

# Compare Results

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Total Changes

**246**

Content

**110**

Replacements

**38**

Insertions

**18**

Deletions

Styling and Annotations

**80**

Styling

**0**

Annotations

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## Bylaws

The following sets forth the bylaws for the Columbus Supporters Council operating as Crew Supporters Union or (“CSU”), dba “Nordecke.”

### **ARTICLE I** **Purpose**

#### **SECTION 1.1            STATEMENT OF PURPOSE**

As are now or may hereafter be set forth in the Articles of Incorporation, CSU shall operate exclusively as a social club within the meaning of 501(c)(7) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, including the following:

(a) To initiate, stimulate and improve community involvement in the soccer programs and games specifically and especially organized by Columbus Crew (“Team”) and to promote and raise awareness of athletics excellence and participation in the community;

(b) To act as a supporters’ council for local soccer teams in the Columbus area, specifically and especially Columbus’ Major League Soccer (“MLS”) franchise, including but not limited to coordinating ticket sales with the Team, organizing banners, flags, songs and other forms of support, and organizing events for supporters at the stadium and in other locations;

(c) To embrace inclusivity and welcome the diversity and creativity this brings to our organization. Each member contributes their own personal strengths, individuality, and spirit to the CSU. Furthermore, and most emphatically, racism, xenophobia, homophobia, **transphobia**, sexism, or bigotry in any way, shape, or form will not be tolerated;

(d) We recognize that individual supporters will have team favorites, preferences, and dislikes. Debate and discourse only make our minds sharper, but we will leave this outside and form together as one group upon entering the stadium to support the players. Our single purpose in the stadium is to stand behind our players, support them, and help drive and inspire them on to victory;

(e) To work with MLS and the Team to adhere to the MLS Fan Code of Conduct and stadium rules to maintain a safe environment for our members and other team supporters; We do not condone the usage of organized vulgar language or violent behavior. Our purpose is to uplift, not to tear down. People who incite violence will not be welcome.

(f) We agree to treat fans of other clubs, of whom wish to engage in debate and discourse without instigating violence, with respect when engaged outside of the stands. We discourage fans of other clubs with antagonistic agendas from entering the stadium sections occupied by CSU. Their disruptive and possibly criminal behavior is not welcome.

## **SECTION 1.2            POWERS AND LIMITATIONS**

- a) The Corporation, being organized exclusively for social club purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(7) of the Code. Under no circumstances shall the Corporation make any distributions that are inconsistent with its purpose statement above.
- b) No Director, member, officer or other private person of CSU shall be personally liable for the debts or obligations of the Corporation. Nor shall any of the property of the Directors, members, officers, or other private persons be subject to the payment of the debts or obligations of the Corporation.
- c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, members, officers, or other private persons, except that the Corporation 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 above.
- d) Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

## **ARTICLE II Membership**

There will be members of the organization with voting rights, and the organization shall be governed by a self-perpetuating Board of Directors.

## **ARTICLE III Directors**

### **SECTION 3.1            BOARD OF DIRECTORS**

There shall be a Board of Directors for the CSU. The Board of Directors shall consist of:

#### **ELECTED MEMBERS:**

Merchandise Director

Communications Director

Match Day Operations Director

Match Day Experience Director


Partnership Director

Community Director

Creative Director  
Travel Director  
Administrative Director

## **SECTION 3.2            NUMBER; ELECTION; TERM**

### **A.        NUMBER**

 The minimum number of Directors which constitute the Board of Directors shall be nine (9) persons. The Directors shall be elected by the members in a manner consistent with the criteria outlined in Section 3.2(C). Any changes in the number of Directors shall require an amendment to the bylaws and approval by a two-thirds ( $\frac{2}{3}$ ) majority during the Annual General Meeting (“AGM”), which is defined further in Section 5.1, or a special meeting.

### **B.        QUALIFICATIONS**

Those who seek to be Directors of the Corporation must personally affirm the Corporation’s statement of purpose, must abide in all respects with the corporate policies set forth in these bylaws, and must characterize personal commitment to the values of the Corporation.

### **C.        ELECTION**

(a) Only Registered Supporter(s) (“RS”) can be elected to the Board of Directors.

(b) RS who are employees of or who have an existing contractual relationship with the Team are ineligible from running for any Board of Directors position.

(c) Directors must be at least 18 years old as of the date of the AGM.

