



ARTICLE 1 - AUTHORITY

These Bylaws are enacted in compliance with Chapter 1702 of the Ohio Revised Code in order to regulate the affairs and conduct of S.A.Y. Soccer U.S.A., hereafter referred to as Soccer Association for Youth or 'SAY'.

ARTICLE 2 - SAY CONSTITUTION

The SAY Constitution adopted December 5, 1992, together with any subsequent amendments thereto is hereby incorporated by reference in its entirety in this Article 2. In the event that any succeeding provision of these Bylaws conflicts with the SAY Constitution, then the conflicting Bylaw shall be invalid.

ARTICLE 3 - IDENTIFICATION

3.1. Principal Office: The address of the principal office of this Corporation shall be 11490 Springfield Pike, Springdale, OH 45246. This Corporation may conduct its business from such address, or addresses, as shall be designated by the National Board of Directors (NBOD).

3.2. Fiscal Year: The fiscal year of SAY shall be from July 1st through June 30th.

ARTICLE 4 - MEETINGS OF ADMINISTRATIVE MEMBERS

4.1. Time/Purpose: The Annual General Meeting (AGM) of the Administrative Members of this Corporation shall be held within the first quarter of each business year (see 5.2), on dates and at a place designated by the NBOD for the purpose of choosing the Elected National Directors of SAY, and for the transaction of such other business as may come before the meeting.

4.2. Notice of AGM: Written notice of the time and place of each AGM shall be given to each Administrative Member not less than ninety (90) days before the date of the meeting. The notice shall be considered delivered when deposited in the United States mail, addressed to the Administrative Member at the address that appears on the records of this Corporation, with postage thereon prepaid. The notice shall also be considered delivered when it is sent via any verifiable electronic communication to the electronic address of the Administrative Member on file with SAY.

4.3. Voting: For the election of National Directors at the AGM the address of the Administrative Member is that which is on file with this Corporation. Administrative Members shall have those voting rights set out in Article 6 of the SAY Constitution and as follows:

4.3.1. Votes for a Regional National Director shall only be cast by those eligible Administrative Members that represent the SAYAreas within that particular Region, and only those National Directors serving on the NBOD that reside in that particular Region.

4.3.2. Votes for an At-Large Director shall be cast by all eligible Administrative Members.

4.4. Special Meetings: Special meetings of the Administrative Members may be called by the NBOD or upon the written petition of one-half (1/2) plus one (1) of all Administrative Members, stating thereon the purpose or purposes of the meeting, which petition shall be delivered to the National Secretary.

4.4.1. Special Meetings shall be held at such time and place as designated by the NBOD.

4.4.2. Written notice of any Special Meeting shall be given to all Administrative Members not less than thirty (30) days before the date of the meeting. The purpose or purposes for which the special meeting is called shall be stated in the notice. The notice shall be deemed to be delivered when deposited in the United States mail addressed to the Administrative Member at the address that appears on the records of this Corporation, with postage

thereon prepaid. The notice shall also be deemed to be delivered when it is sent via any verifiable electronic communication to the electronic address of the Administrative Member on file with SAY.

4.5. Rules: All meetings of the Administrative Members shall be conducted in accordance with the most recent version of Robert's Rules of Order.

ARTICLE 5 - ELECTED NATIONAL DIRECTORS

5.1. Number: There shall be a maximum of nine (9) Elected National Directors on the NBOD consisting of five (5) Regional Directors with one (1) Director representing each Region and four (4) At-Large Directors (ALD1 through ALD4). If there is no nominee from a particular Region, an interim Regional Director may be elected by the NBOD to serve until a resident nominee for Regional Director of that Region becomes available. That term shall not extend beyond the business year during which that Director is appointed.

5.2. Business Year: For the purpose of this section, 'business year' shall be defined as the period of time beginning with the first meeting of the NBOD held after new Directors are elected at the AGM, concluding at the time when new Directors are elected at the following AGM.

5.3. Regions: For purposes of this Article 5, regional boundaries are as designated in Exhibits A, B and C on the maps attached hereto.

