

CODE OF REGULATIONS / BYLAWS
OF
TOTAL FUTBOL ACADEMY INC.

ARTICLE I. NAME

The name of the organization shall be Total Futbol Academy.

ARTICLE II: THE PURPOSE OF THE TOTAL FUTBOL ACADEMY

Section 2.1 Purpose:

The Total Futbol Academy, hereinafter referred to as TFA, has been organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501) (c) (3) of the Internal Revenue code, as amended, and more specifically, TFA shall be organized and operated exclusively to foster national or international amateur sports competition and to support and develop amateur athletes for national or international competition in sports. The mission of TFA shall include the following:

- a) To develop, promote, and administer the game of soccer among players less than 19 years of age within the United States of America, as defined by TFA.
- b) To promote sportsmanship, teamwork, self-esteem, commitment, perseverance, character development, soccer and physical fitness for all youth ages through instructional and educational programs designed to meet the needs of each age group.
- c) To support the training and licensing of coaches and referees for youth soccer activities.
- d) To organize and provide the necessary support for the activities listed above and to encourage more active public support of soccer and physical fitness.
- e) To promote player development using a long-term curriculum designed to provide basic skill development in a noncompetitive environment for the youngest players, and transition to more competitive play as players and teams develop skills and team tactics.
- f) TFA shall encourage and promote development of recreational and competitive leagues and related soccer programs to provide opportunities to all players at all levels of competition.
- g) The soccer program shall be administered by one or more Directors of Coaching, as determined by The Board, who shall be responsible for staff development, and development and implementation of the soccer training program and curriculum.
- h) Staff coaches and trainers shall have primary responsibility for player evaluation and recommendation of players to specific team rosters. Players shall be evaluated based solely on their ability and commitment to TFA principles relating to training and play, and expectations for participation in the activities of TFA and commitment to the principles of TFA. Players shall be rostered to teams appropriate to their age and respective skill levels, with the express understanding that TFA expectations for player and parent commitment, as relate to practice time, game and tournament play and financial commitment will increase as players' progress to the higher level competitive teams. The Directors of Coaching shall have discretion to review player evaluation and roster decisions on a case-by-case basis, as may be necessary or desirable to achieve the

best result and fit for individual players. It is anticipated that Directors of Coaching will exercise this discretion sparingly, only after consultation with staff coaches and trainers, and giving appropriate deference to the evaluations of staff coaches and trainers.

- i) To conduct the affairs of TFA in accord with the CUSL Founding Principles and The Spirit of CUSL, and principles and By-Laws of Ohio South Youth Soccer Association.
- j) TFA will promote development of community teams from Ohio, Indiana, and Kentucky to provide opportunities to all players.

Section 2.2: Affiliations:

TFA shall at all times, conduct its operations as provided in the Articles, these By-Laws, the laws of the State of Ohio, and United States, including Internal Revenue Code, and to the extent not inconsistent with the preceding, shall affiliate with the Cincinnati United Soccer League (CUSL), the Ohio South Youth Soccer Association (OSYSA), Indiana Soccer League (ISL), Indiana Youth Soccer Association (IYSA), US Club Soccer, the US Youth Soccer Association (USYSA) all operating under the umbrella of The United States Soccer Federation (USSF).

ARTICLE III: MEMBERSHIP

Section 3.1 General Qualifications of Members

Membership in TFA shall be made by application. Any USYSA sanctioned Player / Coach Application may be considered the TFA Membership Application. All current members of TFA, who are members *in good standing* of this organization, as provided by the By-Laws / Code of Regulations thereof, shall be members of TFA without further application.

A Member of TFA shall be a natural person, eighteen years or older, approved for Membership, including without limitation, the parents or guardians of a TFA player, a TFA player eighteen (18) years of age or older, who is responsible for his/her own fees, an individual participating as a coach, a Board Member or appointee, even if that coach, Board member or appointee does not have a player on a TFA team. Each Member in good-standing shall be entitled to one vote in all matters and proceedings in which Members are entitled to vote.

Section 3.2 Annual Meeting of Members of TFA

The Annual Meeting of the Members of TFA shall be held for the purpose of electing Directors and for consideration of other matters as may be presented to Members at a meeting of Members of TFA. The Annual Meeting of the Members shall be held in Cincinnati, Hamilton County, Ohio, at such appropriate location as designated by the Board of Directors of TFA. The meeting shall be held on the second Thursday of November, each year, beginning in 2015, unless that day is a legal holiday, in which instance the meeting shall be held on the next succeeding business day, at the same location and time.

Section 3.3 General Meetings of Members of TFA

The Directors shall hold Regular Meetings of The Members no fewer than four (4) times during each calendar year, in March, May, September and November, to conduct the regular

business of TFA. The President, or in his absence the Vice-President shall preside at these meetings.

