



By-Laws of the Dublin Soccer League, Inc.

Approved: March 18, 2014

1. Membership

1.1 Eligibility and Voting Rights: The general membership of Dublin Soccer League, Inc. ("DSL" herein) shall consist of an adult or guardian who has paid a registration fee for his or her child participant for fall or spring season of the current fiscal year, as of the meeting date, consistent with its Articles of Incorporation, as amended.

1.1.1 No more than two votes may be ascribed to any specific participant.

1.1.2 The number of voting members within a family is limited to two regardless of the number of participants.

1.1.3 The name of the parent/guardian must appear in the participant's registration. If it does not, it may be added on an original participant's registration only with approval of the original applicant initially completing the registration for a total of no more than two names.

1.2 Suspension or Expulsion: DSL may refuse membership to, suspend or expel any individual from its general membership for good or just cause. "Good or just cause," as used in this section, includes, but is not necessarily limited to, the following examples:

1.2.1 Any conduct that brings DSL into public disrepute or violates the purposes for which DSL was formed;

1.2.2 Any willful failure or refusal to abide by the DSL Constitution, By-Laws or rules of the organization; and;

1.2.3 Litigation (or threat thereof), claims, persistent misconduct or harassment;

1.2.4 Any other conduct that the Board of Trustees may reasonably determine to constitute good or just cause

2. Board of Trustees

2.1 Governance: DSL shall be governed by a Board of Trustees (the "Board" herein).

2.1.1 Board Members: Board members shall attend board meetings, emergency meetings, and assigned committee meetings as may be scheduled. It is expected that each board member will actively participate in the organization, volunteering for and accepting such duties as may be assigned, and completing such assignments in a timely and thorough manner that reflects positively on the DSL. Board members shall stay informed about the organization, prepare for meetings and review and comment upon minutes and reports provided.

2.1.2 Board members owe undivided loyalty to the league and, in addition, shall affirm by signature to a Code of Conduct.



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- 2.1.3 Board members shall not participate in any relationship, transaction, or arrangement that could influence, or reasonably be perceived as influencing, a person's objectivity as a member of the Board of Trustees. Board members shall not participate as an officer in regard to matters involving the corporation that could result in any personal benefit, direct or indirect, financially or otherwise, to that person, a member of that person's family, a business partner or business associate of that person, or a close personal associate of that person. This prohibition includes actual, potential and/or perceived conflicts of interest.
 - 2.1.4 Board members shall direct any office inquiries, tasks or requests for consideration only through the Executive Director.
 - 2.1.5 Public statements of official positions of the DSL reside only with the Chairperson or Executive Director.
- 2.2 Composition, Eligibility and Term of Office:
- 2.2.1 The Board of Trustees shall be comprised of nine voting members. Each voting member of the Board shall have one vote.
 - 2.2.2 One third of the Board shall be appointed by the Board as "at-large" members representing the corporate or philanthropic community. They need not reside in the City of Dublin or the Dublin City School District.
 - 2.2.3 Two-thirds of the board members shall reside within the boundaries of the Dublin City School District or City of Dublin. If, due to departures from the board for any reason, the two-thirds resident portion of the Board is not satisfied, the mandate shall be corrected at the next regular opportunity to add members to the board.
 - 2.2.3.1 Members constituting the two-thirds portion of the board must have a participant in one of the programs offered by the Dublin Soccer League.
 - 2.2.3.2 The name of the parent/guardian member must appear in the registration. If it does not, it may be added on an original participant's registration only with approval of the original applicant initially completing the registration for a total of no more than two.
 - 2.2.4 Board members shall serve without compensation except that they shall be allowed and paid such actual and necessary expenses incurred by rendering unusual or special services to DSL as the Board of Trustees may authorize or sanction. However, no compensation or expenses shall be paid to any member if such compensation or payment of expenses would result in the corporation losing its tax-exempt status.
 - 2.2.5 The term of office shall be for two years beginning in January of the year elected and ending in January two years later following elections. Members serve staggered terms.
 - 2.2.6 All board members must satisfactorily complete a Risk Management process, annually, in a manner acceptable to the City of Dublin and the DSL, before



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assuming a position, maintaining a position, or acting as a candidate for a board position.

