



By-Laws

of the

Dublin Soccer League, Inc.

Adopted on January 24, 2007

1. Membership

1.1 Eligibility and Voting Rights: The general membership of Dublin Soccer League, Inc. ("DSL" herein) shall consist of any parent and/or guardian who paid a fee charged by DSL consistent with its Articles of Incorporation, as amended, for any eligible child/adult actively participating in the organization. To be an active voting member, the individual must have paid a fee in the current year. Voting rights of the general membership of DSL shall be accorded to only fee-paying members of DSL.

1.2 Suspension or Expulsion: DSL, through its governing body, may suspend or expel any individual from its general membership for good cause. "Good cause," as used in this section, includes, but is not necessarily limited to, the following examples:

1.2.1 Any conduct that brings DSL into public disrepute or violates the purposes for which DSL was formed;

1.2.2 Any willful failure or refusal to abide by the DSL Constitution, by-laws or rules of the organization; and

1.2.3 Any other conduct that the Board of Directors may reasonably determine to constitute good cause.

2. Board of Directors

2.1 Governance: DSL shall be governed by a Board of Directors (the "Board" herein).

2.1.1 Board Members: Board members shall attend board meetings, emergency meetings, and committee meetings as may be scheduled. It is expected that each board member will actively participate in the organization, volunteering for and accepting such duties as may be assigned, and completing such assignments in a timely and thorough manner. Board members shall stay informed about the organization, prepare for meetings, and review and comment upon minutes and reports provided

2.2 Composition, Eligibility and Term of Office:

2.2.1 Unless specifically exempted below, each member of the Board of Directors shall be a resident of the City of Dublin or reside within the Dublin City School District.

2.2.2 Board members shall serve without compensation except that they shall be allowed and paid such actual and necessary expenses to Board members rendering unusual or special services to DSL as the Board of Directors may authorize or sanction. Provided, however, no compensation or expenses shall

be paid to any member if such compensation or payment of expenses would result in the corporation losing its tax-exempt status.

2.2.3 The Board of Directors shall be comprised of five voting members and three ex-officio/non-voting members as set forth below. Each voting member of the Board shall have one vote. The terms for the two at-large representatives (pursuant to subparagraph 2.2.3.1) and the two parent/volunteer coach representatives (pursuant to subparagraph 2.2.3.2) shall be staggered.

2.2.3.1 Two (2) at-large representatives who are also members of DSL at the time of election. The term of office shall be for two years.

2.2.3.1.1 At-large representatives shall not be eligible for board membership if the Board member has a child that participates in the DMTSO, OP or OFC programs.

2.2.3.2 Two (2) parent/volunteer coaches of DSL who are also members of DSL at the time of election. The term of office shall be for two years.

2.2.3.2.1 Parent/volunteer coach representatives must have satisfactorily completed a Risk Management Disclosure Form, maintain a telephone number available to the DSL office and his team's members and follows the Coach's Code of Conduct.

2.2.3.2.2 Parent/volunteer coach representatives shall not be eligible for board membership if the Board member has a child that participates in the DMTSO, OP or OFC programs.

2.2.3.2.3 Coach representatives will maintain their eligibility and may continue to coach during their term of office. Unless overriding concerns to the contrary, the DSL will ensure their selection as coach or assistant coach during their term of office.

2.2.3.3 One (1) representative of the City of Dublin, to be determined by the City of Dublin. This representative is not subject to any residency requirement.

2.2.3.4 One (1) ex-officio/non-voting representative of the Dublin Middle Tier Soccer Organization ("DMTSO") designated by that organization. This representative is not subject to any residency requirement.

2.2.3.5 One (1) ex-officio/non-voting representative of Ohio Premier ("OP"), designated by that organization. This representative is not subject to any residency requirement.

2.2.3.6 One (1) ex-officio/non-voting representative of the Ohio Football Club ("OFC"), designated by that organization. This representative is not subject to any residency requirement.

2.3 Nominations: Applicants who meet the eligibility requirements and who wish to serve as an at-large or parent/volunteer coach member of the Board shall submit an official Nominating Petition by a date established by the Board. The Nominating Petition shall

specify the applicant's desire to run as an "at-large" or "coach" candidate, but not both. If the Nominating Petition does not specify whether the applicant wishes to run as an "at-large" or "coach" candidate, the petition shall not be accepted for consideration. Nominating Petitions shall require five unique signatures of adult parent/guardians who are members of DSL. No more than two unique signatures will be accepted for each child/adult participant. If a Nominating Petition does not meet these requirements, the petition shall not be accepted for consideration.

