

## **By-Laws**

The following sets forth the by-laws for the Columbus Supporters Council operating as Crew Supporters Union or (“CSU”).

### **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 SC (“**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, 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**

1. 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.

2. 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.

3. 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.

4. 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:**

Chair  
Merchandise Director  
Communications Director  
Match Day Operations Director  
Match Day Experience Director  
Partnership Director  
Community Director  
Creative Director  
Travel Director

**SECTION 3.2      NUMBER; ELECTION; TERM**

**A.      NUMBER**

(i)      The minimum number of directors which constitute the Board of Directors shall be seven (7) persons. The directors shall be elected at the Annual General Meeting (“AGM”) in person or absentee ballot. Any changes in the number of directors shall require an amendment to the by-laws and approval by a  $\frac{2}{3}$  majority during the AGM or 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**

(i) Only Registered Supporters (“RS”) can be elected to the Board of Directors. To be included on the ballot as a candidate for a board position, a person must declare their candidacy a minimum of thirty (30) days prior to the AGM either in person at a Board of Directors meeting or by notifying the Secretary in writing. If an interested party does not present themselves for a position within these thirty (30) days prior to the AGM, an RS can declare their candidacy at the AGM.

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

#### **D. TERM**

(i) The term of office for a director begins on the date of the AGM and continues through the following year’s AGM.

(ii) Each director elected shall hold office until their successors are duly elected and qualified.

(iii) Term limit for a director is 3 consecutive terms in that position unless no interested party presents themselves for the position. Directors who have served 3 consecutive terms can run for a different director position. A director can serve a total of 6 terms total over all director positions unless no interested party presents themselves for a position.

#### **E. REMOVAL**

(i) Directors may be removed with or without cause.

(ii) Removal of a Director shall not be effective unless it is approved by a vote of  $\frac{2}{3}$  of the Board of Directors present in person.

(iii) 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**

(i) 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**

Board members will recommend a replacement for any vacancies on the Board of Directors. The recommendation must be approved by a majority vote of the remaining Board of Directors. The Director voted to fill a vacancy will then serve out the term of their predecessor.

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

The Board of Directors shall be responsible for the general business policies and decisions of the CSU and may exercise all powers of the CSU and do all such lawful acts and things that are not by statute, the Articles of Incorporation or these By-Laws provided otherwise.

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

(i) At the first Board meeting after the AGM, the Board of Directors will vote among the seven (7) members of the Board to elect an Executive Board consisting of a Chairperson, a Secretary, and a Treasurer to represent the CSU. The vote will be by majority decision of the Board.

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

(i) The Chairperson, Secretary, and Treasurer shall be the only board members who have authority to legally bind the 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**

(i) Each elected Director has the authority to appoint an Assistant Director which can assist the Director in their specific duties and, if needed, act as a proxy if the Director is not able to make a Board meeting. Each Director can 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:

#### A. ROLES OF EXECUTIVE BOARD

### RESPONSIBILITIES OF BOARD OF DIRECTORS

#### CHAIR

Coordinates all CSU activities, presides over all board meetings, provides general guidance, secondary signer of financial disbursements (in addition to the Treasurer), primary contact with external organizations (e.g. Crew Front Office, etc.). Responsible for ensuring the ongoing success of the Nordecke. Coordinates the fan council, its meetings, and initiatives with the Nordecke and Crew. Oversees special projects and ensures the completion of all key Nordecke responsibilities, tasks, and duties.

#### MERCHANDISE DIRECTOR

Coordinates the development, maintains inventory, 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

Responsible for the strategic marketing, internal messaging, and external communications of CSU. This includes coordinating external communication efforts with SGs and independent supporters, 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 plan to effectively market to existing and new supporters both inside and outside Columbus. Such plan and associated elements shall include, but not be limited to, digital media, traditional media, PR, broadcast media, social media, and all effective methods. Maintains supporter registration and email database.

#### MATCH-DAY OPERATIONS DIRECTOR

Responsible for match-day operations both in and out 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 Crew front office quarterly to review any issues or complaints related to match-day operations. They are also responsible for ensuring the ticket agreement between the club and Nordecke and ensuring the successful transfer of tickets on match day.

#### MATCH-DAY EXPERIENCE DIRECTOR

Responsible for match-day experience both in and out 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 Crew front office quarterly to review any issues or complaints related to match-

day operations.

#### **PARTNERSHIP DIRECTOR**

Creates, builds, and maintains business partnerships for the Nordecke. Works in concert with Director of Merchandise on membership package; Coordinates/oversees external activities including but not limited to, managing sponsorships, organizing partner events, and social activities for members; works with Columbus business community to enact membership benefits and to generate funds to help the CSU carry out its stated purpose; holds regular meetings with SGs prior to Board meetings, coordinating with SGs to ensure their voice is heard on the Board.