All meetings of Members of TFA and any of its committees shall be conducted in accordance with TFA Bylaws, structured pursuant to Robert's Rules of Order Newly Revised, unless otherwise directed in these bylaws.

Section 3.4 Special Meetings of Members of TFA

Special Meetings of the Members may be held at such times and places, within Cincinnati, Hamilton County, Ohio, as may be specified in the notice provided for in the By-Laws, as called by the President or other officer or Director, being hereby authorized to call such a Special Meeting; by a majority of the Members of The Board of Directors, acting with or without a meeting; or as called by the lesser of 10 % of the whole number of Members or 25 of such Members of TFA.

Upon receipt of a written request delivered to any officer of TFA, by any person or persons entitled to call such meeting of Members, stating the purpose of the meeting, notice shall be delivered to all of the Members in the manner set out in these By-Laws. If such request is refused, then the persons making the request for special meeting of the Members may fix the date, time and location of the special meeting and give notice thereof in the manner set forth in these by-Laws.

Section 3.5 Notice of Meetings of Members

Notice of the Annual Meeting, Regular Meetings, and all Special Meetings of the Members shall state the date, time, location and purpose of the meeting, and shall, unless waived in writing by such Members, be delivered to each Member entitled to notice of such meeting by publication in the TFA newsletter, by posting on the TFA web-site, or by electronic delivery via e-mail to the Member at the electronic address, as provided by the Member, and appearing on the Membership roster of TFA. Notice shall be delivered not less than five (5) days prior to the date fixed for the meeting. Delivery of Notice shall be effective upon transmission or publication, whether or not actually received by the Member. Notice of Adjournment of a meeting need not be given if the time and place to which the meeting is adjourned has been fixed and announced at the meeting.

Section 3.6 Waiver of Notice of Meetings of Members

A Member may waive notice of date, time, location or purpose of any meeting of Members either a) in writing, specifying the date and location of the meeting, signed and filed with or entered into the records of the meeting, before or after the meeting, or, b) by attendance in person or via proxy of the Member at the meeting, without protest, which protest regarding lack of notice, shall be lodged by the Member prior to commencement of the meeting.

Section 3.7 Quorum For Meeting of Members

At any meeting of Members, those Members physically present at the meeting, and eligible to vote on the matter, shall constitute a quorum for the meeting.

Section 3.8 Voting of Members

At any meeting of Members, each person who is a member of TFA, in good standing on the date fixed as the record date for determination of Members entitled to vote at such meeting, which Member has attended no fewer than two (2) meetings within the previous twelve months of Members of TFA, shall be entitled to one vote on each matter properly submitted to the Members for their vote, consent, release or other action. At any meeting of Members at which a quorum is present, all questions coming before the Members for decision shall be decided by a vote of the majority of Members present at the meeting.

Section 3.9 Rescission of Vote of Members

The authorization or taking of any action by vote, consent, waiver or release by the Members, may be rescinded or revoked by the same vote, consent, waiver or release as would be required to take the action in the first instance.

Section 3.10 Membership Roster

TFA shall maintain a Membership Roster, or Player Membership Form, which shall contain the name, physical address, and e-mail address, if appropriate, of each Member, and date of admission to TFA. Only those Members whose name appears on the fixed record date shall be entitled to vote on any matter properly submitted to the Members for their vote, consent, waiver, release or other action. The record date for determination of the Members entitled to notice and vote at a meeting of Members shall be 15 days preceding the date of any meeting of Members.

Section 3.11 Order of Business of Meeting of Members

At all meetings of the Members, after ascertainment of Members present in person, and presentation approval and filing of absentee ballots with the Secretary, the business of TFA shall be considered in order as the President or majority of Members deem advisable and expedient.

Section 3.12 Absentee Ballots

Any Member eligible to cast a vote on TFA matters, may be represented at any meeting of Members, annual or special, and may vote by absentee ballot, evidenced by written instrument, and such written absentee ballot must be filed with the Secretary before the ballot may be cast. The presence of the Member executing the absentee ballot at a meeting shall operate a revocation of the absentee ballot, and the Member shall be entitled to cast the Member's vote in person. Proxy Voting, whereby one member designates another member to cast his / her vote as designee deems appropriate is expressly forbidden.

