



LANCASTER SELECT SOCCER ASSOCIATION, INC.

By-Laws

Adopted & Effective: _____, 2023

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I. GENERAL

A. Name. The name of the organization shall be Lancaster Select Soccer Association, Inc. (referred to hereinafter as "LSSA"). LSSA shall be operated as a non-profit organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code.

B. Mission Statement. The mission of LSSA is to provide an educational environment for players, parents, and the community to learn the fundamental skills of soccer while promoting principles of teamwork, sportsmanship, and self-respect.

C. Affiliation(s). LSSA shall maintain affiliations with one or more youth soccer associations located in Ohio and approved by US Youth Soccer.

D. Definitions. Defined terms used in these By-Laws shall have the following meanings:

- **"Team"** refers to any soccer team organized and operated with LSSA's approval.
- **"Player"** refers to any individual assigned to the active roster of a Team.
- **"Coach"** refers to the head coach of any Team.
- **"Parent"** refers to the any biological parent, adoptive parent, and/or legal or custodial guardian of a Player.
- **"Good-Standing"** with LSSA means actual and continued compliance with any and all LSSA Rules, Regulations, Objectives, and Standards of Conduct, as described in Schedule B to these By-Laws, which may be amended from time to time, with or without notice.
- **"Board Meeting"** refers to any meeting called by one or more members of the Board of Directors or otherwise authorized under these By-Laws. A Board Meeting may be considered a "General Board Meeting" or a "Special Board Meeting" depending upon the circumstances and matters to be considered.

II. MEMBERS OF LSSA

A. Eligibility. Membership in LSSA is voluntary. For purposes of these By-Laws, the following individuals shall be considered “Members” of LSSA:

1. Players in Good-Standing with LSSA;
2. Parents in Good-Standing with LSSA;
3. Coaches in Good-Standing with LSSA; and
4. The LSSA Board of Directors.

B. Fees. The fees associated with LSSA shall be established in Schedule A (the “Fees”), which may be amended from time to time by the Board of Directors in accordance with these By-Laws.

C. Rights of Members. All Members may attend LSSA Board Meetings and present motions to the Board of Directors. Members may participate in the Board Meetings at certain times designated by the Board of Directors. Except as otherwise provided herein, Members do not have any right to vote on official LSSA business.

D. Notice to Members. Any notices required under these By-Laws may be conveyed to Members via any reasonable method of transmission, including, but not limited to, the LSSA e-mail distribution list and/or social media platforms.

III. BOARD OF DIRECTORS

A. Generally.

1. Composition. The Board of Directors shall consist of four the (4) elected officers (the “Officers”) described in Article III, Section B and the four (4) directors (the “Directors”) described in Article III, Section C (collectively, the “Board of Directors”).
2. Responsibilities. The Board of Directors shall:
 - a. Formulate and modify the mission and philosophy LSSA;
 - b. Attend as many Board Meetings as reasonably possible;
 - c. Actively recruit coaching candidates and volunteers to fill vacant positions and roles;

- d. Establish, amend, and collect the Fees, and other costs; and
 - e. Hire, retain, and terminate managers, contractors or employees as the Board of Directors deems advisable to carry out and achieve the objectives of LSSA.
3. Execution of Instruments. Except as otherwise provided herein, the Board of Directors may authorize any Director or Officer or agent of LSSA to enter into any contract or execute and deliver any instrument in the name of and on behalf of LSSA. Any such authority conferred under this section may be general or limited to specific transactions.
 4. Delegation of Duties. Directors and Officers may appoint one or more deputies (each, a “Deputy”) to attend Board Meetings in their absence and vote on official LSSA business. Directors and Officers shall disclose the identity of any Deputy to the Board of Directors, in writing, prior to the Board Meeting at which the Deputy will attend. Deputies shall only attend Board Meetings in the case of an emergency or ongoing matter which reasonably and justifiably prevents the Officer or Director from attending.
 5. Compensation. Directors and Officers are volunteers are not entitled to receive compensation for their service on the Board of Directors. Directors and Officers may be reimbursed for actual and necessary expenses incurred by rendering customary services as the Board of Directors may authorize. No other compensation shall be paid or otherwise provided to Directors or Officers in connection with their service on the Board of Directors if such compensation or reimbursement of expenses would result in LSSA losing its tax-exempt status.

B. Officers.

1. Positions. The elected officers of LSSA shall consist of a President, a Vice President, a Secretary, and a Treasurer (each, an “Officer” or collectively, the “Officers”).
2. Term of Office. Officers shall serve for a term of at least two (2) years. There is no limit to the number of terms an Officer may serve on the Board of Directors.

