



**BY-LAWS OF
OCEAN TOWNSHIP UNITED SOCCER ASSOCIATION
(A NOT-FOR PROFIT CORPORATION)**

1. *ARTICLE I – Name, Seal, and Offices*

1.1 *Name*

The name of this corporation is: "OCEAN TOWNSHIP UNITED SOCCER ASSOCIATION, INC" (henceforth OTUSA).

1.2 *Seal*

The seal of OTUSA shall be a shield shape in form and shall bear on its outer edge the words "OCEAN UNITED" and in the center the words and "Est. 1975". The *Executive Board* (Board) may change the form of the seal or the inscription thereon at its pleasure.

1.3 *Offices*

The registered office of OTUSA shall be Post Office Box 2144, Ocean, NJ 07712. When a physical location is required, use the residence of Joe Palumbo (the current President at the time this document was written), 16 Jackson Circle, Ocean, NJ 07712. OTUSA may have offices at such other places as the Board from time to time may determine.

2. *ARTICLE II - Purpose*

2.1 *General Purpose*

OTUSA is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes. within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"). (All references herein to any section of the Code shall be deemed to refer to any analogous successor provisions of the Internal Revenue Code.)

2.2 *Specific Purposes*

In addition to the General Purpose set forth above, OTUSA's purpose is to organize and operate youth soccer teams in various age levels and to provide a supervised, competitive soccer program under the auspices of OTUSA. The soccer program shall include, but are not limited to participation, in leagues sanctioned by the New Jersey State Youth Soccer (NJYS), tournaments sanctioned by FIFA, soccer practice, clinics and camps. OTUSA is also organized to encourage the development of soccer programs in the community and to cooperate with other soccer programs located within Ocean Township, New Jersey, including school and other recreation programs.

3. *ARTICLE III - Members*

3.1 *Members*

These shall be the three members of OTUSA:

3.2 *Qualifications for General Voting Membership*

All members of the Board of OTUSA and non-paid representatives of teams organized and recognized by OTUSA and which have been registered with the NJYS shall be General Voting Members. All such voting members shall have an

equal vote in matters requiring a General vote hereunder. In the event a team's representative shall be unavailable to act on a matter which requires a vote of the General Voting Members such team can assign as surrogate, during such absence be a Voting Member. The vote shall be in person or online when such a vote is to take place or otherwise advised by the Board. The matters for General Voting Members to vote are to be determined by the Board.

3.3 *Qualifications for Associated Membership*

Any child under the age of eighteen (18), living within the State of New Jersey shall be eligible for membership in OTUSA and may be admitted to membership of OTUSA upon registration by NJYS to a team organized and under the jurisdiction of OTUSA. The Board has the right to include members above the age of 18 as long as they are registered with NJYS. Associated Members are players and do not have voting rights.

3.4 *Qualifications for Executive Board (Board) Membership*

Any individual who is a parent or legal guardian of an Associate Member (or former Member) shall be eligible for membership on the Board. Membership is voted upon by the General Members if more than one candidate is running for an open position. In the case where there is only one candidate, the Board will determine if a vote is required.

4. *ARTICLE V – Terms and Election of Board Members*

4.1 *Executive Board*

There shall be eight (8) *Executive Board* members (with full voting rights) and Advisor (non-voting rights) members who are on probationary status for 1 year from their first day on the Board. The Board shall have the authority to increase or decrease the number of it's members by amending this section of the By-Laws. Probationary status converts to full Executive Board members automatically, unless an Advisor member violates a Code of Conduct (parent or coach) or other action that under Section 8.5.

4.2 *Corporate Powers*

All of the corporate powers of OTUSA shall be exercised by the members serving on the Board, except to the extent specifically provided otherwise by law or by these By-Laws.

5. *ARTICLE V - Term and Election of Board Members*

5.1 *Duration of Term of Office*

There shall be one class of Board Members. The terms of each of the initial Board of OTUSA shall be deemed to have begun on the date established by the Board members. Each Board member shall serve for three (3) years each. The term of each member shall expire at the end of 3 years from the start of the term. However, that a member shall remain in office beyond the expiration of his term, until such time as his successor shall be duly elected and shall have assumed office. A member shall leave office prior to the expiration of his term immediately upon his death, disability, removal or resignation or if he becomes ineligible to serve as a member. Ineligibility shall be determined by the other Board members based on violation of law, Code of Conduct, behavior or conduct unbecoming a Board member or any other unforeseen circumstance that the other Board members consider detrimental to OTUSA. There shall be no limit on the number of consecutive terms a member may serve.