Section 3.13 Initiation Fees, Dues and Assessments

Initiation fees, dues and assessments shall be determined by the Board of Directors, and shall be payable at such time and in such manner as the Board may, from time to time, determine by resolution. Members in arrears of payment of dues, assessments or fees for more than 30

days, shall be notified of such arrearage in writing by the Secretary, and on action by the Board of Directors, may be suspended from privileges of Members from that date. If Members indebtedness has not been satisfied within 90 days from notice thereof, the Board may declare such membership forfeited and the Member shall not be eligible for reinstatement until all such indebtedness is paid. An application for reinstatement shall be acted upon by the Board of Directors in the same manner as a new application.

Section 3.14 Suspension or Expulsion of A Member.

The Board of Directors may suspend the privileges of a Member for misconduct as may be at variance with the Articles or By-Laws of TFA. Misconduct shall be defined as any action unbecoming of a Member, including conduct which places players or TFA members, directors, officers, employees, or volunteers in harms way, or acts or omissions which are contrary to the laws of the State of Ohio or Articles or By-Laws of TFA.

Any Member may be expelled for cause, by a two-thirds vote of the Board of Directors. Failure to pay membership dues as established or recommended by The Board of Directors, failure to meet criteria for membership is presumed to be adequate reason for expulsion. Expulsion for cause does not require advance notice to the member or deliberation by the Board. Any Member proposed for expulsion for any reason other than for cause, shall be given advance written notice including the reason for the proposed expulsion and opportunity to contest the proposed expulsion in writing or in person before The Board of Directors. If the Member elects to contest expulsion in person, a date and time for such meeting will be set. A Member contesting expulsion will be permitted to have no more than three persons in attendance to provide factual information about the events surrounding the actions in question. After sufficient and appropriate consideration of available information, a final written notice of The Board's decision will be issued to the Member.

Section 3.15 Players

All players for all individual teams sanctioned by TFA shall be selected at TFA tryouts that shall be held no less frequently than once per year, at the end of the spring season, or more frequently at the discretion of TFA. Rosters will be set entering the fall season of each "seasonal year". A "seasonal year" will consist of the fall and following spring soccer seasons. High School age teams will be formed through a tryout process for competition in the spring season following the completion of the high school season.

- 1) Each player shall be responsible for payment of TFA fees for each season in which he or she participates. Fees assist in the payment of costs of training and or coaching, field usage, League associated fees, and TFA operating expenses. Fees do not cover team or individual travel expenses, tournament fees, or any other additional expenses brought about by team or individual participation in any outside soccer-related events. These fees are collected separately by the individual team and are expected to be paid by the established due date.
- 2) Each player, and his/her parents, shall represent TFA appropriately by demonstrating good sportsmanship, team spirit, self-discipline and respect for others.
- 3) Each player is expected to attend all games and practice sessions and to work on skill development outside of regular team practice sessions. Players are encouraged to attend off-season soccer camps.

Section 3.16 Teams

The Board of Directors has the right and responsibility to:

- 1) Sanction individual teams within TFA effective each playing session;
- 2) Establish requirements and restrictions for individual teams that are sanctioned within TFA.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 The Board of Directors

The Board of Directors shall be comprised of the nine (9) Directors who shall manage the overall activities and affairs of TFA. The Board of Directors of TFA shall be vested with the authority of the Board of Directors set out and defined in Section 4.3 below.

Section 4.2 Number of Directors

The Board of Directors shall be comprised of nine (9) Directors, and under no circumstances less than three (3) Directors, unless and until said number is changed by operation of these By-Laws or the vote of The Members of TFA.

Directors shall serve in that capacity without compensation.

The number of Directors can only be changed by the affirmative vote of a majority of TFA Members, constituting a quorum, at the meeting held for the purpose of changing the number of Directors.

Section 4.3 Responsibility and Authority of Board of Directors

The Board of Directors of TFA, shall manage the overall activities and affairs of TFA, and may delegate responsibility for day-to-day operations to TFA's Executive Operating Committee.

The Directors shall be responsible for the overall supervision, control, direction and governance of the property, activities, and affairs of TFA and shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds.

All of the authority of TFA shall be exercised by the Board of Directors, except as otherwise stated in the Articles of Incorporation Section 1702 Ohio Revised Code, including without limitation:

- a) Strategic direction and planning, and other matters affecting the general operation of TFA;
- b) Budget and finances, including without limitation, establishing team and player fees, membership dues, and supervision and approval of TFA budget;
- c) Fundraising;

- d) Adopt By-Laws, playing rules, amendments and changes to the Constitution / By-Laws, promulgate and enforce rules governing the activities of TFA, and appoint standing or special committees as necessary to fulfill the purpose and activities of TFA.
- e) Election of Officers of TFA;
- f) Committees necessary for development and implementation of the objectives of TFA;
- g) Appoint person or persons to act on behalf of TFA as League Representative, who shall represent TFA at League Meetings and events, and who shall be responsible to report League issues and decisions to The Board of Directors;
- h) Appoint a person or persons to act as TFA Administrator, who shall be responsible for team and player registration and training new Parent Administrators;
- i) Appoint a person or persons to be the TFA League Administrator, who shall be responsible to develop, coordinate and manage the TFA League program;
- k) Appoint a person or persons to act as Director(s) of Coaching, as provided in Article 5.7 herein.