(d) To be included on the ballot as a candidate for a Director position, a person must declare their candidacy, either in person at a Board of Directors meeting or by notifying the Administrative Director a minimum of forty-five (45) days prior to the AGM (the “Declaration Deadline”).

(e) Candidates may not declare for multiple Director positions. Initial ballots shall be published by the Administrative Director immediately following the Declaration Deadline.

(f) Should there be Director positions without a candidate, there shall be an optional seven (7) day period to solicit additional nominations, or to permit candidates to withdraw their candidacy and declare for a different Director position (the “Cure Period”).

(g) Following the Cure Period, the Administrative Director shall publish the final ballot a minimum twenty-one (21) days prior to the AGM.

(h) The window for RS to cast votes for the Board of Directors will begin fourteen (14) days prior to the date of the AGM, and conclude at 5 p.m. E.T. on the day immediately preceding the AGM. The result of the vote will be kept confidential by the Administrative Director, who shall announce the voting results at the AGM.

- (i) Voting shall be conducted using a third-party electronic voting system.
- (j) If there are more than two candidates for a Director position and none is able to capture a plurality of votes exceeding a minimum threshold of forty percent (40%), a runoff election will be held featuring only the two candidates who received the highest vote totals. The runoff voting period will commence three (3) days following the AGM and RS will have three (3) days to cast their vote in a manner consistent with Section 3.2(i). The Administrative Director shall announce results the following day, no more than seven (7) days immediately following the AGM.
- (k) Any dispute to the result of the election may not be anonymous and must be brought to the Board of Directors and RS within seven (7) days immediately following the AGM. A method of resolution for such disputes must be approved by a simple majority vote of RS.


#### **D. TERM**

- (a) The term of office for a Director begins on the date of the AGM in which the election result is announced, and continues through the following year's AGM.
- (b) Each elected Director shall hold office until their successor is duly elected and qualified.
- (c) The term limit for a director is two (2) consecutive terms in the same Director position unless no interested party presents themselves for the position.
- (d) A Director who has served three (3) consecutive terms in one position must run for a different Director position if that Director wishes to continue serving on the Board of Directors.
- (e) An individual can serve a total of six (6) terms, regardless of position, unless no interested party presents themselves for a position.

#### **E. REMOVAL**

- (a) Directors may be removed with or without cause.
- (b) A motion for the removal of a Director may be brought forth in writing by another Director, or by any RS, and may not be anonymous.
- (c) A motion to remove a Director shall require a vote from a quorum of the Board of Directors, and shall require a two-thirds ( $\frac{2}{3}$ ) majority approval vote from the Directors present in order to be approved.
- (d) Written notice of the meeting where the vote to remove the Director will be held must be delivered to the public and specify the meeting's purpose.

#### **F. RESIGNATION**

-  A Director may resign at any time by delivering written notice to the board. Resignation shall be effective when notice is delivered unless a future date is specified. The vacancy

may be filled before the effective date, but the succeeding Director shall not take office until the effective date.

### **SECTION 3.3 VACANCIES**

Any Director may recommend a candidate to fill a vacancy on the Board of Directors. The candidate must be an eligible RS and the recommendation must be approved by a majority vote of the remaining Board of Directors. The Director voted to fill the vacancy will then serve out the remaining term for that Director position.

### **SECTION 3.4 DUTIES OF DIRECTORS**

The Board of Directors shall be responsible for the general business policies and decisions of CSU, may exercise all powers of CSU, and do all such lawful acts and things related to the general business of CSU that are not prohibited by statute, the Articles of Incorporation, or these bylaws..

#### **A. ELECTING CHAIRPERSON AND TREASURER**

At the first Board of Directors meeting after the AGM, the newly elected Board of Directors will vote among themselves to elect an Executive Board consisting of a Chairperson and a Treasurer to represent the CSU. The vote will be by majority decision of the Board of Directors.

#### **B. AUTHORITY TO ACT**

The Chairperson, Administrative Director, and Treasurer shall be the only members of the Board of Directors who have authority to legally bind CSU, including but not limited to these situations: entering into contracts, using CSU funds, and acting as an agent or legal representative of CSU. The Executive Board will act as CSU's representatives in the Independent Supporters Council ("ISC")

#### **C. AUTHORITY TO APPOINT**

Each elected Director has the authority to appoint an eligible RS to serve as Deputy Director who can assist the Director in their specific duties and, if needed, act as a proxy if the Director is not able to attend a Board meeting. The Deputy Director serves at the pleasure of the appointing Director and may remain in that role through the end of the term. Each Director may request volunteers and create committees to assist with their specific duties.