#### **COMMUNITY DIRECTOR**

Oversees the planning and implementation of outreach strategies related to CSU's community outreach initiatives; 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; runs disaster relief program.

#### **CREATIVE DIRECTOR**

Responsible for the coordination of design, planning, and execution of visual displays in the stadium for CSU, including but not limited to, rail banners, two sticks, tifo; finding a suitable location to trace and paint; maintaining an inventory of fabric, paint, painting supplies, and other items needed for visual displays; creates set up a team to hang banners, set out flags, ready tifo or any other tasks needed on game day; documents all projects.

#### **TRAVEL DIRECTOR**

Coordinates/oversees all activities related to travel and ticketing for away games; required to communicate with opposition teams' Front Office representatives, opposition supporters' groups' representatives, league officials, as well as local law enforcement as deemed necessary on a game by game basis; works with Columbus business community/government to provide alternative means of transportation to home and away games.

## **ROLES OF EXECUTIVE BOARD**

#### **CHAIRPERSON**

This is an elected role, not an appointed one. Coordinates all CSU activities, presides over all board meetings, provides general guidance, secondary signer of financial disbursements (in addition to the Treasurer), primary contact with external organizations (e.g. Crew Front Office, etc.)

#### **Vice-Chair**

This role is appointed by the Board of Directors from the Directors. Assists Chairperson in coordinating all CSU activities, fills in for chair when needed (Board or external meetings), coordinates communication between board directors (distributes agenda, sets meeting times, etc.), may sign in place of Chairperson on disbursements, responsible for minutes of meetings, keeps a record of all votes.

#### **TREASURER**

This role is appointed by the Board of Directors from the Directors. Responsible for recommending financial policies and procedures which furthers the CSU's purpose; primary signer of financial disbursements, responsible for providing recommendations that promote and maintain the fiscal stability

of the CSU; coordinates with other Directors in support of their activities and developing their annual budgets; responsible for finding independent bookkeeper for tracking/recording all cash receipts and disbursements as well as other financial records; responsibly for the timely filing of tax forms and sales tax; responsible for annually developing overall budget by the third Monday of February; responsible for providing oversight on fundraising activities; provide monthly financial reports to the Board of Directors by the fifteenth (15th) day of the following month; provides to the public an annual financial report by the fifteenth (15th) day of May.

**Non-Voting Appointed Roles:**

General Counsel/Senior Advisor: Serve as an advisor to the Board of Directors aiding the operational or legal decisions.

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.

Match-Day 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 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 is defined as a person who registers with CSU as a supporter of the Columbus Crew Soccer Club

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 Annual General Meeting shall be held before the end of January each year. The Board of Directors shall be elected at the AGM. Any changes to the by-laws must be ratified by a  $\frac{2}{3}$  vote at the AGM or a special meeting.

**SECTION 5.2 VOTING**

**A. IN-PERSON VOTING**

(i) When voting, a RS may cast one vote either in person or by absentee ballot. Each RS shall be allowed only one vote per issue.

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

(iii) 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. ABSENTEE VOTING**

(i) Any RS can vote at the AGM through an absentee ballot. An RS must request an absentee ballot from the Secretary. Absentee ballots must be returned to the Secretary. If the Secretary is running for a contested position, or otherwise poses a potential conflict of interest, the CSU Board shall appoint a designee to administer absentee voting. Absentee ballots will be tallied at the AGM.

(ii) RS who wish to vote via absentee ballot must request an absentee ballot at

least ten (10) days before the AGM.

- (iii) Absentee ballots must be e-mailed to CSU and received by 5:00p.m. on the day before the AGM.
- (iv) Proxy voting is not allowed.

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

Subsequent to being elected at the annual meeting, 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 make decisions.

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

Notice shall be delivered to RS at least five (5) days in advance of a meeting.

### **SECTION 5.4 QUORUM**

- A.** Quorum is not necessary at the AGM. All RS in attendance have a right to vote for Directors or any issue up for vote.
- B.** At all Board Meetings, a minimum of 2/3rds 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 shall not be present at any Board Meeting, the directors present may adjourn the meeting without notice other than announcement at the Board Meeting, until a quorum shall be present.
  - (i) A Director may send their appointed Assistant Director as proxy but must inform the Secretary of their absence two (2) days before the Board Meeting.

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

Any RS may propose amendments to the By-Laws at a Board Meeting a minimum of sixty (60) days prior to the Annual General Meeting or a special meeting. The Board of Directors shall then adopt a resolution that lists the proposed amendments and directs them to be submitted to an RS vote at a meeting that may be either the AGM or a special meeting. All proposed amendments shall be posted on the CSU's website a minimum of thirty (30) days prior to voting. Provisions for absentee voting shall be the same as the election of the Board of Directors. In order to be adopted, any amendment must be approved by two-thirds (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 By-Laws 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 By-Laws. 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.

## **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 books 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.

## **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 By-Laws.