

MASSACHUSETTS YOUTH SOCCER ASSOCIATION, INCORPORATED



CONSTITUTION

Last Revised: March, 2014

TABLE OF CONTENTS

	Page
1. NAME.....	4
1.01. Name.....	4
2. PURPOSE.....	4
2.01. Charitable Purpose; No Discrimination.....	4
2.02. Prohibition Against Private Inurement.....	4
2.03. Prohibition Against Political Activity.....	4
3. AFFILIATION; USSF COMPLIANCE.....	4
3.01. Affiliation.....	4
3.02. Avoidance of Conflict.....	5
4. FISCAL & TAX MATTERS.....	5
4.01. Financial Policy.....	5
4.02. Fiscal Year.....	5
4.03. Bonding.....	5
4.04. Audit Policy.....	5
4.05. Execution of Investments.....	5
4.06. Capital Expenditures.....	5
4.07. Budgets.....	6
5. BOUNDARIES & TERRITORIES.....	6
5.01. Territory.....	6
5.02. Districts.....	6
5.03. Leagues.....	6
6. MEMBERSHIP.....	6
6.01. Membership.....	6
6.02. Compliance.....	6
6.03. Membership Application.....	7
6.04. Payment of Fees.....	7
6.05. Checks, etc.....	7
6.06. Participant Responsibility.....	7
6.07. Unaffiliated Organizations.....	7
6.08. Extra-territorial Affiliation.....	8
7. AUTHORITIES.....	8
7.01. Governance Authority.....	8
7.02. Board of Directors.....	8
7.03. Reporting Obligations.....	8
7.04. Availability of Governance Documents.....	8
7.05. Federation Audit.....	8
7.06. Federation Registration.....	9

8.	ANNUAL GENERAL MEETING	9
8.01.	Call of AGM.....	9
8.02.	Business of AGM.	9
8.03.	Quorum.....	9
8.04.	Delegates.	9
8.05.	Delegate Proxy.	9
8.06.	Voting.....	10
8.07.	Approval.....	10
8.08.	Action Without Meeting.....	11
9.	AMENDMENTS	11
9.01.	Submission of Amendments.....	11
9.02.	Adoption of Amendments.....	11
9.03.	Effective Date of Amendment.....	11
10.	SPECIAL MEMBERSHIP MEETING	12
10.01.	Special Membership Meeting.....	12
10.02.	Voting; Quorum.....	12
11.	RULES OF ORDER.....	12
11.01.	Rules of Order.	12
12.	RULES OF PLAY	12
12.01.	Rules of Play.....	12
13.	HEADQUARTERS	12
13.01.	Association Office.....	12
13.02.	Corporate Records.....	13
14.	COLORS.....	13
14.01.	Colors.....	13
15.	DISSOLUTION	13
15.01.	Effect of Dissolution.....	13

CONSTITUTION

1. NAME

1.01. Name.

This Association shall be known as the MASSACHUSETTS YOUTH SOCCER ASSOCIATION, INCORPORATED, and is also referred to as Mass Youth Soccer or MYSA.

2. PURPOSE

2.01. Charitable Purpose; No Discrimination.

Mass Youth Soccer is organized to develop, promote, and administer the game of soccer, among youth (boys and girls under nineteen years of age) within Massachusetts for the benefit and development of all youth as young men and women as the higher and greater purpose of youth soccer and not just as players.

Each Mass Youth Soccer member Organization and League shall offer a soccer program, without regard to race, color, religion, age, sex, or national origin.

2.02. Prohibition Against Private Inurement.

No part of Mass Youth Soccer's net earnings shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that Mass Youth Soccer shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Mass Youth Soccer's purposes.

2.03. Prohibition Against Political Activity.

Mass Youth Soccer will not endorse any candidate, make donations to his or her campaigns, engage in fund raising, distribute statements, or become involved in any other activities that may be beneficial or detrimental to any candidate. Mass Youth Soccer will not engage in any activities that encourage people to vote for or against a particular candidate.

3. AFFILIATION; USSF COMPLIANCE

3.01. Affiliation.

This Association shall be an affiliated branch of, and comply with the authority of US Youth Soccer (USYS) and the United States Soccer Federation (USSF). To the extent permissible under applicable law, this Constitution and Bylaws shall be consistent with USSF's and USYS's articles of incorporation and bylaws. To the extent permissible under applicable law, (i) this Association and its members shall abide by USSF's and USYS's articles of incorporation and bylaws, and

(ii) USSF's and USYS's articles of incorporation, bylaws, policies, and requirements take precedence over, and supersede the governing documents and decisions of Mass Youth Soccer.