### **SECTION 3.5 DESCRIPTION OF DIRECTORS' ROLES**

Each director shall have, but are not limited to, the roles hereinafter defined:

#### **MERCHANDISE DIRECTOR**

The Merchandise Director coordinates the development of, and if needed, maintains inventory of, and ships merchandise, to generate funds to help CSU carry out its stated purpose. This includes but is not limited to coordination of design and production of merchandise, working with organized supporter groups ("SGs") on their merchandising

sales/options, and creating contacts within and outside the Columbus business community as vendors for merchandise. This individual is responsible for running any digital or physical storefront for CSU and ensuring the accuracy of inventory and transfers.

#### COMMUNICATIONS DIRECTOR

The Communications Director is responsible for the strategic marketing, internal messaging, and external communications of CSU. This includes coordinating external communication efforts with SGs and independent supporters, management of CSU's website and social media accounts; and coordination with the Front Office and other partners. They are charged with the development and implementation of an annual communications plan to effectively market to existing RS and new supporters both inside and outside Columbus. Such plan and associated elements shall include, but not be limited to, digital media, traditional media, public relations and earned media, broadcast media, social media, and all effective methods.

#### MATCH-DAY OPERATIONS DIRECTOR

The Match-Day Operations Director is responsible for match-day operations both inside and outside of the stadium. These duties may include but are not limited to ticket sales and distribution, planning of tailgate and/or supporter bars events, and collaborating with various groups to ensure a positive matchday environment. Aside from game-day duties, the Director of Operations is also obligated to meet with the Team front office quarterly to review any issues or complaints related to match-day operations. They are also responsible for maintaining the ticket agreement between the Team and CSU and ensuring the successful transfer of tickets on or before match day.

#### MATCH-DAY EXPERIENCE DIRECTOR

The Match Day Experience Director is responsible for match-day experience both inside and outside of the stadium. These duties may include but are not limited to organizing and preparing capos and drums. Additional responsibilities include organizing and growing resources around - SGs, Capos, song sheets, drummers, marches, banner set up crew, ect. - They are also responsible for the organization and weekly fulfillment of the Hard Hat Heroes goal celebration and any other in-game experience. Aside from game-day duties, the Director of Operations is also obligated to meet with the Team front office quarterly to review any issues or complaints related to match-day operations.

#### PARTNERSHIP DIRECTOR

The Partnership Director is responsible for creating, building, and maintaining business partnerships for CSU. This individual works in concert with Director of Merchandise on the membership package; coordinates/oversees external activities including but not limited to, managing sponsorships, organizing partner events, and social activities for members; works within the Columbus business community to enact membership benefits and to generate funds to help CSU carry out its stated purpose; and holds regular meetings with SGs prior to Board of Directors meetings, to ensure their voice is heard on the Board.

#### COMMUNITY DIRECTOR

The Community Director oversees the planning and implementation of outreach strategies related to CSU's community outreach initiatives; is responsible for connecting people in the broader community to CSU by cultivating relationships with businesses,

individuals, and other relevant organizations; develops a comprehensive annual plan to increase inclusivity within CSU and to increase awareness of the Team with, including but not limited to, immigrant and minority communities; and runs CSU's disaster relief program.

#### CREATIVE DIRECTOR

The Creative Director is responsible for coordinating the design, planning, and execution of visual displays in the stadium for CSU, including but not limited to, rail banners, two sticks, tifo. This includes activities such as finding a suitable location to trace and paint, maintaining an inventory of fabric, paint, painting supplies, and other items needed for visual displays. The Creative Director also coordinates a team to hang banners, set out flags, ready tifo or any other tasks needed on game day and documents all projects through a publically available media gallery.

#### TRAVEL DIRECTOR

The Travel Director coordinates/oversees all activities related to travel and ticketing for away games. As such, this individual is required to communicate with an opposition team's Front Office representatives, supporters' groups' representatives, league officials, as well as local law enforcement as deemed necessary on a game-by-game basis; This individual also works with the Columbus business community/government to provide alternative means of transportation to home and away games as needed.