5.4. Term: The full term of each Elected National Director shall be three (3) years with each initial term commencing at the beginning of:

5.4.1. the SAY 2012 business year for the Director of Region 5 and At-Large Directors ALD3 and ALD4.

5.4.2. the SAY 2013 business year for the Directors of Region 2 and Region 3 and At-Large Director ALD2,

5.4.3. the SAY 2014 business year for the Directors of Region 1 and Region 4 and At-Large Director ALD1.

5.5. Nominations:

5.5.1. All Nominations shall be in writing and shall:

5.5.1.1. Clearly state the Nominee's reasons for seeking election or reelection as a National Director; and

5.5.1.2. Include a description of the Nominee's qualifications, incorporating all relevant personal information regarding the Nominee including without limitation, their full name, contact information, address, a brief resume of their soccer involvement and contact information of at least two (2) persons who will vouch for the Nominee's character and standing in their community.

5.5.2. Regional National Directors: Candidates for Elected Regional National Directors may only be nominated in accordance with one of the following procedures:

5.5.2.1. The Nominating Committee appointed by the NBOD in accordance with Bylaw 8.2.3.3. may nominate one or more candidates for each Region and shall deliver its list of nominees to all Administrative Members at least forty-five (45) days before the AGM.

5.5.2.2. Any five (5) Administrative Members, all from the same Region, who are not National Directors, may nominate one or more candidates, for their Region only, by written petition delivered to the National Secretary at least fifty (50) days before the AGM. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the AGM.

5.5.2.3. Ten (10) or more Participating Members all from the same Region may nominate one or more candidates, for their Region only, by written petition delivered to the National Secretary at least fifty (50) days before the AGM. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the AGM.

5.5.2.4. Any Participating Member of a Region may nominate themselves as a candidate, for their Region only, by written petition delivered to the National Secretary at least fifty (50) days before the AGM. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the AGM.

5.5.3. At-Large National Directors: Candidates for Elected At-Large National Directors (ALD1 through ALD4) may be nominated in accordance with one of the following procedures:

5.5.3.1. The Nominating Committee appointed by the NBOD in accordance with Bylaw 8.2.3.3. may nominate one or more candidates and shall deliver its list of nominees to all Administrative Members at least forty-five (45) days before the AGM.

5.5.3.2. Any five (5) Administrative Members who are not National Directors may nominate one or more candidates by written petition delivered to the National Secretary at least fifty (50) days before the AGM. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the AGM.

5.5.3.3. Ten (10) or more Participating Members may nominate one or more candidates by written petition delivered to the National Secretary at least fifty (50) days before the AGM. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the AGM.

5.5.3.4. Any Participating Member may nominate themselves as a candidate by written petition delivered to the National Secretary at least fifty (50) days before the AGM. This list of nominees shall be delivered to all Administrative Members at least forty-five (45) days before the AGM.

5.6. Election: The candidate who receives the plurality of total votes cast shall be designated as the Elected National Director for that Regional or At-Large Director's position. In the event of a tie:

5.6.1. The NBOD position shall be resolved by a majority vote, by ballot, of the NBOD members present and eligible to vote based upon the following criteria:

5.6.1.1. In the case of a tie vote for a Regional Director position, the NBOD member representing that district shall not be eligible to participate in this tie-breaker vote.

5.6.1.2. In the case of a tie vote for an At-Large Director position, any NBOD member that is one of the candidates for that At-Large position shall not be eligible to participate in this tie-breaker vote.

5.6.2. If the tie vote is between two candidates and neither candidate receives a majority vote of the NBOD eligible voting members, both candidates shall be appointed to the NBOD for a one-year term as Appointed National Directors and the Elected National Director's board position shall remain vacant for that year.

5.6.3. If the tie vote is among more than two candidates and no candidate receives a majority vote of the NBOD voting members, the top two vote getters shall be part of a second vote. If the result of the second vote is a tie then both candidates shall be appointed to the NBOD for a one-year term as Appointed National Directors and the Elected National Director's board position shall remain vacant for that year.

