

MASSACHUSETTS YOUTH SOCCER ASSOCIATION, INCORPORATED



BYLAWS

Last Revised: March, 2015

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BY-LAWS

1. BOARD OF DIRECTORS

1.01. Powers, Functions and Actions.

The business of the Association shall be managed by a Board of Directors, who shall be elected through an open and democratic process as described in this Section 1 and shall exercise all powers of this Association, except as otherwise provided by law, or by the Articles of Organization, the Constitution, or the Bylaws. The Board of Directors, by majority vote, shall establish the Policies, Regulations, and Procedures not inconsistent with this Association's Articles of Organization, Constitution, and By-laws, under which Mass Youth Soccer shall operate.

1.02. Composition of Board of Directors.

1.02.1. The number of Directors shall be fixed at 16, four of whom shall be the elected, qualified and serving Officers:

President,
Executive Vice President,
Treasurer, and
Secretary/Clerk

1.02.2. Directors (12 positions)
Directors shall be classified, with respect to the term for which they severally hold office, into three classes, designated Class A, Class B and Class C. Each class shall consist of four (4) Directors.

1.02.3. Immediate Past President: In addition, the Immediate Past President shall remain a Director for so long as his or her successor serves as President (or, if later, the meeting at which such successor's replacement is duly elected and qualified). The position of Past President will serve as a voting member of the Board of Directors for the first year only.

1.02.4. Director(s) Emeritus: Upon completing at least 10 years of service as a Director and at the time his/her tenure on the Board of Directors ends (or at the time this section is enacted for those already eligible), in recognition of this service to Mass Youth Soccer, each such Director shall become eligible, if he/she chooses to accept it, to become a Director Emeritus. This position will be non-voting, and carries lifetime tenure.

1.03. Nomination and Election of the Board of Directors.

The Board of Directors shall be elected by the Members at the AGM, based upon the following schedule.

- 1.03.1. The President, Treasurer, and the Class A Directors each shall be elected for a three-year term, commencing with the 2015 AGM and thereafter for a three-year term;
- 1.03.2. The Secretary/Clerk and the Class B Directors each shall be elected for a three-year term, commencing with the 2016 AGM and thereafter for a three-year term; and
- 1.03.3. The Executive Vice President and the Class C Directors each shall be elected for a three-year term, commencing with the 2017 AGM and thereafter for a three-year term.
- 1.03.4. The Nominating Committee shall consist of five (5) persons: Four (4) persons appointed by the President, at least two (2) of whom shall not be then-serving Directors, and one (1) person designated by the Leagues Committee, who shall not be a then-serving Director. The Nominating Committee shall designate its Chairperson from that number. The Nominating Committee shall report its slate of proposed candidates to the President and the Executive Director no later than 45 days preceding the AGM. The Executive Director shall distribute the list of nominations to every Organization, affiliated League, and Director promptly following submission of the list of nominees by the Nominating Committee.

Other candidates may be nominated by a writing signed by, or on behalf of at least five (5) Members and/or Directors and received by the President and the Executive Director at least twenty-one (21) days before the AGM. Any such nomination shall be accompanied by a résumé of the candidate setting forth all of the candidate's applicable experience and a personal statement from the candidate setting forth the candidate's reason's for standing for election.

No person shall be eligible to be elected to an office who has not been nominated as provided herein. The Nominating Committee shall be charged with the responsibility of ensuring that the selection process results in those candidates being nominated who have a significant history of prior service to youth soccer and are able to fulfill the duties of the office to which such candidate shall stand for election.

Term Limits - Upon election to the Board of Directors of Massachusetts Youth Soccer, all Directors and Officers will be limited to serving two consecutive 3-year terms (a term is defined here as 3 consecutive years) in any capacity as a Director or Officer. After a break in service of at least 2-years, a term-limited Director or Officer may then stand again for re-election, in any capacity, to the Board of Directors. The 2-year break in service provision is not applicable to the Officer positions of President and Vice-President.

If at the end of the second consecutive term the Nominating Committee has not been able to put forth a qualified new candidate(s), the individual currently serving in that position may stand for re-election for one additional 1-year period. During this additional 1-year period, the Nominating Committee would be tasked with the responsibility of seeking-out a qualified new candidate(s) that would then stand for election at the next Annual General Meeting to serve out the 2 remaining years of that 3-year term. For those who are re-elected to serve that additional 1-year period, that 1-year period will be considered as equal to 1-year of the 2-year break in service cited above.

Directors and Officers appointed mid-term will complete the balance of the term of that position and then stand for election at the next Annual General Meeting. At that point they would be eligible to stand for election for two consecutive full terms, in any capacity, as a Director or Officer.