#### ADMINISTRATIVE DIRECTOR

The Administrative Director is responsible for coordinating the logistics of all CSU public meetings, including monthly Board of Directors meetings, the AGM, quarterly townhall meetings and ad hoc special meetings. This individual works with the Chairperson to set and publish agendas prior to public meetings and composes accurate minutes to be published in a timely manner. The Administrative Director is also responsible for all logistical components of public meetings, including time, location and technological accommodations to enable RS to participate remotely. Additional administrative duties include but are not limited to maintaining supporter registration and email databases; keeping a public record of all votes; responding to public information requests; and overseeing annual Board of Directors Elections, as outlined in Article III Section 3.2. Additionally, the Administrative Director assists the Chairperson in coordinating all CSU activities, fills in for the Chairperson when needed (at Board of Directors or external meetings), coordinates communication between the Board of Directors, and may sign in place of Chairperson on disbursements. The Administrative Director is the only ex-officio member of the Executive Board directly elected by the RS.

### ROLES OF EXECUTIVE BOARD

#### CHAIRPERSON

This role is filled by a Director who has been appointed by the Board of Directors. The Chairperson coordinates all CSU activities; sets the Board of Directors meeting agenda and presides over all board meetings; provides general guidance; is the secondary signer of financial disbursements (in addition to the Treasurer); and is the primary contact with external organizations (e.g. Crew Front Office, etc.). The Chairperson is responsible for ensuring the ongoing success of CSU. The Chairperson coordinates the fan council, its meetings, and initiatives with CSU and the Team. The Chairperson also oversees special projects and ensures the completion of all key CSU responsibilities,



tasks, and duties.

#### ADMINISTRATIVE DIRECTOR

The Administrative Director is responsible for facilitating all CSU public meetings, including monthly Board of Directors meetings, the annual AGM, quarterly townhall meetings and ad hoc special meetings. This Individual works with the Chairperson to set and publish agendas prior to public meetings, and is responsible for all logistical components of public meetings, including time, location and technological accommodations to enable RS to participate remotely. The Administrative Director is responsible for composing and publicly posting accurate meeting minutes in a timely manner, keeps a public record of all votes, and oversees the administration of annual Board of Directors Elections, as outlined in Article III, Sec. 3.2. Additionally, the Administrative Director assists the Chairperson in coordinating all CSU activities, fills in for the Chairperson when needed (at Board of Directors or external meetings), coordinates communication between the Board of Directors, ( and may sign in place of Chairperson on disbursements.

#### TREASURER

This role is filled by a Director who has been appointed by the Board of Directors. The Treasurer is responsible for recommending financial policies and procedures which furthers CSU's purpose; is the primary signer of financial disbursements; and is responsible for providing recommendations that promote and maintain the fiscal stability of CSU. The Treasurer coordinates with other Directors to support their activities and assist them with developing their annual budgets; is responsible for finding an independent bookkeeper for tracking/recording all cash receipts and disbursements as well as other financial records; is responsible for the timely filing of tax forms and sales tax and for annually developing overall budget by the third Monday of February. The Treasurer is also responsible for providing oversight on fundraising activities; providing monthly financial reports to the Board of Directors by the fifteenth (15th) day of the following month and providing to the public an annual financial report by the fifteenth (15th) day of May. With a majority approval vote from the Board of Directors, the Treasurer may solicit the services of an outside certified public accountant for services related to regular bookkeeping, compiling of an annual financial report and filing taxes. Fees incurred by CSU for such services must be deemed reasonable by the Board of Directors.

#### **NON-VOTING APPOINTED ROLES:**

The Board of Directors may also choose to appoint eligible RS to supportive roles within CSU. Such roles include but are not limited to:

#### GENERAL COUNSEL/SENIOR ADVISOR

Serves as an advisor to the Board of Directors aiding the operational or legal decisions.

#### PAST CHAIRPERSON

Serves as an advisor to the Board of Directors and may act, along with the Board of Directors, as a liaison to external partners.

#### ACCOUNTANT

Aid the Treasurer in managing the finances of the group and preparing the annual tax return.

#### FAN COUNCIL LEAD

Aid the Chair in coordinating the fan council and initiatives that come from it.

#### WEBSITE COORDINATOR

Work with the Communications Director to ensure the website is kept up to date and fully functional. Also assists in content creation or editorial support for the website.

#### MATCHDAY COORDINATOR

Support the Match Day Directors in ensuring day of activities are a success.

#### HARD HAT HEROES LIAISON

Organize the Hard Hat Heroes weekly and ensure that the tradition continues and grows under supporter control.

#### MESSAGING COORDINATOR

Primarily responsible for ensuring that details around upcoming and past Board Meets are posted, including minutes. Aid the Chair and Communications Director in handling internal and external messaging, including social media needs.