5.6.4. If two candidates are appointed to the board as a result of a tie vote by the NBOD members, the Elected National Director board position shall be up for election at the next AGM to fill the remainder of the Elected Director position's term.

5.7. Vacancies: In the event of the death, resignation, or removal of an Elected National Director, or if no candidates are identified through the regular election process of the AGM, the NBOD shall be responsible for filling the vacancy.

5.7.1. The NBOD may delegate the task of seeking out one or more qualified candidates to be considered to fill the vacancy to either the Executive Committee or Nominating Committee.

5.7.2. Based on the timing of the vacancy's creation, the NBOD may resolve to allow the vacancy to remain until the next AGM and be filled through the regular election process for the remainder of the position's term.

ARTICLE 6 - APPOINTED NATIONAL DIRECTORS

6.1. Selection: The designation of Appointed National Directors, as authorized in Article 8 of the SAY Constitution, may be made by the NBOD at any regular or special meeting.

6.2. Term: The Elected National Directors shall set the term for each Appointed National Director provided that said term shall not extend beyond the business year during which that National Director is appointed. The Elected National Directors may prescribe any condition or event under which the term of an Appointed National Director shall expire and may remove an Appointed National Director at any time for any reason, and in accordance with the provisions of section 8.4 of the SAY Constitution.

6.3. Vacancies: In the event of the death, resignation or removal of an Appointed National Director, the NBOD shall decide whether or not to fill the vacancy. If the NBOD decides to fill the vacancy, it shall be done in accordance with the provisions of Bylaws 6.1 and 6.2.

ARTICLE 7 - NATIONAL BOARD OF DIRECTORS MEETINGS

7.1. Annual Meeting: At its Annual Meeting, the NBOD shall designate the Officers of this Corporation and transact such other business as shall come before it. This meeting shall be held without any notice other than this Bylaw on the last day of the AGM.

7.2. Regular Meetings: The NBOD shall hold at least three (3) regular meetings throughout the year on such dates and at such places as shall be fixed by its resolution. Notice need not be given of regular meetings of the NBOD.

7.3. Special Meetings: Special meetings of the NBOD may be called at any time by the National President or by any three (3) members of the NBOD.

7.3.1. Notice of the time and place of a special meeting shall be given by the National Secretary in writing by mail or via any verifiable electronic communication to be received by all National Directors not later than four (4) business days immediately preceding the day for the meeting.

7.3.2. Notice of any special meeting of the NBOD may be waived in writing signed by all National Directors, whether before or after the time of the meeting.

7.3.3. Attendance of a National Director at a special meeting shall constitute a waiver of notice of that meeting.

7.4. Virtual Meetings: The individual members of the NBOD or any committee may participate in any meeting by means of a conference telephone or similar electronic communication equipment by which all persons participating in the meeting can hear each other at the same time, and such participation by such means shall constitute presence-in-person at the meeting.

7.5. Agenda: The National President shall prepare an agenda for each meeting of the NBOD. In preparing the agenda, the National President shall solicit items from all other National Directors for inclusion on the agenda. The agenda for each regular meeting of the NBOD shall be delivered by letter or via any verifiable electronic communication to each Director not later than two (2) weeks prior to the date of the meeting.

7.6. Rules: All meetings of the NBOD shall be conducted in accordance with the most recent version of Robert's Rules of Order.

7.7 Action Without A Meeting:

7.7.1. Any action required to be taken at any meeting of the NBOD may be taken without a meeting if all of the National Directors are notified in writing, or via any verifiable electronic communication, of the action proposed and if the requisite majority of the NBOD assent to the action to be taken and confirm their consent to such action in writing, or via any verifiable electronic communication, and dated.

7.7.2. In any case where a National Director cannot be contacted, after reasonable attempts to do so, the non-response shall be considered and recorded as an abstention vote to the action to be taken.