The implementation of term limits took effect immediately upon ratification by the membership at the March 2014 Annual General Meeting. This change will be implemented for each Board position when the current term for that position comes-up for re-election under the existing system of rotation. As of March, 2014 all Directors and Officers who have currently served two or more consecutive terms (6 years or more) will be eligible to stand for re-election for one additional term of 3 consecutive years when their current term ends.

1.04. Qualifications.

All Officers must be affiliated with one or more current Members of the Association in good standing. No one person may hold simultaneously any two or more of the offices of President, Treasurer, and Secretary/Clerk. Any other two offices may be held by the same person. No Director may be a full time Mass Youth Soccer employee; provided, any Director may also act in one or more of the following capacities: part-time instructor, part-time player development coach, or ODP coach.

1.05. Tenure.

All Officers and Directors shall assume their positions immediately following their election.

Any Director may resign effective upon the date and time specified in a written notice given to the President.

1.06. Vacancies.

Any vacancy may be filled by the Board of Directors until the time of the next AGM, at which time the position shall be filled by election of a replacement to serve the unexpired term of the resigned office. In addition, if the resignation creates a vacancy on the Executive Committee, the President or Executive Director shall immediately give written notice to the Directors of the vacancy and of the date, time, and place of a meeting of the Directors to be held, not less than thirty (30) nor more than sixty (60) days after the effective date of the resignation, for the purpose of filling the unexpired term of the vacated office.

1.07. Recall and Reprimand.

A Director may be removed, with cause, by two-thirds (2/3) in voting interest of the Members present at a meeting duly called and held for such purpose. A petition for recall signed by a majority of the disinterested Directors is a pre-requisite to any meeting to consider such removal.

A Director may be reprimanded, for cause, by two-thirds (2/3) vote of the Board of Directors present at a meeting duly called and held for such purpose. A petition for reprimand signed by at least four (4) disinterested Directors is a pre-requisite to any meeting to consider such reprimand. The results of any reprimand hearing will be communicated to the Members. In the event that the reprimanded Director does not comply with the requirements and conditions of such reprimand, he/she shall be suspended from his/her duties and his/her position shall be considered vacant.

As used herein, "cause" shall include, without limitation, non-performance of duties and/or conduct improper or inappropriate to their position or to the purpose of this Association; and, in the case of a Director, he/she misses three (3) consecutive meetings without proper excuse. Any removal or reprimand for cause shall be preceded by proper hearing. Notice of said hearing shall be given, in writing, at least fourteen (14) days prior to the hearing.

1.08. Other Officers (non-voting).

1.08.1. State Youth Referee Administrator. The State Youth Referee Administrator (SYRA) is appointed by the President, with the advice of the State Referee Administrator (SRA), and ratified by the Board of Directors. His/her duties are as outlined from time to time in the US Soccer Referee Administration Manual.

1.08.2. State Registrar. The State Registrar is appointed by the President and ratified by the Board of Directors. The State Registrar shall ensure that all rules, policies, and procedures adopted by Mass Youth Soccer, USSF, and USYS that relate to player registration and eligibility, out-of-state or international travel, hosting of tournaments or games, or as may otherwise be applicable, are followed. As applicable, the State Registrar shall cause these rules, policies, and procedures to be distributed to all Organization and affiliated League registrars.

2. MEETINGS

2.01. Regular Board of Directors Meetings.

The Board of Directors shall hold meetings at least quarterly. One shall be held at least six (6) weeks prior to the AGM, for the purpose of preparing the agenda, reports, and recommendations to be presented at the AGM. The newly-elected Board of Directors shall hold a meeting as soon as practical after the AGM for the purposes of organizing itself, implementing the actions taken at the AGM, and conducting regular business.

2.02. Special Board of Directors Meetings.

The Board of Directors may hold special meetings as it deems necessary. Special meetings may be called by the Secretary/Clerk or the Executive Director whenever requested by the President or by three (3) or more Directors.

2.03. Notice of Meetings.

A written notice of every meeting of the Board of Directors shall be sent to each director at least seven (7) days before such meeting, and twenty-four (24) hours in the case of a telephone meeting. The notice shall state the agenda, the place, the date, and hour of the meeting. Announcement of intent to hold a future meeting given at a prior meeting of the Board of Directors fulfills all the requirements of notification.

2.04. Action at Meetings.

Matters shall be decided by a vote of the majority present at any meeting duly called and held unless a different vote is specified by law, by the Articles of Organization, or

by the Constitution and Bylaws. Each Director has only one vote regardless of the number of offices he/she holds. The President only votes to break a tie.