5.2 *Election*

Board members shall be elected by the General Voting members of OTUSA based on when term limits expire or when there is a vacancy on the Board. The President and the nominee committee will vet all nominees prior to presentation to the general members. Once vetted, the President shall present the slate of nominees to the general voting members. In

addition, the President shall open the floor for nominees to present themselves at the General Coaches Meeting. At that meeting, the Voting Members shall elect OTUSA's Board from the nominations submitted. Voting will be done in the absence of the nominees in an open forum. A majority vote (51%) is required to be elected to the Board. In the case where more than one position is open, the majority vote will be applied in descending order (1st highest %, 2nd highest %, etc.).

5.3 *Assumption of Office*

Newly elected Board members shall assume office on a date established by the Board.

5.4 *Removal of Executive Board Members*

Any Board member of OTUSA may be removed from office with or without cause by the affirmative vote of a majority of the remaining Board Members. In cases of a tie, the President shall cast a 2nd vote to break the tie.

5.5 *Vacancies*

The Board may fill any vacancy among the Board members, including a vacancy caused by death, disability, removal, resignation, ineligibility, or otherwise shall be filled by appointing a successor member to serve the remainder of the vacating member's term. The Board may fill a vacancy even if they lack a quorum to decide matters. Any person selected to fill a vacancy on the Board shall hold office until the expiration of his predecessor's term or the date on which his successor is duly elected and assumes office.

6.0 *ARTICLE VI · Meetings*

6.1 *Regular Meetings*

Regular Meetings of the Voting Members (General Coaches Meeting) of OTUSA shall be held as scheduled by the Board. The meeting may be in person, conference call or virtual as the Board shall designate. Meetings do not have to be monthly, but should occur no less than four (4) times a year.

6.2 *Special Meetings*

Special meetings of the Board may be called at any time by the President and must be called by the President upon receipt of a written request from any two (2) Board members. The meeting may be in person, conference call or virtual as the President shall designate.

6.3 *Notice of Meetings*

Notice of a regular meeting shall be given no less than five (5) or more days in advance. The President shall send or cause to be sent notice of meetings.

6.4 *Quorum: Majority Vote*

At any meeting of the Voting Members, Board or a committee of OTUSA the presence of a majority of the Voting Members, Board or committed members serving at time that shall constitute a quorum for all purposes except as otherwise provide by law or these By-Laws. The act of a majority of those present at any meeting at which there is a quorum shall be provided specifically by statute of by those By-Laws.

6.5 *Voting*

At every meeting of Voting Members or Board, each Voting Member or Board member shall be entitled to one (1) vote in person or virtually (not absentee) for matters that require a vote. In cases of a tie, the President shall cast a 2nd vote to break the tie.

6.8 *Action by Consent*

Any action required or permitted to be taken at any meeting of the Voting Members, Board or any committee thereof may be taken without a meeting, if prior or subsequent to such action a written consent to such action is signed by all members, Board or by all members of such committee, as the case may be, and is such written consent is filed with the Board.

6.9 *Contracts and Services*

Members of OTUSA who are interested directly or indirectly entering in contract to OTUSA, must bring all related matters to the Board. Only the Board can approve and sign contracts to OTUSA. All contracts must be in the best interest of OTUSA and any quid pro quo must be clearly and fully articulated in the contract without prejudice.

However, any contract, transaction or act on behalf of OTUSA in a matter in which any member or Board member is personally interested as a stockholder, director, trustee, or otherwise shall be disclosed to the Board, conducted at arm's length, and shall not violate the proscription in OTUSA's Certificate of Incorporation against OTUSA's use or application of its funds for private benefit. In addition, no contract, transaction, or act shall be taken on behalf of OTUSA if such contract, transaction or act is a prohibited transaction or an act of self-dealing as those terms are defined in the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or would result in the denial of any tax exemption, deduction, or benefit under any provision of the Code of the regulations thereunder as they now exist or as they may hereafter be amended.

7.0 *ARTICLE VII Committees of the Executive Board*

7.1 *Committees*

From time to time the Board may authorize by declaration standing committees and ad hoc committees as shall be necessary.

7.2 *Appointment*

All committees shall be appointed by the President and with the advice of the Board. The President shall further appoint the chairman of each committee. Committees shall be appointed following the meeting in which they were announced. General Members shall be eligible for appointment as members of committees, but may not serve as the chairman of any committee unless authorized by the Board.

