

**CODE OF BYLAWS  
OF  
UNITED SOCCER ALLIANCE OF INDIANA, INC.**

**ARTICLE 1  
Name and Purpose**

**Section 1.01 Name.** The name of this Corporation is UNITED SOCCER ALLIANCE OF INDIANA, INC. (referred to in these Bylaws as the “Corporation”).

**Section 1.02 Purpose.** The Corporation is organized for and shall be operated exclusively for the following purposes:

- (a) To organize, support and conduct a soccer program that promotes the playing and understanding of soccer in the State of Indiana;
- (b) To provide supervised, competitive athletic games for Indiana;
- (c) To solicit and accept contributions and grants from the general public, from governmental units, and from various charitable funding sources, exclusively for the charitable and educational purposes set forth in or permitted under this Article;
- (d) To receive, invest, reinvest, maintain, and sell or otherwise dispose of funds of money or other property (whether real, personal, or mixed) and to use and apply all or any part of such money and property (including the net earnings therefrom) exclusively for charitable or educational purposes, including but not limited to:
  - (1) Direct expenditures in carrying out the activities or serving the purposes set forth in this Section; or
  - (2) Contributions or distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the “Code”), or under the corresponding section of any future federal tax code; and
- (e) To perform any other lawful acts in furtherance of any exclusively charitable or educational purpose for which a nonprofit charitable corporation may be organized and operated under applicable Indiana law and section 501(c)(3) of the Code.

**ARTICLE 2  
Board of Directors**

**Section 2.01 Number and Terms of Directors; Vacancies.**

- (a) The Board of Directors shall be comprised of nine Directors. The number of Directors may be changed from time to time by amendment of these Bylaws as provided in Section 11 . Each Director shall serve a two-year term or until his or her successor is elected and qualified. Each Director shall serve a maximum of 3 two year terms in succession. A Director who has served 6 years in succession is eligible to be elected again to the Board only after a one year break from the Board. If practical, the terms of the Directors shall be staggered so that approximately one-half of the Directors’ terms end during each fiscal year. Annually, the Board shall elect or re-elect Directors to the open Director seats.
- (b) If a seat on the Board of Directors becomes vacant as a result of the death, resignation, or removal of a Director, the remaining Directors may do any of the following

- (1) Leave the seat vacant until the next regular meeting or next annual meeting of the Board of Directors, and elect a new Director to fill the vacant seat at that time;
- (2) Elect a Director to fill the vacant seat; or
- (3) Amend Article 11 to reduce the number of Directors.

If at any time the Board acts to increase the number of Directors, the Board must fill the new seats created by electing individuals to those seats, by simple majority vote, at the time that the number of Directors is increased or at the next regular meeting of the Board at which a quorum exists.

**Section 2.02 One Class of Directors.** All Directors are of the same class and have the same powers, responsibilities, and voting privileges.

**Section 2.03 “Voting Item” and “Consent Agenda” Defined.** In this Article:

- (a) “Voting Item” means a resolution or other proposed action that will be submitted to the Board of Directors, at a regular or special meeting, for a vote by the Directors on the Board, as the case may be, subject to the normal “Rules of Order” requiring a motion, a second, and opportunity for discussion prior to voting by the Directors; and
- (b) “Consent Agenda” means that part of the agenda for a regular or special Board meeting that lists any one or more of the following items, complete copies of which are sent to all Directors either with the official notice of the Board meeting or included in subsequent Minutes of the Board Meeting:
  - (1) Financial report or Report;
  - (2) Minutes of the previous regular Board meeting;
  - (3) President’s report; or
  - (4) Any report of a staff member, regular or standing committee.

If any of the above-described items is listed on the Consent Agenda for a Board meeting, and if the notice of the Board meeting is accompanied by a complete copy of the item, then at the Board meeting at which a quorum exists, each such item on the Consent Agenda will be treated as approved without any vote by the Directors and without the necessity of any motion or discussion, unless one or more Directors notifies the President by ordinary mail, fax telecopier or e-mail, at least twenty-four (24) hours prior to the time of the Board meeting, that the requesting Director(s) wish to ask questions or engage in discussion of one or more items on the Consent Agenda. If the President receives such a notification, then the questioned item will be presented, discussed, and voted on at the Board meeting in the same fashion as any other Voting Item, instead of as a Consent Agenda item.