Each Director shall perform all of the duties of a director in good faith, in a manner he / she reasonably believes to be in the best interest of TFA, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his / her duties, a director, acting in good faith, may rely on information, opinions, reports and statements, including financial statements or other financial data prepared or presented by a) one or more other directors, officers or employees, whom he / she reasonably believes are reliable and competent in the matters prepared or presented; b) counsel, public accountants or other persons as to matters that the director reasonably believes are within the persons professional or expert competency; or c) a committee of directors upon which he / she does not serve, duly established as provided in these By-Laws, as to matters within its designated authority, which reasonably merit confidence.

No director shall be found to have failed to perform his / her duties, unless it be established by clear and convincing evidence, in an action brought against the director, that he / she has not acted in good faith, in a manner he reasonably believes to be in, or not opposed to the best interest of TFA, or with such care that an ordinarily prudent person in a like position would use under similar circumstances.

Subject to the provisions of Section 1702.30 (D), a Director may be liable in damages for an act he / she has taken or failed to take as director, only if it is proved by clear and convincing evidence, in a court of competent jurisdiction, that the act or omission was undertaken with deliberate intent to cause injury to TFA, or undertaken with reckless disregard for the best interest of TFA.

Section 4.4 Qualifications of Directors

Any Member of TFA, in good standing, any current or past officer of TFA, shall be eligible for election to the Board of Directors defined in Section 4.1.

Section 4.5 Election of Directors

Except as otherwise provided herein, The Directors shall be elected at Annual Meeting of the Members, or at a special meeting of the Members held for the purpose of electing directors. Only persons qualified, as defined herein, and duly nominated and approved by the Nominating Committee, as candidates shall be eligible for election. In all elections, the candidate receiving the greatest number of votes for each director position shall be elected. Each year, immediately after election of Directors, the Directors may elect one Director to be Chairman of The Board (President). The Chairman shall be elected by majority vote of the TFA Directors, and shall preside over all Regular and Special Meetings of BOD.

Nominations for all directors shall be made by the Members, and shall be submitted to The TFA Nominating Committee for review and recommendation. Nominations SHALL be made in writing, delivered to the Chairman of the Nominating Committee, or to The TFA Officer responsible for administration of the meeting. Nominations shall be taken only from Members in good standing and qualified to vote at the meeting. Nominations shall be transmitted to the nominating Committee not less than 45 days prior to the annual meeting of the Members. All candidates qualified and approved by the Nominating Committee, shall be presented to the Members at the Annual Meeting of Members.

Section 4.6 Term of Directors

For purposes of term position and elections, there shall be three groupings of Directors. There shall be three (3) Group 1 Directors. There shall be three (3) Group 2 Directors. There shall be three (3) Group 3 Directors.

The first election of Directors of TFA shall be held during the December 2013 Annual Meeting of Members. At the 2013 Annual Meeting, the Members of TFA shall elect three (3) Group 1 Directors. At the 2014 Annual Meeting, the Members of TFA shall elect three (3) Group 2 Directors. At the 2015 Annual Meeting, the Members of TFA shall elect three (3) Group 3 Directors. In each year thereafter, there shall be an election for each group of Directors, as defined herein, as scheduled for election in that year.

As defined in this Section 4.6, and for purposes of Term and Election of Directors, each group of Directors shall be elected and serve a term of three (3) years.

Each person elected to directorship position shall serve until the next Annual Meeting of Members at which meeting his successor is elected, or until resignation, removal from office or death.

Section 4.7 Vacancies On Board of Directors

The seat of a director shall become vacant if the director resigns, is removed by action of the Board of Directors or Members, or dies. The remaining directors, though less than majority of the whole authorized number of directors may, by a majority vote of their number, fill any vacancy on the Board of Directors, for the remainder of the unexpired term. The director so elected shall serve until the next annual meeting of Members when his successor has been elected.

A director may be removed for cause, by a majority vote of the Board of Directors. A director, who has three (3) consecutive absences from Regular or Special Meetings of TFA, may be removed, and his / her position declared vacant. Action by the Board of Directors to remove a

director or to declare a vacancy, shall be made at a Regular or Special Meeting of TFA. Not less than fifteen (15) days notice shall be given to all Board members of the intent to vote on removal of a Director. A Director can only be removed by a two-thirds vote of the Directors, at any regular or special meeting, at which a quorum is present.

