

CONSTITUTION
OF THE
GAHANNA SOCCER ASSOCIATION

GAHANNA SOCCER ASSOCIATION
1031 CHALLAS SPRINGS DRIVE, GAHANNA, OHIO 43230

ARTICLES OF INCORPORATION

ARTICLE 1 – NAME

This organization shall be known as the Gahanna Soccer Association, and shall be a non-profit educational and recreational association, incorporated under the Non-profit Corporation Laws of the State of Ohio.

ARTICLE 2 – PURPOSE

The purpose of this corporation shall be to teach and develop skills in the playing of soccer among youth age 3 to 18 years of age and adult programs, to promote the growth of competitive amateur soccer, and encourage good sportsmanship and fair playing among the participants therein. To offer and participate with team programs in International and National competition, as well as State, Regional, and National Championships. To participate in individual Olympic development programs offered by the Ohio South Youth Soccer Association, Inc. and the United States Youth Soccer Association, Inc., the United States Amateur Soccer Association, and the United States Soccer Federation, for the development of players for State, Regional and National Teams, and the camps which will lead to player selection for teams to represent the United States in the Olympic games, Pan American games and other National and International Competitions as required.

- A. To achieve these purposes, the Association shall:
1. Provide recreation level competition for its member teams and if necessary align for league play with other local agencies which conduct and sanction such play.
 2. Provide opportunities to play aligning for play with local, state, regional, and national sanctioning organizations.
 3. Provide opportunities for the instruction and training of players, coaches, and referees.
 4. By its rules and regulations of play, promote the practice of good sportsmanship and fair play.
 5. Provide the opportunity for competition with teams from other states and countries, by participating in the organization and operation of OSYSA, USYSA and USASA sanctioned tournaments.
 6. Provide the opportunity for competition with teams from other states and countries, by participating in tournaments sanctioned by other FIFA affiliated state, regional and national sanctioning organizations.
 7. Participate in such other educational activities as may be deemed appropriate by the Association.
 8. Participate in the Olympic Development Program.
- B. In no event shall the income or property of the corporation benefit or be distributed to its members, officers or other private persons; except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and/or for materials or possessions acquired or to reimburse individuals for authorized purchases for the corporation.
- C. At no time shall a substantial part of the activities of the Association shall be the carrying of propaganda to, or otherwise attempting to, influence legislation.
- D. The association shall not participate in any political campaign on behalf of any candidate for public office.
- E. At no time shall the association allow self promotion for income to any activity other than those which can be directly related to the sport and game of soccer.

ARTICLE 3 - LOCATION

The primary location of operations for the Gahanna Soccer Association shall be at 1031 Challas Springs Drive, 43230, which is located in the city of Gahanna, Ohio, in Mifflin Township, Franklin county and those operations shall be in cooperation with but separate from Gahanna Park and Recreation Department located at 200 South Hamilton Road, 43230, which is located in the city of Gahanna, Franklin County, Ohio.

ARTICLE 4 - COMMITMENT

The Gahanna Soccer Association shall be committed to;

- A. Teaching and promoting the sport and game.
- B. Teaching sportsmanship, fair play and physical fitness.
- C. The development and advancement of the technical skills of the players.
- D. Encouraging the youth of our community to participate, learn and have fun.
- E. Providing the youth of our community a positive, supervised, youth sports activity.

ARTICLE 5 - AFFILIATION

This corporation shall be a member of the Ohio South Youth Soccer Association, Inc., a member of the United States Youth Soccer Association, Inc., and through it shall be affiliated with the United States Soccer Federation, and the Federation International de Football (FIFA). As a result of that affiliation and in the event no rule is stated by the corporation to cover a specific operation or play instance, then the actions of the corporation relative to said instance shall be governed by the rules and regulations of the United States Soccer Federation, or the most immediate national or state governing agency affiliated with and accredited by the US Soccer, which would have rules, regulations, bylaws and jurisdiction over said instance.

- A. The Corporation shall, by approving and accepting this constitution into use, decree to continue inter-organization and intra-organization affiliations and sanctions which were in place previous to this document.
- B. The Corporation shall also, if ever and when ever the need should arise, automatically and without any Board action or approval needing to be performed, affiliate with other state and national governing agencies which sanction recreation level play under the sanction of US Soccer and which administer teams and play within an age group or groups which at that time are not under the jurisdiction of the USYSA, USASA, OSYSA.

ARTICLE 6 - DISSOLUTION

In the event of the dissolution of this corporation, the presiding Executive Officers or trustees thereof, shall, after paying or making provisions for the payment of all of the liabilities of the association, dispose of all the assets of the association exclusively to such an organization or organizations as shall qualify as exempt under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code).

