

CINCINNATI UNITED SOCCER CLUB

SECOND AMENDED AND RESTATED CODE OF REGULATIONS

(Approved March 23, 2023)

ARTICLE I - NAME; OFFICES; CONSTITUTION

- A. This organization shall be known as “Cincinnati United Soccer Club” (“CUSC”), a non-profit organization incorporated under the laws of the State of Ohio law and exempt from taxation under Section 501(c)3 of the Internal Revenue Code.
- B. The principal office of CUSC in the State of Ohio shall be located at 4555 Lake Forest Drive, Suite 650, Blue Ash, County of Hamilton, Ohio. CUSC may have other offices in such other locations as the Board of Directors may determine.
- C. These Code of Regulations shall be referred to as the “Constitution.”

ARTICLE II - PURPOSE

- A. CUSC is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code as set forth in the Articles of Incorporation. To the extent not inconsistent with the foregoing, CUSC's purpose shall include, but not be limited to, the following: the promotion of recreational and competitive soccer programs, teams, tournaments and organizations for individuals; encouraging good sportsmanship and fair play of all the participants therein; offering programs for teams to participate in local, regional, national, and international competitions and championships; and offering a program under the auspices of United States Soccer Federation (the “Federation”) for the development of individual players for state, regional, and national teams and development camps that will lead to their selection on teams to represent the United States in the Olympics, and other national and international competition as the sport matures and is recognized by these organizations.
- B. CUSC achieves its purpose by:
 - 1. encouraging the development of teams, associations, organizations, and programs so that soccer of all types is made available to youth at all levels of competition;
 - 2. encouraging the development and practice of good sportsmanship;
 - 3. developing the principles of fair play;

4. building good character;
 5. promoting the growth of soccer and enjoyment of the game for our players and families; and
 6. instructing, training and educating players, coaches and referees to develop and improve their capabilities.
- C. No part of the net earnings, properties, or assets of CUSC, shall inure to the benefit of any member, director, or officer of CUSC, or any private individual, except that reasonable compensation may be paid for services rendered to or for CUSC affecting one or more of its purposes, and no member, director, or officer of CUSC, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of CUSC. No part of the activities of CUSC shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and CUSC shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office. Further, CUSC shall not carry on (a) any activities not permitted by a corporation exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation the contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Upon the dissolution of CUSC or the winding up of its affairs, the assets of CUSC shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of CUSC is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE III - AFFILIATION

CUSC shall be affiliated with Ohio Soccer Association, Inc. (“OSA”), United States Youth Soccer Association (“USYSA”), United States Club Soccer (“US Club”), and any other organization that is affiliated with the Federation and through such affiliation shall be affiliated with the Federation and Federation Internationale de Football Association (“FIFA”).

ARTICLE IV– MEMBERS; MEMBERSHIP

- A. CUSC shall have no members. The Board of Directors shall, for the purposes of Chapter 1702, Ohio Revised Code, be deemed to be the members of CUSC in accordance with the provisions of Section 1702.14, Ohio Revised Code.
- B. CUSC may offer membership to properly constituted teams, clubs, organizations, and associations that have gone through the try out process as set by CUSC. All other clubs, teams, camps, associations, or organizations shall submit an application to be considered for membership if they did not go through the CUSC try out process at the designated time. The Board of Directors must approve all such applications. All of the above that apply for membership and are in good standing with OSA, the Federation, USYSA, and CUSC, shall be accepted, unless there is just cause that can be documented.
- C. Membership in CUSC shall not create or grant any rights as Members, which is reserved solely to the Board of Directors as set forth under Article IV.A. For the avoidance of doubt, membership in CUSC shall in no event grant any voting rights to any club, team, camp, association, or organization granted membership in CUSC.
- D. Once admitted to membership, each team shall be assigned to a region as determined by the Board of Directors (each, a “Department”). There shall be two Departments: North and South. The Board of Directors may rename the regions, increase the number of regions, or decrease the number of regions
- E. Upon acceptance and as part of annual registration, all player and coach membership registration fees for the Winter/Spring/Summer season must be paid. Any member team, club, organization, or association that fails to pay its annual membership registration fee or its player and coach fees by the applicable due dates shall not be scheduled or allowed to participate in games or tournaments sanctioned by CUSC, OSA, US Club, USYSA, or any other member or affiliate of the Federation.
- F. Any player that is not paid or has not made arrangements for payment acceptable to CUSC shall have their player card taken and will not be allowed to compete or participate in any events sponsored by CUSC, OSA, US Club, USYSA, and the Federation.
- G. Each club, team, camp, organization, or association granted membership in CUSC shall retain its own autonomy, but will adhere to this Constitution, bylaws, and policies of CUSC, OSA, US Club, USYSA and the Federation in all matters pertaining to interstate, regional, national and international competition, or in other competitions sponsored or approved by CUSC and/or OSA and/or USYSA and/or US Youth Soccer and/or US Club.