8.0 *ARTICLE VIII Officers*

8.1 *Elected Officers*

The Board should consist of the following roles:

President, 1st Vice President, 2nd Vice President, 3rd Vice President (each serving for Fields, Registrar or Grassroots), Treasurer, Tournament Director (for as long as the Club has one) and Secretary.

8.2 *Other Officers*

If the Board desires, additional At-Large members and/or Advisors (with such additional designation, if any, as to voting membership shall be deemed appropriate). All Officers must be eighteen (18) years of age or older.

The Board can add/remove certain roles based on the demands of OTUSA's operational and administrative needs at that point in time. A 51% majority vote of the Board is required to add or remove a role if currently occupied.

8.3 *Term of Office*

All officers of OTUSA shall hold their respective offices until the next meeting of the Board and until their successors shall have been elected and qualified or until the earlier of their death or resignation or removal.

8.4 *Resignations*

Any officer may resign at any time by giving written notice of his resignation to OTUSA. Any such resignation shall be effective upon receipt thereof by OTUSA or at such subsequent time as shall be specified in the notice of resignation.

8.5 *Removal of Officers and Agents*

All officers and agents elected by the Board, as referenced in this Section 8.2. may be removed by the Board or without cause.

8.6 *Vacancies*

Any vacancy in any office shall be filled by the Board pursuant to ARTICLE V 5.5 Vacancies in these By-Laws.

8.7 *President*

The President shall be or have been a volunteer member, a current General Member, and must have been a Voting Member for at least two (2) consecutive years and served at least one term on the Board. The President of the Corporation, subject to the direction of the Board, shall be the chief executive officer of OTUSA, shall have general charge of supervision or and responsibility for the business and affairs of OTUSA, shall have the direction of all other officers, agents and employees and may, assign such duties to the other officers of OTUSA as he deems appropriate. He shall have the general powers and duties of management usually vested in the office of the president of OTUSA. The President. If currently a head coach, will cast his vote as a volunteer member during a voting session. If that voting session ends in a tie, the President will then cast an additional vote to break the tie as President of the Club.

8.8 *First Vice President*

The First Vice President of OTUSA shall perform all of the duties of the President in his absence or as directed or delegated by the President of OTUSA. The First President shall also be the Chairman of the selection committee as more particularly described in OTUSAs Rules and Regulations. The First Vice President must also have been a Voting Member for at least two (2) consecutive years.

8.9 *Second Vice President*

The Second Vice President of OTUSA shall be responsible for OTUSA's fields or registrar or other Board role deemed so by the President at the time the current term expires. The Second Vice President must be a Voting Member.

8.10 *Treasurer*

The Treasurer of OTUSA shall be the chief accounting and financial officer of OTUSA. He shall be responsible for all general funds of OTUSA. The Treasurer shall have the power to sign all checks drawn on the general funds of OTUSA, but must receive the authorization or co-signature of the President for all checks or vouchers in excess of Two Hundred Fifty Dollar (\$250 00). The Treasurer shall maintain a record of the Corporation's finances and shall submit his financial records for an annual review to a committee appointed by the President. The Treasurer shall prepare a monthly report

of cash flow and balance sheet information. This report shall be submitted and made available to all general members meetings.

8.11 *Secretary*

The Secretary of OTUSA shall give proper notice of all meetings of members and the Board. He shall act as Secretary of all such meetings and shall record all votes and keep minutes of all proceedings taken at such meetings in a book or books (hard copy or digitally) to be kept for that purpose. He shall have charge of the corporate seal and have authority, as instructed by the Board, to attest any and all instruments to which the same lawfully affixed.

8.12 *Compensation of Officers*

Board members shall not receive compensation except as be fixed by resolution of the Board and approved by a two thirds (2/3) majority vote of the Voting Members.

9. *ARTICLE IX – Agents and Representatives*

9.1 *Authority*

The Board may appoint such agents and representatives of OTUSA with such powers and to perform such acts or duties on behalf of OTUSA as the Board of Trustees may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

10. *ARTICLE X – Contracts and Administration of Funds*

10.1 *Agency*

The Board, except as these By-Laws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of OTUSA and such authority may be general or confined to a general or specific instance.

11. *ARTICLE XI · Fiscal Year*

11.1 *Fiscal Year*

The fiscal year of OTUSA shall end on June 30 of each year.

12. *ARTICLE XII Executive Committee*

The Executive Committee of OTUSA shall consist of all Board members of OTUSA and the immediated preceding past president of OTUSA who continues to be a member. The Executive Committee will hear all appeals from decisions of the selection committee and any disputes arising from the By-Laws or disputes between members. All members of the Executive Committee shall vote on matters which come before it. In the event of a tie, the President shall be entitled to a second vote. The Executive Committee shall be vested with the responsibility for selecting, evaluating, and disciplining coaches and players. The Executive Committee shall also be empowered to levy fines against head coaches or teams which have violated the By-Laws or OTUSA's Rules and Regulations. Maximum fine amounts shall be determined by the Board.