**Section 2.04 Participation and Removal.** Directors are expected to attend all board meetings. A Director may be removed for cause (including but not limited to breach of fiduciary duty, breach of the duty of care, persistent absence from board meetings, or failure to fulfill assigned or volunteered duties) upon the affirmative vote of the majority of the other Directors (or, if the Board comprises three directors in all, upon the unanimous vote of the other two Directors).

**Section 2.05 Regular Meetings.** The Board of Directors must convene regular meetings on a quarterly or more frequent basis. The Secretary or appointed staff must give written notice of all regular meetings to each Director at least ten (10) days prior to the meeting date, by personal delivery, fax, e-mail, or first class mail at the Directors’ respective addresses as shown by the records of the Corporation.

**Section 2.06 Special Meetings.** Special meetings of the Board of Directors may be called by the President or at the request of not less than a majority of the Directors.

**Section 2.07 Notice of Special Meetings.** Notice of any special meeting of the Board of Directors must be given at least three (3) days prior to the meeting date by written notice delivered personally or sent by mail, fax, or e-mail to each Director at his or her address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Both the business to be transacted at, and the purpose of, any special meeting of the Board must be specified in the notice or waiver of notice of such meeting. New business may be conducted at any meeting without being disclosed in the notice or waiver of notice, unless advance disclosure is specifically required by law or these Bylaws.

**Section 2.08 Quorum.** Fifty percent (50%) of the entire membership of the Board of Directors then in office is a quorum. Attendance at meetings must be taken by the Secretary or by means of a roster signed or initialed by each Board member in attendance. A Director who:

- (a) Returns by e-mail or ordinary mail a ballot with respect to one or more Voting Items, which ballot is received by the Secretary on or before the date and time for the Board meeting, or
- (b) Participates electronically in a Board meeting under Section 2.10,

is counted toward satisfying the quorum requirement at the Board meeting for the Voting Item(s) involved or at which the Director electronically participates.

**Section 2.09 Majority Vote.** Except as otherwise set forth herein, the act of a majority of the Directors present in person at a meeting at which a quorum is present is the valid act of the Board of Directors. Affirmative and negative votes cast by Directors and timely returned by e-mail or ordinary mail must be counted in determining whether a particular Voting Item has been approved by a majority vote.

**Section 2.10 Electronic Participation in Meetings.** Any number of Directors may participate in any regular or special meeting of the Board of Directors by or through the use of any means of communication (including but not limited to speakerphone, conference call, video conferencing, Internet conferencing, or other technology now known or later invented) by which all Directors participating may contemporaneously hear or otherwise perceive each other's statements during the meeting.

**Section 2.11 Unanimous Written Consents by Directors.** Any action required or permitted to be taken at a meeting by the Board of Directors or by any Board Committee may be taken without a meeting, if prior to such action, a written consent to such action is signed by all members of the Board or of such Committee, as the case may be, and if such written consent is filed with the minutes of proceedings of the Board or Committee. The written consent may be signed in two or more separate counterparts by individual Directors or groups of Directors, and in that event, unanimous consent occurs on the date that the last Director signs.

**Section 2.12 Delegation of Powers.** For any reason that the Board of Directors determines to be sufficient, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director. However, an officer or Director may not execute, acknowledge or verify any instrument on behalf of the Corporation in more than one capacity.

**Section 2.13 Committees.** The President shall, with the approval of the Board, appoint such standing or special committees of such size as the President or Board may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Without limiting the

foregoing, The Board of Directors shall have the power to appoint an executive committee, who shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board of Directors. To the extent one has been appointed, the executive committee shall be responsible for development of a reasonably detailed budget and of a recommendation of appropriate player registration and tuition for each soccer season, and shall coordinate the activities of the other committees and staff to develop and institute such budget.

**Section 2.14 Board of Advisors.** The Board of Directors may create a Board of Advisors comprising any number of individuals (“Advisors”) who are familiar with the charitable and educational missions and programs of the Corporation and whose service as Advisors would further the charitable and educational purposes listed in Section 1.02. The duration of the existence of the Board of Advisors, the terms of office of the Advisors, and the specific duties, rights and powers of the Advisors may be specified, to the extent necessary, in authorizing by-laws or resolutions of the Board of Directors.