#### SUPPORTER GROUP COORDINATOR

Works with the Partnership Director to help empower and grow existing supporters' groups in Columbus under the Nordecke umbrella.

#### VOLUNTEER COORDINATOR

Responsible for working with the Chair and Communications director to ensure the Nordecke is actively engaging new volunteers and connecting them with the appropriate Director, committee, or project lead.

### C. COMPENSATION

Directors shall not receive compensation or material benefit for their services on the Board. Furthermore, Directors, or any business/interest owned or managed by Directors, cannot directly or indirectly profit from any activity of the CSU while as an active Director.

## **ARTICLE IV** **REGISTERED SUPPORTER**

### **SECTION 4.1**      **REGISTERED SUPPORTER**

A Registered Supporter ("RS") is defined as a person who registers with CSU as a supporter of the Columbus Crew.

The Board of Directors shall establish the policies and procedures for registering supporters and review them annually. The policies and procedures for registering supporters must be established a minimum of sixty (60) days prior to the AGM.

## **ARTICLE V** **MEETINGS, VOTING, & ADMINISTRATION**

## **SECTION 5.1**            **ANNUAL GENERAL MEETING**

The AGM shall be held on the third Sunday in December, and must be announced 60 days in advance of the meeting date. The Board of Directors shall make every effort to make the AGM available for RS to attend remotely.

## **SECTION 5.2**            **VOTING**

### **A.**     **IN-PERSON VOTING**

(a)     When voting on resolutions at the AGM or a special meeting, a RS may cast one vote either in person or by electronic ballot. Each RS shall be allowed only one vote per resolution. Voting for candidates for the Board of Directors shall follow criteria outlined in Section 3.2.

(b)     RS status and voting rights may be revoked or terminated at any time, but notice of RS status change must be submitted to the RS within thirty (30) days of their termination.

(c)     There is no age requirement for voting. RS under 18 years of age who can vote on their own, are allowed to do so.

### **B.**     **ELECTRONIC VOTING**

(a)     Electronic ballots and the use of a third-party electronic voting system is permissible.

(b)     Any RS can vote at the AGM or special meeting through an electronic ballot.

(c)     Electronic ballots must be returned to the Administrative Director by 5 p.m. E.T. the day prior to the AGM or special meeting.

(d)     Electronic ballots will be tallied prior to the AGM or special meeting and added to the tally of in-person votes at the AGM or special meeting.

(e)     Proxy voting is not allowed.

## **SECTION 5.3**            **BOARD OF DIRECTOR MEETINGS (“BOARD MEETING(S)”)**

Subsequent to being elected at the AGM, the Board of Directors will be required to meet, at a minimum, once a month. Non-directors are welcome to attend the Board Meetings and to address the Board, but only the Board of Directors shall have the right to vote on matters up for consideration. Any matters for consideration that include a financial expenditure in excess of \$1,000 require a vote by the Board of Directors..

The Board of Directors shall hold a minimum of one public meeting each month. The Board of Directors may call additional special meetings as needed.

Notice shall be delivered to RS via email and social media at least seven (7) days in

advance of a meeting. An agenda shall be published via email and social media at least three (3) days prior to any Board of Directors or special meeting. The Board of Directors shall make every effort to make meetings available for RS to attend remotely. Minutes from every meeting shall be published a minimum five (5) days following a meeting.

#### **SECTION 5.4            QUORUM**

(a) Quorum is not necessary at the AGM. All RS in attendance have a right to vote for any issue up for vote.

(b) At all Board of Directors Meetings, a minimum of two-thirds ( $\frac{2}{3}$ ) of the Board members must be present for official business to be conducted and shall constitute a quorum for the transaction of business, and the act of the majority of the Directors shall be the act of the Board of Directors. If a quorum is not present at any Board of Directors Meeting, the directors present may adjourn the meeting without notice other than announcement at the Board of Directors Meeting, until a quorum is present.

(c) A Director may send their appointed Deputy Director as proxy but must inform the Administrative Director of their absence in advance of the Board of Directors Meeting.

#### **SECTION 5.5            PROPOSALS, NOTIFICATION AND REQUIREMENTS**

Any RS may propose amendments to the bylaws at any Board of Directors Meeting a minimum of sixty (60) days prior to the AGM or at a special meeting. The Board of Directors shall then adopt a resolution that lists the proposed amendment and directs them to be submitted to a RS vote either at AGM or a special meeting. All proposed amendments shall be posted on CSU's website a minimum of thirty (30) days prior to voting. Provisions for voting, including absentee voting shall follow the criteria outlined in Section 5.2. In order to be adopted, any amendment must be approved by two-thirds ( $\frac{2}{3}$ ) of votes cast.