2.04.1. Voting by Proxy shall not be allowed at any meeting of the Board of Directors.

2.05. Action Without Meeting.

To the extent and in the manner permitted by the law, any action required to be taken or which may be taken at any regular or special meeting of the Directors may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all Directors. Such consent constitutes as a vote at a meeting and shall be filed with the Association's records as such.

2.06. Telephone Conference Meetings.

Any Director may participate in a regular or special meeting by any means of communication by which all Directors participating may simultaneously hear and speak with each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

2.06.1. Process for Voting Via Teleconferencing or Other Electronic Methods.

1. Board Members must indicate to the President or his designee in advance his/her intent to vote by teleconference or other electronic methods as may be available.
2. Board members must be on the line during discussion of the issue to be voted.
3. In the instance of a ballot vote, member may, at his/her discretion, opt to text or telephone his/her vote to the person assigned to count the votes.

If this privilege is extended to any board member for any particular issue, the same opportunity must be made available to any other board members who would be unable to attend in person to vote, so long as such board member(s) follow steps 1-3 above.

3. QUORUM

3.01. Quorum.

At all meetings of the Board of Directors, fifty percent (50%) of the voting Board of Directors membership shall constitute a quorum for the transaction of business.

4. EXECUTIVE COMMITTEE

4.01. Executive Committee of the Board of Directors.

The Executive Committee shall consist of the President, the Executive Vice President, the Secretary/Clerk, the Treasurer, and one additional current elected Director to be selected by the Board of Directors. The term of the additional Director shall run concurrent with the member's term on the Board of Directors and, when such Director's term expires, the Board of Directors shall select his/her replacement to fill the additional position to the Executive Committee. A quorum for the transaction of business shall consist of three members of the Executive Committee.

The Executive Committee is established specifically to deal with staff remuneration and oversight, negotiate contractual arrangements, move funds between or within investment accounts, and to make emergency decisions on behalf of the Association when convening of a meeting of the full Board of Directors is not possible or practical. The decisions of the Executive Committee are subject to the review and approval of the full Board of Directors at its next scheduled meeting.

5. STANDING COMMITTEES

5.01. Standing Committees.

The standing committees described below are hereby established. Membership on each standing committee shall be by majority vote of the Board of Directors. Each standing committee is responsible to the Board of Directors. Each standing committee shall develop and administer programs within its charter and in accordance with applicable requirements of USSF, USYS, and the Mass Youth Soccer rules, regulations, and procedures. Programs properly established and decisions made by a standing committee shall not be altered by the Board of Directors unless they are in violation of established applicable requirements of USSF, USYS, and the Mass Youth Soccer rules, regulations, and procedures, or until a joint meeting between the Board of Directors and the standing committee is held to address the decisions of the standing committee.

The current standing committees are:

- Budget Committee
- Rules and Regulations Committee
- Leagues Committee
- Appeals Committee
- Fields Committee

Standing committee members shall be appointed to a one-year renewable term.

5.02. Budget Committee.

The Budget Committee shall be chaired by the Treasurer and shall include the President and the Secretary/Clerk. The Budget Committee shall review program budgets and prepare an Association operating budget for presentation to the Board of Directors; shall review the finances of the various Mass Youth Soccer programs, and shall review the revenues and expenses of the designated program(s) watching for mismanagement, more fiscally sound ways of doing business and overall feasibility of the program.

5.03. Rules and Regulations Committee.

The President, with the advice and consent of the Board of Directors, shall appoint a Chairman of the Rules and Regulations Committee. The Chairman is responsible for assembling a committee consisting of two to four Members.

The Rules and Regulations Committee shall review all proposals involving any amendments to the Association's constitution and bylaws. It shall give due and careful consideration to same and will submit such proposals for consideration by the Board of Directors and/or members, along with its recommendations.

5.04. Leagues Committee.

The Leagues Committee shall consist of the Presidents of the affiliated Leagues. All affiliated Leagues will have votes on all issues before the Leagues Committee, except those related to MTOC.

The specific responsibilities of the Leagues Committee shall be to:

1. Select a Leagues Committee Chair;
2. elect a Leagues Committee Vice-Chair who, in the absence or disability of the Chair shall be vested with all the powers of the Chair.
3. establish guidelines under which affiliated Leagues' Rules of Play will be consistent across the commonwealth;
4. establish guidelines to help each affiliated League control the competitive levels within its League;
5. establish guidelines and policies for setting affiliated League boundaries;
6. work with the Board of Directors and other committees for the development of youth soccer.