2.2.6.1 Members, or prospective candidates, of the Board shall be subject to a full criminal and credit/financial background check.

2.2.7 No one may be a member of, or pursue a position for, the DSL board that is employed by, provides volunteer services in any capacity for, or has a child rostered to a team participating in any other soccer organization providing competitive offerings within the same geographical area served by the DSL or having overlapping programs with the DSL.

2.2.7.1 These other soccer organizations currently include, but are not limited to, Club Ohio, Ohio Premier, Dublin United and Locker Soccer Elite.

2.2.7.2 This section does not apply to teams or programs governed by the Ohio High School Athletic Association.

3. Elections: The annual election of the Board of Trustees shall be held during the month of January each year. Unless determined otherwise by the full Board by or before November 10th, the annual meeting will take place on the third Tuesday evening of January.

3.1 Each qualified member attending the meeting will be entitled to vote once.

3.1.1 No more than two votes may be ascribed to any specific participant. This permits estranged parents to vote separately.

3.1.2 A qualified member is an adult or guardian of a unique participant who has paid a registration fee for a child/adult participant for fall or spring season of the current fiscal year as of the meeting date.

3.2 Nominations for the Two-Thirds portion of the Board elected at the annual meeting: Applicants who meet the eligibility requirements and who wish to serve on the Board shall submit an official Nominating Petition with their name and that of their child, no later than thirty days prior to the annual meeting date. Nominating petitions shall contain ten unique signatures of adult parent/guardians who are members of DSL.

3.2.1 The petition must have signatures of parent/guardians of participants no more than two of which may be ascribed to any specific participant. This allows estranged parents to vote separately.

3.2.2 If a Nominating Petition does not meet these requirements, the petition shall not be accepted for consideration.

3.2.3 The Executive Director of the DSL along with any other authorized members of the Board of Trustees shall review the Petition for signature validation, residency status, Risk Management compliance, and any other potential concerns.

3.2.4 The full Board shall approve of all candidates on the ballot. A paper ballot will be distributed at the meeting.



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- 3.2.4.1 A ballot must include the legible name of the person voting, as listed on the participant's registration, along with the full name of the participant.
 - 3.2.4.2 A ballot shall be rejected if it is not accompanied by the voter's legible, identifiable name and the participant's legible name to insure verification. Ballot information will be provided in a manner acceptable by the DSL Board to DSL members registered and paid for the fall and/or spring season of the current recreational year.
4. Removal From Office: A member of the Board of Trustees may be removed from office for just cause by the affirmative vote of a majority plus one (1) of the Board at a meeting duly called for that purpose. A charge of just cause may be brought to the Board by any qualified member.
- 4.1 "Just cause" for removal may include, but is not necessarily limited to, the following:
 - 4.1.1 Any conduct that brings DSL into public disrepute or violates the purposes for which DSL was formed;
 - 4.1.2 Conduct, publicly, through word or action, verbally or written, that disparages the programs, regulations, reputations or administration of the DSL, especially through alignment with outside organizations;
 - 4.1.3 Any willful failure or refusal to abide by the DSL Constitution, By-Laws or rules of the organization;
 - 4.1.4 Absenteeism of fifty (50) percent or more from scheduled Board meetings;
 - 4.1.5 Failure during a term of office to be in compliance with the conditions of eligibility established in Section 2.2.7 herein; and
 - 4.1.6 Any other conduct that the Board of Trustees may reasonably determine to be just cause.
 - 4.2 Loss of Eligibility: Loss of eligibility shall automatically and immediately occur for any Board member that accepts employment, renders voluntary services in any capacity for, or has a child within his/her family or household rostered to a team participating in any other soccer organization providing programs within the same geographical area served by the DSL or having overlapping programs with the DSL regardless of any other children in the family remaining within the DSL organization.
 - 4.2.1 If a Board member loses eligibility to serve on the Board as the result of the above, the Secretary will notify them of the conclusion of their term.
 - 4.3 A board member may tender their resignation at any time.
 - 4.4 Vacancy: In the event of a vacancy on the Board of Trustees, for any reason, a majority of the remaining Board may appoint another qualified individual to fill the remainder of the unexpired term.
 - 4.4.1 The appointment need not come from the general membership if the vacancy is an "at large" position.



