

BYLAWS OF
CREW SUPPORTERS UNION, INC.

The following sets forth the bylaws ("*Bylaws*") for Crew Supporters Union, Inc. (DBA Nordecke) ("*CSU*" or the "*Corporation*"). Capitalized terms used herein but not separately defined herein shall have the meanings set forth in Section 1.2.

ARTICLE I
Purpose

SECTION 1.1 **STATEMENT OF PURPOSE**

As are now or may hereafter be set forth in the Articles of Incorporation, the Corporation shall operate exclusively as a social club within the meaning of Section 501(c)(7) of the Code. Accordingly, the Corporation shall be operated:

1. To initiate, stimulate and improve community involvement in the soccer programs and games specifically and especially organized by Columbus' Major League Soccer ("*MLS*") franchise, Columbus Crew (or the "*Team*"), and to promote and raise awareness of athletic excellence and participation in the community;
2. To act as a supporters' council for local soccer teams in the Columbus area, specifically and especially the Columbus Crew, 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;
3. 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 CSU. Furthermore, and most emphatically, discrimination of any form, including but not limited to racism, xenophobia, homophobia, transphobia, sexism, or bigotry will not be tolerated;
4. To stand behind the Team's players, support them, and help drive and inspire them on to victory. 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;

5. 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; and
6. To interact with fans of other clubs, who wish to engage in debate and discourse, without instigating violence and 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 DEFINITIONS

For the purposes of these Bylaws, the following definitions will apply.

1. *“Articles of Incorporation”* means the articles of incorporation of the Corporation as filed with the Secretary of State of the State of Ohio, as amended from time to time.
2. *“Code”* means the Internal Revenue Code of 1986, as amended.
3. *“Ohio Act”* means Chapter 1702 of the Ohio Revised Code, as amended, or any successor statutory scheme.
4. *“Recognized Supporter Group”* means a supporter group that has requested to be a part of the CSU collective umbrella and agrees to adhere to these Bylaws.

SECTION 1.3 POWERS AND LIMITATIONS

1. The Corporation, being organized exclusively for social club purposes, may make distributions to organizations and individuals in furtherance of its tax-exempt purposes, as set forth in the Articles of Incorporation and Section 1.1 of these Bylaws, and in accordance with Section 501(c)(7) of the Code and the Ohio Act. Under no circumstances shall the Corporation make any distributions that are inconsistent with its tax-exempt purposes, as set forth in the Articles of Incorporation or Section 1.1 of these Bylaws.
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 tax-exempt purposes, as set forth in the Articles of Incorporation and Section 1.1 of these Bylaws.

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**

SECTION 2.1 **MEMBERS**

1. The Members of CSU ("*Members*" or "*Registered Supporters*") are those individuals who are registered as members, pay the dues required for membership, and are currently in good standing. A Member may resign at any time by giving notice thereof in writing to the Secretary of the Corporation.
2. The Board of Directors shall establish the policies and procedures for registering Members and review them annually. Then-established policies and procedures shall govern the status and rights of Members to the extent not inconsistent with the Articles of Incorporation, these Bylaws, the Code, and the Ohio Act.

ARTICLE III **Directors**

SECTION 3.1 **BOARD OF DIRECTORS**

1. The board of directors of the Corporation (collectively, the "*Board of Directors*" and individually, "*Directors*") shall be the governing body of the Corporation and shall exercise, conduct and control all the corporate powers, property and affairs of the

Corporation.

2. The Board shall consist of the individuals then serving as officers, *ex officio*.
3. Each Director shall hold office until the Director's successor is elected and the successor's term begins, or until the Director's earlier resignation, removal, or death.
4. Any vacancy on the Board of Directors arising from death, resignation or removal of a Director, or an increase in the number of Directors then serving, will be filled upon the filling of the corresponding officer vacancy. A Director elected to fill any such vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected or appointed and the successor's term begins.
5. A Director may resign at any time by giving notice thereof in writing to the Secretary of the Corporation. Resignation as a Director shall be deemed a resignation as an officer.

