

**CODE OF REGULATIONS OF MILFORD YOUTH SOCCER
ASSOCIATION
AS AMENDED IN 2009**

ARTICLE I MEMBERSHIP

Section 1: Qualifications.

A. Membership is open to those individuals over the age of eighteen (18) years who are interested in the furtherance of the purposes of the Corporation, and who agree to abide by its rules and regulations, and who pay such fees and membership dues as may be assessed, and who are either the natural or adoptive parent(s), or legal guardian(s) of one or more children who:

1. are registered for participation in a sport sponsored by the Milford Youth Soccer Association, and
2. are either enrolled in or eligible for enrollment in the Milford School System or Live Oaks Vocational High School, or
3. are residents of either the City of Milford, Ohio or Miami, Union or Goshen Townships in Clermont County, Ohio.

B. Membership shall be limited to one parent or legal guardian per family.

C. The Board of Trustees of the Milford Youth Soccer Association may, by a majority of its members, nominate and elect individually any other person(s) as member(s).

D. As a condition of membership, each Member agrees to hold harmless other Members from all losses, costs, claims or damages arising from participation in activities of the Soccer Association for Youth, the Milford Youth Soccer Association (D/B/A Northwest Clermont County SAY) the Greater Milford Athletic Association and their member organizations to the fullest extent permitted by law.

Section 2: Fees and Dues of Members.

A. Fees and dues of members shall be as determined by the Board of Trustees of the Milford Youth Soccer Association.

B. Acceptance of payment of dues by an authorized representative of the Milford Youth Soccer Association shall entitle the enrolled Member to all of the rights and privileges of membership for each season, or part thereof remaining, for which such payment was made.

C. Failure to pay any fees or dues promptly shall be cause for suspension of membership until such dues are paid or expulsion from the Milford Youth Soccer Association.

Section 3: Annual Meetings.

A. The purpose of the Annual Meeting of Members is to elect the Trustees of the Milford Youth Soccer Association and to transact such other matters as may properly come before the Members.

B. The Annual Meeting of Members shall be held on the 1st Monday in January of each year at the New Finley Ray Park Office commencing at 7:00 p.m. or at such other times and places as maybe designated by the Board of Trustees or the President of the Milford Youth Soccer Association.

C. The Annual Meeting of Members shall be held no later than thirteen (13) months after the last Annual Meeting of Members.

D. Failure to hold an Annual Meeting timely shall in no way effect the terms of the Trustees or the Officers of the Milford Youth Soccer Association.

Section 4: Special Meetings.

A. Special Meetings of Members may be called by the President or by a majority of the Board of Trustees then in office or by petition (stating the purpose) of seventy-five (75) Members.

B. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

Section 5: Notice of Annual and Special Meetings.

A. Notice shall be given by or at the direction of the President or the Secretary of the Milford Youth Soccer Association, or by the Members calling the meeting, by stating the hour, day and place of the meeting and in the case of a Special Meeting, the purpose or purposes for which the meeting is called.

B. Notice of such meeting shall be published in the Milford Advertiser, or a newspaper of general circulation in the area; or on the Milford Youth Soccer Association's web site or via e-mail not later than seven (7) days prior to the meeting.

Section 6: Voting Record.

A. The Trustee(s) or Officer(s) of the Milford Youth Soccer Association having charge of the membership records shall make a complete list of the Members entitled to vote at such meeting(s) or any adjournment thereof.

B. The list of Members shall be kept on file with the Secretary. Any Member shall be entitled to inspect the list upon request at a mutually convenient time to that member and the Secretary. The list shall also be produced and kept open at the time and place of the Annual Meeting or any Special Meeting and shall be subject to the inspection of any Member at any time during such meeting(s).

Section 7: Member Quorum and Voting.

A. Five (5) members of the Milford Youth Soccer Association whether appearing in person or by proxy at the Annual Meeting or any Special Meeting shall constitute a quorum for such meeting(s).

B. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members.

C. After a quorum has been established at a Member's meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

D. If a quorum is not present when a meeting starts, then a majority of the Members at the meeting may adjourn the meeting from time to time without further public notice until a

quorum is present.

Section 8: Votes.

Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members.

Section 9: Proxies.

- A. Every Member may authorize another Member or Member(s) to act for him by proxy.
- B. Every proxy shall be in writing, and shall be both dated and signed by the Member, and shall show their telephone number and/or e-mail address.
- C. Every proxy shall be filed with the Secretary of the Milford Youth Soccer Association as soon as practicable but within thirty (30) days of the date signed and not later than fourteen (14) days prior to any meeting date at which such proxy shall be exercised. The Secretary or his designee(s) may verify any and all proxy(ies).
- D. No proxy shall be valid after the expiration of three (3) months from the date signed unless otherwise expressly stated in writing in the proxy.
- E. Every proxy shall be revocable at the pleasure of the Member executing it.
- F. In the event two proxies from the same member are presented, the qualifying proxy bearing the most current date shall be honored.