CONSTITUTIONAL PROVISIONS

PROVISION 1 - TERMS OF OFFICE

Terms of office for the members of the Board of Directors, shall be a two year term starting at the close of elections at the properly applicable Annual General Meeting of the Corporation.

PROVISION 2 - ELECTIONS

Elections for a portion of the Board of Directors shall be conducted once every year during the Annual General Meeting of the Corporation in November as set forth in sentences 2A-D below. The process of voting shall be by physical appearance and verbal response with one vote per open Board seat for any household that participated in GSA the previous fall session. Active Board members may vote by physical appearance and verbal response or by email communication copied to the entire active Board prior to the start of the meeting with one vote per open Board seat.

The procedures for the election of Board officers are as follows:

- A. Nominations shall be accepted until the close of business at the October meeting of the Board of Directors.
- B. Board positions that will be available depend on the year:
 1. Odd Year – Odd age group commissioners (including but not limited to U5, U7, U9, U11, U13, U15, etc), Adult Commissioner, Referee Assignor, Treasurer, Vice President of Operations.
 2. Even Year – Even age group commissioners (including but not limited to U4, U6, U8, U10, U12, U14 etc), Secretary, Vice President of Administration, and President.
- C. In the event that a board member holds the position of commissioner for two combined age groups the commissioner position for both groups will be elected in the odd year election.
- D. Each open position will go through a motion process led by the Vice President not up for reelection with an instant tally and result of the votes.

PROVISION 3 - BOARD OF DIRECTORS

- A. Power & Authority - The 'Board of Directors' shall be and shall have the sole authority to approve operations and establish policy for the corporation. This shall include but shall not be limited to the letting of contracts, hiring of contractors, approval of staff personnel and other matters of business of the corporation and that said matters shall be for the consideration for the entire Board, unless the Board of Directors stipulates to grant such authority to an individual or group of individuals who shall act under the supervision of the Board.
- B. Management - The Board of Directors shall be composed of all officers and persons of authority within the corporation as prescribed by the 'Bylaws' of the corporation. This Board shall be the sole governing agency of record for the Corporation. Board members designated as 'Executive Officers' are and shall be responsible to conduct the daily business and operations of the corporation.
- C. Elections - Election of the Board of Directors shall occur once every two years at the applicable Annual General meeting. Candidates must come from volunteers or persons nominated by the president or other current members of the Board of Directors per any qualifying stipulations set forth within the Bylaws of the corporation.
- D. Replacement of Board Member - If for any reason, a member of the Board of Directors is not able to fulfill the duties and responsibilities of or complete their term in office, the remainder of the term may be completed by a person appointed to that office by the President and who meets the provisions of eligibility for that office, as defined by the Bylaws of the corporation. Said person must be approved by a majority vote of the presiding Board members in attendance at the Board meeting in which their name is placed into appointment for said position.
- E. Removal of Board Member - Any Board member is subject to "Administrative" removal from office with or without cause or explanation by a majority vote of the currently presiding Executive Officers who are present at the time said vote occurs and provided at clear majority of the Executive Officers are present to

vote. Any Board member who is removed "Administratively" shall be deemed by the Executive Officers to be in bad standing for a minimum period which shall end at 12:00 midnight thirty days after the close of the next successive elections of the corporation and a maximum penalty of removal for a period not to extend beyond six years from the date of removal. Said action is not rescindable by any party or authority for any reason.

- F. Succession of Power - If in the course of operations, the President of the Corporation should fall gravely ill, become physically or mentally incapacitated, or become unavailable due to unexpected or unforeseen events, and not be able to complete the current term of office, then the order of succession of power among the Board shall first fall to the Executive Officers of the Board and said succession ranking shall be as follows: President, Vice President of Operations, Vice President of Administration, Treasurer, Secretary. Should it come to pass that all Executive Officers decline the office of the President, then a President may be elected from among the non-executive members of the Board by way of a simple majority vote of the presiding Board members in attendance and in accordance with the stipulations within the Bylaws of the corporation as to meeting the needs of a legally recognized 'quorum'.
- G. Extended Powers of the Board - In the event the corporation falls into decline and it is determined that the current policies or direction of the Board not be in the best interests of the corporation, the Executive Officers shall have the authority to intervene - by a unanimous vote only and pursuant to any conditions or stipulations of the 'Bylaws' of the corporation or applicable sections of the Ohio Revised Code - and declare and act, or appoint others to act, as "Trustees: for the good of the Corporation". Should this come to pass, the duly recognized 'Trustees', using only a simple majority vote, shall have the authority to act as deemed necessary on any issue in order to bring the operations of the Corporation back inline with the tenets of proper corporate behavior, legal operations and positive management practices, so as to secure the future of the corporation. If the 'Trustees' determine that there is no true or earnest opportunity to save the corporation, then said trustees shall have the authority to cease the operations of the corporation and liquidate the assets of the corporation in compliance with Article 6 of the Articles of Incorporation of the corporation.