Section 4.8 Meetings of Board of Directors

The Annual Meeting of the Directors shall be held immediately following the Annual Meeting of the Members at which Directors are elected. No notice of the annual meeting of the Directors shall be required.

Special Meetings of the Directors may be called from time to time by the Chairman of the Board, or any two directors.

In addition to the Annual Meeting of the Directors, and Special Meetings as authorized above, the Directors shall hold Regular Meetings no less than eight (8) times during each calendar year to conduct the regular business of TFA. The President, or in his absence the Vice-President shall preside at these meetings.

All meetings of TFA, the Board of Directors, and any of its committees shall be conducted in accordance with TFA Bylaws, structured pursuant to Robert's Rules of Order Newly Revised, unless otherwise directed in these bylaws. Meetings of the Board of Directors may be held through any means of communication equipment if all participating Directors can hear each other.

Section 4.9 Notice of Meetings of Board of Directors

Notice of meetings of the Board of Directors shall be given by electronic delivery via e-mail to each Director, and to Members entitled to notice of such meeting by making delivery by publication in the TFA newsletter, by posting on the TFA web-site, or by making electronic delivery via e-mail to the Member at the electronic address, as provided by the Member, and appearing on the Membership roll of TFA. Notice shall be delivered not less than five (5) days prior to the date fixed for the meeting. Delivery of Notice shall be effective upon transmission or publication, whether or not actually received by the Member. Each such notice shall state the time and place of the meeting, but shall not be required to state the purpose of the meeting.

A Director may waive notice of date, time, location of any meeting of the Board of Directors either a) in writing, signed and filed with or entered into the records of the meeting, before or after the meeting, or, b) by attendance in person or via proxy of the Director at the meeting, without protest, which protest regarding lack of notice, shall be lodged by the Director prior to commencement of the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 4.10 Quorum For Meetings of Directors

At any meeting of the Directors, there shall be present, in person not less than a majority of the whole authorized number of Directors, in order to constitute a quorum for the meeting. A majority of directors in office constitutes a quorum for filling a vacancy on the Board of

Directors. The action of a majority of Directors present at a meeting at which a quorum is present is the act of the Board.

Section 4.11 Action of Directors Without A Meeting

Any action which may be authorized or taken by the Board of Directors at a meeting, may be authorized or taken without a meeting in a writing or writings signed by ALL of the Directors. Such writings shall be made part of the record of TFA.

ARTICLE V: OFFICERS

Section 5.1 Officers of TFA

The Officers of TFA shall be the President, Vice-President, Treasurer, and Secretary. The Board of Directors may, from time to time, create new or additional offices and appoint additional officers as it deems appropriate for the proper function of TFA. Any two offices may be held by the same person except the offices of President and Vice-President, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

The Board of Directors may remove any Officer at any time, with or without cause, by a majority vote of The Board of Directors. Officers may be reelected to serve consecutive terms. Officers shall perform those proper duties that are usual to their positions and that are assigned to them by the Board of Directors.

Officers may be authorized to receive reasonable compensation for services rendered in the furtherance of the purposes set forth in these Bylaws at the discretion of the Board of Directors.

Section 5.2 The President

The President of TFA shall serve as the Chairman of the Executive Operating Committee. The President shall be the chief executive officer of TFA and, shall have general supervision, management, control and oversight of the business and affairs of TFA, subject to the By-Laws, Articles of Incorporation, and subject to the orders of The Board of Directors. He/She shall perform all duties usually incident to the office of president, or that may be imposed or required by The Board of Directors. In his/her absence or inability to act, the Vice-President shall discharge the duties of the President, and shall perform such other duties as may be determined and mandated by the Board of Directors.

The President shall have the authority to supervise agents and contractors of TFA, if any, as he/she deems necessary, to prescribe their powers and duties, and to delegate authority to them. The President shall have the authority to sign, execute and acknowledge, on behalf of TFA, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of TFA's regular business, or which shall be authorized by resolution of the Board of Directors. The President shall assist the Board of Directors in the formulation of the mission and policies of TFA.

The President shall preside at all Regular and Special Meetings of TFA Members, and shall direct all the affairs of TFA between annual meetings, with the advice and consent of the Board of Directors.

Section 5.3 The Vice-President

The Vice-President, in the absence of the President or in the event of his death, inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties and have such authority as from time to time may be assigned to him/her by the President or by the Board of directors.

Section 5.4 The Secretary

The Secretary shall perform such duties as directed by the Board of Directors. The Secretary shall be responsible for recording and transcribing the minutes of all meetings of the Board of Directors and Members, as well as preparation of appropriate resolution to reflect any action taken by the Board of Directors or Members, whether in regular annual or special meeting, or of any action taken by Board of Directors or Members without a meeting. The Secretary shall be responsible to provide appropriate notice of all meetings of Members and Board of Directors.

