

**CONSTITUTION
OF THE
WESTERVILLE AMATEUR SOCCER ASSOCIATION, INC.**

**ARTICLE I
Organization and Purpose**

This Constitution of the Westerville Amateur Soccer Association, Inc. is adopted as of January 31, 2026 and supersedes and replaces all prior versions, amendments, or governing documents previously adopted; in the event of any conflict between this Constitution and earlier versions, the provisions of this Constitution shall control. The Corporation shall be known as Westerville Amateur Soccer Association, Inc., (W.A.S.A.) and is organized as a nonprofit Corporation under Ohio Law to be operated as an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

The Corporation's main purpose is to provide residents of Westerville, Ohio, both adult and youth, with an opportunity to:

- a. enjoy the sport of soccer;
- b. practice and play together in an atmosphere of teamwork and sportsmanship by players, coaches and spectators;
- c. acquire fundamental soccer skills through patient coaching;
- d. improve upon those skills through positive instruction during practice and games;
- e. learn and develop respect for the rules of soccer;
- f. provide a competition base that will expose young people and adults to the sport of soccer;
- g. provide the administrative personnel necessary to conduct a soccer program;
- h. promote and encourage the sport of soccer; and
- i. engage in any other purpose permitted or authorized by Ohio statute.

ARTICLE II
Membership

The Corporation shall have no members other than its Trustees.

ARTICLE III
Trustees

3.1 The Board of Trustees shall consist of the W.A.S.A. President as its chair and no fewer than three (3) or more than eighteen (18) additional trustees. The total number of trustees of W.A.S.A. may vary from time to time within the limits set forth in this paragraph.

3.2 The Board of Trustees prior to its annual meeting shall appoint a Nominating Committee composed of no fewer than two (2) or more than ten (10) members of the Board of Trustees, as the Board of Trustees shall in their sole and absolute discretion determine. The W.A.S.A. President shall serve as non-voting chair of the Nominating Committee. The purpose of the Nominating Committee is to recruit and recommend persons to fill Trustee and Officer Positions for the coming year.

3.3 The annual meeting of the Board of Trustees for the purpose of electing Trustees and Officers for the coming year shall be held during January of each year at a date, time and place designated by the W.A.S.A. President. A majority of Trustees in office may, at any time, elect additional Trustees to office provided the total number of Trustees does not exceed eighteen (18).

3.4 Each Trustee shall be elected to a term of one (1) year from his or her election and shall serve until his or her resignation, death, disability or expiration of his or her term.

3.5 A resignation by a Trustee shall be deemed effective upon receipt by the Secretary.

3.6 The Board of Trustees, by an affirmative vote of two-thirds (2/3) of the Board of Trustees, may remove a trustee if the Board of Trustees determines that the trustee has by words, deeds, actions or inaction violated the high standards of fair play and good sportsmanship the Board of Trustees expects of all of the participants in W.A.S.A.'s activities. Trustees of the Board of Trustees shall not be entitled to vote on any matter concerning their own removal from the Board of Trustees.

ARTICLE IV
Powers, Meetings and Compensation of Trustees

4.1 The capacity and authority of the Corporation shall be exercised, its business and affairs conducted, and its property controlled by the Board of Trustees and its designees, except as otherwise provided in the Articles of Incorporation, amendments thereto, or the Nonprofit Corporation Law of Ohio.

4.2 Without prejudice to the general authority conferred by or implied in the preceding section, the trustees acting as a board, shall have the authority to:

- a. Delegate to the elected officers of the Corporation, acting as an Executive Committee as defined in Article VII, the authority to retain or to dismiss with or without cause, such persons as employees as the Executive Committee determines is necessary to carry out the objectives of the Corporation and such employees shall be under the direction and supervision of the President;
- b. Require any officer, agent or employee of the Corporation to furnish a bond for faithful performance in such amount and with such surety or sureties as the Board may approve and to fund such bond(s) as necessary; and
- c. Designate a depository or depositories of the funds of the Corporation and the officer or officers or other persons who shall be authorized to sign notes, checks, contracts, deeds, mortgages and other instruments on behalf of the Corporation.