7.7.3. In any case requiring a vote where a National Director has been contacted, but the National Director or the Committee member, as the case may be, chooses not to vote within

a specifically stated time limit on the matter at hand, the non-response shall be considered and recorded as an abstention vote to the action to be taken.

7.8. Open Meetings: All meetings of the NBOD shall be open to all Administrative and Participating Members of SAY, subject to space availability, unless the NBOD determines that it is necessary to hold an Executive Session.

7.9. Executive Sessions

7.9.1. The NBOD may go into Executive Session only to discuss the following:

7.9.1.1. Matters which if immediately made public would potentially have an adverse effect on the organization.

7.9.1.2. Personnel matters.

7.9.1.3. Subjects that tend to prejudice the reputation and character of a person.

7.9.1.4. Legal matters such as discussions with an attorney for the organization which, if immediately made public, could have an adverse effect on the organization's legal position.

7.9.2. If the need for an Executive Session is known in advance, it shall be listed on the meeting's agenda.

7.9.3. The NBOD shall enter into Executive Session only after a motion to do so is made, specifying the subject and appropriate justification.

7.9.4. Only the specified subject, and necessary auxiliary subjects, may be discussed.

7.9.5. The Board shall determine who may be present during an executive session.

7.9.6. No formal action may be taken during an executive session.

7.9.7. No individual present during an Executive Session shall release or disseminate information disclosed in Executive Session without explicit authorization from the NBOD.

7.10. Quorum and Voting:

7.10.1. A majority of the National Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the NBOD.

7.10.2. The taking of any action will require the affirmative vote of a majority of the National Directors present at any meeting at which a quorum is present, unless the act of a greater number of National Directors is required by law, the SAY Constitution, or these Bylaws.

7.10.3. If at any meeting of the NBOD less than a quorum is present, no business may be transacted until such time as a quorum is achieved.

ARTICLE 8 - COMMITTEES

8.1. Executive Committee: The powers of the NBOD may be exercised by an Executive Committee consisting of the four (4) Officers of this Corporation (see Bylaw 10.1). If prudent, the President may, with the approval of the NBOD, appoint additional members to the Executive Committee from either the NBOD (Elected Directors, Appointed Directors or Ex-Officio Members) or the Membership of SAY (Administrative, Participating or Associate Members).

8.1.1. The Executive Committee shall have such powers, perform such duties, and observe such restrictions as the NBOD may delegate.

8.1.2. The Executive Committee shall decide all issues and take all actions only by affirmative vote of a majority of its members, and will determine its rules and procedures in a similar manner.

8.1.3. The Executive Committee may conduct its meetings by telephone conference call or similar electronic communication equipment by which all persons participating in the meeting can hear each other at the same time.

8.1.4. Action may be taken without any meeting if authorized in a written document, or via any verifiable electronic communication, signed, or duly recorded as such, by all members of the Executive Committee.

8.1.5. The Executive Committee shall keep a written record of its meetings and shall report its actions within seven (7) days thereof to all National Directors. The NBOD, at any of its meetings, may overrule any action taken by the Executive Committee. However, any action duly taken by the Executive Committee within the course and scope of its authority shall still be binding on this Corporation as to third parties who have relied thereupon.

8.2. Standing Committees:

8.2.1. The National President shall nominate the Chair of each of these committees, except as designated in Bylaw 8.2.3.1, with the approval of a majority of the NBOD currently serving.

8.2.2. Each Committee will consist of at least three (3) members, one of whom shall be a National Director.

8.2.2.1. The Chair shall choose the other members of the committee

8.2.2.2. The Chair shall provide a report of its activity to the President prior to each meeting of the NBOD. This report shall include a current list of committee members.

8.2.2.3. The NBOD, through a majority vote, may veto the inclusion of any committee member.

8.2.3. Standing Committees of SAY shall be:

8.2.3.1. A Finance Committee, to study and review the records of SAY and make recommendations to the NBOD concerning the budgeting, receipt and posting of Corporation funds. The National Treasurer shall Chair the Finance Committee.