3. Duties.

- a. **President.** The President shall oversee all aspects and operations of LSSA. The President shall develop an agenda and preside over all Board Meetings. The President shall participate in formulating, developing, and implementing short-term and long-term objectives and goals. The President shall act as a non-biased mediator in any conflict(s) arising between Parents, Players, and/or Coaches. The President may vote on official LSSA business and submit motions to the Board of Directors for consideration.
- b. **Vice President.** The Vice President shall perform all duties of the President in the President's absence or during his or her inability to act. The Vice President may vote on official LSSA business and submit motions to the Board of Directors for consideration. The Vice President shall be responsible for the Player Uniform and Spirit Wear committee.
- c. **Secretary.** The Secretary is the custodian of all records and reports of LSSA. The Secretary shall keep written minutes of all official LSSA proceedings and Board Meetings. The Secretary shall provide a written report of the minutes from the previous proceeding or Board Meeting at each subsequent proceeding or Board Meeting. The Secretary shall assist the Treasurer in supervising and maintaining the financial books and records of LSSA. The Secretary is responsible for organizing nominations and creating a ballot for the election of Directors and Officers. The Secretary may vote on official LSSA business and submit motions to the Board of Directors for consideration.
- d. **Treasurer.** The Treasurer is responsible for supervising and maintaining the financial books and records of LSSA. The Treasurer shall record all assets, liabilities, receipts, disbursements, gains and losses, together with any other LSSA account(s). The Treasurer shall provide a written report to the Board of Directors detailing LSSA's financial status at every Board Meeting. The Treasurer is responsible for submitting all documents to the Ohio Secretary of State to maintain LSSA's status as a non-profit organization. The Treasurer may vote on official LSSA business and submit motions to the Board of Directors for consideration.

C. Directors.

1. Positions. The elected directors of LSSA shall consist of a Coaching Director, an Administration Director, a Communications Director, and an Activities Director (each, a “Director” or collectively, the “Directors”).
2. Term of Office. Directors shall serve for a term of at least two (2) years. There is no limit for the number of terms a Director may serve on the Board of Directors.
3. Duties.
 - a. **Director of Coaching**. The Director of Coaching is responsible for all soccer related activities and decisions. The Director of Coaching is responsible for developing and implementing the soccer curriculum. The Director of Coaching shall organize, manage, and communicate regularly with the coaches of the Teams. The Director of Coaching will provide instruction and facilitate training opportunities for both Players and Coaches. The Director of Coaching shall organize all try-outs for the Teams. The Director of Coaching will act as the liaison between all relevant governing bodies and the Teams/Coaches regarding new regulations and technical programs.

The Director of Coaching may vote on official LSSA business at General Meetings and submit motions to the Board of Directors for consideration. The Director of Coaching is entitled submit up to two (2) votes on all matters considered during General Meetings. The first vote shall reflect the opinion or position of the Director of Coaching. The Director of Coaching shall reflect the interests of the majority of the Coaches, which shall be determined in advance of the General Meeting.

- b. **Administration Director**. The Administration Director is responsible for opening the registration process (once annually or as otherwise instructed by the Board of Directors). The Administration Director is responsible for managing the Player registration process and uploading all Teams into the current LSSA system. The Administration Director is responsible for notifying Players and Parents of the relevant Fees. The Administration

Director shall record, monitor, and work with the Board of Directors to collect all payments of Fees. The Administration Director may vote on official LSSA business and submit motions to the Board of Directors for consideration.

- c. **Communications Director.** The Communications Director is responsible for overseeing all LSSA communications, including informational updates (internal and external) and marketing or other promotional materials. The Communications Director is responsible for maintaining the LSSA website and regularly updating its content. The Communications Director is responsible for managing LSSA's presence on all social media platforms and services. The Communications Director will chair the Marketing Committee. The Communications Director may vote on official LSSA business and submit motions to the Board of Directors for consideration.

- d. **Activities Director.** The Activities Director is responsible for organizing, supervising, and coordinating all non-soccer related activities for LSSA and the Members. The Activities Director is responsible for identifying, supervising, and managing all fundraising opportunities and efforts. The Activities Director shall report the status of any prospective, on-going, and/or future fundraising activities to the Board of Directors at every General Meeting. The Activities Director is responsible for identifying charitable and service-oriented activities to benefit the surrounding community. The Activities Director will chair the Activities & Fundraising Committee. The Activities Director may vote on official LSSA business and submit motions to the Board of Directors for consideration.

D. Elections.

1. Normal Elections. Elections for the Board of Directors shall take place during the Annual Meeting, as defined in Article III, Section A(2).