### **ARTICLE VI**

#### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### **SECTION 6.1            INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION**

The Corporation 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 the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct

was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, 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 or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

## **ARTICLE VII MISCELLANEOUS**

### **SECTION 7.1            WAIVER OF NOTICE OF MEETINGS**

Whenever any notice is required to be given to any Director or committee member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **SECTION 7.2            SEVERABILITY**

Should any section or part of these **bylaws** be declared unconstitutional, null or void by a court of competent jurisdiction, such declaration shall not have any effect on the validity of the remaining sections or parts of these **bylaws**. The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

### **SECTION 7.3            DIRECTOR CONFLICT OF INTEREST**

Directors should scrupulously avoid transactions in which the Director has a personal or material financial interest, or with entities of which the Director is an officer, Director, or general partner. **Directors must disclose any identified or potential conflict of interest and abstain from voting on any matter in which there is a conflict.**

### **SECTION 7.4            SEAL**

The Corporation shall not maintain a corporate seal.

### **SECTION 7.5            BOOKS AND RECORDS**

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names of all Board and committee members. **All such books and records, and minutes of the Corporation may be inspected by a Director or RS, or their agent or attorney, at a reasonable time and only for a proper purpose. Board of Directors meeting agendas, minutes, and record of votes shall be publicly posted on CSU's website, along with the Annual Financial Report.**

### **SECTION 7.6            CONFIDENTIALITY**

As part of their fiduciary duties owed to the Corporation, all Directors, officers,

committee members, and other agents of the Corporation are expected to maintain appropriate confidentiality of information related to the Corporation, including donor and supporter lists and related records, fundraising strategies, financial information about the Corporation, organizational plans, marketing information, expense information, personnel matters, and computer passwords (all whether in electronic or paper format), and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Corporation. The Corporation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

## **ARTICLE VIII** **SAVE THE CREW LLC**

### **SECTION 8.1            STATEMENT OF PURPOSE**

Save The Crew LLC (“**STC**”), an Ohio limited liability company, was formed in October 2017 to stop the planned relocation of the Team and destruction of our supporter community. Now that we have saved the Crew, STC's purpose is to protect the assets, intellectual property, and history of the movement from the very forces which sought to destroy it and to distribute any remaining funds or assets generated to the effort in the spirit in which it was given.

### **SECTION 8.2            MEMBERS**

CSU is the sole member of STC. STC shall be, and is to remain, an operation independent from CSU. Except to the limited extent provided for herein, CSU shall not engage in, control, or otherwise dictate STC's operations, business, finances, or intellectual property.

Accordingly, leadership of, and decision-making with respect to, STC shall rest exclusively with STC's officers and directors, in perpetuity, and in accordance with STC's bylaws and/or practices.

### **SECTION 8.3            INTELLECTUAL PROPERTY**

CSU shall not control, dictate, or otherwise have any decision-making rights with respect to STC's intellectual property. Such intellectual property includes, but is not limited to, any and all patents, trademarks (whether registered or common law), copyrights, and/or trade secrets. CSU fully entrusts and intends for STC's officers and directors to have sole control and decision-making authority over any such intellectual property.

Accordingly, control over, and decision-making with respect to, any such intellectual property shall rest exclusively with STC's officers and directors, in perpetuity, and in accordance with STC's bylaws and/or practices.

### **SECTION 8.4            FINANCES**

STC's finances and funds shall be kept and maintained in a separate account. The purpose of this separate account is to ensure that STC is not reliant on CSU funds, and, in turn, that CSU is not able to utilize STC funds at its own discretion. CSU shall not access, utilize, spend, distribute, or otherwise control STC's finances or funds. CSU fully entrusts and intends for the monies STC has raised to be managed by STC's officers and directors.

Accordingly, control over, and decision-making with respect to, STC's finances and funds shall rest exclusively with STC's officers and directors, in perpetuity, and in accordance with STC's bylaws and/or practices.

#### **SECTION 8.5            DISSOLUTION**

CSU shall not cause STC to dissolve. Instead, the decision whether to dissolve STC or remove CSU as sole member rests solely with STC's officers and directors. Assets can only be dispersed in accordance with Article I, Section 2-4 of the CSU **bylaws**.