

**CODE OF REGULATIONS**  
**of**  
**MID-OHIO SELECT SOCCER LEAGUE**

Effective 3 / 21 / 1996  
Latest Revision 7 / 10 / 2014

**ARTICLE I**  
Organization and Purpose

The Corporation shall be known as Mid-Ohio Select Soccer League, (M.O.S.S.L.) and is organized as a nonprofit Corporation under Ohio Law and is 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 children with the 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 to the sport of soccer and give talented and motivated youths the opportunity to move to higher levels of competition, and by doing so to support the sport of soccer on a national and international basis,
- g. provide, or to assist in the provision of soccer fields within Central Ohio,
- h. provide the administrative personnel necessary to conduct a soccer program,
- i. promote and encourage the sport of soccer, and
- j. engage in any other purpose permitted or authorized by Ohio statute.

**ARTICLE II**  
Affiliation

M.O.S.S.L. shall maintain its membership in and affiliation with the Ohio South Youth Soccer Association, (O.S.Y.S.A.), and U.S. Youth Soccer and /or other affiliate of the United States Soccer Federation as authorized by the M.O.S.S.L. Board of Directors.

**ARTICLE III**  
Membership

1. The membership of M.O.S.S.L. shall be open to any youth soccer organization, hereinafter known as leagues, that are organized within the central Ohio area that are willing to sponsor competitive youth soccer teams provided that the following conditions are met:
  - a. The member league does not discriminate against any person based on race, religion, creed, gender, or country of national origin,
  - b. the member league adheres to the highest standards of good sportsmanship and fair play and holds all of its participants to those standards,
2. Additional member leagues may be admitted as full members of the Corporation upon an affirmative vote of the majority of the Board of Trustees.
3. Member leagues may be placed in bad standing by an affirmative vote of two-thirds (2/3) of the Board of Trustees. Member leagues that are in bad standing may sponsor teams in league and tournament play but are denied all voting privileges. Member leagues may be placed in bad standing for failure to meet their financial responsibilities to M.O.S.S.L., for consistent failure to control the players and coaches of the teams that they sponsor, for consistent failure to attend meetings of the Board of Trustees, for failure to declare teams for league play for 3 consecutive seasons, or for other similar actions. Member leagues may be returned to good standing by an affirmative vote of two-thirds (2/3) of the Board of Trustees.
4. A member league may be removed as a member of the Corporation, with or without cause, by an affirmative vote of two-thirds (2/3) of the Board of Trustees at any meeting of the Board of Trustees to which the affected member league was given not less than 14 days notice of the intended action. Upon removal as a member of the Corporation, the member leagues shall lose all rights and privileges of membership including, but not limited to, control or ownership of any and all assets of the Corporation.
5. By requesting and/or maintaining membership in the Corporation, all member leagues agree to conform to and abide by this Code of Regulations and the Administrative Bylaws.
6. The Corporation shall have no members other than its member leagues.

**ARTICLE IV**  
Trustees

1. Number of Trustees  
The total number of trustees of the Corporation shall not exceed the number of member leagues.
2. Election of Trustees and Term of Office

Each league that is accepted as member of the corporation shall name one representative of that league to the Board of Trustees of M.O.S.S.L. That representative shall be a member of the Board of Trustees. If the designated representative is unavailable, he/she may designate another person to act on their behalf. This alternate representative must either be a member of the league that she/he will be representing or he/she must be an officer of the corporation. Such designation, which must be in writing, must take place before the beginning of any meeting of the Board of Trustees.

The manner in which the member league's representative or alternate representative is selected shall be the sole prerogative of the member league. As trustees of the corporation, all representatives and alternate representatives, as well as all officers of the corporation, must act in the best interest of the corporation.

The member league's representative shall remain a trustee of the Corporation until the member league notifies the Corporation, in writing, of the name of a new trustee who will then represent the member league.

### 3. Annual Meeting.

The annual meeting of the Board of Trustees of the Corporation for the purpose of transacting such business as may come before the Board of Trustees shall be held during January of each year at a time and place designated by the President of the Corporation. The President may call such additional meetings as is necessary to conduct the business of the Corporation.

### 4. Removal.

Any trustee may be suspended from the Board of Trustees by an affirmative vote of two-thirds (2/3) of the members the Grievance Committee as specified in Article VIII.

The trustee whose continued participation as a member of the Board of Trustees is being challenged shall be given not less than 7 days advance written notification of the contemplated action.

Following the suspension of a trustee from the Board of Trustees, an affirmative vote of two-thirds (2/3) of the Board of Trustees must be taken at the next meeting of the Board of Trustees to remove the trustee from the Board of Trustees. If not so removed, the trustee shall be restored to the Board of Trustees.