ARTICLE IV

Officers

SECTION 4.1 OFFICER POSITIONS

The officers of the Corporation shall consist of the following:

- a. List of elected officers ("*Elected Officers*"):
 1. President/Chairperson
 2. Communications Director
 3. Partnership Director
 4. Merchandise Director
 5. Match Day Operations Director
 6. Match Day Experience Director
 7. Community Director
 8. Creative Director
 9. Travel Director
- b. List of mandatory appointed officers ("*Mandatory Appointed Officers*"):
 1. Secretary
 2. Treasurer

- c. List of appointed officers ("*Appointed Officers*"):
 - 1. General Counsel
 - 2. Accountant
 - 3. Website Coordinator
 - 4. Match Day Coordinator
 - 5. Hard Hat Heroes Liaison
 - 6. Supporter Group Coordinator
 - 7. Volunteer Coordinator

SECTION 4.2 OFFICER SPECIFICATIONS AND SELECTION

a. NUMBER

The Corporation shall have at least the Elected Officers and the minimum number of Elected Officers shall be nine (9). Any changes in the number of Elected Officers shall require an amendment to these Bylaws and approval by a two-thirds (2/3) vote during the annual general meeting (the "*AGM*") or a special meeting called for the purpose of amending the Bylaws.

b. QUALIFICATIONS

Individuals seeking an officer position must:

- 1. Be a current Member who is registered, pays the required dues, and is currently in good standing;
- 2. Have been a Member during the year prior to declaring candidacy (Member for at least 2 years);;
- 3. Be at least twenty-one (21) years of age by the date of the election; and
- 4. Personally affirm CSU's tax-exempt purposes, abide in all respects with the policies set forth in these Bylaws, and characterize personal commitment to the values of CSU.

c. TERMS FOR ELECTED OFFICERS

- 1. The term of office for Elected Officer positions shall be two (2) years.
- 2. The following Elected Officer positions have terms that commence in years that end in odd numbers:
 - a. Communications Director
 - b. Match Day Operations Director
 - c. Community Director
 - d. Travel Director

3. The following Elected Officer positions have terms that commence in years that end in even numbers:
 - a. President
 - b. Merchandise Director
 - c. Partnerships Director
 - d. Match Day Experience Director
 - e. Creative Director
4. An Elected Officer's term begins on February 1st of the year such officer was elected.
5. Each Elected Officer shall hold office until the officer's successor is duly elected and the successor's term begins.
6. The term limit for an Elected Officer is two (2) consecutive terms, or four (4) years, whichever is greater, in that position unless no interested party presents themselves for the position. Elected Officers who have served two (2) consecutive terms can run for a different Elected Officer position. An Elected officer can serve a total of four (4) terms total over all Elected Officer positions unless no interested party presents themselves for a position. For the avoidance of doubt, time served as an Appointed Officer does not count toward the term limits.

d. ELECTION

Elections for Elected Officer positions shall be conducted in accordance with the following:

1. Elections must be held at the AGM of the Members.
2. To be included on the ballot as a candidate for an Elected Officer position, a person must declare their candidacy in writing to the Secretary by January 1st at 11:59 PM of the corresponding year.
3. Candidates may not declare for multiple Director positions.
4. 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").
5. Following the Cure Period, the Secretary shall publish the final ballot prior to the AGM, but no later than January 9th at 11:59 PM.
6. Election procedure:
 - a. Each Member shall be entitled to one (1) vote per Elected Officer position being voted on each year.
 - b. Elections should be supervised by two (2) Appointed Officer positions not seeking election.
 - c. Ballots will be distributed electronically.