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4.4.2 Should the vacancy occur within ninety days of the election, the vacancy shall be filled through the election process.

5. Officers, Executive Director and Duties

5.1 Officers: The elected officers of DSL's Board of Trustees shall be the Chairperson, Vice-Chairperson and Treasurer. These officers shall be elected annually by the Board of Trustees, in executive session, following the general election meeting in January.

5.1.1 Election shall be by ballot except when the slate is unopposed, in which case, election may be by voice vote.

5.1.2 Absentee or proxy voting shall not be permitted for the election of officers.

5.1.3 In the event of a vacancy in the office of either Chairperson and/or Vice Chairperson, the position shall be filled at the next regularly scheduled meeting of the board.

5.2 Chairperson: The Chairperson shall be the chief executive officer of the organization, shall preside at all Board meetings, and shall have such other powers and duties as may be prescribed by the Board of Trustees. They shall have authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments requiring presidential signature and shall have all powers and duties prescribed for such office by all applicable general and nonprofit corporation laws of Ohio.

5.3 Vice Chairperson: The Vice Chairperson shall perform such duties as may be conferred upon him/her by these By-Laws or as may be assigned to him/her by the Board of Trustees or the Chairperson. At the request of the Chairperson, or in his/her absence, disability, or due to a vacancy in the position, the Vice Chairperson shall perform the duties of the Chairperson and, when so acting, shall have all the powers of the Chairperson. Authority to sign all deeds, mortgages, bonds, contracts, notes, and other instruments shall be coordinated with like authority of the Chairperson.

5.4 Treasurer: The Treasurer shall have access to all DSL financial information. With the assistance of the Executive Director, the Treasurer shall, in accordance with the direction of the Board of Trustees, develop present and seek approval of an annual budget from the Board of Trustees. In conjunction with the Executive Director, the Treasurer shall develop and present accurate budget reports to the Board of Trustees on a regular basis.

5.4.1 The position of Treasurer will require additional scrutiny with regard to legal and financial background evaluations.

5.4.2 The Treasurer shall not be related by birth or marriage to another member of the board or staff of the DSL.

5.4.3 Unexecuted (blank) checks, account statements, printed documents, invoices, and all other financial papers, and their electronic equivalents, shall remain in the DSL offices. Accounting system generated information such as Profit and Loss statements may be used outside the office for the purpose of budget analysis and preparation. User names and passwords shall not be released.

5.4.4 A person may not both reconcile and be a signatory to DSL financial accounts.



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- 5.4.5 Authority to sign DSL accounts resides with the Chairperson, Executive Director and staff accounting employee. However, they shall be excluded if acting as the reconciler (Treasurer).
 - 5.4.6 The Chairperson and Executive Director may each authorize purchases, including legal fees, up to \$1000 per month for expenses in the operation of the DSL not already specified in the budget.
 - 5.4.7 Checks less than \$500 require one signature. Checks over \$500 require two signatures. Checks \$25,000 and over require the written authorization of the Chairperson.
 - 5.4.8 An audit or audit review by a Certified Public Accountant shall be performed annually; separately or in combination with its subsidiaries.
 - 5.4.9 As the DSL is recognized as a charitable organization, to exercise fiscal responsibility and maintain impartiality, it refrains from making donations to other organizations except as approved by the Board of Trustees in unique situations. For public relations, to establish rapport and exhibit goodwill, donations are limited to registration vouchers and other low value items.
- 5.5 Executive Director: DSL shall have a contractual full-time Executive Director who:
- 5.5.1 Shall serve as the Secretary to the Board and Corporation by keeping accurate records of all meetings, attending to all correspondence, providing notification of all meetings and maintaining all important documents of the organization;
 - 5.5.2 Will assist in developing, presenting, and seeking approval of an annual budget from the Board of Trustees; and assist in developing and presenting accurate budget reports to the Board of Trustees on a regular basis;
 - 5.5.3 Shall develop and manage all DSL programs;
 - 5.5.4 Shall keep track of and maintain memberships and membership information;
 - 5.5.5 Shall ensure, manage, and lead appropriate staff, including employees, volunteers, and contractors;
 - 5.5.6 Shall coordinate all scheduling of field usage with the City of Dublin, "select" and "middle tier" soccer organizations and other users;
 - 5.5.7 Shall serve as an ex-officio member of all committees and subcommittees;
 - 5.5.8 Shall receive and investigate grievances from the general membership of DSL and, when necessary, present those to the Board of Trustees;
 - 5.5.9 Shall perform such other duties as may be prescribed or assigned by the Board of Trustees;
 - 5.5.10 Shall maintain appropriate certifications, licenses, memberships and affiliations as prescribed by the Board of Trustees;
 - 5.5.11 Shall be the Risk Management officer for the organization.



