

# **Indiana Soccer Association**

## **Bylaws**

# Indiana Soccer Association Bylaws

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## **ARTICLE 1        NAME**

This organization shall be known as the Indiana Soccer Association, Inc. (hereinafter “Indiana Soccer Association”, “Indiana Soccer” or “The Association”)

## **ARTICLE 2        AFFILIATION**

The Indiana Soccer Association shall be affiliated with the United States Youth Soccer Association (hereinafter "US Youth Soccer"), United States Adult Soccer Association (hereinafter USASA), United States Soccer Federation (hereinafter "US Soccer" or "USSF") and the Federation Internationale de Football Association (hereinafter “FIFA”). USSF Articles of Incorporation, bylaws, policies and procedures and all requirements take precedence over and supersede the governing documents and decisions of Indiana Soccer and its members to the extent applicable under State Law.

## **ARTICLE 3        PURPOSE**

Indiana Soccer shall develop, promote and administer soccer in the State of Indiana on behalf of member leagues, clubs, teams, players, coaches, referees and administrators consistent with the Bylaws, policies and procedures of Indiana Soccer, United States Adult Soccer, US Youth Soccer, US Soccer and the United States Olympic Committee (USOC).

## **ARTICLE 4        OFFICES**

The principal office of Indiana Soccer shall be located in the State of Indiana. The address of the resident agent of Indiana Soccer required by the Indiana Not-For-Profit Corporation Act of 1991 may be, but need not be, identical with the principal office of Indiana Soccer. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

## **ARTICLE 5        SEASONAL PLAYING YEAR AND FISCAL YEAR**

### **5.1        Seasonal Playing Year**

The seasonal playing year of Indiana Soccer shall be determined by the Board of Directors.

### **5.2        Fiscal year**

The fiscal year of Indiana Soccer shall be determined by the Board of Directors.

## **ARTICLE 6        MEMBERSHIP**

### **6.1        Discrimination**

Indiana Soccer will not discriminate against any individual on the basis of race, color, religion, sex or national origin.

## **6.2 Types of Members/Memberships**

Membership in Indiana Soccer is comprised of three types of Member Organizations.

1. Affiliated Member Organizations
2. Allied Member Organizations
3. Life Members (Individuals)

### **6.2-1 Affiliated Member Organizations**

#### **6.2-1.1 Definitions**

An Affiliated Member Organization is an organization of four (4) or more teams (of any type) which is a soccer organization headquartered in Indiana, is a charitable organization, is recognized by the IRS as being a 501(c) (3) organization and is registered with Indiana Soccer, which supports and actively promotes the purpose and activities of Indiana Soccer by having soccer-playing and educational opportunities for its members. Subject to adherence to all other Association guidelines, organizations that are not recognized by the IRS as 501(c) (3) charitable organizations or clubs of three (3) or fewer teams may be considered for membership with Board of Directors approval.

#### **6.2-1.2 Adherences to Standards**

Each Affiliated Member Organization shall retain its autonomy but will adhere to the Bylaws, policies and procedures of Indiana Soccer.

#### **6.2-1.3 Bylaw Amendments**

Each Affiliated Member Organization shall, forty-five (45) days before making any amendment to its corporate documents, constitution and/ or bylaws, submit a copy of the proposed amendments to the Board of Director's designee(s) for review and validation by Indiana Soccer. Indiana Soccer will communicate all changes that must be made to conform to Indiana Soccer bylaws within thirty (30) days. If Indiana Soccer does not object to the amendment(s) within thirty (30) days, then the Affiliated Member Organization may adopt the amendment without any further action by Indiana Soccer.

#### **6.2-1.4 Registration**

Each Affiliated Member Organization must register and provide a copy of this registration, to Indiana Soccer state office by the published deadline date, of every soccer player, coach, team manager or any other team assistant or administrator, and every soccer team that is sponsored, financed, coached or administered by the Affiliated Member whether they be male or female, members of traveling teams, competitive teams, intramural programs, recreation programs, or house programs. Only Affiliated Member Organizations may register players with Indiana Soccer. Each Affiliated Member Organization must furnish Indiana Soccer with a list of the names, addresses and telephone numbers of its Board of Directors within thirty days of election or appointment.