ARTICLE II BOARD OF TRUSTEES

Section 1: General Powers.

Subject to the limitations of the Articles of Incorporation, this Code of Regulations and the Ohio Not For Profit Corporation Act concerning corporate action that must be authorized or approved by the Members of the Milford Youth Soccer Association, all corporate powers shall be exercised by or under the authority of the Board of Trustees, and the management and affairs of the Milford Youth Soccer Association shall be controlled by the Board of Trustees.

Section 2: Number, Qualification, Election and Tenure.

- A. The number of Trustees shall be at least seven (7) but not more than fifteen (15).
- B. Each Trustee shall be a member of the Milford Youth Soccer Association and
 - 1. shall have served as an unpaid volunteer in one of the sports programs sponsored by the Milford Youth Soccer Association in the capacity of either:
 - a. Coach for one (1) season, or
 - b. Assistant Coach for two (2) seasons, or
 - c. Any other capacity for not less than two hundred (200) hours alone or in combination with a. or b., or
 - 2. shall have been a Member of the Milford Youth Soccer Association for not less than five years; or
 - 3 shall have served as a Trustee of the Milford Youth Soccer Association and
 - 4. shall have been nominated to the position of Trustee of the Milford Youth Soccer

Association by either:

- a. a current member of the Board of Trustees of the Milford Youth Soccer Association, or
- b. petition by seventy-five (75) Members of the Milford Youth Soccer Association.

C. Except in the case of Vacancy, all Trustees shall be elected by the Members of the Milford Youth Soccer Association at each Annual Meeting of Members to replace those Trustees whose terms are expiring.

D. In the case of Vacancy, the President may appoint a new Trustee to serve until the end of the term.

E. Trustees may serve an unlimited number of consecutive and nonconsecutive terms.

F. Trustees are expected to attend all meetings.

1. Failure to attend three (3) consecutive meetings shall be grounds for dismissal from the Board of Trustees. A majority of the Board of Trustees may remove a Trustee under this provision.
2. A removed Trustee shall be ineligible for subsequent reelection to the Board of Trustees.

Section 3: Annual Meetings.

A. The Board of Trustees shall hold its Annual Meeting at the same place as and immediately following each Annual Meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting.

B. If a majority of the Trustees are present at the Annual Meeting of Members, no prior notice of the Annual Meeting of the Board of Trustees shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Trustees.

Section 4: Regular Meetings.

Regular meetings of the Board of Trustees may be held without notice at such time and at such place as shall be determined from time to time by the Board of Trustees.

Section 5: Special Meetings.

A. Special meetings of the Board of Trustees may be called by the President or any Trustee.

B. The person or persons authorized to call special meetings of the Board of Trustees may fix a reasonable time and place for holding them.

Section 6: Telephone Meetings.

Trustees may participate in meetings of the Board of Trustees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 7: Action without Meeting.

Any action of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Trustees is filed in the minutes of the Board of Trustees. Such consent shall have the same effect as a unanimous vote.

Section 8: Notice and Waiver.

- A. Notice of any special meeting shall be given at least one (1) day prior thereto by written notice via e-mail or by telephone call.
- B. Any Trustee may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice.
- C. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or conveyed, except when a Trustee states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 9: Quorum and Voting.

- A. A majority of elected Trustees in office shall constitute a quorum for the transaction of business.
- B. The vote of a majority of Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees.
- C. If less than a quorum is present, then a majority of those Trustees present may adjourn the meeting from time to time without notice until a quorum is present.

Section 10: Removal.

At any special meeting of Trustees called expressly for that purpose, any Trustee or Trustees may be removed from office, with or without cause, by vote of a majority of the Trustees present at the meeting.

ARTICLE III OFFICERS

Section 1: Officers.

- A. The Officers of the Milford Youth Soccer Association shall be a President, Secretary and Treasurer, each of whom shall be elected by the Board of Trustees.
- B. A Vice President, and such other officers and assistant officers as may be deemed appropriate may be elected by the Board of Trustees from time to time.
- C. Any two or more offices may not be held by the same person.
- D. Each Officer shall serve as a member of the Board of Trustees.

Section 2: Election and Term of Office.

- A. The Officers of the Milford Youth Soccer Association shall be elected annually by the Board of Trustees at its meeting after each annual meeting of Members.
- B. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.

C. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3: Removal.

Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Trustees whenever, in its judgment, the best interests of the Milford Youth Soccer Association will be served thereby.

Section 4: Vacancies.