The Board of Trustees shall remove the trustee if the Board of Trustees determines that the trustee has by words, deeds or actions, violated the high standards of fair play and good sportsmanship that the Board of Trustees expects of all of the participants in the activities of M.O.S.S.L. In addition, the representative and alternate representative named by a member league to be a trustee of the corporation shall be subject the terms and conditions of the Ohio South Risk Management program or of the Risk Management Program of another USSF affiliate as designated by the MOSSL Board of Directors and shall be removed as a trustee of the corporation, as provided above, for failing to be in compliance with the Ohio South Risk Management program or of the Risk Management Program of another USSF affiliate as designated by the MOSSL Board of Directors.

## ARTICLE V

### Powers, Meetings and Compensation of Trustees

#### 1. General Powers of Board.

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.

#### 2. Other Powers.

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

a. To delegate to the elected officers of the Corporation, acting as an Executive Committee as defined in Article VIII, 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. To 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,

c. To authorize an officer or officers of the corporation to deposit the funds of the corporation in financial institutions insured by the FDIC, (within the statutorily insured limits), to sign notes, checks, contracts, deeds, mortgages and other instruments on behalf of the Corporation.

#### 3. Voting.

Each trustee, or in her/his absence, the designated alternate from that member league, may cast only 1 vote in any matter that comes before the Board of Trustees. If a member league representative has authorized an officer of the corporation to vote on behalf of the member league as provided in Article IV, Section 2, that officer may represent only one league. To cast a vote as a trustee, the trustee or in her/his absence, the designated alternate, must be present at the meeting of the Board of Trustees.

#### 4. Meetings.

In addition to the annual meeting, regular meetings shall be held on such dates and at such times and places as the President shall designate or within 10 days of receipt by the Vice President - Administration & Planning of a written petition requesting a meeting of the Board of Trustees be held when such petition is signed by not less than one-third (1/3) of the trustees.

All meetings of the Board shall be held at the offices of the Corporation in Franklin 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 is required either by this Code of Regulations or the Administrative Bylaws. If a higher percentage of votes is 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, unless a different percentage is specified in the Administrative Bylaws.

A majority vote is one in which more than 50.0 % of the votes cast are in the affirmative. A two-thirds, (2/3), majority vote is one in which more than 66.7% of the votes are cast in the affirmative.

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

5. Notice of Meeting.

Written notice of all meetings of the Board of Trustees shall be mailed to each trustee, via regular U.S. Mail, 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 time, place and general purpose of the meeting.

6. Quorum.

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

7. Administrative Bylaws.

For effective management of its program, the Board of Trustees may establish Administrative Bylaws. If a conflict exists between the Code of Regulations and the Administrative Bylaws, the Code of Regulations shall take precedence. Such Administrative Bylaws may be implemented, amended or deleted by an affirmative vote of either a two-thirds, (2/3), majority of the Board of Trustees or a majority of the Board of Trustees voting at two successive meetings of the Board of Trustees.

8. Compensation & Other Restrictions.

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** hereof. 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 (a) 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 (b) 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.

**ARTICLE VI**  
Officers

1. General Provisions.

The Board of Trustees shall elect a President, a Vice President - Administration & Planning, a Vice President – Competition, a Vice President – Conduct, a Registrar, a Secretary, and a Treasurer. No person shall hold more than one of the elected positions at any one time.

2. Qualifications.

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 and/or other person associated with the Mid-Ohio Select Soccer League or associated with any member league.

3. Term of Office.

a. Officers shall be elected to a two year term of office.

b. Qualified persons, as defined in section 2 of this Article VI, shall be elected to the offices of the President, Vice President – Competition, Registrar, and Treasurer, during the annual meeting held in January of odd numbered calendar years.

c. Qualified persons, as defined in section 2, of this Article VI, shall be elected to the offices of the Vice President - Administration & Planning, Vice President - Conduct and Secretary during the annual meeting held in January of even numbered calendar years.

d. 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.

e. 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.

4. Elections.

Nominations for the positions that are to be filled will be taken from the floor during any meeting that an election is to be held. The person receiving the most votes cast by the trustees present at the meeting shall be elected to the position for which she/he was nominated. Persons elected shall immediately take the position to which they were elected.

**ARTICLE VII**  
Duties of Officers

1. President.

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 Code of Regulations. He shall have all the powers and duties prescribed for such office by all applicable General and Nonprofit Corporation Laws of Ohio.

2. Vice President - Administration & Planning.

The Vice President - Administration and Planning shall assist the President in matters of the administration of the league 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 - Administration & Planning 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.

3. Vice President - Competition

At the request of the President or in the absence or disability of the President and of the Vice President - Administration & Planning, the Vice President - Competition 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.