2. Special Elections. In the event of the resignation or removal of an Officer or Director, the Board of Directors shall hold a special election to fill the vacancy as soon as possible. All special elections shall be held at the next scheduled Board Meeting.

3. Election Schedule.
 - a. Elections for the following positions shall be held during even numbered years: *President, Secretary, Director of Coaching, and Communications Director*
 - b. Elections for the following positions shall be held during odd numbered years: *Vice President, Treasurer, Administration Director, and Activities Director.*
4. Nominations. The power to nominate potential Officers or Directors lies exclusively with the acting Board of Directors. An Officer or Director who is removed from the Board of Directors under Article III, Section D(8)(a) is precluded from nominating a replacement Officer or Director.
5. Requirements. To be eligible to serve as an Officer or Director, the individual must:
 - a. Be at least twenty-one (21) years of age;
 - b. Be a Member in good-standing with LSSA;
 - c. Must possess the time necessary to dedicate themselves to the specific role or position; and
 - d. Be able to attend at least eight (8) General Meetings between August July.
6. Voting. Nominees shall be elected by a majority of the current Board of Directors in attendance at the Board Meeting. An Officer or Director who is removed from the Board of Directors under Article III, Section D(8)(a) is precluded from voting in the election for the replacement Officer or Director.
7. Transition Period. Newly elected Officers and Directors shall serve concurrently with the outgoing Officer or Director for such period of time to ensure a smooth transition.
8. Removal or Resignation.
 - a. **Removal.** The Board of Directors may remove any Officer or Director at any time, with or without cause, by a two-thirds vote.

4. Mode. The Board of Directors may attend General Meetings remotely using any reasonable communication device (i.e. video or audio conferencing).
5. Quorum. A majority of the Board of Directors (or their Deputies) must be present in order to transact LSSA business at any General Meeting.
6. Voting. Only the Board of Directors may vote on LSSA business at any General Meeting. An affirmative vote of a majority of the Board of Directors present at the General Meeting shall be necessary to take any action unless a higher percentage of votes are required by these By-Laws.

B. Special Meetings

1. Purpose. Special Meetings are reserved for extraordinary matters affecting the future, control, and disposition of LSSA. By way of example, and not limitation, a Special Meeting shall be called if a third-party or outside entity attempts obtain control of or acquire LSSA or its assets.
2. Frequency. Special Meetings may be held on an as needed basis. Special Meetings may be called by the President or two other members of the Board of Directors.
3. Notice. The Communications Director shall publish notice of the Special Meeting at least three (3) days in advance to the Members. The notice of the Special Meeting shall identify the location, date, time, and agenda of the Special Meeting. The notice described in this section shall be: (a) published via e-mail (to the registered list), (b) posted on LSSA's website, and posted on all active social media platforms operated or controlled by LSSA.
4. Quorum. At least 100% Board of Directors (or their Deputies), must be present in order to transact LSSA business at any Special Meeting.
5. Voting. The Board of Directors and Members, subject to the limitations described herein, may vote on any matter considered at a Special Meeting. Members of the same family or household may only submit one (1) vote at Special Meetings, regardless of the number of Players

or parents. Example: John and Jane Smith are the parents of two Players, Jim and Jackie. Although John, Jane, Jim, and Jackie are all considered "Members," they are limited to casting one (1) vote at Special Meetings. Parents of one or more Player(s) who reside in separate households shall confer with one another to cast the single vote on behalf of the underlying Members. In the event more than one vote is cast on behalf related Members or Members residing in the same household, all votes cast will be rejected.

6. Voting Procedure. Members may submit votes/ ballots on any matter considered at a Special Meeting via e-mail.

C. Meeting Format & Procedure.

1. Parliamentary Authority. The rules contained in the most recent edition of Robert's Rules of Order shall govern LSSA in all matters to which they are applicable, but only to the extent they are not inconsistent with these By-Laws or any other special rule or order adopted by the Board of Trustees.
2. Minutes. The Secretary shall record the minutes of all proceedings of the Board of Directors. The Secretary shall distribute a copy of the Minutes to the Board of Directors prior to the next General or Special Meeting.
3. Action Without Meeting. Pursuant to Ohio Revised Code Section 1702.25 or similar statute subsequently enacted, any action which may be authorized or taken at a General Meeting may be authorized or taken without a General Meeting with the affirmative vote or consent from a majority of the Board of Directors.

V. CONFLICTS OF INTEREST POLICY

A. Generally.

1. Purpose. The purpose of this conflict of interest policy is to protect LSSA's interest when it contemplates entering into a transaction or arrangement that may benefit the private interests of an Officer or Director. This policy is intended to supplement, but not replace, any

applicable state or federal law governing conflicts of interest applicable to non-profit and/or charitable organizations.