2.3.1 An individual, in order to nominate or run for office, must have their name listed on a participant's registration form. A parent/guardian's name may be added to a participant's registration form only with the original signatory's approval in writing.

2.4 Elections:

2.4.1 Elections shall be held annually each fall. The general members of DSL shall be accorded the right to elect the two "at-large" representatives and the two "parent/volunteer" coach representatives of the Board. Regardless of the number of participants within a specific family, each parent/guardian who has paid for any child/adult participant may vote one time only. This allows spouses and estranged parents to vote separately.

2.4.2 Ballot information will be provided in a manner acceptable to the DSL Board to DSL members registered for the fall and/or spring season of the current recreational year.

2.4.3 An individual, in order to nominate or run for office, must have their name listed on a participant's registration form. A parent/guardian's name may be added to a participant's registration form only with the original signatory's approval in writing. Returned ballots must include or be accompanied by the recreation program participant's name to insure verification.

2.4.4 An election committee comprised of the DSL Chairman, Executive Director and City Representative will conduct the annual election with the final advice and consent of the full board of directors received prior to September 1st.

2.4.5 If an insufficient number of candidates run for election for either "at-large" or "coach" representative to fill positions available on the board, the board shall fill the position(s) from the general membership at its January meeting as described in Section 2.70.

2.5 Removal From Office: A member of the Board of Directors may be removed from office for good cause by the affirmative vote of four-fifths (80%) of the Board at a meeting duly called for that purpose. "Just cause" for removal may include, but is not necessarily limited to, the following:

2.5.1 Any conduct that brings DSL into public disrepute or violates the purposes for which DSL was formed;

2.5.2 Any willful failure or refusal to abide by the DSL Constitution, by-laws or rules of the organization;

2.5.3 Having excessive absenteeism from regularly scheduled Board meetings; and

2.5.4 Failure during a term of office to be in compliance with the conditions of eligibility established in Section 2.0 herein; and

- 2.5.5 Any other conduct that the Board of Directors may reasonably determine to be good cause.
 - 2.6 Loss of Eligibility: Loss of eligibility shall automatically occur for any Board member should any child within his/her family accept an offer to participate with an organization that is party to one of the DSL and City Agreements regardless of any other children in the family remaining within the DSL organization.
 - 2.6.1 If a Board member loses eligibility to serve on the Board as the result of a child accepting an offer to participate in an organization that is a party to one of the DSL and City Agreements, the member's term shall immediately and automatically terminate upon acceptance of the other organization's offer, notwithstanding Section 2.5.4 herein.
 - 2.6.2 A board member may tender their resignation at any time.
 - 2.7 Vacancy: In the event of a vacancy of a voting member of the Board of Directors, other than the City Representative, for any reason, a majority of the remaining Board may appoint another individual from the general membership to fill the remainder of the unexpired term.
3. Officers, Executive Director and Duties
- 3.1 Officers: The elected officers of DSL's Board of Directors shall be the Chairperson and Vice Chairperson. These officers shall be elected annually by the Board of Directors at the first meeting in January. Election shall be by ballot except when the slate is unopposed, in which case election may be by voice vote. Officers and directors shall be elected by plurality vote. Absentee or proxy voting shall not be permitted for the election of officers. In the event of a vacancy of in the office of either Chairperson and/or Vice Chairperson, a meeting shall be called for the purpose of electing a member to fill the remainder of the unexpired term.
 - 3.2 Chairperson: The Chairperson shall be the chief executive officer of the organization, shall preside at all Board meetings, and shall have such other powers and duties as may be prescribed by the Board of Directors. He/she shall have authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments requiring presidential signature and shall have all powers and duties prescribed for such office by all applicable general and nonprofit corporation laws of Ohio.
 - 3.3 Vice Chairperson: The Vice Chairperson shall perform such duties as may be conferred upon him/her by these by-laws or as may be assigned to him/her by the Board of Directors or the Chairperson. At the request of the Chairperson, or in his/her absence, disability, or due to a vacancy in the position, the Vice Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of the Chairperson. Authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments shall be coordinate with like authority of the Chairperson.
 - 3.4 Executive Director: DSL shall have a contractual full-time Executive Director who shall:
 - 3.4.1 Serve as the Secretary to the Board by keeping correct records of all meetings, attending to all correspondence, providing notification of all meetings and maintaining all important documents of the organization;
 - 3.4.2 Serve as Treasurer of DSL by retaining custody of and signatory authority over all DSL funds; receiving and accounting for and properly expending funds in

accordance with approved budget and in accordance with the direction of the Board of Directors; developing, presenting, and seeking approval of an annual budget from the Board of Directors; developing and presenting accurate budget reports to the Board of Directors on a monthly basis;

