification of
519 proposer(s)

520 **Section 4. Board Action.** Any amendment or revision to the bylaws adopted at a meeting
521 under Section 2 of this Article must thereafter be approved by the board of directors by an
522 affirmative vote of a majority of those present immediately after the meeting at which the
523 amendment(s) were voted upon. All members of the board of directors present must sign a
524 dated ratification page.

525 **Section 5. Effective Date.** Any revised bylaws and/or any amendments become effective after
526 the adjournment of the meeting upon which it was voted providing there is no other specified
527 effective date.

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Revised November 12, 2011