Only MTOC-eligible affiliated Leagues shall have a vote on issues affecting MTOC. MTOC-eligible affiliated Leagues are responsible for the organization and operations of MTOC, and in that regard shall:

1. determine play dates and location(s);
2. determine the schedule;
3. establish team eligibility; and
4. run MTOC and act as an appeals committee for any appeals arising from play at MTOC.

Presidents of affiliated leagues are permitted to designate one other representative of their league who may attend Leagues Committee meetings and vote on behalf of their league in the absence of the league president. This designation is active until further notice from the sitting President from the Affiliate League.

5.05. Appeals Committee.

The President shall appoint a chair of the Appeals Committee, with the advice and consent of the Board of Directors. From time to time, as required, the Executive Director shall, in consultation with the Appeals Committee chair, form appeals panels to hear matters which are properly brought before the panel. The responsibilities of the Appeals Committee shall be to hear and act upon all appeals and/or protests that are made to Mass Youth Soccer.

5.06. Fields Committee.

The Fields Committee shall oversee the field complex, scheduling, budgeting, contracts, and such other matters as the board of directors may assign to the committee.

5.07. Advisory Board

The Advisory Board shall provide advice, ideas, and expertise to the President and the Board about the management and direction of Mass Youth Soccer. Members of the Advisory Board will be appointed by, and serve at the pleasure of, the President, the Executive Committee, and the executive director. The composition of the Advisory Board will give due consideration to finding and retaining individuals who want to contribute to Mass Youth Soccer's well-being and growth, and who possess skills, experience, and expertise complementary to Mass Youth Soccer's management. Advisory Board members may be invited by the President and the Executive Committee to attend Board meetings as non-voting participants and observers; In addition, each Advisory Board member shall make him/her-self available from time to time for occasional telephone calls and correspondence with the President and/or Directors, in order to convey the benefit of his/her knowledge and experience in helping such persons to govern Mass

Youth Soccer's affairs. The Advisory Board members will meet as a group and/or individually with the President, the Executive Committee or their designee(s) periodically to discuss and advise on Mass Youth Soccer business. It is expected that Advisory Board membership is voluntary. Mass Youth Soccer's indemnification provisions will be amended to include indemnification of the Advisory Board members.

6. OFFICERS

6.01. President.

The President is the Chief Executive Officer of the Association, ex-officio member of all Board committees (standing and ad hoc), and, subject to the direction of the Board of Directors, shall have general supervision and control of its business. He/she shall ensure that all orders and resolutions of the Board of Directors and mandates voted by the general Membership are carried out. He/she shall preside, when present, at all meetings of the Association and the Board of Directors. The President shall be the principal contact with regional, national, and international youth and senior soccer organizations.

6.02. Executive Vice President.

In the absence of the President, the Executive Vice President shall be vested with all of the powers and perform all of the duties of the President. In case of disability, resignation, or other long term absence of the President, the Executive Vice President shall assume all duties and responsibilities of the President until the next AGM or any special meeting called for the election of a new President.

The Executive Vice President, when directed by the President or Board of Directors, shall be responsible for Mass Youth Soccer fund raising and public relations activities, in addition to any other special assignments which, from time to time, may be given by the President or the Board of Directors.

6.03. Treasurer.

The Treasurer, subject to the direction of the Board of Directors, has general charge of the Association's financial affairs. He/she shall keep, or cause to be kept accurate books of account. He/she shall submit an annual financial statement of the Association, prepared using generally recognized accounting methods, for the AGM. He/she shall have custody of all funds, securities, and valuable documents of the Association and shall perform all the duties incident to the office of the Treasurer. The Treasurer shall chair the Budget Committee.

6.04. Secretary/Clerk.

The Secretary/Clerk is the Clerk of the Board of Directors and acts as Clerk at all meetings of the Association. He/she shall keep all the records of the Association, shall cause a determination of needs for a smooth transaction of business for all

Corporate officers and events, and shall perform all duties incident to the office of Clerk and have such duties and powers as from time to time may be delegated by the Board of Directors. He/she is empowered to publish and distribute any and all publications of the Association.

7. FUNDING

7.01. Fees.

Player and adult membership fees and payments are recommended by the Board of Directors and approved by the Members before such fees and payments can take effect. If no action or agreement is reached regarding fees or payments, the existing fees or payments shall remain in effect.

All player and adult membership fees will go to the general fund. The general fund will be used to pay: USSF/USYS membership fees; insurance costs; other appropriate services and programs to Organizations and affiliated Leagues; and general administrative costs and the costs of the Instructional and Development Programs. Financial shortfalls incurred by self-funded Mass Youth Soccer programs are also funded by the general fund. Any such shortfalls shall be repaid to the general fund in subsequent years.