- 3.4.3 Develop and manage all DSL programs;
- 3.4.4 Keep track of and maintain memberships and membership information;
- 3.4.5 Ensure, manage, and lead appropriate staffing with employees, volunteers, and contractors;
- 3.4.6 Coordinate all scheduling of field usage with the City of Dublin, "select" and "middle tier" soccer organizations and other users;
- 3.4.7 Serve as an ex-officio member of all committees and subcommittees;
- 3.4.8 Receive, investigate, and present all grievances from the general membership of DSL to the Board of Directors;
- 3.4.9 Perform such other duties as may be prescribed or assigned by the Board of Directors;
- 3.4.10 Maintain appropriate certifications, licenses, and memberships/affiliations as prescribed by the Board of Directors;
- 3.4.11 Maintain the confidence of the Board of Directors.

4. Committees

- 4.1 General: There shall be as many standing committees and subcommittees as may be deemed necessary or appropriate to provide advice, make policy recommendations and/or to conduct certain business of DSL as specified by the Board of Directors. In addition to the persons specified in the by-laws, the Chairperson may appoint one or more persons to such committees or subcommittees. There shall be three standing committees of the organization: the Executive Committee; the Finance Committee; and the Grievance Committee. Within a reasonable time after its appointment, each committee shall submit to the Board of Directors a comprehensive program of the work which it proposes to perform as called upon by the Chairperson. Non-standing committees shall be dissolved upon termination of the reason for appointment.
- 4.2 Executive Committee: There shall be a standing Executive Committee comprised of the five (5) voting members of the Board of Directors. This committee shall meet as called upon by the Chairperson and shall serve in an advisory capacity pertaining to the operations and activities of DSL and may make such recommendations as may be deemed appropriate to the entire Board.
- 4.3 Finance Committee: There shall be a standing Finance Committee which shall include the Chairperson, Vice Chairperson, Executive Director and such other person(s), if any, as may be directed by the Chairperson. This committee shall participate in the preparation of the annual budget for approval by the Board of Directors.
 - 4.3.1 The Finance Committee Chairperson shall be responsible for the reconciliation of accounts of the Dublin Soccer League.

- 4.3.2 Authority to sign DSL accounts resides with the Chairperson, Vice-Chairperson, Executive Director and Office Administrator. However, they shall be excluded if acting as Finance Committee Chairperson.
 - 4.3.3 The Chairperson and Executive Director may each approve purchases up to \$500 per month for expenses in the operation of the DSL.
 - 4.3.4 Checks less than \$500 require one signature. Checks over \$500 require two signatures. Checks \$3000 and over require the signature of the Chairperson.
 - 4.3.5 Expenditures and transfers from investment accounts require authorization from at least two signatories and if not a signatory, written notification shall be provided to the Finance Committee Chairperson.
- 4.4 Grievance Committee: There shall be a standing Grievance Committee comprised of the Chairperson, Vice Chairperson, Executive Director and such other person(s) as may be directed by the Chairperson. This committee shall be responsible for the investigation and hearing of all game protests, disciplinary matters and adherence to and enforcement of DSL's Constitution, by-laws, operating rules, and regulations. In resolving disputes deemed to be a serious threat to the conduct of DSL activities by any player, coach, spectator or official, the committee shall review the facts and gather information surrounding the incident. As expeditiously as possible, the committee shall interview the complainant, violator and any witnesses as considered necessary in order to provide an objective description of the factual situation. A report summarizing the incident and providing adequate detail to facilitate an understanding of the incident must be made to the Board of Directors within twenty-four (24) hours following the conclusion of the investigation. This report may be circulated to the Board of Directors by email. The committee shall include within its report recommendations regarding the imposition of sanctions, if appropriate, which may include a one-time warning, temporary suspension, or permanent expulsion upon the violator. The Executive Director shall permanently retain all reports generated by the Grievance Committee and shall bring to the committee's attention any instances of prior allegations of misconduct and the disciplinary action, if any, ultimately taken by the Board of Directors. Thereafter, as soon as practical, the Board shall schedule a Board Meeting wherein all effected parties shall be given an opportunity to be heard. The Board of Directors will then render its decision no later than ten (10) days after receiving notification of the incident. In the event a serious civil or criminal behavior is involved, the Board of Directors will notify or work with, if necessary, any and all appropriate governmental agencies.
- 4.5 Committee Meetings: Committee meetings may be convened in the manner and at such time and place as the committee considers necessary or desirable.
5. Board Meetings
- 5.1 Frequency of Board Meetings: The Board of Directors shall meet in January of each year. Thereafter, the Board shall convene meetings in the manner and at such time and place as considered necessary or desirable in order to conduct the normal business of the organization. Regularly scheduled meetings, not to include emergency meetings, shall be posted on the DSL web site at least fourteen (14) days prior to the meeting.
 - 5.2 Board Meeting Format: All meetings will be open to the public. If an attendee would like an item to be addressed, it must be placed on the agenda consistent with the following Section. An executive session may be called at any time during the meeting by majority vote of Board members.