PROVISION 4 - LIABILITY

Any liability found or levied against the corporation shall not pass through to the members of the Board of Directors, any and/or all staff members, volunteers or associates of the corporation thereof. No person, agent or representative, shall be personally liable for any legal or financial obligation or action taken against the corporation so long as said person did act in good faith and in the best interest of the corporation and are not guilty of any negligence, misconduct, misrepresentation or criminal act.

PROVISION 5 – INDEMNIFICATION OF DIRECTORS/OFFICERS

The Corporation shall have the power 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, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Director, Officer, Employee or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or Agent of another Corporation against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably 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 the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, 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 the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

PROVISION 6 - MEETINGS

All meetings of the Board of Directors shall be as scheduled, or the Board may be called into 'special session' by the President or either of the Vice Presidents should there be an urgent need to do so. Teleconference or video conference meetings are acceptable with regular meeting quorum rules and attendance being participation on the call. A quorum of currently presiding Board members, as stipulated by the 'Bylaws' of the corporation, must be

present for any business of the corporation to be acted upon. The Annual General Meeting shall require that a public notice be given no less than two weeks (14 days), prior to the call to order for said meeting.

Guest participation at GSA Board meetings will require the guests to notify the Board at the beginning of the meeting that they would like to address the Board and on what topic(s). Once the meeting is brought to order the guest will be afforded five (5) minutes per topic to address the Board.

PROVISION 7 - AMENDMENTS

Amendments may be proposed by anyone who is in good standing with the corporation. Said amendments are required to be in a written format and may be submitted to any member of the Board of Directors for consideration by the Board as a whole. Any properly submitted and proposed amendment shall be submitted to the Board of Directors at the next regularly scheduled meeting of the Board of Directors.

PROVISION 8 - VOTING

Voting, for the purpose of conducting any and all business of the corporation, shall always require a simple majority vote for passage/acceptance of the issue under consideration, unless there are other specific stipulations stated within the Bylaws of the corporation. A majority vote shall be defined as any tally of votes which results in a margin of one or more votes greater than the opposing vote.

PROVISION 9 - LEGAL REVIEWS

A legal review of the Bylaws & Operations Procedures shall occur within the last month of every 3rd calendar year. This review shall be by a duly recognized law firm from within the boundaries of the state of Ohio and said rewrites shall be based upon:

- A. Amendments to legal terminology.
- B. Changes in the language of applicable laws and regulations.
- C. Clarification of corporation operations.
- D. Legal realignment of operations.

Revisions are automatic and not subject to review unless called into question by way of a unanimous vote of the presiding members of the Board of Directors.

PROVISION 10 - OPERATIONAL GROUPS

The corporation may establish operational groups, also known as committees or work groups, as it deems fit, so long as said group is voted into existence by the Board of Directors of the corporation, or is stipulated within the Bylaws of the corporation and serves to provide research, oversight or direction to a process the Board has deemed necessary to and for the operation of the corporation.

PROVISION 11 - FINANCE

All financial operations of the corporation shall be at the desire of the Board of Directors. The depositing of funds into the account or accounts of the corporation may occur unrestricted so long as copies of, records of, or notification of said deposits are provided to the Treasurer of the corporation, who shall inform the Board of said deposits. The removal of funds shall occur only as deemed necessary for the daily operation of the corporation as set forth by the Constitution and Bylaws of the Corporation.

PROVISION 12 - DISPUTES

As a condition of participation, all players registered to participate under the sanction of the corporation, their parents and supporters, all family members, coaches, and administrators, hereafter called members, agree to be bound by the provisions of 'Due Process' as outlined within the Bylaws of the Corporation, in regard to any disputes which are properly tendered to the Board for settlement. Furthermore, all participants agree to not use any court of the land and/or institute any legal proceeding of any type or pursue any grievance against the corporation. In lieu of using any external legal process, participants do agree to use the internal processes established and provided by the corporation to settle these disputes or problems and agree to be bound by whatever finding or edict is pronounced.

PROVISION 13 - STATUTES AND OPERATIONS

The Articles of Incorporation and the Constitutional Provisions are subject to review, however, they may not be eliminated either momentarily or permanently, nor may the intent of any constitutional provision be altered by the Board of Directors of the corporation or during any legal review. Furthermore, any alteration to these constitutional provisions shall require a 3/4 majority vote of all presiding members of the Board of Directors of the corporation for approval and/or acceptance of any changes, revisions, rewrites, or any other method of modification applied to the Articles of Incorporation and/or the Constitutional Provisions in use.