4.3 Each trustee may cast only one (1) vote in any matter that comes before the Board of Trustees. To cast a vote as a trustee, the trustee must be present at the meeting of the Board of Trustees.

4.4 In addition to the annual meeting, regular meetings shall be held on such dates and at such times as the Board of Trustees shall designate. Special meetings of the Board of Trustees shall be called by the Secretary upon request of the President or a simple majority of the trustees then in office. All meetings of the Board of Trustees shall be held at the offices of the Corporation in Delaware County, Ohio, or at such other place within the State of Ohio as designated by the President of the Corporation.

An affirmative vote of the majority of those trustees present at a meeting shall be necessary to take action unless a higher percentage of votes are required by this Constitution. If a higher percentage of votes are required, then that percentage shall be of the total number of trustees of the Corporation and not of just those trustees present at the meeting.

A majority vote is one in which more than fifty percent (50.0%) of the votes cast are in the affirmative. A two-thirds (2/3) majority vote is one in which more than sixty-six and 7/10 percent (66.7%) of the votes are cast in the affirmative.

All meetings shall be conducted under the guidelines of Robert's Rules of Order.

4.5 Written notice of all meetings of the Board of Trustees shall be sent to each trustee, via regular U.S. Mail, email, or any other medium deemed acceptable by the Board of Trustees, to her/him at her/his residence or usual place of business, at least 7 days before the day on which the meeting is to be held. Such notice shall state the date, time, place and general purpose of the meeting.

4.6 A majority of the trustees present at a meeting of the Board of Trustees shall constitute a quorum for the transaction of business at a meeting of the Board of Trustees.

4.7 For effective management of its program, the Board of Trustees may establish Administrative Bylaws. If a conflict exists between this Constitution and the Administrative Bylaws, the Constitution shall take precedence. Such Administrative Bylaws may be implemented, amended or deleted by an affirmative vote of a majority of the Board of Trustees.

4.8 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I of this Constitution. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

4.9 The Board of Trustees shall adhere to any and all duties and obligations owed to the Corporation whether imposed by this Constitution, other agreements, statute, common law, or any other authority.

ARTICLE V
Officers

5.1 The Board of Trustees shall elect a President, a Vice President, a Secretary and a Treasurer. No person shall hold more than one of the elected positions at any one time.

5.2 To be considered qualified to be elected as an officer of the Corporation, all persons elected to such positions shall either be a current or former member of the Board of Trustees.

5.3 Officers shall be elected to a one (1) year term of office, beginning with their election pursuant to Article 3.3 and until their respective successor has been elected and qualified.

5.4 The Board of Trustees may remove any person from any elected position, at any time, with or without cause, by an affirmative vote of a two-thirds (2/3) majority of the Board of Trustees. Such vote shall occur at a meeting of the Board of Trustees

5.5 A vacancy in any elected position, however created, shall be filled by the Board of Trustees at its next meeting. The newly elected officer shall fill the remaining term of office for that position.

5.6 All officers and employees shall adhere to any and all duties and obligations owed to the Corporation whether imposed by this Constitution, other agreements, statute, common law, or any other authority.

ARTICLE VI
Duties of Officers

6.1 The President shall be the Chief Executive officer of the Corporation and shall preside at all meetings of the Board of Trustees and shall have other such powers and duties as may be prescribed by the Trustees or within this Constitution. He shall have all the powers and duties prescribed for such office by all applicable General and Nonprofit Corporation Laws of Ohio.

6.2 The Vice President shall assist the President in matters of the Corporation and other special projects as assigned by the President. At the request of the President or in absence or disability of the President, the Vice President shall perform all of the duties of the President and when so acting shall have all of the duties, responsibilities and authority of the President.