- 5.3 Board Meeting Agendas: Meeting agendas may be written by the Chairperson, Vice Chairperson, or Executive Director. Board members may submit to the Chairperson, Vice Chairperson, or Executive Director items to appear on the agenda no later than five (5) days before a scheduled meeting. Regularly scheduled meeting agendas should be distributed by the Executive Director to all Board members at least three (3) days in advance of a meeting.
 - 5.4 Emergency Board Meetings: In addition to regularly scheduled meetings, emergency meetings may be called by the Chairperson or Vice Chairperson in response to a special request of the Executive Director or any Board member.
 - 5.5 Minutes: Minutes as recorded by the Executive Director shall be sent by email to all Board members within fourteen (14) working days after a meeting. Board members shall have ten (10) days to send any corrections by email to the Executive Director. Minutes shall be approved by a majority of a quorum at the next meeting of the Board of Directors. The Executive Director shall post the approved minutes on the DSL web page within five (5) days of their approval.
 - 5.6 Board Meeting Procedures: The Chairperson, or in his/her absence, the Vice Chairperson, shall generally run the meeting, shall be vested with authority to keep order and may call votes as necessary during meetings. Any voting member may request at any time that a vote be called on a particular item. The presence of any voting member of the Board of Directors shall constitute a quorum, with the majority of the quorum deciding the outcome of issues voted upon unless otherwise specified in DSL's Constitution or by-laws.
 - 5.7 Email Voting: Email voting is acceptable, but not preferred. The Chairperson or Vice Chairperson may initiate a call for an email vote. In this case, the issue on which the Board is requested to vote will be fully explained in an email sent from the Chairperson or Vice Chairperson, or from the Executive Director at their request, to all voting and non-voting members of the Board. A specific deadline for the vote shall be included which will accord each Board member at least twenty-four (24) hours to respond. Any comments shall be distributed to all Board members. Not less than twenty-four (24) hours thereafter Board members may be called to cast a vote by email. A majority of the voting Board members must respond in order for the vote to be valid. Results of the vote will be disseminated to all Board members within twenty-four (24) hours of receiving the final vote. Any email vote shall be ratified by the Board at its next regularly scheduled meeting and duly reflected in the meeting minutes.
 - 5.8 Notice: Notice of all Board meetings shall be in writing to Board members, sent by regular mail or email not less than ten (10) calendar days nor more than fifty (50) calendar days prior to the date of the meeting, unless a longer period is required by law. If sent by regular mail, such notice shall be sent to the last known post office address of such member as it appears on the records of the corporation. Such notice shall state the time and place of the meeting and the purpose for which it is called, so far as is known at the date of the notice, and if the call be for an annual meeting, the notice shall so state. Any Board member may waive notice of any regular or emergency meeting either before or after the meeting, and notice is in fact waived by a Board member's attendance at any meeting. Notice of all Board meetings to the general membership shall be made by posting the same to the DSL website not less than 10 calendar days nor more than fifty (50) calendar days prior to the date of the meeting, unless a longer period is required by law.
 - 5.9 Location: All meetings shall take place in Dublin, Ohio.
6. Fiscal Year: The fiscal year shall extend from July 1, through June 30, annually.