ARTICLE V - BOARD OF DIRECTORS

- A. Except as otherwise provided in the articles of incorporation or this Constitution, the powers of CUSC shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents as the directors may from time to time, by resolution, designate.

These powers shall include, but are not limited to, the establishment of a budget, bylaws, policies, fees to be charged by CUSC to its members, and other matters as determined by the Board of Directors that are not inconsistent with this Constitution, including but limited to, the right to impose sanctions against any member team or individual of a team, whether directly or indirectly through the appeal process. Sanctions imposed by the Board of Directors must be approved by two-thirds (2/3) of the Board of Directors at a regular or special meeting of the Board of Directors called for the purpose; provided that, the imposition of sanctions by the Board of Directors does not limit the ability of officers and authorized agents of CUSC from imposing sanctions as needed for the efficient operation of CUSC and any of events operated under its auspices.

- B. The Board of Directors will be made up of at least 7 members, one of which shall be the Chief Executive Officer as set forth below. If the position of Chief Executive Officer is vacant or the Chief Executive Officer is removed as a director, the Board of Directors shall elect by majority vote a director to the Board of Directors for a term that ends at such time as the position of Chief Executive Officer is no longer vacant or the Chief Executive Officer is re-appointed to the Board of Directors. The Board of Directors may increase or decrease the number of directors by a majority vote and appoint a director to such newly created position in a manner consistent with this Constitution; provided that, any decrease in the number of directors shall shorten the term of any incumbent director.
- C. Upon the adoption of this Constitution (i) John Ramby and Matt Earl shall be appointed for a term beginning with appointment to the Board of Directors and ending at the next Annual Meeting, (ii) Mitch Galvin, Scott Benne and George Stinson shall be appointed for a term beginning with appointment to the Board of Directors and ending at the second Annual Meeting after such appointment, and (iii) Dan Kunkemoeller and Lisa Hausser shall be appointed for a term beginning with appointment to the Board of Directors and ending at the third Annual Meeting after such appointment. Upon the expiration of the initial terms, each director shall be appointed for a three (3) year term beginning with appointment to the Board of Directors and ending at the third Annual Meeting after such appointment. The regular appointment of the directors shall take place at the Annual Meeting. The Chief Executive Officer shall serve as a member of the Board of Directors as long serving as the Chief Executive Officer unless removed as provided under Article V.E. In selecting members for appointment to the Board of Directors, the Board of Directors shall take into account the following factors when considering the makeup of the Board of Directors: (i) the Departments, (ii) the various member leagues of CUSC, (iii) subject matter expertise important to the efficient functioning of the Board of Directors, (iv) enhancement of the professionalism and credibility of CUSA, (v) individuals willing to chair a committee, and (vi) such other characteristics as the Board of Directors deems appropriate.
- D. A vacancy may exist on the Board of Directors and be filled as follows:
 - i. The expiration of the term of a Director, termination of the employment of the Chief Executive Officer, or a director tenders his/her resignation as a director or as Chief Executive Officer, upon his/her death, or his/her removal by the Board of Directors as provided under Article V.E. below.
 - ii. In the event of the death, resignation, or removal of a Director, a replacement shall be appointed by the Board of Directors from the applicable Region a new Chief Executive Appointed to replace the deceased, resigned, or removed Director. The designation of the

replacement director by the Board of Directors shall be done so as to be consistent with all other provisions of this Constitution.

- iii. The term of the Director appointed to a vacancy resulting from the death, resignation, or removal of a Director shall be unexpired term of the removed director. Whenever a vacancy exists on the Board of Directors arising by the expiration of term of office, the remaining Directors, at the Annual Meeting shall appoint a new director as set forth under Article V.C. below.
- E. Any Director can be removed for due cause by the affirmative vote of two-thirds (2/3) of the members of the entire Board of Directors at a meeting duly called for that purpose, provided the Director who the action is directed against has been given 30 days advance notice of the reasons for the contemplated action.