### ARTICLE 3

#### Officers

**Section 3.01 Appointment and Removal of Officers.** The Board of Directors must elect a President, a Vice President, a Secretary, and a Treasurer. By a majority vote, the Board of Directors may remove any officer or agent at any time the Board determines the interests of the Corporation will be served by such removal.

**Section 3.02 Terms of Office.** The Board of Directors must elect the officers at the Board’s regular Annual Meeting, but may elect officers to fill vacant posts at any regular or special meeting of the Board. Each officer will hold office for one (1) year, or until his or her successor has been duly appointed and qualified, unless the officer’s term is earlier terminated by death, resignation, removal or otherwise. The Term of Office for Officers elected between Annual Meetings ends at the next Annual Meeting. All officers are eligible for reelection and all officers serve at the will of the Board of Directors and its removal power under Section 3.01.

**Section 3.03 President.** Under the Board’s direction, the President generally supervises the activities of the other officers. The President must appoint a chairperson for all committees and, in consultation with that chairperson, must nominate the remaining members of each committee, subject to the Board’s approval. The President must perform all such other duties as are incident to his or her responsibilities under these Bylaws and that are prescribed by the Board of Directors from time to time.

**Section 3.04 Vice-President.** The Vice-President, if any, must perform the duties specified in Section 3.03 of this Article during any absence or period of disability of the President. In addition, he or she must perform such duties and assignments that are from time to time be delegated by the President or the Board.

**Section 3.05 Treasurer.** The Treasurer is the Corporation’s chief financial officer and the legal custodian of all monies, notes and securities that come into the possession of the Corporation. The Treasurer is responsible for records of disbursements and must supervise the accounting procedures maintained by the Corporation as approved by the Board of Directors. The Treasurer must also regularly maintain complete and accurate records showing the Corporation’s financial condition. Not less frequently than annually, and at other times as directed by the Board, the Treasurer must furnish to the Board a statement of the Corporation’s expenditures and receipts. The Treasurer must perform such other duties as may be imposed by state law or by the Board of Directors from time to time.

**Section 3.06 Secretary.** The Secretary has care and custody of all books and non-financial records of the Corporation and of the meetings and proceedings the Board of Directors. The

Secretary must attend all meetings of the Board of Directors, must issue notices of such meeting, must keep complete and accurate records of the attendance and proceedings at such meetings, and must perform such other duties as the Board of Directors may impose from time to time. The Secretary is the custodian of all written contracts of the Corporation.

**Section 3.07 Filling Vacancies.** If an officer's position becomes vacant during an annual term for any reason, the Board of Directors must elect an individual to fill that vacancy, and the individual must serve for the remainder of the annual term. Vacancies may be filled at any regular or special meeting of the Board of Directors.

## **ARTICLE 4**

### **Contracts, Checks, Deposits and Funds**

**Section 4.01 Contracts.** The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 4.02 Checks, Drafts.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, must be signed by any of the following persons: (a) the President; (b) the Vice-President; (c) the Treasurer; or (d) any other officer or agent that the Board of Directors, in resolutions duly adopted from time to time, authorizes to sign such checks, drafts, notes, or other evidence of indebtedness.

**Section 4.03 Deposits.** Unless a specific short- or long-term investment is authorized by a resolution of the Board of Directors, all funds of the Corporation must be deposited from time to time to the credit of the Corporation, promptly after receipt, in such banks, trust companies, or other depositories as the Board of Directors selects.

**Section 4.04 Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation. However, the Board of Directors may not accept, on behalf of the Corporation, any contribution, gift, bequest or devise that would jeopardize the tax-exempt status of the Corporation under the federal tax laws, or whose acceptance or application would violate the Articles of Incorporation of the Corporation.

## **ARTICLE 5**

### **Books and Records**

**Section 5.01 Books and Records.** The Corporation must keep correct and complete books and records of account and must also keep minutes of the proceedings of the Board of Directors and of the proceedings of the committees having any of the authority of the Board of Directors. The Board of Directors must observe, and must require all officers to observe, standards of honesty and accuracy with respect to reimbursements to Directors, officers, and other agents for expenditures made by them on behalf of and for the benefit of the Corporation.