The Vice President – Competition shall have primary responsibility for maintaining league standings through the filing of game results and shall organize the end of the season tournaments.

4. Vice President - Conduct

The Vice President - Conduct shall have direct responsibility for maintaining records relating to the conduct of the league's participants. The Vice President – Conduct shall be specifically empowered to handle minor offenses, (i.e. red cards) as is deemed appropriate and shall refer more serious offenses to the Grievance Committee for handling as outlined in Article VIII.

The Vice President - Conduct shall provide a summary report of all matters of misconduct at the next meeting of the Board of Trustees following the end of each season.

5. Registrar

The registrar shall have primary responsibility for the registration of players and coaches. The registrar shall be empowered to appoint up to five (5) assistant registrars as needed to facilitate the efficient registration of players and coaches. The registrar shall also work with the treasurer and others to ensure that all player and coach registrations are paid for in a prompt manner.

The registrar shall also have primary responsibility for matters dealing with player transfers.

6. Secretary.

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 the 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 by the Board of Trustees or by the President.

7. Treasurer.

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, in conjunction with the President, shall be empowered to select appropriate FDIC insured financial institution or institutions where the financial assets of the corporation shall be kept.

As an alternate to keeping the funds of the corporation in an FDIC insured institution, a Financial Advisory Committee may select other types of institutions and/or investments where the funds of the Corporation may be kept. The Financial Advisory Committee shall consist of the President, Treasurer, (who shall chair the committee) and three other members of the Board of Directors selected by the President and confirmed by a vote of the Board of Directors. For the funds of the corporation to be invested in a non-FDIC insured institution or account, not less than a 75% majority of the Financial Advisory Committee must be in favor of that investment. In addition, not more than ½ of the funds of the corporation may be kept in one or more non-FDIC insured account. Any investment in a non-FDIC insured institution or account must be rated to have no more than a moderate risk of principal, as reported by Morningstar, Inc.. Any member of the Financial Advisory Committee must disclose a conflict of interest for any recommended investment.

The Treasurer shall present to the Board of Trustees an accounting of the finances of the Corporation, including the names of the financial institutions, rates of interest and amounts of money kept on behalf of the corporation. The treasurer shall also present a proposed budget for the upcoming year during the annual general meeting and at other meetings as directed by the President.

8. Past President.

The immediate Past President shall remain as a non-voting member of the Board of Trustees and of the Executive Committee for a period of one year following the election of a successor.

9. Duties of Officers May Be Delegated.

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.

10. Tax and Other Filings.

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 VIII**

### Committees

#### 1. Executive Committee.

The elected officers of the Corporation shall comprise an Executive Committee that 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. The definition of day to day activities, includes but is not limited to, all business activities necessary for the operation of the league, i.e. establishment of seasonal league schedule, scheduling of MOSSL tournaments, selection of vendors, representing the interests of the corporation to Ohio South Youth Soccer Association, or other USSF affiliate as designated by the MOSSL Board of Directors and other similar functions, unless otherwise defined or restricted by other sections of this Code of Regulations. Specific business activities may be delegated by the Executive Committee to employees and/or other persons as appropriate.

#### 2. Grievance Committee.

A Grievance Committee, which shall consist of members of the Executive Committee, and if deemed appropriate by Vice President – Conduct, up to two additional persons as may be needed to make a decision in a particular matter, shall be formed to rule on all questions of conduct, eligibility, other matters relating to competition, or violation of the Administrative Bylaws.

The Vice President – Conduct shall act as the Chairman of the Grievance Committee. The President, or his/her designee, shall not be a member of the Grievance Committee but shall rather represent the interests of MOSSL, as a league, in the matter before the Grievance Committee. All parties directly involved in the hearing shall be; given proper notice of the hearing as outlined in the administrative bylaws, given the opportunity to present witnesses and documents as they relate to the matter before the committee, given the opportunity to question witnesses and documents that are presented to the committee for the committee's consideration and to make statements to the committee as they relate to the matter being considered by the committee.

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 M.O.S.S.L. or when the Grievance Committee acts upon its own initiative.

The decision reached by the Grievance Committee, as determined by the majority of the members of the committee, shall be final and binding on all member leagues of the Corporation and on all participants of M.O.S.S.L. who are involved in the matter under consideration by the Grievance Committee unless appealed to the O.S.Y.S.A. within the time limits prescribed by the established appeals procedures of the O.S.Y.S.A. Such appeal shall act as a stay of the imposition of any sanction only until the appeal is adjudicated by O.S.Y.S.A.

#### 3. Other Committees.

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

**ARTICLE IX**  
Indemnification of Trustees and Officers

1. Mandatory Indemnification.

The Corporation shall 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

2. Discretionary Indemnification.

The Corporation may 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 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 such court shall deem proper.