8.2.3.2. A SAY National Referee and Rules Committee (SNRRC), to review existing programs for the education and training of referees and referee administrators, and to make recommendations to the NBOD for improvements thereof or for the addition of new programs.

8.2.3.3. A Nominating Committee, whose responsibility shall be to encourage, seek out, identify or recommend a person or persons for election to the NBOD.

8.2.3.4. A Governance Committee, to review the Constitution and Bylaws and make recommendations to the NBOD to institute improvements, additions, or modifications to these governing documents as needed.

8.2.3.5. An Awards Committee.

8.3. Ad Hoc Committees: The NBOD may establish special select committees to address specific projects or problems. Such committees will be dissolved upon completion of their assigned tasks. These committees shall be formed and shall conform to the procedures as are listed in Bylaws 8.2.1. and 8.2.2.

ARTICLE 9 - PLAYING and ORGANIZATIONAL RULES

9.1. Playing Rules Changes:

9.1.1. Playing Rules change recommendations, as developed by the NBOD or submitted by members of SAY, shall be placed on the agenda of the next meeting of the NBOD and shall be transmitted to all National Directors at least thirty (30) days prior to the meeting.

9.1.2. Playing Rules may only be amended by a 2/3 majority of all National Directors currently serving on the NBOD at any of its meetings.

9.2. Organizational Rules Changes:

9.2.1. Organizational Rules change recommendations, as developed by the NBOD or submitted by members of SAY, shall be placed on the agenda of the next meeting of the NBOD and shall be transmitted to all National Directors at least thirty (30) days prior to the meeting.

9.2.2. Organizational Rules may only be amended by a 2/3 majority of all National Directors currently serving on the NBOD at any of its meetings.

ARTICLE 10 - OFFICERS

10.1. Executive Officers: As prescribed by the SAY Constitution, the Officers of this Corporation shall be a National President, National Vice-President, National Secretary and National Treasurer, who shall be selected from the Elected National Directors, and a National Executive Director, who shall be appointed by the Elected National Directors.

10.2. Election/Tenure: The National President, National Vice-President, National Secretary and National Treasurer shall be elected by a majority vote of the Elected National Directors present and voting at the Annual Meeting of the NBOD and shall serve from the day of their election until the day of the next Annual Meeting of the NBOD.

10.3. Removal/Vacancies:

10.3.1. The National President, Vice-President, Secretary and Treasurer may be removed from office for any reason by the vote of a majority of all the Elected National Directors at any regular meeting of the NBOD or at any special meeting called for that purpose and in accordance with the provisions contained in the SAY Constitution.

10.3.2. Any vacancy of these offices due to death, resignation, removal, disqualification or other reasons shall be filled by the NBOD for the unexpired portion of the term of the office in accordance with the procedures defined in Bylaws 5.6 and/or 5.7.

10.4. Additional Officers:

10.4.1. Additional Officers may be appointed, including without limitation one or more additional Vice Presidents as the NBOD may determine from time to time.

10.4.2. All such Additional Officers shall be nominated by the National President and approved by the NBOD at the Annual Meeting of the NBOD.

10.4.3. Any Additional Officer may be removed from office by the NBOD at any regular or special meeting in accordance with the provisions contained in the SAY Constitution.

ARTICLE 11 - DUTIES OF OFFICERS

11.1. National President: The National President of SAY shall be the Chairman of the NBOD and shall have the following responsibilities subject, however, to the control of the NBOD:

11.1.1. Preside at the AGM, all meetings of the NBOD and National Executive Committee.

11.1.2. Oversee the operation and management of SAY.

11.1.3. Ensure that all orders and resolutions of the NBOD are carried into effect.

11.1.4. Appoint all committees and commissions, subject to the approval of the NBOD.

11.1.5. Serve as an interim replacement, or appoint an interim replacement with the approval of the NBOD, for the National Executive Director in the event of the inability of the National Executive Director to perform their duties.

11.1.6. Serve as an ex-officio member of all committees.

11.1.7. Perform the general powers and duties usually vested in the office of the President of a non-profit organization.