7. Indemnification

- 7.1 **Mandatory Indemnification:** DSL shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this organization) by reason of the fact that he/she is or was a member of the Board of Directors, an officer, employee or volunteer of DSL, or was serving at the request of DSL as a director, trustee, officer, employee, agent, or volunteer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of DSL, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of DSL, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that the conduct was unlawful.
- 7.2 **Discretionary Indemnification:** DSL may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of this organization to procure a judgment in its favor by reason of the fact that he/she is or was a member of the Board of Directors, an officer, employee, or volunteer of DSL, or is or was serving at the request of DSL as a director, trustee, officer, employee, agent, or volunteer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of DSL. No such indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to DSL unless and only to the extent that a court of competent jurisdiction shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses as such court shall deem proper.
- 7.3 **Indemnification for Expenses of Defense:** To the extent that a member of the Board of Directors, an officer, employee, agent, or volunteer of DSL has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Section or in defense of any claim, issue, or matter described therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by him/her in connection therewith.
- 7.4 **Procedure for Indemnification:** Any indemnification hereunder, unless ordered by a court, shall be made by DSL only upon a determination that indemnification of a member of the Board of Directors, an officer, employee, agent, or volunteer of DSL is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 7.1 or 7.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Board members who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested Board members so directs, in a written opinion by independent legal counsel. Any determination made by the disinterested Board members or by independent legal counsel under this section to provide indemnification under Section 7.2 shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the corporation, and within ten

(10) days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought to review the reasonableness of such determination.

- 7.5 Advances: Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in Sections 7.1 or 7.2 may be paid by DSL in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of a member of the Board of Directors, an officer, employee, agent, or volunteer of DSL to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by DSL as authorized in Section 7.
- 7.6 Non-exclusivity: The indemnification provided for herein (a) shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under these by-laws or any agreement, vote of disinterested Board members, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, (b) shall continue as to a person who has ceased to be a member of the Board of Directors, trustee, officer, employee, agent, or volunteer, and (c) shall inure to the benefit of the heirs, executors, and administrators, of such a person. The provisions of this Section 7 shall be binding upon the successors and assigns of DSL by reorganization, merger, consolidation, or otherwise.
- 7.7 Insurance: DSL may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Directors, officer, or volunteer of this organization, or is or was serving at the request of DSL as a director, trustee, officer, employee, agent, or volunteer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not DSL would have the power to indemnify him/her against such liability under Section 7.
8. Amendments: These by-laws may be amended by the Board of Directors at any regular or emergency meeting. Notice of the proposed amendment and proposed language shall be provided in writing to each Board member at least ten (10) days in advance of a meeting. Such notice may be sent by email. The presence of a majority of the voting Members of the Board of Directors shall constitute a quorum, with the majority of the quorum deciding the outcome of any proposed amendment.
- 9.-14. Reserved
15. Miscellaneous:
 - 15.1 Seniority of Laws, Articles, By-laws, Policies and Resolutions. The governing law relevant to the conduct of this corporation shall be the laws of the United States, laws of the State of Ohio, the Articles of Incorporation of this corporation, as amended, the Constitution of this corporation, as amended, the four Declarations of Mutual Support and Agreement between the City of Dublin, the Dublin Soccer League, the Ohio Premier Girls Soccer Club, the Ohio Football Club, and the Dublin Middle Tier Soccer Organization, the By-laws of this corporation, as amended, and the corporate policies and resolutions that are passed from time to time by the Board of Directors, in that order. If there is any inconsistency between these controlling bodies of law, then any inconsistency is to be resolved in favor of the senior body of law and the junior bodies of law are deemed automatically amended. The officers, directors and members of the corporation shall make every effort to generally amend the junior bodies of law whenever necessary so that inconsistencies will be corrected. However, whether or not these inconsistencies are corrected, the senior body of law will still prevail until such correction is made.

15.2 In Pari Materia: The Dublin Soccer League Program Handbook is recognized as a general guide by which DSL conducts itself and its operations, and is incorporated herein by reference. Said Dublin Soccer League Program Handbook, as then existing, shall be consulted and followed for any issue not specifically addressed herein, or in DSL's Articles of Incorporation, as amended, or its Constitution, as amended, provided doing so would not be inconsistent therewith.