The Secretary shall prepare appropriate written minutes of all meetings of The Board of Directors and meetings of Members, and shall present them to the Board of Directors for approval at the next following meeting. Copies of proposed minutes of meetings shall be distributed to all Directors, and upon review and approval by the Board of Directors, the Secretary shall certify the document, and enter it into the records of TFA.

The Secretary shall maintain all TFA records and files including, but not limited to, the registry of Members of TFA, Minute Book, TFA By-Laws, Referee Guidelines, Treasurer's reports, and correspondence. The Secretary will provide notification, as required, and communicate proposed agendas for all Annual Meetings of Board of Directors and Members, as well as any Special Meetings of Directors or Members.

Section 5.5 The Treasurer

The Treasurer shall be responsible for the general supervision of the financial affairs of TFA. The Treasurer shall keep the financial and accounting records of TFA. The Treasurer shall keep proper books of account, and keep an accurate record of the finances of TFA. The Treasurer shall present a statement of profit and loss and surplus, including a summary of profits and other changes in the surplus account of TFA, and a balance sheet containing a summary of the assets and liabilities of TFA. The Treasurer shall prepare a summary of the stated capital and surplus at the close of the fiscal year. The Treasurer shall present an accounting at each scheduled Board Meeting and upon request of the President or the Board. The Treasurer shall have authority to make payment of all bills up to \$5000.00.

The Treasurer shall receive and safely keep all funds belonging to TFA, in a federally insured account, in name of TFA. Upon direction from the President or the Board, the Treasurer shall open the books for audit. The Treasurer shall lay out the procedure to be followed in collecting registration fees and other incomes as deemed necessary.

Section 5.6 Election and Terms of Officers

- 1) All officers shall serve a term of two (2) year or until their successors are chosen and qualified.

- 2) The election of the officers shall take place at the first meeting of the Board of Directors following the annual membership meeting and shall be by a majority vote of the duly elected Directors of the Board.
- 3) The President and Vice-President shall be elected from among the Directors, and shall be elected by the majority vote of Directors attending the Annual Board meeting. The Treasurer and Secretary may be elected by The Board of Directors from eligible Members of TFA duly nominated for the officer position.
- 4) Officers may succeed themselves in office for an unlimited number of terms. Any vacancy occurring in any office of TFA may be filled by appointment by the Board of Directors. In the event of a vacancy in the office of the President, the Vice-President shall serve as President through the current term. If neither the President nor the Vice-President is able to serve, the Board of Directors shall appoint an Acting President and submit recommendation to the Board of Directors for approval.

Section 5.7 Director(s) of Coaching and Player Development

DOC Authority

- 1) TFA was founded under the solid principles of training and player development. The Directors of Coaching are an essential element in maintaining these principles as well as accomplishing TFA's purpose as set forth herein.
- 2) The Directors of Coaching are TFA's most visible link to the soccer community of the Greater Cincinnati area and, outside TFA's Board of Directors, its voice. In this capacity, the Director of Coaching ("DOC") is expected to maintain the highest level of professionalism in the execution of his/her duties. The DOC is a non-employee administrator, who will be appointed by, and serve at the sole discretion of the Board of Directors. The duties and responsibilities of the DOC include but are not limited to:
 - a) Collect, organize, and distribute to all TFA coaches supplemental coaching and training material such as practice session ideas, published articles relating to youth soccer training and development, player evaluation data, tournament schedules, etc;
 - b) Develop candidates to be TFA coaches and assign coaches to specific teams;
 - c) Develop candidates to be TFA trainers. Schedule and track all TFA training sessions and provide a summary report to the Board of Directors when requested;
 - d) Organize and/or promote various licensing clinics for attendance by TFA coaches;
 - e) Conduct and assist TFA training and tryout sessions;
 - f) Attend Board meetings, make periodic reports and recommendations to the Board of Directors at their request;
 - g) Assist in preparation and administration of TFA sponsored tournaments.

DOC Selection Committee

The Board of Directors shall appoint a Special Ad Hoc Committee, whose responsibility will be to conduct search and recruitment of The TFA DOC. The DOC Selection Committee shall be composed of no fewer than 2 Directors, The TFA President, TFA coaches, and Members

whose availability, experience and expertise warrant such responsibility. The task of the DOC Selection Committee's will be the recruitment, interview and final selection of said DOC, which recommended applicant will then be presented to The Board of Directors for review and approval.