11.1.8. Render the National President's Annual Report covering the activities of SAY for the twelve (12) months preceding the date of the AGM to the Administrative Members at each such meeting.

11.1.9. Exercise such other powers and duties as may be prescribed by the SAY Constitution and Bylaws or the NBOD.

11.2. National Vice-President: The National Vice-President of SAY shall have the following responsibilities and duties:

11.2.1. Assist the National President and the National Executive Director in the performance of their duties and shall perform such other duties as may be assigned by the NBOD or National President.

11.2.2. Have the powers and exercise the duties of the National President whenever the National President is unable to act.

11.2.3. Maintain oversight of the structure and progress of each committee, and to report regularly on these matters to the National President and the National Executive Director.

11.3. National Secretary: The National Secretary of SAY shall have the following responsibilities and duties:

11.3.1. Be the custodian and recorder of all books, records, formal actions and transactions of SAY, which are to be maintained at the principal office of SAY or such other place as the NBOD may direct.

11.3.2. See to the proper recording of the Minutes of all meetings of the Administrative Members and the NBOD and maintain separate Minute Books of such meetings.

11.3.3. Maintain a current list of all Administrative and Participating Members.

11.3.4. Provide for inspection and/or distribution of the SAY Constitution, SAY Bylaws, Policy Decisions of the NBOD, SAY Organizational Rules, and SAY Playing Rules.

11.3.5. Serve all notices of SAY as required by law, the SAY Constitution or these Bylaws.

11.3.6. Maintain a record of all correspondence sent by or received by the SAY NBOD.

11.3.7. Render a report at each AGM on the total membership of this Corporation.

11.3.8. Have such other powers, duties and authorities as may be assigned or prescribed by the NBOD or National President.

11.4. National Treasurer: The National Treasurer of SAY shall have the following responsibilities and duties:

11.4.1. Ensure that regular fiscal operations of the Corporation's day-to-day business are being performed according to best practices by providing oversight to the National Executive Director and/or Accountant on such matters. In the event these positions are vacant, the responsibility for the following shall be upon the National Treasurer:

11.4.1.1. Keep and maintain open to inspection by any National Director at all reasonable times the full, adequate, and correct accounts of receipts and disbursements of SAY.

11.4.1.2. Have the care and custody of the funds of SAY and deposit the same in the name and to the credit of SAY such depositaries as the NBOD may designate.

11.4.1.3. Ensure that all checks, drafts, notes and orders for the payment of money, as required in the business of this Corporation, are properly drafted. All outgoing funds shall require the approval of two (2) authorized signers, which shall include the National President, National Treasurer, National Executive Director and any other Executive Officer or National Office Staff as approved by the NBOD.

11.4.2. Provide a financial report in writing to the NBOD at each of its meetings.

11.4.3. Provide a financial report on an annual basis at the AGM.

11.4.4. Prepare a budget for this Corporation for each of its fiscal years.

11.4.5. Serve as the Chair of the Finance Committee.

11.4.6. Ensure the delegation of any prudent financial accounting matters of SAY to a qualified accountant.

11.4.7. Have such other powers, duties and authorities as may be set forth and prescribed by the NBOD or National President,

11.5. National Executive Director: The National Executive Director shall assist the National President in the performance of his/her duties and will specifically:

11.5.1. Serve as the Chief Operating Officer of this Corporation by directing, administering, and coordinating the activities of SAY in accordance with the policies, goals, and objectives established by the National President and/or the NBOD.

11.5.2. With the written approval of the National President, execute all deeds, bonds, mortgages, contracts and other legal instruments for and on behalf of this Corporation.

11.5.3. Supervise operations of the SAY National Office.

11.5.4. Hire, supervise, and direct designated employees of SAY and have the power to delegate responsibilities.

11.5.5. Keep adequate and proper records of financial and other activities of SAY.

11.5.6. Review, approve and/or disapprove, mutually with the Chair of the SNRRC Committee, all Organizational or Playing Rule variances submitted to Say National.