7.02. Player Membership Fee.

The player fee is an annual fee and, once paid, the player is fully affiliated with Mass Youth Soccer and USSF/USYS for the seasonal year. The player fee is the sum of:

- 7.02.1. the fee as determined by USSF and USYS, and assessed each year to Mass Youth Soccer; and
- 7.02.2. \$9.00 which includes the fee increase levied on September 18, 2005 of \$3.00 that is specifically marked and only spent on the field development project in Lancaster and associated maintenance. The increase shall be in effect for only the period of time necessary to repay the loans associated with the field development project in Lancaster.

7.03. Adult Membership Fee.

The adult fee shall be \$11.00. If, in the future, USSF and USYS increase the annual fee for adults, said increase shall automatically be added to the \$11.00.

It is an annual fee and, once paid, the adult is fully affiliated with Mass Youth Soccer and USSF/USYS for the seasonal year, subject to complying with applicable provisions of the CORI registration policy.

All volunteers and adults compensated by an Organization or affiliated League

must be affiliated including, but not limited to, coaches, assistant coaches, managers, administrators, helpers, and in-house referees. Non-affiliated individuals may not perform any role in an affiliated program.

7.04. Team Fees.

Teams do not pay fees to Mass Youth Soccer.

7.05. Sponsorships and Donations.

Sponsorships and donations may be developed to augment Mass Youth Soccer operations. The Board of Directors, employees, or any other person authorized by the Association may accept, on the Association's behalf, any contribution, gift, bequest, or devise of money or property for its charitable purpose as set forth in the Constitution and Bylaws or for any similar purpose.

As provided by Code Section 501(c)(3), designations for contributions will be honored only at the discretion of the Board of Directors and only if the designated purpose, project, or activity set out by the donor is in furtherance of the Association's charitable purpose.

Any designation of any contribution shall not be deemed legally binding upon the Association unless the designation made by the donor is deemed to be a lawfully enforceable condition subsequent impressed upon the gift. If upon advice of counsel, it is determined that one or more contributions made to the Association are subject to an enforceable condition subsequent, requiring its use in the manner specified by the condition, and it is not deemed to be prefatory or discretionary designated by such donor, the condition subsequent will be deemed to obligate the Association and will be honored only if the condition imposed by the donor is consistent with the Association's charitable purposes. If not, such contribution shall be returned to the donor or otherwise disposed of in compliance with the condition subsequent. All contributions received by the Association shall be deemed for its general uses and purposes and may be co-mingled as such with all other Association funds except for those contributions deemed to be made subject to conditions subsequent.

Each donation to the Association shall be made by paying or transferring or otherwise delivering to the Association the item or items of property representing such donation. Any donation to the Association may be in the form of cash, or in the form of any type of check or any type of other instrument for the payment of money, or may be in the form of any type of securities or other property.

8. FINANCIAL RESPONSIBILITY

8.01. Financial Responsibility.

This Association shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, official, or referee from any member Organization or affiliated League.

9. SEXUAL AND PHYSICAL ABUSE

9.01. Sexual and Physical Abuse.

This Association opposes sexual and physical abuse. To the extent permissible under applicable law, the Board of Directors and members shall adopt procedures consistent with this policy consistent with criteria established by USSF.

10. LIABILITY PROTECTION; ALCOHOL; INDEMNIFICATION

10.01. Insurance Protection.

All officers of this Association and officials of member Organizations and affiliated Leagues shall be covered against personal liability claims by Mass Youth Soccer for performing acts and duties directly related to the work of this Association.

10.02. Prohibition of Alcoholic Beverages.

The use and/or consumption of any alcoholic beverages or controlled substances, immediately before, during, or immediately after the playing of any youth soccer game, at any facility under the control of any member Organization, affiliated League or Mass Youth Soccer, is expressly prohibited.

10.03. Indemnification.

To the extent that the corporation has the power to indemnify any person or persons pursuant to Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as the same may be amended from time to time, such persons or persons shall be fully indemnified, but only in accordance with and in compliance with the provisions and requirements of said section. The right of indemnification hereby provided shall not be exclusive or affect any other rights to which the indemnified person may be entitled. The Corporation may purchase and maintain insurance in behalf of all persons who may be indemnified against liability incurred by him/her in any such capacity or arising out of his/her status as such officer, Committee Member, or Coach of an ODP Team whether or not the Corporation would have the power to indemnify him/her against liabilities hereunder.

11. SEASONAL YEAR

11.01. Seasonal Year.

The seasonal year shall be established to coincide with that set from time to time by USYSA and USSF, currently from September 1 through August 31. Insurance coverage shall be for the same period of time.