6.3 The Secretary shall keep minutes of all proceedings of the Board of Trustees and shall make proper record of the same, shall provide notice of all meetings of the Board of Trustees to all officers of the Corporation and all trustees, produce prior to the annual meeting of the Board of Trustees a certified list of the current trustees of the Corporation, keep such records as may be required by the Board of Trustees and perform such other duties as may from time to time be assigned to him or her by the Board of Trustees or by the President.

6.4 The Treasurer shall have general supervision of all finances; she/he shall receive and have charge of all money, bills, notes and other similar property belonging to the Corporation. She/he shall cause to be kept adequate and correct accounts of the Corporation's assets, liabilities, receipts, disbursements, gains and losses, together with other such accounts as may be required, and, upon expiration of her/his term in office, shall turn over to her/his successor or to the Board of Trustees all property, books, records, papers, and money of the Corporation under her/his control. The treasurer shall be empowered to have the assistance of an accounting professional or other assistance as needed to properly perform the duties of the office of Treasurer.

The Treasurer shall present to the Board of Trustees an accounting of the finances of the Corporation and shall present a proposed budget for the upcoming year during the annual meeting and at other meetings as directed by the President.

6.5 In the absence of any officer of the Corporation, or for any other reason the Board of Trustees or the President may deem sufficient, the power and/or the duties of any officer may be delegated to any other officer or to any trustee.

6.6 No officer shall have any responsibility for preparing, filing, or paying, or supervising the preparation, filing or paying any returns or reports required by the Internal Revenue Service or any state or local taxing authority, or required by the Employees Retirement Income Security Act unless such duties are specifically assigned by the Board of Trustees in writing acknowledged by such officer.

ARTICLE VII

Committees

7.1 The Executive Committee shall consist of the elected officers of the Corporation who shall be responsible for the day to day activities of the Corporation. The President of the Corporation shall be the Chairperson of the Executive Committee.

7.2 The Grievance Committee shall consist of the members of the Executive Committee, and if deemed appropriate by the President, up to two additional trustees as may be needed to make a decision in a particular matter. Its purpose is to rule on all questions of conduct, eligibility, other matters relating to competition, or violation of any Administrative Bylaws.

The Grievance Committee shall have the authority to act or not act upon any matter that is brought before it based upon the preponderance of the evidence submitted. The Grievance Committee may act upon any complaint when presented in writing to W.A.S.A. or when the Grievance Committee acts upon its own initiative.

The decision reached by the Grievance Committee shall be final and binding on all participants of W.A.S.A. who are involved in the matter under consideration by the Grievance Committee.

7.3 The President or Board of Trustees may establish such other committees, either *ad hoc* or permanent, as is deemed appropriate to further the purpose of the Corporation as outlined in Article I.

ARTICLE VIII

Indemnification of Trustees, Officers and Volunteers

8.1 The Corporation shall, to the extent legally permissible, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of this Corporation) by reason of the fact that he is or was a trustee, officer, or volunteer of this Corporation, or is or was serving at the request of this Corporation as a director, trustee, officer, employee, agent, or volunteer of another Corporation, partnership, joint venture, trust, or other enterprise, against expense (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe her/his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that her/his conduct was unlawful. Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

8.2 The Corporation may indemnify or agree to indemnify, subject to approval by a majority vote of a quorum of trustees who are not at that time parties to the proceeding, any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action or suit or who is joined as a party in an action concerning the right of this Corporation to procure a judgment in its favor by reason of the fact that they are or were a trustee, officer, employee, agent, or volunteer of this Corporation, or are or were serving at the request of this Corporation, as a director, trustee, officer, employee, agent, or volunteer of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by them in

connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation. No such indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of her/his duty to the Corporation unless and only to the extent the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as expenses as such court shall deem proper. No trustee, officer, or employee of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty except for liability (i) for any breach of the duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the person derived an improper personal benefit.

8.3 To the extent that a director, trustee, officer, employee, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 8.2, of this Article IX, or in defense of any claim, issue, or matter described therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

8.4 Any indemnification under Sections 8.1 or 8.2 of this ARTICLE VIII, unless ordered by a court, shall be made by the Corporation only upon a determination that indemnification of the director, trustee, officer, employee, agent, or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 8.1 or 8.2 of this ARTICLE VIII. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not and are not parties to or threatened with any such action, suit, or proceeding.