11.5.7. Supervise matters relating to the expansion of SAY.

11.5.8. Be responsible for paying all obligations of this Corporation in cooperation with the National Treasurer, and as provided by the NBOD.

11.5.9. Make regular reports to the NBOD summarizing staff and fiscal activity, and shall annually provide detailed reports to the NBOD of their activities and all matters within their knowledge that may affect this Corporation.

11.5.10. Provide support, upon request, to the Nominating Committee and ensure best practices are followed in fulfilling the purpose of this committee (see 8.2.3.3.).

11.5.11. Perform such other duties as may be assigned by the National President.

ARTICLE 12 - INDEMNIFICATION

This Corporation shall to the maximum extent permitted by law indemnify each member of its National Board of Directors and its National Officers and any other key employees against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was acting as an agent of this Corporation and shall advance to such persons' expenses, attorney fees and costs incurred in defending any such proceeding to the maximum extent permitted by the law.

ARTICLE 13 - CONFLICT/DUALITY OF INTEREST

13.1. Policy: A National Director or Officer of the NBOD of SAY may deal with this Corporation as a vendor, purchaser, employee, agent or otherwise, and no contract or transaction shall be voidable or in any way affected for the reason that it is between SAY and any other organization in which one of its National Directors or Officers is a director, trustee, partner, or officer, or has a financial or personal interest, or for the reason that an interested National Director or Officer participates in or votes at the meeting of the NBOD of SAY or a Committee thereof which authorizes such contract or transaction, if:

13.1.1. the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or known to the National Directors or Officers or a Committee thereof and the National Directors or Officers or a Committee thereof, in good faith reasonably justified by such facts, authorize or ratify the contract or transaction by the affirmative vote of a majority of the disinterested National Directors or Officers, even though the disinterested National Directors or Officers constitute less than a quorum;

13.1.2. the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or known to the Voting Members of the NBOD and the contract or transaction is specifically approved at a meeting of the Voting Members of the NBOD held for the purpose of voting on the contract or transaction by the affirmative vote of a majority of the Voting Members of the NBOD who are not interested in the contract or transaction; or

13.1.3. the contract or transaction is fair as to SAY at the time it is authorized or approved or ratified by the National Directors or Officers, or a Committee thereof.

13.2. Good Faith: A National Director or Officer is not an interested National Director or Officer solely because the subject of a contract or transaction may involve a change in control of the Corporation or his or her continuation in office as a National Director or Officer of SAY. Without limiting or qualifying the foregoing, if in any judicial or other proceeding, the question of whether a National Director or Officer of SAY or the Corporation acting through its National Directors or Officers has acted in good faith is material, then notwithstanding any statute or rule of law or equity to the contrary (if any there be), his, her or its good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

13.3. Action: For purposes of this section, an 'action' means a resolution that is adopted by the National Directors or Officers or a Committee thereof. Also, for purposes of this Section, common

or interested National Directors and Officers may be counted in determining the presence of a quorum at a meeting of the National Directors or Officers or Committee thereof which authorizes or ratifies the contract or transaction.

ARTICLE 14 - SAYAREAS

14.1. Application Process: Any person, group of persons or non-profit Corporation desiring to affiliate with SAY shall submit a written application to the NBOD on a form provided by SAY, which form shall require the applicant to certify that it has reviewed the Constitution, the Bylaws, the Policies of the NBOD and the Organizational Rules and Playing Rules of SAY and that it agrees with and shall comply with the same and that it shall submit to SAY upon approval of its application a registration fee for each playing member.

14.2. Approval: Every application for affiliation with SAY shall be submitted to the NBOD for approval at the next meeting following the submission of the application. If immediate action is required before the next meeting of the NBOD, the Executive Committee may approve the application pursuant to Bylaw 8.1.5. Such applications shall still be submitted at the next meeting of the NBOD and may be disapproved by a majority of the NBOD pursuant to Bylaw 8.1.5.

14.3. Fees: Each SAYArea shall remit a membership fee to this Corporation for each playing member in the SAYArea in such amounts as shall be determined by the NBOD.