6. Committees

- 6.1 General: There shall be as many standing committees and subcommittees as may be deemed necessary or appropriate to provide advice, make policy recommendations and/or to conduct certain business of the DSL as specified by the Board of Trustees. In addition to any persons specified in the By-Laws, the Chairperson may appoint one or more persons to such committees or subcommittees. There shall be two standing committees of the organization: the Executive Committee and the Grievance Committee. Within a reasonable time after its appointment, each committee shall submit to the Board of Trustees a comprehensive program of the work which it proposes to perform as called upon by the Chairperson. Non-standing committees shall be dissolved upon termination of the reason for appointment or annually, whichever comes first.
- 6.2 Executive Committee: The Executive Committee is comprised of the Chairperson, Vice Chairperson, Treasurer and Executive Director. This committee shall meet as called upon by the Chairperson and shall serve in an advisory capacity pertaining to the operations and activities of DSL and may make such recommendations as may be deemed appropriate to the entire Board.
- 6.3 Grievance Committee: There shall be a standing Grievance Committee comprised of the Chairperson, Vice Chairperson, Executive Director and such other person(s) as may be directed by the Chairperson. This committee shall primarily be responsible for hearing appeals of already rendered judgments made by DSL staff including the Executive Director, of game protests, disciplinary matters and adherence to and enforcement of DSL's Constitution, By-Laws, operating rules, and regulations.
- 6.3.1 In resolving disputes deemed to be a serious threat to the conduct of DSL activities by any player, coach, spectator or official, the committee shall review the facts and gather information surrounding the incident. As expeditiously as possible, the committee shall interview the complainant, violator and any witnesses as considered necessary in order to provide an objective description of the situation. A report summarizing the incident and providing adequate detail to facilitate an understanding of the incident shall be provided to the Board of Trustees within a reasonable period of time following the conclusion of the investigation. This report may be circulated to the Board of Trustees by email.
- 6.3.2 The committee shall include within its report sanctions to be imposed on the violator. These may range from a one-time warning to temporary suspension, or permanent expulsion. The Executive Director shall permanently retain all reports generated by the Grievance Committee and shall bring to the committee's attention any instances of prior allegations of misconduct and the disciplinary action, if any, ultimately taken by the DSL.
- 6.3.3 If further appeal is received, as soon as practical, the Board shall schedule a Board Meeting wherein all affected parties shall be given an opportunity to be heard. The Board of Trustees will then render its decision no later than ten (10) days after the meeting. In the event a serious civil or criminal behavior is involved, the Board of Trustees will notify or work with, if necessary, any and all appropriate governmental agencies.
- 6.3.4 Conflict of interest rules apply to committee members having a biased interest in the outcome of a grievance. Conflict of interest is subject to determination by the full Board of Trustees.