6.2-1.5 Voting Rights

Affiliated Member Organizations that are in good standing with Indiana Soccer, and have paid all required fees, shall have the right to vote at the Annual General Meeting and any special meeting of the membership of Indiana Soccer. Each Affiliated Member Organization shall appoint a voting representative to cast all of its Affiliated Member votes. This representative must be an elected officer of the Affiliated Member Organization. The number of votes to which each Affiliated Member Organization is entitled shall be determined by the number of its players registered with Indiana Soccer on the last day of the prior seasonal year preceding the taking of any vote. In the event that an Affiliated Member Organization did not have players registered with Indiana Soccer during the prior seasonal year, due to the member being a new member, then that member shall have one (1) vote at the Annual General Meeting and at any special meeting of the membership of Indiana Soccer. Affiliated Member Organizations shall have the following number of votes:

<u># of Players</u>	<u># of Votes</u>
1 to 250 players.....	1 vote
251 to 500 players.....	2 votes
501 to 750 players.....	3 votes
751 to 1,000 players.....	4 votes
More than 1,000 players.....	5 votes

6.2-1.6 Fees

The annual player and team registration fees for Affiliated Member Organizations of Indiana Soccer shall be established by vote of the membership. The Board of Directors may lower player and team registration fees without a vote of the membership. The Board may also assess fees (and late fees) for programs, services and events of Indiana Soccer. All player and team registration fees shall be due and payable on the dates designated by the Board. As players and teams are added, fees shall be due and payable on a monthly basis as players register for participation in their programs. Affiliated Member Organizations may not be considered in good standing unless all of its required fees are paid- in- full.

**6.2-2 Allied Member Organizations**

6.2-2.1 Definition

Allied Member Organizations are those sports organizations that govern programs in, or allied to, soccer as a sport, do not field teams and are not qualified as Affiliated Member Organizations. Recognition of an organization by Indiana Soccer as an Allied Member Organization shall be extended to the governing body of the organization, and not to the general membership or programs of the organization.

6.2-2.2 Adherence to Standards

Each Allied Member Organization shall retain its autonomy but will adhere to the Bylaws, policies and procedures of Indiana Soccer.

### 6.2-2.3 Voting Rights

Allied Member Organizations of Indiana Soccer that are in good standing, and have paid all required fees, shall have the right to vote at the Annual General Meeting and any special meeting of the membership of Indiana Soccer. Each Allied Member Organization shall appoint a voting representative. This representative must be an elected officer of the Allied Member Organization. The Allied Member Organization shall have one (1) vote at the Annual General Meeting and at any special meeting of the membership of Indiana Soccer.

### 6.2-2.4 Bylaw Amendments

Each Allied Member Organization shall, forty-five (45) days before making any amendment to its corporate documents, constitution and/ or bylaws, submit a copy of the proposed amendments to the Board of Director's designee(s) for review and validation by Indiana Soccer. Indiana Soccer will communicate all changes that must be made to conform to Indiana Soccer bylaws within thirty (30) days. If Indiana Soccer does not object to the amendment(s) within thirty (30) days, then the Allied Member Organization may adopt the amendment without any further action by Indiana Soccer.

### 6.2-2.5 Fees

The Allied Member shall pay an annual Allied Member fee as established by the Indiana Soccer Board of Directors. Allied Member fees shall be due and payable on or before the first day of the current seasonal year. Late fees may be assessed by the Board. Allied Members may not be considered in good standing unless all of its required fees are paid- in- full.

## **6.2-3 Life Members (Individual)**

### 6.2-3.1 Definition

Life Membership may be bestowed upon an individual who has made significant and/ or "life-long" contributions to soccer in Indiana. Recognition as a Life Member may only awarded after nomination by the Board of Directors or any member of Indiana Soccer. Life Members may only be approved by vote of the membership and the Annual General Meeting.

### 6.2-3.2 Voting Rights

Life Members are entitled to one (1) vote at the Annual General Meeting and at any special meeting of the membership of Indiana Soccer.

## **ARTICLE 7 MEMBERSHIP MEETINGS**

### **7.1 Annual General Meeting of Members**

Indiana Soccer shall have an Annual General Meeting (AGM) of its members. The Board of Directors shall determine the date, time and location of that meeting. Written notification to all Member Organizations shall be made at least thirty (30) days prior to the Annual General Meeting.

### **7.2 Special Meetings**

The Board of Directors may call a special meeting of the membership at any such time, as the Board deems necessary. Written notice of the meeting must be given to all Member Organizations at least thirty (30) days in advance of the special meeting. The membership may also call a special meeting if at least twenty- five per cent (25%) of the members sign and deliver a written petition the Board.