## **ARTICLE 6**

### **Fiscal Year**

**Section 6.01 Fiscal Year.** The fiscal year of the Corporation ends on the last day of December.

**ARTICLE 7**  
**Standard of Care**

**Section 7.01 General.** Based on facts known to him or her at the time, each Director of the Corporation must discharge his or her duties (including duties as a member of a committee):

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner that the Director reasonably believes to be in the best interests of the Corporation.

**Section 7.02 Reliance.** In discharging his or her duties, a Director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one of the following:

- (a) An officer, independent contractor, or employee of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; or
- (b) Legal counsel, public accountants, or other persons with respect to matters that the Director reasonably believes to be within the person's professional or expert competence.

**Section 7.03 Limitations on Liability.** A Director is not liable for an action taken in that capacity, or for a failure to act, unless:

- (a) The Director or officer has breached or failed to perform the Director's duties in compliance with this Article or in compliance of Federal, Indiana, or local County, City, or town law in effect at the time; or
- (b) The breach or failure to perform constitutes willful misconduct or recklessness.

**ARTICLE 8**  
**Indemnification**

**Section 8.01 Indemnification.** From time to time, to the extent not inconsistent with the laws of the State of Indiana and with the intended status of the Corporation as a tax-exempt charitable foundation, the Corporation must indemnify every person (and the heirs and personal representatives of such person) who is or was a Director of the Corporation, to the extent that indemnification is required by Chapter 16 of the Act. The Corporation may (but is not required to) indemnify a current or former Director to the extent that indemnification is permitted but not required under Chapter 16 of the Act. The Board of Directors may purchase, but is not required to purchase, indemnifying insurance as permitted by Section 23-17-16-14 of the Act.

**ARTICLE 9**  
**Transactions with Officers or Directors**

**Section 9.01 Interest in Transaction.** A contract or transaction between the Corporation and a Director of the Corporation (or with any other entity in which a Director of the Corporation is a trustee, director or officer or is financially interested) is not void or voidable because of this relationship or interest, or because the interested Director is present at the meeting that authorizes, approves, or ratifies the contract or transaction, if:

- (a) The fact of the relationship or interest is disclosed to or known by all the Directors and the Directors authorize, approve, or ratify the contract or transaction by vote or consent

that is sufficient for the purpose without counting the vote(s) or consent(s) of the interested Director(s) or officer(s); or

(b) The contract or transaction is fair and reasonable to the Corporation.

**Section 9.02 Conflict of Interest.** Notwithstanding the foregoing, any Director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will refrain from discussion and voting on said item.

## **ARTICLE 10 Miscellaneous**

**Section 10.01 Other Staff and Programs.** The Board of Directors or committee with Board-delegated authority may design, establish and carry out various programs consistent with the Corporation's charitable and educational purposes. Toward those ends, and to the extent the Corporation's officers and regular staff employees or independent contractors are insufficient in number, skill, or experience, the Board of Directors may authorize the Corporation to contract with third parties, as either employees or independent contractors, to help carry out the Corporation's programs.

**Section 10.02 Dissolution.** In the event the Board of Directors determine that the Corporation should be dissolved, then in such event, all of the assets of the Corporation, over and above those needed to pay off any debts and liabilities of the Corporation, shall be distributed to corporations or organizations which are exempt organizations under Section 501(c)(3) of the Code or any successor statute thereto, provided the distributees have purposes similar to those of the Corporation. After the property has been substantially disposed of in such manner, the Corporation shall then take such legal steps as may be necessary to dissolve. After the dissolution has been accomplished, any money or property remaining shall also be distributed in the manner described above.

## **ARTICLE 11 Amendments to Bylaws**

**Section 11.01 Amendments.** These Bylaws may be amended or supplemented by the affirmative vote of two thirds (2/3) of the members of the Board of Directors present at a meeting where a quorum is present, provided that the text of the proposed amendments or new provisions has been sent to all Directors with the notice of the meeting at least seven (7) days in advance of such meeting at which the vote will take place.

**Section 11.02 Number of Directors is 9, effective 3/31/12.**

**Section 11.03 The Annual Meeting is second Monday of November, effective 3/31/12.**

**Section 11.04 Recommended Board Committees are listed as a separate document and may be revised from time to time without amending these Bylaws.**

## **ARTICLE 12**

The foregoing Bylaws were approved by the Board of Directors on the 12<sup>th</sup> day of November, 2012.