DOC Misconduct

If in the determination of the Board of Directors, upon receipt of bona fide complaint of DOC misconduct, that disciplinary action against the Director of Coaching may be appropriate, The Board of Directors shall appoint a Special Ad Hoc Committee, composed of no fewer than 2 Directors, TFA officers, TFA coaches, and Members. The Special Committee shall thoroughly investigate charges of misconduct against the DOC, make report of the findings of the investigation, and make recommendations of sanctions, which may include without limitation, suspension, suspension without pay or termination of services. The Board of Directors shall provide written notice of complaints of misconduct to The DOC, the proposed investigation, and an opportunity to respond to the complaints. The Board of Directors shall provide the DOC an opportunity to appear before the Board of Directors, at special executive meeting, closed to Members, for purpose of responding to complaints. After sufficient and appropriate consideration of all available information, including report of findings of the Special Committee, the Board of Directors shall determine appropriate action to be taken in response to the complaint, and issue an appropriate decision.

- 1) The Director of Coaching may not be removed from the position without just cause and investigation as described above, and only on the affirmative vote of two-thirds of TFA Directors.
- 2) The Board of Directors shall evaluate and review the DOC performance not less than once per calendar year.

ARTICLE VI: STANDING COMMITTEES

Section 6.1 Executive Committee

The Directors and The Officers of TFA shall comprise the Executive Committee of TFA. The Executive Committee shall have charge of the management, business and affairs of TFA in the interim between meetings of The Directors, in the absence of specific grant, or limitation, of authority from the TFA Board. The Executive Committee shall keep appropriate written minutes of all committee meetings, and shall provide a complete report of its activities to The TFA Board at the next scheduled meeting of The TFA Board.

Section 6.2 Nominating Committee

There shall be a Nominating Committee, comprised of not less than five (5) Directors, or Officers, and may include such number of TFA Members as found to be beneficial for completion of the business of the Nominating Committee. A TFA Director representative shall serve as Chairman.

The Nominating Committee shall have the responsibility of conducting the search for, and evaluation of potential nominees to The TFA Board, Officers and Directors of Coaching, who are qualified, competent and worthy candidates, distinguished in their communities or

professions, or fields of endeavor, from which group, the Committee may nominate candidates for election to the TFA Board of Directors.

Section 6.3 Finance Committee

There shall be a Finance Committee, comprised of not less than three (3) Directors, The TFA President, and The TFA Treasurer, and may include TFA Coaches and TFA Members, if the participation of Coaches or Members will be beneficial to the Committee. A TFA Director representative shall serve as Chairman.

The Finance Committee shall have the responsibility for reviewing overall planning of financial matters of TFA, including investments, capital expenditures, budgets and appropriations, and shall make recommendations to The TFA Board of Directors for the final budget.

Section 6.4 Meetings of Standing Committees

Meetings of Standing Committees may be held from time to time when called by the Committee chairman. Notice of each Standing Committee meeting, including date, time, place and purpose shall be given to each Committee member, by the Chairman, by making personal delivery, or by making electronic delivery via e-mail to each Committee member, not less than three (3) days prior to date designated for the meeting.

Committee Members may waive notice of meetings, and assent to the holding of a meeting, but such waiver must be given at or before commencement of the committee meeting, except that attendance by committee member at a committee meeting shall constitute waiver of the required notice and assent to the holding of such meeting. A majority of the committee members shall constitute a quorum for transaction of committee business.

ARTICLE VII: AD HOC COMMITTEES

The TFA President may, in his/her discretion, appoint ad hoc committees to assist in the completion of daily operations of TFA, including without limitation, supervision, custody, care, maintenance and repair of TFA equipment and facilities, field rentals, officials, tournament sponsorship or participation.

Ad hoc committees shall be approved by the TFA Executive Committee. The TFA President shall appoint the chairman of each ad hoc committee. The Chairman may invite the participation of such other persons as he deems necessary to assist completion of the duties of the ad hoc committee. Members of the ad hoc committee may be TFA Members, TFA Officers, TFA Coaches, Directors, advisory consultations, or other persons interested in TFA.

The chairman shall designate a committee member to keep appropriate written minutes of all committee meetings and activities, which shall be presented to The TFA Board at the next meeting of Board of Directors following the committee meeting. The TFA Board shall review the activities of all ad hoc committees at least once per year at the Regular Meeting of Board of Directors.

ARTICLE VIII: CONFLICT OF INTEREST

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, or Executive Committee, the affected person shall:

- 1) Disclose to the other Directors and Officers, the material facts of his relationship or interest, and as to any contract, action or transaction disclosed to the other directors, and the directors, in good faith reasonably justified by the material facts, may authorize the contact, action or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the directors; or,
- 2) Disclose to the Members, the material facts of his relationship or interest, and as to any contract, action or transaction disclosed to the Members entitled to vote thereon, and the contract, action or transaction is specifically authorized or approved at a meeting of the Members, held for the purpose of voting on the contract, action or transaction, by the affirmative vote of a majority of Members not interested in the contract, action or transaction.