### **7.3 Quorum**

A quorum shall consist of the smaller of twenty-five (25) Affiliated and Allied Member Organizations or ten percent (10%) of the total number of Affiliated and Allied Member Organizations. Member Organizations must be represented in person.

### **7.4 Proxy Voting**

Proxy voting is not recognized at the Annual General Meeting and special meetings.

## **ARTICLE 8 BOARD OF DIRECTORS**

### **8.1 General Authority**

All authority of Indiana Soccer shall be vested in a Board of Directors (also referred to as “the Board”) unless specified otherwise in these Bylaws.

**8.1-2** The Board is responsible for developing and enforcing the Bylaws, policies and activities of Indiana Soccer. The Board may delegate responsibility for day-to-day operations associated with these activities.

**8.1-3** The Board may adopt its own procedural rules.

**8.1-3** The Board shall determine Indiana Soccer districts, which shall be represented by a District Commissioner.

### **8.2 Board Composition**

The Board shall consist of: the President, the Vice-President, the Secretary, the Treasurer, five (5) at- large members and the Executive Director.



### **8.3 Nominations**

Each year at the Annual General Meeting all Directors positions needing to be filled shall be nominated in accordance with these Bylaws.

#### **8.3-1 Nominations by the Governance Committee**

- 8.3-1.1 The Governance Committee shall notify their nominees at least sixty (60) days prior to the Annual General Meeting of the membership.
- 8.3-1.2 A written acceptance and resume of the nominee must be delivered to the Indiana Soccer state office at least forty- five (45) days prior to the Annual General Meeting.
- 8.3-1.3 The Indiana Soccer's Executive Director shall conduct a qualification review and shall report the results to the Governance Committee.
- 8.3-1.4 The Governance Committee shall include one candidate for each position in the Book of Reports at least thirty (30) days prior to the Annual General Meeting of the membership.

#### **8.3-2 Nominations by Petition**

- 8.3-2.1 A petition with the signatures of at least 5% of the membership supporting the nomination must be delivered to the Indiana Soccer state office no later than 90 days prior to the meeting for which the nominee is to be considered for election.
- 8.3-2.2 The written acceptance and resume of the nominee must be delivered to the Indiana Soccer state office no later than forty-five (45) days prior to the meeting for which the nominee is to be considered for election.
- 8.3-2.3 The Indiana Soccer's Executive Director shall conduct a qualification review and shall report the results to the Governance Committee.
- 8.3-2.4 The Governance Committee shall include all qualified petition candidates and their resumes in the Book of Reports at least thirty (30) days prior to the Annual General Meeting of the membership.
- 8.3-2.5 Nominations from the floor will not be accepted.

### **8.4 Elections**

Each year at the Annual General Meeting all Directors positions needing to be filled will be elected in accordance with these Bylaws.

- 8.4-1 The election of Directors shall occur at the Annual General Meeting by secret ballot, unless the number of candidates is equal to the number needing to be elected, in which case a voice vote may be taken.
- 8.4-2 A separate ballot shall be prepared for the general election and for each vacancy.
- 8.4-3 Each Director shall be elected by a majority vote.

## **8.5 Terms of Office**

Directors of Indiana Soccer shall take office at the close of the meeting at which they are elected by the Membership, at the applicable Annual General Meeting, or immediately upon appointment by the Board of Directors in order to fill a vacancy. Directors shall serve three-year staggered terms of office or until a successor is elected or appointed. Approximately one-third (1/3) of the Indiana Soccer Directors will be elected each year in order to provide for staggered terms.

## **8.6 Vacancies**

- 8.6-1** Vacancies during the term of any Director shall be filled by appointment by the President, subject to approval of the Board of Directors.
- 8.6-2** Any person appointed to fill a Director vacancy shall serve until the next Annual General Meeting where a Director shall be elected to complete the unexpired term.
- 8.6-3** The Vice-President will automatically fill any vacancy in the office of President. The vacancy in the office of Vice- President shall be filled by election of the Board.

## **8.7 Restrictions on Service on the Board of Directors**

### **8.7-1 Conduct**

No person convicted of a felony within the previous ten (10) years may serve as a member of the Board of Directors. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.

### **8.7-2 Absence and Non- participation**

7.6-2.1 Any person missing three (3) consecutive regularly scheduled Board of Directors meetings or four (4) regularly scheduled Board meetings in any preceding twelve (12) months shall be deemed to have immediately resigned as a member of the Board.