2. Definitions.

- a. **“Interested Person”** is defined as a Director or Officer who has a direct or indirect financial interest, as defined below.
- b. **“Financial Interest”** exists when a Director or Officer has, directly or indirectly, through business or family:
 - i. An ownership or investment interest in any entity with which LSSA has a transaction or arrangement
 - ii. A compensation arrangement with LSSA or with any entity or individual with which LSSA has a transaction or arrangement; or
 - iii. A potential or contemplated ownership or investment interest in, or compensation arrangement with, any entity or individual with which LSSA is negotiating a transaction or arrangement. An Interested Person who has a Financial Interest may have a conflict of interest only if the Board of Directors determines, after considering all relevant factors, that a conflict of interest exists.
- c. **“Compensation”** includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

B. Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or Board Meeting while the determination of a conflict of interest is discussed and voted upon. The majority of the remaining Board of Directors shall decide if a conflict of interest exists.

3. Procedures for Addressing a Conflict of Interest.

- a. If the Board of Directors determines that a conflict of interest exists, the Board of Directors shall determine whether LSSA can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. The Board of Directors may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b. If a more advantageous transaction or arrangement is not reasonably possible to avoid the conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Board of Directors whether the transaction or arrangement is in the LSSA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy.

- a. If the Board of Directors has reasonable cause to believe an Officer or Director has failed to disclose actual or possible conflicts of interest, it shall inform the Officer or Director of the basis for such belief and afford the Officer or Director an opportunity to explain the alleged failure to disclose.
- b. If, after considering the Officer or Director's response, and after making further investigation as warranted by the circumstances, the Board of Directors determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action up to and including removal, if appropriate.

5. Records of Proceedings. The minutes of the Board of Directors for all matters considered under this Conflicts of Interest Policy shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action

taken to determine whether a conflict of interest was present, and the Board of Directors' decision if a conflict of interest existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
6. Annual Statements. Each Officer and Director shall annually sign a statement which affirms they:
- a. Have received a copy of the conflicts of interest policy;
 - b. Have read and understands the conflicts of interest policy;
 - c. Have agreed to comply with the conflicts of interest policy; and
 - d. Understand LSSA is a non-profit entity, and in order to maintain its federal tax exemption status, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
7. Periodic Reviews. To ensure LSSA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board of Directors. The periodic reviews shall, at a minimum, include the following subjects:
- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to LSSA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in an impermissible private benefit or an excess benefit transaction.

VI. ACCOUNTING

A. Expenditures.

1. Minor Expenditures. All expenditures up to \$499.99 from LSSA funds shall be approved by the President and Vice-President.
2. Major Expenditures. Any expenditure exceeding \$500.00 from LSSA funds shall be approved by majority consent of the Board of Directors.

B. Audit. The President or Treasurer shall appoint an independent auditor, to audit the LSSA financials prior to the Annual Meeting. The audit shall be reported to the Board of Directors for review. The audit of LSSA shall include meeting minutes, Treasurer's reports, bank statements, and approved budget(s), if any.

C. Fiscal Year. The fiscal year shall begin on January 1 and end on December 31.

D. Fundraising. Fundraising may be conducted by LSSA or by individual Teams. All fundraising at the Team level must be approved, in writing, by a majority of the Board of Directors. An e-mail from the Activities Director expressing the Board of Directors' approval shall constitute written approval under this section.

VII. COMMITTEES

1. Purpose. The Board of Directors may establish any temporary or permanent committee for the purpose of addressing day-to-day operations of LSSA, which may include, but shall not be limited to:
 - a. Fundraising
 - b. Activities
 - c. Grievance / Conflict Resolution
 - d. Organizing try-outs
 - e. Marketing
 - f. Coach & Player Development

2. Authority. The Board of Directors may authorize the delegation of certain and specific powers conferred upon the Board of Directors under these By-Laws. No notice of a meeting of any committee shall be required. However, any standing committee must submit written updates to the Board of Directors upon request. The Board of Directors may terminate the authority of any committee at any time, with or without cause, with or without notice.
3. Supervision. Any committee formed under this section shall be supervised by and shall directly report to at least one Director or Officer on the Board of Directors.

VIII. AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed by a two-thirds vote of the Board of Directors at any General Meeting. Any amendments shall be presented to the Board of Directors at least thirty (30) days prior to the vote.

IX. DISSOLUTION

Upon dissolution of the LSSA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government or for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Fairfield County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

SCHEDULES

A – LSSA Philosophy and Mission Statement

B – Rules, Regulations, Objectives, and Standards of Conduct

C – Player Fees