ARTICLE VI- QUORUM; MEETINGS

- A. To conduct a binding vote at a meeting, a quorum of the Board of Directors must be present. A quorum is greater than 50% of the members of the Board of Directors. If less than 50% of the members of the Board of Directors are present, the members so present shall adjourn the meeting and no items may be voted on.
- B. Unless a greater or lesser percentage is set forth under this Constitution, to pass on any matter or resolution, there must be majority vote greater than 50% of the members present at a meeting for which a quorum is present.
- C. The President shall call all meetings of the Board of Directors and/or the general membership. All meetings shall follow this agenda:
 - 1. Call to Order
 - 2. Reporting of Minutes of Previous Meeting
 - 3. Financial Report (except for individual salary, club salary can be presented as aggregate number)
 - 4. Reporting of any changes to Constitution or By-Laws (if any)
 - 5. Report of Standing Committees (if any)
 - 6. Special Committees (if any)
 - 7. Program (if any)
 - 8. Old Business
 - 9. New Business
 - 10. Election of Board of Directors Members (as appropriate)

11. Adjournment

D. Board of Directors Meetings:

1. The Board of Directors shall meet as often as necessary to conduct the business of CUSC; provided that, the Board of Directors must meet at least twice each a year. |
2. The President or Secretary shall notify all Board of Directors members of any Board of Directors meeting at least fifteen (15) days before the meeting unless it is an emergency meeting as determined by four (4) Board of Directors members or the President.
3. All Board of Directors members shall be notified at least three (3) days in advance of any emergency meeting of the Board of Directors. Meetings of the Board of Directors may be held via telephone or video conference call.
4. Upon a vote of the Board of Directors, the Board of Directors may enter into Executive Session, at which time only currently elected members of the Board of Directors are allowed to be in the meeting room. The Board of Directors may vote to invite other individuals into and to participate in the Executive Session meeting. The Chief Executive Officer may also be in the meeting room unless specifically excused from the Executive Session by the President.
5. The Board of Directors, all committees, and the membership may meet and may vote on matters by and through authorized communications equipment so long as all the members can contemporaneously hear each other, participate during the meeting, be included in all communications media, and a quorum is established. All communication required in this Constitution, including meeting notices and voting, may be sent electronically.

DI. Annual General Meeting

1. The President of CUSC must call at least one (1) meeting each year of the Board of Directors that includes all of the teams, clubs, associations, and organizations granted membership in CUSC during the year, of which one (1) must be the Annual General Meeting. The Annual General meeting of CUSC shall normally be held during December or January of each year, but can be held at any time as determined by the Board of Directors as long as twenty-one (21) calendar days prior written notice is given. The Annual Membership meeting shall be open to all registered members of CUSC. For the purposes of this paragraph only, registered members of CUSC shall include CUSC registered coaches, CUSC registered player's parents, or representatives of CUSC member teams and associations.

ARTICLE VII – OFFICERS

- A. The Board of Directors shall elect the executive officers of CUSC at the first Board of Directors meeting after the adoption of this Constitution and at each Annual General Meeting thereafter.
 1. A member of the Board of Directors member may be elected to more than one executive office. All officers other than the Treasurer must be a member of the Board of Directors.

2. Executive officers shall serve from the date of their election until the conclusion of next Annual General Meeting. The executive officers of CUSC shall be:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
3. The Board of Directors may appoint a Chief Executive Officer who shall serve as member of the Board of Directors during his/her term of employment. The Chief Executive Officer need not be an elected member of the Board of Directors. The Board of Directors may elect or appoint other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it deems desirable, none of which need to be a member of the Board of Directors.
4. The Board of Directors, upon a vote of two-thirds (2/3) of members present and voting to do so, may remove from office any executive officer, Chief Executive Officer, or officer,.
5. The Board of Directors may assign duties to the members of the Board of Directors or to other persons as it determines is necessary to fulfill the mission and purpose of CUSC.
6. The Board of Directors may enter into contracts with employees, contractors or subcontractors subject to terms satisfactory to the Board of Directors. Any such contracts may be terminated by the Board of Directors with a majority vote.