7.6-2.2 Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these Bylaws.

### **8.7-3 Conflict of Interest**

The authority to determine conflict of interest shall rest with the Board of Directors. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with Indiana Soccer in any form, unless the Board member has provided full disclosure and received exemption by a two-thirds (2/3) vote of the Board prior to the transaction.

## **8.8 Meetings**

### **8.8-1 Regular Meetings**

#### **8.8-1.1 Meeting Schedule**

The Board of Directors shall hold regular meetings at least once each calendar quarter. The President shall determine the date, time, and location of these meetings and give reasonable notice of the meetings. Reasonable notice as it relates to regular meetings shall mean not less than seven to ten (7-10) business days. Notice of such meetings shall be posted upon the State Association Web Site and shall be prominently posted at the office of Indiana Soccer. Such notice shall include, but not be limited to, the proposed agenda, date, time and place of the meeting.

#### **8.8-1.2 Organizational Meeting**

There shall be a Board of Directors meeting immediately following the AGM which shall be the Organizational Meeting in order to elect officers and conduct other business as necessary.

### **8.8-2 Board Meeting Observers**

With the exception of executive sessions, non- board members may observe meetings of the Board of Directors. If the meeting is by a means other than in person, the notice will also include the means by which the membership may observe the meeting.

### **8.8-3 Special Meetings**

Meetings for a special purpose may be called by the President or upon written application by at least one quarter (1/4) of the Directors. A minimum of twenty four-hours notice for the meeting, stating such purpose, shall be given.

### **8.8-4 Written Consents In Lieu Of Meetings**

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

### **8.8-5 Teleconferencing**

A board member may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. The minutes of any such action taken by the Board shall be approved at the next regularly scheduled Board meeting.

## **8.9 Quorum**

A majority of the board members shall constitute a quorum.

## **ARTICLE 9 OFFICERS**

The Officers of Indiana Soccer shall consist of the President, Vice President, Secretary and Treasurer. Officers shall be elected by vote of the Board at the Organizational Meeting immediately following the Annual General Meeting.

### **9.1 President**

The President of Indiana Soccer shall have the following duties and responsibilities:

- A. To oversee and coordinate the activities of Indiana Soccer
- B. To preside at all Board of Directors and membership meetings. (A temporary chair may be appointed)
- C. To serve (or delegate to other Board members to serve) as an ex-officio member of all Indiana Soccer committees, except the Governance and Audit Committees.
- D. To sign money disbursements made in the name of Indiana Soccer.
- E. To perform all other duties as may be necessary to promote and uphold the welfare of Indiana soccer and to positively affect "the good of the game" within the State of Indiana.

### **9.2 Vice President**

The Vice President of Indiana Soccer shall have the following duties and responsibilities:

- A. To assume the office of President for the unexpired term in the event of a vacancy in the office of President.
- B. To assume the duties of President during the President's temporary absence or temporary inability to perform the functions of that office.
- C. To sign money disbursements made in the name of Indiana Soccer.
- D. To perform such other duties as may be delegated.

### **9.3 Secretary**

The Secretary of Indiana Soccer shall have the following duties and responsibilities:

- A. To be responsible for recording the minutes of all Indiana Soccer meetings except for committee meetings and to report such actions taken at these meetings to all Association Members.
- B. To sign money disbursements made in the name of Indiana Soccer.
- C. To perform such other duties as may be delegated.

### **9.4 Treasurer**

The Treasurer of Indiana Soccer shall have the following duties and responsibilities:

- A. To oversee the financial policies and procedures (including the budget process) for Indiana Soccer.
- B. To present a statement of account at every regular meeting of Indiana Soccer or the Board of Directors and at other times when requested by the Board and make a full report at the Annual General Meeting.
- C. To serve as Chair of the Finance Committee.
- D. To sign money disbursements made in the name of Indiana Soccer.
- E. To perform such other duties as may be delegated.

## **ARTICLE 10 EXECUTIVE DIRECTOR**

The Board of Directors shall employ an Executive Director.

### **10.1 Duties**

**10.1-1** The conduct of business at the Indiana Soccer office shall be under the direction of the Executive Director.

**10.1-2** The Executive Director may employ additional staff as needed within the allowances of the annual budget.

**10.1-3** The Executive Director shall be an ex officio member without vote, of the Board of Directors and the Executive Committee. Attendance of the Executive Director is expected at all board and executive committee meetings unless otherwise requested by the Board of Directors.