4. Indemnification for Expenses of Defense.

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 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.

4. Procedure for Indemnification.

Any indemnification under Sections 1 or 2 of this ARTICLE IX, 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 1 or 2 of this ARTICLE IX. 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.

5. ARTICLE IX Not Exclusive.

The indemnification provided by this ARTICLE IX (a) shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under the Articles of Incorporation, or these Code of Regulations 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 IX shall be binding upon the successors and assigns of the Corporation by reorganization, merger, consolidation, or otherwise.

6. Insurance.

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 IX.

**ARTICLE X**  
Fiscal Year

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

**ARTICLE XI**  
Amendments

This Code Of Regulations may be amended or repealed by an affirmative vote of a three fifths (3/5<sup>th</sup>) majority of the entire Board of Trustees provided that all member leagues have been given at least 30 days notice of the proposed changes. This written notification shall contain a general description of the proposed changes as well as the date, time and place that the voting will take place.

**ARTICLE XII**  
**Litigation Prohibition**

1. As a condition of membership in M.O.S.S.L., OSYSA, US Youth Soccer and US Soccer, (registered players, parents, coaches, administrators, officers and officials of Leagues, Clubs and Associations, referees, member Leagues, Clubs, and Associations, or their agents) agree to utilize the procedure for handling and resolving grievances, disputes, problems and/or appeals (including an appeal up to the Annual General Meeting of the National Council) as established by these organizations and that the decision reached within the established appeals process (at the final level as authorized and utilized) shall be binding and final on all parties to the grievance, dispute, problem or action.

2. As a condition of membership in M.O.S.S.L., OSYSA, US Youth Soccer and US Soccer, (registered players, parents, coaches, administrators, officers and officials of Leagues, Clubs and Associations, referees, member Leagues, Clubs, and Associations, or their agents) agree not to use any court of the land and/or institute legal proceeding of any type to pursue any grievance, disputes or problems against M.O.S.S.L. OSYSA, US Youth Soccer or US Soccer. In Lieu of the ability to institute legal action of any type and/or not use any court of the land, all members have the right to use the internal process established to settle grievances, disputes, or problems with the procedure established by M.O.S.S.L., OSYSA, US Youth Soccer and US Soccer, up to and including those rights outlined in the Amateur Sports Act.

3. Notwithstanding the provisions of this Article of the Constitution, (Code of Regulations), if any member of M.O.S.S.L. (registered players, parents, coaches, administrators, officers and officials of Leagues, Clubs and Associations, referees, or their agents) elects to institute legal proceedings against, M.O.S.S.L., OSYSA, US Youth Soccer, or US Soccer, as a condition of their membership in M.O.S.S.L., the party instituting the legal proceeding agrees to pay the reasonable legal and association expenses incurred in defending the action if the court rules in favor of M.O.S.S.L. and/or OSYSA and/or US Youth Soccer and/or US Soccer for any reason. This includes, but is not limited to, court costs, attorney's fees, reasonable compensation for time spent by officials and employees of M.O.S.S.L., and/or OSYSA and/or US Youth Soccer and/or US Soccer 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 a member of M.O.S.S.L., against M.O.S.S.L., OSYSA, US Youth Soccer, or US Soccer, the member for whom the action was filed is responsible for the expenses incurred as outlined above.

4. In the event that M.O.S.S.L., OSYSA, US Youth Soccer, US Soccer prevail in the legal proceeding for any reason, the amount owed will be paid within 30 days of the billing or the member(s) that instituted the legal proceedings shall be suspended from membership in M.O.S.S.L. until such time that the billing is satisfied. If another party filed the legal action on behalf of a member(s), the member is responsible for payment of the amount owed or that member(s) shall be suspended until the amount owed is paid.

5. If any member league, club or association of M.O.S.S.L. takes any action that results in M.O.S.S.L., and/or OSYSA, and/or US youth Soccer, and/or US Soccer, becoming involved in any legal proceeding, the member league, club or association shall be responsible for the legal expenses of M.O.S.S.L., and/or OSYSA, and/or US youth Soccer, and/or US Soccer. This includes but is not limited to court costs, attorney's fees, reasonable compensation for time spent by officials and employees of M.O.S.S.L., and/or OSYSA and/or US Youth Soccer and/or US Soccer 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.

The amount owed by the member league, club or association must be paid within 30 days of the billing or the member league, club or association that initiated the legal proceeding shall be suspended from membership in M.O.S.S.L. until such time that the billing is satisfied

### **ARTICLE XIII**

#### **Dissolution**

Upon dissolution of the Corporation, assets shall be distributed for one of 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 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.