Vacancies in offices, however occasioned, may be filled at any time by election by the Board of Trustees for the unexpired terms of such offices.

Section 5: Duties.

A. The President shall preside at all meetings of the Board of Trustees and of the Members. The President shall be the Chief Executive Officer of the Milford Youth Soccer Association.

B. Subject to the foregoing, the Officers of the Milford Youth Soccer Association shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Code of Regulations, or as may be assigned to them from time to time by the Board of Trustees.

1. These powers will include:

A. PRESIDENT

The President shall:

1. Uphold and enforce the Code of Regulations of Milford Youth Soccer Association.
2. Coordinate and represent the entire program.
3. Conduct quarterly meetings of the Board of Trustees on a regular basis and
4. follow to make sure jobs are being done.
5. Call special meetings of the Board as necessary.
6. Assist in selecting people to fill non-elected positions on the Board.
7. Pass on knowledge or information from previous years to administrative personnel.
8. Assist in player registration and team draws.
9. Act as official representative to SAY National.

B. VICE PRESIDENT

In the event of the President's absence or disability, the Vice-president shall preside and carry on the duties of the President.

C. SECRETARY

1. The Secretary shall keep minutes of the meetings of the Board.

2. The Secretary shall give notice of all meetings when directed by the President.

3. The Secretary shall be responsible for all correspondence as directed by the President and the Board of Trustees.

D. TREASURER

1. The Treasurer shall collect all funds due the Association and make disbursements for payments of all obligations as authorized by the Board.

2. The Treasurer shall keep a suitable set of books and shall submit monthly statements to the Board of Trustees and a year-end statement covering all receipts and expenditures, and a balance sheet.

2. A. The Officers may appoint non Trustees to the following positions as required or deemed necessary:

1. LEAGUE ADMINISTRATOR, and

2. REFEREE COORINATOR

B. The positions shall be subject to the following conditions as administered by the Personnel Committee and approved by the Board of Trustees:

1. Periodic review of the individual's performance, and

2. Terms and conditions as determined by a contract signed by both the individual and the President. The contract would include the following:

a. Consideration,

b. Timing of reviews,

c. Duties and responsibilities,

d. Duration of contract, and

e. Other terms and conditions as required.

C. The Officers have the right to create additional positions as necessary and approved by the Board of Trustees.

Section 6: Delegation of Duties.

In the absence or disability of any Officer of the Milford Youth Soccer Association or for any other reason deemed sufficient by the Board of Trustees, the Board of Trustees may delegate his/her powers or duties to any other Officer or to any other Trustee.

ARTICLE IV EXECUTIVE AND OTHER COMMITTEES

Section 1: Creation of Committees.

The Board of Trustees may, by resolution passed by a majority of the whole Board, designate an Executive Committee of not less than three Members from the Board of Trustees and one or more other committees.

Section 2: Executive Committee.

The Executive Committee (if there is one) shall consult with and advise the Officers of the Milford Youth Soccer Association in the management of its affairs and shall have and

may exercise, to the extent provided in the resolution of the Board of Trustees creating such Executive Committee, such powers of the Board of Trustees as can be lawfully delegated by the Board.

Section 3: Other Committees.

1. Such other committees shall have such functions and may exercise such power of the Board of Trustees as can be lawfully delegated and to the extent provided in the resolution or resolutions creating such committee or committees.
2. Standing Committees shall include:
 - A. Referee Committee
 - B. Coach Committee
 - C. Field Committee
 - D. Concessions Committee
 - E. Tournament Committee
 - F. Draw Committee
 - G. Code of Conduct / Appeals Committee
 - H. Personnel Committee
 - I. Sponsorship Committee
 - J. Uniform and Awards Committee
3. Subject to the scope of authority of the Standing Committees established by the Board of Trustees, the lawful decisions and actions of any Committee shall be subject to approval by the Board of Trustees.

Section 4: Meetings.

Regular meetings of the Executive Committee and other committees may be held without notice and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Code of Regulations pertaining to notice for Trustees' meeting.

Section 5: Vacancies.

Vacancies on the Executive Committee or another committees shall be filled by the Board of Trustees then in office at any regular or special meeting of the Board of Trustees.

Section 6: Quorum.

At all meetings of the Executive Committee or other Committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 7: Manner of Acting.

The acts of a majority of the members of the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section 8: Minutes.

The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the Board of Trustees when required.

ARTICLE V BOOKS, RECORDS AND REPORTS

Section 1: Report to Members.

The Milford Youth Soccer Association shall prepare an annual report for the Members of the Milford Youth Soccer Association not later than four months after the close of each fiscal year of the Milford Youth Soccer Association.