- d. Votes will be submitted and collected electronically and must be submitted by the deadline set forth.
- e. In order for a Member's vote to count, the Member must be present at the AGM either in person, by means of authorized communications equipment, by mail, or by proxy.
- f. A simple majority is required for an Elected Officer to win the election.
 - i. If there are more than two candidates for a Director position, ranked choice voting shall be in effect.
 - ii. The ballot shall permit Members the choice to rank candidates for a Director position in order of preference. If no candidate captures a simple majority, the candidate with the fewest votes shall be eliminated and the ballots for that candidate shall be distributed to each ballot's second preference. The process shall continue until one candidate achieves a majority.

e. APPOINTMENT

- 1. The Elected Officers are authorized to set forth the process for appointing Appointed Officers.

f. TERMS FOR APPOINTED OFFICERS

- 1. The term of office for Appointed Officer positions shall be one (1) year.
- 2. Appointed Officers are not subject to term limits.
- 3. Each Appointed Officer shall hold office until the officer's successor is duly appointed and the successor's term begins.

g. REMOVAL

- 1. Officers may be removed with or without cause.
- 2. Members can petition the Board of Directors for the removal of an Officer by submitting the request in writing.
- 3. Removal of an officer shall not be effective unless it is approved by a vote of two-thirds (2/3) of the Elected Officers, excluding from such calculation any Elected Officer subject to potential removal, if applicable.

h. RESIGNATION

- 1. An officer 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 officer shall not take office until the effective date.

SECTION 4.3 VACANCIES

Board members will recommend a replacement for any officer vacancies. The recommendation must be approved by a majority vote of the remaining Board of Directors. An officer elected to fill any such vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected or appointed and the successor's term begins.

SECTION 4.4 OFFICERS' ROLES AND RESPONSIBILITIES

Each officer shall have, but is not limited to, the roles hereinafter defined:

a. ELECTED OFFICERS

1. **President** - Coordinates all CSU activities, presides over all board meetings, provides general guidance, secondary signer of financial disbursements (in addition to the Treasurer and Secretary), primary contact with external organizations (e.g. Columbus Crew Front Office, etc.). Responsible for ensuring the ongoing success of CSU. Oversees special projects and ensures the completion of all key CSU responsibilities, tasks, and duties.
2. **Communications Director** - Responsible for the strategic marketing, internal messaging, and external communications of CSU. This includes coordinating external communication efforts with Recognized Supporter Groups and independent supporters, CSU's website and social media accounts, and coordination with the Columbus Crew 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 a 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 with assistance from Secretary.
3. **Partnership Director** - Creates, builds, and maintains business partnerships for CSU. Works in concert with Director of Merchandise on membership package. Coordinates and 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 CSU carry out its stated purpose; holds regular meetings with Recognized Supporter Groups prior to Board meetings, coordinating with Recognized Supporter Groups to ensure their voice is heard on the Board.

4. **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 Recognized Supporter Groups on their merchandising sales and or 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.
5. **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 match day environment. Aside from game-day duties, the Match Day Operations Director is also obligated to meet with the Columbus 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 Team and CSU and ensuring the successful transfer of tickets on match day.
6. **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 — Recognized Supporter Groups, capos, song sheets, drummers, marches, banner set up crew, etc. 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 Match Day Experience Director is also obligated to meet with the Columbus Crew front office quarterly to review any issues or complaints related to match day operations.
7. **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.
8. **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 a team or teams to hang banners, set out flags, ready tifo or any other tasks needed on game day; documents all projects.

9. **Travel Director** – Coordinates and oversees all activities related to travel and ticketing for away games; communicates with opposing teams' Front Office representatives, opposing supporters' groups' representatives, league officials, as well as local law enforcement as deemed necessary on a game-by-game basis; works with Columbus Crew Front Office, Columbus business community, and/or government to help facilitate and encourage supporters' travel to away matches.