The contract, action or transaction shall be fair to and in the best interests of TFA, as of the time it is authorized or approved by the Board of Directors or Members. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE IX: INDEMNIFICATION

TFA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding, by reason of the fact that the person is or was a director, officer, employee or agent of or a volunteer of TFA, against expenses, including reasonable attorney fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person has acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of TFA, and in the case of criminal action or proceeding, the person had no reasonable cause to believe that the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of TFA, and with respect to a criminal action or proceeding, a presumption that the person had reasonable cause to believe that the conduct was unlawful.

TFA shall not 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 civil, criminal, administrative or investigative action, suit or proceeding, by or in the right of TFA, by reason of the fact that the person is or was a director, officer, employee or agent of or a volunteer of TFA:

- 1) For liability for negligence or misconduct in the performance of duty to TFA;
- 2) For liability for an act or omission not in good faith, or that involves intentional misconduct or knowing violation of law;
- 3) For liability for a transaction from which the person derives improper personal benefit;
- 4) For liability for an act or omission constituting gross negligence;

In addition, TFA assumes all liability to any person, other than TFA, for all acts or omissions of a non-director volunteer, if:

- 1) Volunteer acted or reasonably believed that he was acting within the scope of authority; and
- 2) Volunteer's conduct did not constitute gross negligence, willful or wanton misconduct; and,
- 3) Volunteer's conduct was not an intentional tort; and,
- 4) Volunteer's conduct was not a tort arising out of ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under State or Federal law.

In all other aspects, the obligation of TFA for indemnity shall be administered in accordance with the provisions of Ohio Revised Code Section 1702.12(E), not inconsistent with the preceding provisions set forth above. If Ohio law is amended hereafter, to authorize further elimination or limitation of liability of directors, officers, or volunteers of non-profit corporations, then liability of directors, officers and volunteers, in addition to the limits described herein, shall be assumed by TFA or eliminated to the fullest extent permitted by Ohio law, as amended, except to the extent that such assumption of liability is inconsistent with the tax-exempt status of The Corporation under Section 501(c)(3) of The Code.

ARTICLE X: SPONSORSHIPS & DONATIONS

- 1) Sponsorships and donations may be developed to augment the operations of TFA. The Directors, officers, or any other person specifically authorized by TFA may accept on its behalf any contribution, gift, bequest or devise of money or property for its charitable purpose as set forth in the Constitution and By-Laws, or for any related purpose.
- 2) As provided by Section 501(c)(3) of the Internal Revenue Code designations for contributions will only be honored at the discretion of the Board of Directors and only if the designated purpose, project or activity set out by the donor is in furtherance of TFA's charitable purpose.
- 3) Any designation of any contribution shall not be deemed legally binding upon TFA unless the designation made by the donor is deemed to be a lawfully enforceable condition subsequent impressed upon the gift. If upon advice of counsel, it is determined that one or more contributions made to TFA are subject to an enforceable condition subsequent, requiring its use in the manner specified by the condition, and it is not deemed to be prefatory or discretionary designated by such donor, the condition subsequent will be deemed to obligate TFA and will be honored only if the condition imposed by the donor is consistent with TFA's charitable purposes. If not, such contribution shall be returned to the donor or otherwise disposed of in compliance with the condition subsequent. All contributions received by TFA shall be deemed for its general uses and purposes and may be co-mingled as such with all other TFA funds except for those contributions deemed to be made subject to conditions subsequent.

ARTICLE XI: AMENDMENT

- 1) Amendments to the Articles or By-laws may be adopted by the affirmative vote of a majority of the Members present at a meeting of Members, if a quorum is present. Proposed changes or amendments must be submitted to the President, in writing, not less

than thirty (30) days prior to meeting scheduled for consideration and approval by the Members.

- 2) The Executive Committee of TFA may establish a Revisions Committee to review any proposed changes or amendments and make recommendations, prior to presentation of proposed amendments to the Members for approval.
- 3) If a Rules and Revisions Committee has been established by The Board of Directors, all proposed changes, amendments or revisions presented to The President, shall be submitted to said Committee for review and discussion. Upon review, approval and recommendation of the Committee, proposed changes, revisions and amendments will be presented to the Members for their consideration. The proposed change, revision or amendment must be approved by the affirmative vote of a majority of the Members, at a meeting attended by a quorum, duly held for that specific purpose, after proper notice.