1. Such report shall include a balance sheet as of the close of the fiscal year of the Milford Youth Soccer Association and a revenue and disbursement statement for the year ending on such closing date.
2. Such financial statements shall be prepared from and in accordance with the books of the Milford Youth Soccer Association, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 2: Inspection of Corporate Records.

A. Any person who is a member of the Milford Youth Soccer Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes and records of Members of the Milford Youth Soccer Association.

B. Upon the written request of any Member, the Milford Youth Soccer Association shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement.

1. If such request is received by the Milford Youth Soccer Association before such financial statements are available for its fiscal year, the Milford Youth Soccer Association shall mail such financial statement as soon as they become available.
2. In any event, the financial statements must be mailed within four months after the close of the last fiscal year.
3. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Milford Youth Soccer Association in Ohio, shall be kept for at least five years, and shall be subject to inspection for at least five years, and shall be subject to inspection during business hours by any Members, in person or by agent.

ARTICLE VI NONPROFIT OPERATION

A. The Milford Youth Soccer Association will not have or issue shares of stock. No dividends will be paid.

B. No part of the income or assets of the Milford Youth Soccer Association will be

distributed to its Members, Trustees or Officers without full consideration.

C. No Member of the Milford Youth Soccer Association has any vested right, interest or privilege in or to the assets, property, functions or activities of the Milford Youth Soccer Association.

D. The Milford Youth Soccer Association may contract in due course with its Members, Trustees and Officers without violating these provisions.

ARTICLE VII FISCAL YEAR

The fiscal year of the Milford Youth Soccer Association shall be selected by the Board of Trustees of the Milford Youth Soccer Association.

ARTICLE VIII INDEMNIFICATION

Section 1: Right to Indemnification.

A. The Milford Youth Soccer Association shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action brought by or in the right of the Milford Youth Soccer Association) by reason of the fact that that person is or was acting as a trustee, officer, or employee of the Milford Youth Soccer Association.

B. Indemnification shall be against all expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, and fines actually paid by the person in settlement of any action, suit, or proceedings provided that the Board of Trustees shall first have determined, in its sole judgment, that the person acted in good faith and in a manner that he or she reasonably believed to be in the best interests of the Milford Youth Soccer Association.

C. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith.

Section 2: Gross Negligence or Misconduct.

No indemnification shall be made for any claims, issue, or matter as to which the person is finally adjudged to be liable for gross negligence or intentional misconduct in the performance of his or her duties as trustee, officer, fiduciary, or employee unless, and then only to the extent that:

A. The court in which the action, suit, or proceeding was brought, or any court of competent jurisdiction shall determine, on application, that despite the adjudication of liability, and in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses or other amounts, and the indemnity is in the best interest of the Milford Youth Soccer Association.

B. A majority of those members of the entire Board of Trustees who are not involved as parties or as threatened parties approve indemnity as being the best interests of the Milford Youth Soccer Association.

C. A majority of the membership of the then outstanding Milford Youth Soccer Association shall approve the indemnity by vote at a meeting called for that purpose or by a writing signed by the majority.

Section 3: Indemnity for Successful Defense.

In spite of any limitations set forth in Section 1 and 2 of this Article 10, above, to the extent that any person has been successful, on the merits or otherwise in defense of any action, suit, or , proceeding referred to in those Sections, that person shall be indemnified against all expenses actually and reasonably paid by him or her, including, without limitation, attorneys' fees, court costs, and expert witness fees.

Section 4: Advancement of Expenses.

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Milford Youth Soccer Association in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Trustees, on receipt by the Board of Trustees of any undertaking by or on behalf of the trustee, officer, or employee involved to repay the expenses of it is ultimately determined that the person is not entitled to be indemnified by the Milford Youth Soccer Association as authorized in this Article.

Section 5: Indemnification Not Exclusive.

A. The indemnification provided by this Article shall not be deemed to be exclusive off any other rights to which any person indemnified may be entitled under any regulation, agreement, vote of members or disinterested trustees, or otherwise.

B. The indemnification provided by this Article shall be deemed non exclusive of any other power to indemnify to right to indemnification that the Milford Youth Soccer Association or any person referred to in this Article may have or acquire under the laws of the State of Ohio. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of ant person entitled to indemnification under this Article.

Section 6: Liability Insurance.

The Milford Youth Soccer Association may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or designated agent of the Milford Youth Soccer Association against any liability asserted against and incurred by that person whether or not the Milford Youth Soccer Association would have the power to indemnify him or her under the provisions of this Article or Chapter 1701 of the Ohio Revised Code.

ARTICLE IX AMENDMENTS

These regulations may be repealed, amended or changed by the consent thereto in writing of two-thirds (2/3) of the Members, or by a majority of the Members at a meeting held for that purpose, notice of which has been given as provided in Article 1.