b. MANDATORY APPOINTED OFFICERS

1. **Treasurer** - 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 officers in support of their activities and developing their annual budgets; tracks/records all cash receipts and disbursements as well as other financial records or is responsible for finding independent bookkeeper for tracking/recording all cash receipts and disbursements as well as other financial records; responsible for the timely filing of all required tax forms and payment of any related taxes; responsible for development of an overall budget; responsible for providing oversight on fundraising activities; provide monthly financial reports to the Board of Directors at each Board of Directors Meeting; provides to the public an annual financial report or IRS Form 990 by the later of the fifteenth (15th) day of May or when the prior year's IRS Form 990 has been filed.
2. **Secretary** - Primarily responsible for ensuring that details around upcoming and past Board Meetings are posted, including minutes. Aid the Chair and Communications Director in handling internal and external messaging, including social media needs. The Secretary is also responsible for all logistical components of public meetings, including time, location and technological accommodations to enable Members to participate remotely. Additional administrative duties include but are not limited to assisting Communications Director with 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.

c. APPOINTED OFFICERS

1. **General Counsel** - Serve as an advisor to the Board of Directors aiding the operational or legal decisions.
2. **Accountant** - Aid the Treasurer in managing the finances of the group and preparing the annual tax return.
3. **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.
4. **Match Day Coordinator** - Support the Match Day Directors in ensuring day-of activities are a success.
5. **Hard Hat Heroes Liaison** - Organize the Hard Hat Heroes weekly and ensure that the tradition continues and grows under supporter control.
6. **Supporter Group Coordinator** - Works with the Partnership Director to help empower and grow existing Recognized Supporters Groups.
7. **Volunteer Coordinator** - Responsible for working with the Chair and Communications director to ensure CSU is actively engaging new volunteers and connecting them with the appropriate Director, committee, or project lead.
8. **Deputy Roles** – In addition to the above appointed roles, each elected member of the board of directors may select a deputy to support in the execution of their roles.

d. COMPENSATION

Directors and officers shall not receive compensation for their services in such capacities. Furthermore, Directors, officers, or any business/interest owned or managed by Directors or officers cannot directly or indirectly profit from any activity of CSU while serving a term as Director or officer.

ARTICLE V
Meetings, Voting & Administration

SECTION 5.1 **BOARD OF DIRECTORS MEETINGS**

1. The Board of Directors shall have an annual meeting. The Board of Directors shall provide, by resolution, the date, time, and place, either within or without the State of Ohio or solely by means of authorized communications equipment to the extent authorized by law, for holding an annual meeting. Any business may be transacted at the annual meeting without specific notice of such business being given, except such business as may require specific notice by law. Such resolution shall serve as the notice required under Section 5.1(4).
2. The Board of Directors will have a minimum of 10 regular meetings, during the year which will be scheduled by the incumbent Board. Members and the public may attend such regular Board Meetings and address the Board during portions of the meetings that are expressly open for attendance and statements by Members and the public, provided, however, that neither Members nor the public are entitled to vote on matters that will be voted on at Board Meetings. All meetings will be executed utilizing Robert's Rules of Order.
3. Special meetings of the Board of Directors may be called by (i) the President/Chair, (ii) one-third (1/3) of the Directors, or (iii) ten percent (10%) of the Members. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the State of Ohio or solely by means of authorized communications equipment, for holding any special meeting of the Board of Directors called by such person or persons.
4. Written notice shall be provided at least five (5) days in advance of any meeting of the Board of Directors.

SECTION 5.2 **MEMBER MEETINGS**

1. The AGM shall be held before the end of January each year. The Board of Directors shall provide, by resolution, the date, time, and place, either within or without the State of Ohio or solely by means of authorized communications equipment to the extent authorized by law, for holding the AGM. Any other business may be transacted at the AGM without specific notice of such business being given, except such business as may require specific notice by law. Such resolution shall serve as the notice required under Section 5.2(3).