8.5 The indemnification provided by this ARTICLE VIII (a) shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under the Articles of Incorporation, or this Constitution or any other agreement, vote of disinterested trustees, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office. (b) shall continue as to a person who has ceased to be a director, trustee, officer, employee, agent, or volunteer, and (c) shall inure to the benefit of the heirs, executors, and administrators of such persons. The provisions of the ARTICLE VIII shall be binding upon the successors and assigns of the Corporation by reorganization, merger, consolidation, or otherwise.

8.6 The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, or volunteer of this Corporation, or is or was serving at the request of this Corporation as a director, trustee, officer, employee, agent, or volunteer of another Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in such capacity, or arising out of her/his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this ARTICLE VIII.

ARTICLE IX
Fiscal Year

The fiscal year of the Corporation shall end on December 31st of each year.

ARTICLE X
Amendments

This Constitution may be amended or repealed by an affirmative vote of a two-thirds (2/3) majority of the Board of Trustees.

ARTICLE XI
Litigation Prohibition

11.1 As a condition of participation in W.A.S.A. teams, leagues or other activities, all players, parents, coaches, referees and/or administrators, officers and/or officials of any leagues, clubs and/or associations sponsored by W.A.S.A., or their agents agree to utilize the procedure for handling and resolving grievances, disputes, problems and/or appeals as established by this Constitution and further agree the decision reached within the established grievance process shall be binding and final on all parties to the grievance, dispute, problem or action.

11.2 As a condition of participation in W.A.S.A. teams, leagues or other activities all players, parents, coaches, administrators, referees, and/or administrators, officers and/or officials of any leagues, clubs and/or associations sponsored by W.A.S.A., or their agents agree not to use any tribunal or court of law in the United States, including federal court, state court, local/municipal court or any other court or tribunal in the United States and/or institute legal proceeding of any type to pursue any grievance, disputes or problems against W.A.S.A. In lieu of the ability to institute legal action of any type and/or not use any tribunal or court of law in the United States, including federal court, state court, local/municipal court or any other court or tribunal in the United States, all players, parents, coaches, administrators, officers, referees, and/or officials of leagues, clubs and/or associations sponsored by W.A.S.A., or their agents have the right to use binding arbitration located in Columbus, Ohio to settle grievances, disputes, or problems, up to and including those rights outlined in the Amateur Sports Act.

11.3 Notwithstanding the provisions of this Article of the Constitution, if any player, parent, coach, referee and/or officer and/or official of leagues, clubs and/or associations sponsored by W.A.S.A., or their agents elects to institute legal proceedings against W.A.S.A., the party instituting the legal proceeding agrees to pay all reasonable legal and association expenses incurred in defending the action. This includes, but is not limited to, court costs, attorney's fees, reasonable compensation for time spent by officials and employees of W.A.S.A. in responding to and defending against allegations in the legal action including responses to discovery and court appearances, travel expenses, and expenses for holding special meetings necessitated by the court action. If another party files

legal action on behalf of any player, parent, coach, referee and/or administrator, officer and/or official of leagues, clubs and/or associations sponsored by W.A.S.A., or their agents, the player, parent, coach, referee and/or officer and/or official of leagues, clubs and/or associations sponsored by W.A.S.A., for whom the action was filed is responsible for the expenses incurred as outlined above.

11.4 Upon conclusion of the legal proceeding for any reason, the amount owed will be due and payable within thirty (30) days of the billing. If another party filed the legal action on behalf of any player, parent, coach, referee and/or administrator, officer and/or official of leagues, clubs and/or associations sponsored by W.A.S.A., referees, or their agents, then such player, parent, coach, administrator, referee and officer and/or official of leagues, clubs and/or associations sponsored by W.A.S.A. is responsible for payment of the amount.

ARTICLE XII **Disillusionment**

Upon dissolution of the Corporation, 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, for a public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Franklin 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.