13. *ARTICLE XIII Rules and Regulations*

13.1 *Rules and Regulations*

The Board of OTUSA shall adopt rules and regulations which govern the day-to-day operations of OTUSA's program. Such rules and regulations may be approved, amended or repealed by the Board. Such rules and regulations shall govern the creation of teams, team representatives, head coaches, trainers, the conduct of the General Members, Associate Members and such other items that may from time to time deemed necessary by the Board.

14. *ARTICLE XIV - Prohibition Against Sharing in Corporate Earnings*

14.1 *Charitable Purpose: Procedure upon Dissolution*

No member, trustee, officer, employee, committee member or other person connected with OTUSA or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of OTUSA at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation. as determined by the Board for services rendered to or for OTUSA and/or for reimbursement of reasonable expenses incurred in connection with such service. None of the persons enumerated above at the beginning of this section shall be entitled to such in the distribution of any of the corporate assets upon the dissolution of OTUSA. All Board members of OTUSA shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of OTUSA, whether voluntary or involuntary, the assets of OTUSA remaining in the hands of the Board after all debts have been satisfied shall be distributed, transferred, conveyed, delivered and paid over to one or more Soccer Program organizations that are exempt from federal income tax for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to the state or local government. for a public purpose.

15. *ARTICLE XV - Investments*

15.1 *Reinvestment*

OTUSA shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgement of the Board, without being restricted to the class of investments which a Board member is or may hereafter be permitted by law to make or any similar restriction. However, no action shall be taken by or on behalf of OTUSA if such action would result in the denial of OTUSA's income tax exemption under section 501(c)(3) or the Code and the regulations thereunder.

15.2 *Commingling*

The Board shall incorporate as assets of OTUSA all property received and accepted by OTUSA and, subject to any limitations, conditions, or requirements which may be a part of any gift, may commingle any assets of OTUSA with any other of the segregated funds or accounts whenever in their sole discretion they shall determine such segregation to be in the best interest of OTUSA or when the conditions, limitations. or instructions of any gift, grant, bequest, or devise shall require such segregation.

16. *ARTICLE XVI - Prohibited Activities*

16.1 *Preservation of Exempt Status*

Notwithstanding, any other provision of these By-Laws, no member, trustee, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of OTUSA which is not permitted to be taken or carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended. or (b) by an organization contribution to which are deductible under section 17U(c)(2). section 2055(a)(2), or section 2522(a)(2) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended.

Specifically, but not by way of limitation, no substantial part of the activities of OTUSA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and OTUSA shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

17. *ARTICLE XVII Indemnification*

17.1 *Indemnification by Corporation*

Each present and future Member of OTUSA and each present and future Board of OTUSA and each present and future officer of OTUSA and each present and future member of any committee of the Board, and the legal representatives of such persons shall be indemnified by OTUSA against (i) amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties and (ii) reasonable costs, expenses, and counsel fees paid or incurred (including, to the extent permitted by applicable law, any amounts paid by any person to OTUSA in settlement of OTUSA's claim against the person) in connection with any action, suit, or proceeding shall be prosecuted against such member or officer, or against his or her legal representatives, to final determination, and no final adjudication shall have been made in said action, suit, or proceeding shall be settled or otherwise terminated as against such member or officer, or his or her legal representatives, without a final determination on the merits, and it shall be determined by the Board to make such determination, that said member or officer was not derelict in any substantial way in the performance of his or her duties as charged in such action, suit, or proceeding.

17.2 *Indemnification Not in Restriction of Other Privileges*

The right of indemnification described in the previous section above shall be in addition to, and not in restriction or limitation of any other privilege or power with respect to indemnification or reimbursement with OTUSA or the individual seeking indemnification may have, pursuant to N.J.S.A. 15A:3-4 or any other source.

18. *ARTICLE XVIII -Amendments*

18.1 *Amendments to By-Laws*

The Board members of OTUSA shall have power to make, alter, amend, and repeal the By-Laws of OTUSA by a simple majority of affirmation vote thereof and prior notifications have sent as described in ARTICLE VI of these By-Laws. The proposed alteration, amendment or repeal shall be specified in the notice of the meetings of OTUSA provided for in ARTICLE VI of these By-Laws.