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- 6.3.5 The Grievance process may be used to settle issues between board members, board members and staff, or any other disputes necessitating thoughtful consideration.
- 6.4 Committee Meetings: Committee meetings may be convened in the manner and at such time and place as the committee considers necessary or desirable.
7. Board Meetings
- 7.1 Frequency of Board Meetings: The Board of Trustees shall meet quarterly; January, April, July and October. Thereafter, the Board shall convene meetings in the manner and at such time and place as considered necessary or desirable in order to conduct the normal business of the organization. Regularly scheduled meetings, not to include emergency meetings, shall be posted on the DSL website at least seven (7) days prior to the meeting.
- 7.2 Board Meeting Format: All meetings will be open to the public. If an attendee would like an item to be addressed, it typically will be addressed after the regular agenda items have been discussed. An executive session may be called at any time during the meeting by majority vote of Board members.
- 7.3 Board Meeting Agendas: Meeting agendas may be written by the Chairperson, Vice Chairperson, or Executive Director. Board members may submit to the Chairperson, Vice Chairperson, or Executive Director items to appear on the agenda no later than five (5) days before a scheduled meeting. Regularly scheduled meeting agendas will be distributed by the Executive Director to all Board members at least three (3) days in advance of a meeting.
- 7.4 Emergency Board Meetings: In addition to regularly scheduled meetings, emergency meetings may be called by the Chairperson or Vice Chairperson in response to a special request of the Executive Director or any Board member regarding an urgent matter.
- 7.5 Minutes: Approved Board minutes are the official record of a Board meeting. Minutes as recorded, or assigned, by the Secretary shall be sent by email to all Board members within fourteen (14) business days after a meeting. Board members shall have ten (10) days to send any corrections by email to the Executive Director. Minutes shall be approved by a majority of a quorum at the next meeting of the Board of Trustees.
- 7.5.1 The use of an audio or video recording or broadcast device at a Board meeting, other than by the Secretary for official DSL purposes, is prohibited.
- 7.5.2 Following Board approval of the respective minutes or ninety (90) days from when recorded, whichever is greatest, unless otherwise authorized by the Board, the applicable recording of the meeting shall be deleted or destroyed.
- 7.6 Board Meeting Procedures: The Chairperson, or in his/her absence, the Vice Chairperson, shall generally run the meeting, shall be vested with authority to keep order and may call votes as necessary during meetings. Any voting member may request at any time that a vote be called on a particular item. A majority of the voting Board members shall constitute a quorum, with the majority of the quorum deciding the outcome of issues voted upon unless otherwise specified in DSL's Constitution or By-Laws.
- 7.7 Email Voting: Email voting should be used only in extreme situations. Experience has demonstrated that in many circumstances, email voting does not permit adequate input



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from staff or the public and discussion is limited. Email voting may lead to railroading a proposal.

- 7.7.1 If, upon agreement of both the Chairperson and Vice-Chairperson that an email vote meets the criteria of being urgent and necessary, the secretary will confirm the motion has a mover and seconder. An email will then be distributed asking for a vote cast within the specified timeframe, not less than twenty-four (24) hours.
 - 7.7.2 Any discussion shall precede voting and shall be copied to all Board members.
 - 7.7.3 A single email thread, without other matters, shall pertain to the motion.
 - 7.7.4 A majority of the voting Board members must respond in order for the vote to be valid. Results of the vote will be disseminated to all Board members within twenty-four (24) hours of receiving the final vote.
 - 7.7.5 Any email vote shall be ratified by the Board, confirming the vote, at its next regularly scheduled meeting and duly reflected in the meeting minutes.
- 7.8 Notice: Notice of all Board meetings shall be in writing to Board members, sent by email not less than ten (10) calendar days prior to the date of the meeting, unless a longer period is required by law. Any Board member may waive notice of any regular or emergency meeting either before or after the meeting, and notice is in fact waived by a Board member's attendance at any meeting. Notice of all Board meetings to the general membership shall be made by posting the same to the DSL website not less than ten (10) calendar days prior to the date of the meeting, unless a longer period is required by law.
- 7.9 Rules: All meetings shall be conducted in accordance with Robert's Rules of Order.
- 7.10 Location: All meetings shall take place within the City of Dublin, Ohio.
8. Fiscal Year: The fiscal year shall extend from July 1, through June 30, annually.
9. Indemnification
- 9.1 Mandatory Indemnification: DSL 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 organization) by reason of the fact that he/she is or was a member of the Board of Trustees, an officer, employee or volunteer of DSL, or was serving at the request of DSL 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), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of DSL, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe the 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/she reasonably believed to be in or not opposed to the best interests of DSL, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that the conduct was unlawful.