### **10.2 Other Duties**

Other duties of the Executive Director shall be determined by these Bylaws and by direction of the Board of Directors. The Board may direct the Executive Director to act on its behalf from time to time.

## **ARTICLE 11 EXECUTIVE COMMITTEE**

### **11.1 Members**

The four (4) officers and the Executive Director (ex-officio without vote) shall serve as the members of the Executive Committee.

### **11.2 Delegated Authority**

The Board of Directors may authorize the Executive Committee to act on its behalf from time to time.

### **11.3 Limited Authority**

The Executive Committee will only retain such power and authority as specifically directed by the Board.

## **ARTICLE 12 DISTRICT COMMISSIONERS**

### **12.1 Duties**

The District Commissioners of Indiana Soccer shall have the following duties and responsibilities as representatives of their respective Districts:

**12.1-1** Maintain contact with each district Member Organization on a regular basis in order to identify their needs and concerns.

**12.1-2** Report, in writing, the affairs of their district at least quarterly to the Indiana Soccer Board of Directors and the Executive Director.

## **12.2 Appointment**

District Commissioners shall be appointed by the Board at the Organizational Meeting or at any meeting of the Board to fill a vacancy.

## **ARTICLE 13 COMMITTEES**

### **13.1 Standing Committees**

#### **13.1-1 Finance Committee**

The Finance Committee chairperson shall be the Treasurer who shall appoint a minimum of three (3) and a maximum of five (5) additional members. The Finance Committee is responsible for developing and reviewing the fiscal procedures and the annual budget with staff and other members of the Board of Directors.

#### **13.1-2 Governance Committee**

The Governance Committee chairperson and four (4) additional members shall be appointed by the Board of Directors. The Governance Committee shall serve the membership as prescribed in these Bylaws and as determined by the Board of Directors.

#### **13.1-3 Audit Committee**

The Audit Committee chairperson and two (2) additional members shall be appointed by the Board of Directors. The Board shall also appoint an independent auditor who shall report to the Annual General Meeting.

### **13.2 Special Committees**

Special committees may be created and the chairperson appointed by the Membership, the Board of Directors or the Executive Director. The chairperson of special committees may appoint other special committee members with the approval of the Executive Director.

## **ARTICLE 14 INDEMNIFICATION**

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs estate, executors, administrators and personal representatives of such person) who is or was a Director, officer or paid staff of the Corporation shall be indemnified by the Corporation as provided in the act.

## **ARTICLE 15 PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order Newly Revised*, most recent edition, shall govern Indiana Soccer where applicable and in all cases where it is not inconsistent with Indiana law, these Bylaws or any special rules of order Indiana Soccer may adopt.

## **ARTICLE 16 AMENDMENTS TO BYLAWS**

### **16.1 Proposed Amendments from Members**

Proposed amendments to the Indiana Soccer Bylaws shall be submitted in writing to the Board of Directors at least sixty (60) days prior to the membership meeting at which the proposed amendments will be submitted for a vote.

### **16.2 Notice of Proposed Bylaw Amendments**

Notice of proposed Bylaw amendments shall be given to Member Organizations at least thirty (30) days prior to any Annual General Meeting or special membership meeting held to consider such proposed amendments. Two-thirds (2/3) of the votes cast shall be necessary for adoption.

### **16.3 Bylaw Amendments Proposed Without Notice**

Bylaw amendments may be adopted at any Annual General Meeting, without notice, by a nine-tenths (9/10) vote.

## **ARTICLE 17 EXEMPT STATUS**

### **17.1 Assets**

Any and all assets of Indiana Soccer are permanently dedicated to exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).

### **17.2 Compensation**

Indiana Soccer shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, Directors, officers or persons having a private interest in the activities of Indiana Soccer, except that Indiana Soccer shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

### **17.2 Influence**

No substantial part of the activities of Indiana Soccer shall be the dissemination of propaganda, or otherwise attempting to influence legislation. Indiana Soccer shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE 18 DISSOLUTION OF ASSETS**

In the event Indiana Soccer is dissolved, the Board of Directors shall pay, satisfy and discharge all liabilities and obligations of Indiana Soccer or make adequate provisions therefore and distribute all remaining assets of Indiana Soccer to an organization or organizations engaged in activities substantially similar to those of Indiana Soccer and organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future laws).