ARTICLE 15 - AMENDMENT

These Bylaws may be amended at any meeting of the NBOD by a 2/3 majority of all National Directors currently serving.

ARTICLE 16 - DISSOLUTION

16.1. Liabilities: Upon dissolution of this Corporation or the conclusion of its affairs, the NBOD shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all remaining assets of the Corporation as required by the State of Ohio Articles of Incorporation of S.A.Y. Soccer U.S.A.

16.2. Assets: The remaining assets of the Corporation shall be distributed exclusively to charitable, scientific, educational, or any other such organization(s) that would qualify as an exempt organization under the provisions of Section 501(C)(3) of the Internal Revenue Code, and as determined by the NBOD.

ARTICLE 17 - EFFECTIVE DATE/REPEALER

17.1. Effective Date: These Bylaws shall be effective upon the affirmative vote of a majority of the members of the NBOD present and voting at the meeting at which they are presented.

17.2. Repealer: These Bylaws are an amendment in their entirety of all prior enacted Bylaws of this Corporation. Upon adoption, all prior Bylaws are repealed.

Adopted by the NBOD of SAY on April 2, 2025 (Last amended March 13, 2021)

Exhibit A - SAY Regional Map

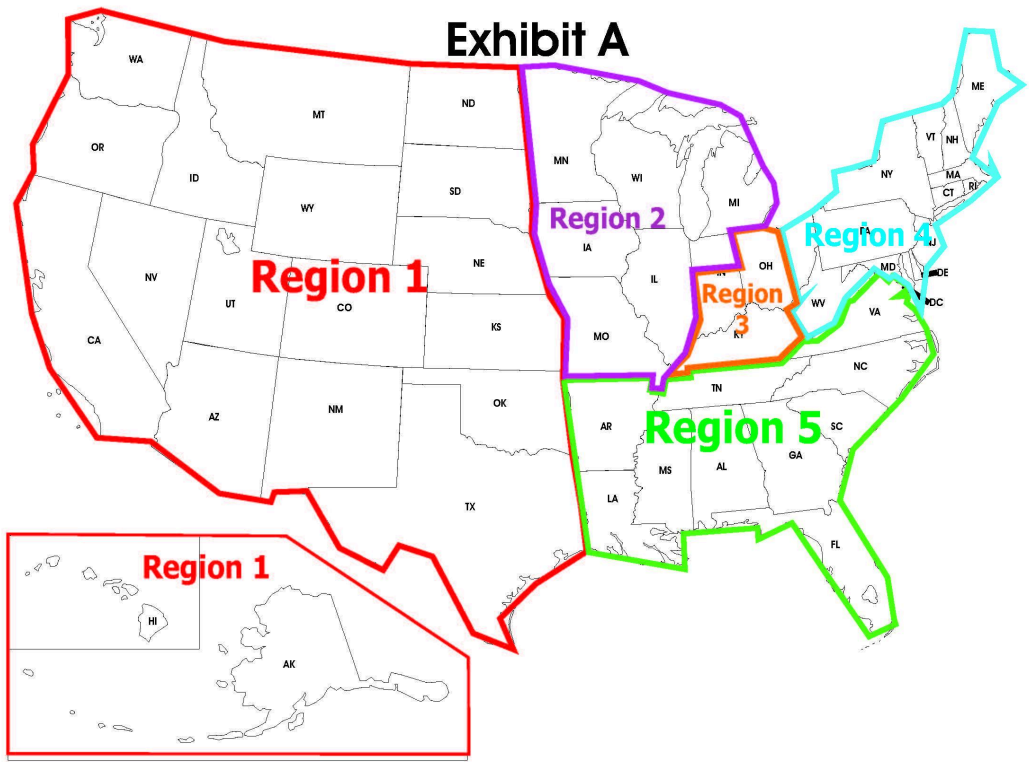


Exhibit B - SAY Ohio Regional Map



Exhibit C - SAY Indiana Regional Map