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- 9.2 Discretionary Indemnification: DSL 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 completed action or suit by or in the right of this organization to procure a judgment in its favor by reason of the fact that he/she is or was a member of the Board of Trustees, an officer, employee, or volunteer of DSL, or is or was serving at the request of DSL as a director, trustee, officer, employee, agent, or volunteer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of DSL. 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 his/her duty to DSL unless and only to the extent that a court of competent jurisdiction shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.
- 9.3 Indemnification for Expenses of Defense: To the extent that a member of the Board of Trustees, an officer, employee, agent, or volunteer of DSL has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Section or in defense of any claim, issue, or matter described therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- 9.4 Procedure for Indemnification: Any indemnification hereunder, unless ordered by a court, shall be made by DSL only upon a determination that indemnification of a member of the Board of Trustees, an officer, employee, agent, or volunteer of DSL is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 9.1 or 9.2. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum consisting of Board members who were not and are not parties to or threatened with any such action, suit, or proceeding, or (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested Board members so directs, in a written opinion by independent legal counsel. Any determination made by the disinterested Board members or by independent legal counsel under this section to provide indemnification under Section 9.2 shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the corporation, and within ten (10) days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought to review the reasonableness of such determination.
- 9.5 Advances: Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in Sections 9.1 or 9.2 may be paid by DSL in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of a member of the Board of Trustees, an officer, employee, agent, or volunteer of DSL to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by DSL as authorized in Section 9.
- 9.6 Non-exclusivity: The indemnification provided for herein (a) shall not be deemed exclusive of any other rights to which one seeking indemnification may be entitled under these By-Laws or any agreement, vote of disinterested Board members, or otherwise, both as to action in his/her 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 member of the Board of Trustees, trustee, officer, employee, agent, or volunteer, and (c) shall inure to the benefit



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of the heirs, executors, and administrators, of such a person. The provisions of this Section 9 shall be binding upon the successors and assigns of DSL by reorganization, merger, consolidation, or otherwise.

- 9.7 Insurance: DSL may purchase and maintain insurance on behalf of any person who is or was a member of the Board of Trustees, officer, or volunteer of this organization, or is or was serving at the request of DSL 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/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not DSL would have the power to indemnify him/her against such liability under Section 9.
10. Amendments: These By-Laws may be amended by the Board of Trustees at any regular or emergency meeting. Notice of the proposed amendment and proposed language shall be provided in writing to each Board member at least ten (10) days in advance of a meeting. Such notice may be sent by email. The presence of a majority of the voting Members of the Board of Trustees shall constitute a quorum, with the majority of the quorum deciding the outcome of any proposed amendment.
- 11.-14. Reserved for future use
15. Miscellaneous:
 - 15.1 Seniority of Laws, Articles, By-Laws, Policies and Resolutions. The governing law relevant to the conduct of this corporation shall be the laws of the United States, laws of the State of Ohio, the Articles of Incorporation of this corporation, as amended, the Constitution of this corporation, as amended, the By-Laws of this corporation, as amended, and the corporate policies and resolutions that are passed from time to time by the Board of Trustees, in that order. If there is any inconsistency between these controlling bodies of law, then any inconsistency is to be resolved in favor of the senior body of law and the junior bodies of law are deemed automatically amended. The officers, Trustees and members of the corporation shall make every effort to generally amend the junior bodies of law whenever necessary so that inconsistencies will be corrected. However, whether or not these inconsistencies are corrected, the senior body of law will still prevail until such correction is made.
 - 15.2 In Pari Materia: The Dublin Soccer League Program Handbook is recognized as a general guide by which DSL conducts itself and its operations, and is incorporated herein by reference. Said Dublin Soccer League Program Handbook, as then existing, shall be consulted and followed for any issue not specifically addressed herein, or in DSL's Articles of Incorporation, as amended, or its Constitution, as amended, provided doing so would not be inconsistent therewith.