G. Executive Officers

The officers shall have the authority and perform the duties prescribed to them by the Board of Directors. In addition to those duties prescribed by the Board of Directors, the officers shall have the following duties:

1. The President of CUSC shall preside at all meetings of the Board of Directors, all general meetings of the members, and the Annual General Meeting.
2. The Vice President shall preside at all Board of Directors Meetings, general meetings of the members, and the Annual General Meeting when the President is not present. In the event of the death, resignation or removal of the President then the Vice President shall automatically become the President until the Board of Directors elects a new President.
3. The Secretary shall keep the minutes of all meetings of the membership, (Annual or General) and of all meetings of the Board of Directors, the Executive Committee, and shall make proper record of the same and perform such other duties as may from time to time be assigned to him/her by the Board of Directors or by the President. If the Secretary is unavailable, the Secretary or another executive officer may designate an acting secretary to take minutes or the meeting may be recorded for reduction into minutes at the discretion of the Secretary.

4. The Treasurer shall be responsible to receive and safely keep all monies, including membership, fund raising, sponsorship, and registration fees and to ensure the safekeeping and proper usage of all these funds. The Treasurer shall keep detailed accounts of income and expenditures of CUSC and present a financial report at each CUSC Board of Directors meeting and for the Annual General Meeting.
 5. In the event that any of the positions of President, Vice President, Treasurer or Secretary becomes vacant for any reason, the Board of Directors shall vote to fill that position at the next meeting of the Board of Directors.
- H. The Chief Executive Officer shall exercise general supervision and control over all activities of CUSC. The Chief Executive Officer shall attend and assist at all meetings of the directors and may call special meetings of the Board of Directors; may sign checks, with any other officer duly authorized by the Board of Directors, for any capital expenditures, or other instruments the execution of which has been authorized by the Board of Directors, except in cases where the signing and execution of the instruments has been expressly delegated by the Board of Directors by this Constitution, or to some other officer or agent of CUSC; and shall perform all other duties generally incident to the office of Chief Executive Officer and prescribed by the Board of Directors. In addition, the Chief Executive Officer shall oversee all CUSC activities not otherwise allocated to other officers under this Constitution.

ARTICLE VIII - STANDING COMMITTEES

- A. The Board of Directors shall establish an Executive Committee and may establish committees to include, but not be limited to, the following:
1. Discipline
 2. Appeals
 3. Conduct
 4. Scholarship
 5. Compensation

- B. The President shall prescribe the responsibilities of any committee with the approval of the Board of Directors.
- C. Committees may meet as often as necessary to conduct business efficiently. A majority of committee members, including the ex-officio members, constitute a quorum. A majority of votes at a committee meeting decides all questions brought before a committee. Committee chairpersons are responsible for informing the Board of Directors of committee recommendations.
- D. Until such time as the Board of Directors otherwise limits the members of the Executive Committee by majority vote, the Executive Committee shall be made up of the all of the Members of the Board of Directors and the Chief Executive Officer.
- E. The President shall appoint, subject to confirmation by the Board of Directors, the chairperson of each of the above listed committees. The Compensation Committee cannot have any members that are affected by any decisions made by the committee. The term for the appointment of each of the above listed chairpersons shall be from the date of their appointment until the start of the Board of Directors meeting following the next Annual General Meeting that is held. The chairpersons of any committees may be re-appointed.

ARTICLE IX- MEMBER ASSOCIATIONS

- A. All teams and associations requesting membership will be required to file with CUSC a copy of their Articles of Incorporation, code of regulations, constitution, or bylaws. CUSC reserves the right to refuse to accept for membership any organization whose constitution or bylaws are in conflict with that of the Federation and/or US Youth Soccer and/or CUSC/OSA.
- B. Acceptance of any constitution, bylaws or playing rules of an association does not infer support or approval of any article of the member's constitution or bylaws.

ARTICLE X- AMENDMENTS

The Board of Directors may propose at a meeting in which a quorum is present and upon a vote of two-thirds (2/3) of the Board of Directors voting for approval, amendments to this Constitution. Such recommended changes to the constitution will be voted on by the members at the next meeting of the membership, (Annual, Special or General).

ARTICLE XI - FISCAL YEAR

- A. The fiscal year for CUSC shall commence on July 1 of the current year and end on June 30 of the following year.

ARTICLE XII - DISSOLUTION

- A. A three-fourths (3/4) vote of the Board of Directors at which a quorum is present is required to dissolve CUSC.

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