2. Special meetings of the Members may be called by (i) the President/Chair, (ii) the Board of Directors, or (iii) ten percent (10%) of the Members. The person or persons authorized to call special meetings of the Members may fix any reasonable date, hour, and place, either within or without the State of Ohio or solely by means of authorized communications equipment, for holding any special meeting of the Members called by such person or persons.
3. Written notice of the AGM or a regular or special meeting of the Members shall be given either by the President or Secretary, not less than ten (10) days nor more than sixty (60) days before the meeting. In the case of a special meeting, the notice should contain a statement of the purpose(s) of the special meeting.

SECTION 5.3 **VOTING**

1. Each Member shall be entitled to one (1) vote on any matter submitted to the Members for a vote. For any matter submitted to the Members for a vote, a Member can cast a vote in person, by authorized communications equipment, by mail, or by proxy.
2. Each Director who is a member of the Board by virtue of being an Elected Officer (including those who are deemed to be Elected Officers as provided in Section 5.4(2)) is entitled to one (1) vote on matters submitted to the Board for a vote. Directors who are members of the Board by virtue of being an Appointed Officer, do not have voting rights with respect to matters submitted to the Board for a vote. For any matter submitted to the Directors for a vote, a Director can cast a vote by in person voting, by authorized communications equipment, or by mail.

SECTION 5.4 **QUORUM**

1. A quorum at the AGM or any regular or special meeting of the Members shall be those members present at the AGM or regular or special meeting who have a right to vote for officers or on any other issue up for vote. A member can be deemed present at a meeting by physical presence, authorized communications equipment, mail, or proxy. At any meeting at which a quorum is present, all acts, questions, and business that may come before the meeting shall be determined by a majority of votes cast by the Members present at such meeting who are eligible to vote on the corresponding matter, unless the vote of a greater number is otherwise required under the Articles of Incorporation, these Bylaws, or the Ohio Act.
2. At all Board Meetings, a minimum of two-thirds (2/3) of the Board members who are

entitled to vote must be present to establish a quorum and the act of the majority of the quorum shall be the act of the Board of Directors, unless the vote of a greater number is otherwise required under the Articles of Incorporation, these Bylaws, or the Ohio Act. A Director can be deemed present at a meeting by physical presence, authorized communications equipment, or mail. If a quorum is not 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. If a Director who is on the Board by virtue of being an Elected Officer is not able to take action on a matter properly submitted to the Board on account of his or her unavailability, but informs the Secretary of such unavailability at least two (2) days before the action is to be properly considered, then, in lieu of that unavailable Director, such unavailable Director's corresponding deputy, as provided in Section 4.4(B)(8), shall be taken to be an Elected Officer in place of such unavailable Director for purposes of any such corresponding matters, including for purposes of the calculation for the quorum and entitlement to vote.

SECTION 5.5 PROPOSALS, NOTIFICATIONS & REQUIREMENTS

Any Registered Supporter may propose amendments to these Bylaws at a Board meeting or a meeting of the Members. The Board of Directors shall then adopt a resolution that lists the proposed amendments and directs them to be submitted to a vote at a subsequent Board meeting or meeting of the Members. All proposed amendments shall be disseminated to the entire CSU membership a minimum of thirty (30) days prior to voting. In order to be adopted, any amendment must be approved by a two-thirds (2/3) vote.

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 VI
Miscellaneous

SECTION 7.1 WAIVER OF NOTICE OF MEETINGS

Whenever any notice is required to be given to any Director or 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. In addition, attendance at a meeting for which notice is required shall constitute a waiver of notice, except where a Director or Member states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened. Notice of a meeting will be deemed to have been waived by any Director or Member who attends such meeting and who does not, before or at the commencement of the meeting, protest the lack of proper 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.

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, officer or Member, or their agent or attorney, at a reasonable time and only for a proper purpose.

The Board of Directors shall arrange for reviews of CSU's financial records (including but not limited to bank account records, financial statements, and IRS Form 990 filings) to be conducted by an independent accounting firm on a regular basis but no less frequently than every 5 years. The selected independent accounting firm will be required to communicate directly with the Treasurer and Chairperson upon the completion of their review, and the conclusions of the independent review will be made available to CSU members.

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.