3.02. Avoidance of Conflict.

Mass Youth Soccer will not join or affiliate with any organization that has requirements that conflict with the articles of incorporation, bylaws, policies, or requirements of either USSF or USYS.

4. FISCAL & TAX MATTERS

4.01. Financial Policy.

Mass Youth Soccer is a not-for-profit corporation. Mass Youth Soccer shall conduct its business affairs so as to maintain its tax exempt status under applicable law. Mass Youth Soccer's activities and programs shall be managed by a budgeting and review process.

4.02. Fiscal Year.

Mass Youth Soccer's fiscal year shall be November 1st to October 31st.

4.03. Bonding.

Directors and officers may be bonded for the faithful performance of their duties in such amount and with such sureties as the Directors determine.

4.04. Audit Policy.

An audit shall be performed consistent with applicable laws. The Treasurer will select an independent auditor, to be ratified by the Board of Directors. The results of the audit shall be reported to the Membership at the next AGM following completion of the audit.

4.05. Execution of Investments.

All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an officer of this Association, in its behalf, shall be signed or authorized by the President or Treasurer, except as the Board of Directors may generally or in particular cases otherwise determine.

4.06. Capital Expenditures.

Capital expenditures in excess of \$100,000 must be approved by the Members.

4.07. Budgets.

Each Program manager shall prepare an annual budget showing sources and uses of funds. The Board of Directors, acting through its Budget Committee, shall combine all program and other constituent budgets into an annual Mass Youth Soccer budget. The annual budget shall be approved by the Board of Directors prior to presentation at the AGM.

5. BOUNDARIES & TERRITORIES

5.01. Territory.

The Territory of this Association shall be The Commonwealth of Massachusetts.

5.02. Districts.

The Board of Directors shall create seven (7) geographical sub-divisions within the Territory, which shall be known as Districts.

5.03. Leagues.

The Board of Directors shall sanction or create Leagues for play. Leagues may, but need not, be organized as geographical sub-divisions within the Territory.

6. MEMBERSHIP

6.01. Membership.

The Membership of this Association shall be open to Organizations¹ and Leagues in good standing. The Association shall consist of not less than seven (7) Members. No team may apply for Membership directly to this Association; team registration must come through an affiliated Organization. Participation in the activities of this Association and its affiliated Leagues shall be open to any youth soccer player, coach, trainer, manager, administrator, and official, provided such person is not barred from participation by Mass Youth Soccer, affiliated Leagues, USSF, or USYS.

6.02. Compliance.

¹ An "Organization" shall mean a group of individuals formed to develop and promote the game of soccer. These Organizations could be town soccer programs, or clubs and private soccer clubs. The Organization must have a Constitution and Bylaws to govern its operations. The Organization must be located in the Territory, and must have such minimum number of teams and/or players registered as is established by the Board from time to time. Any prospective Organization that does not meet these minimum requirements may be given provisional membership status and, if so designated, will have one year during which Mass Youth Soccer will both help it organize and provide consulting support to enable it to grow to these minimum standards. If after the provisional year, the prospective Organization does not meet the minimum standards, it will forfeit and lose Mass Youth Soccer membership status.

All Organizations, affiliated Leagues, and their teams and players, shall abide by the Constitution and Bylaws of Mass Youth Soccer, and the constitution and bylaws of USYS and USSF; all general procedures and specific rules as set forth by the Board of Directors, and all applicable rules and regulations of USYS and USSF.

6.03. Membership Application.

Any applicant for Membership in this Association, shall submit yearly, with the appropriate fee(s):

6.03.1. A properly completed affiliation form. In the case of an established Organization or League, this affiliation form shall be submitted by March 1st of the preceding season.

6.03.2. Properly completed Mass Youth Soccer membership form and team rosters, prepared in accordance with the current registration instructions and procedures.

6.04. Payment of Fees.

Annual fees for players are due and payable, unless otherwise provided for by the Board of Directors, at the time of, but no later than such player's first team or League practice and/or game. Teams are not considered registered until all of that team's player fees are paid.

6.05. Checks, etc.

All bank checks, drafts, and money orders submitted to this Association, shall be made payable to the "Massachusetts Youth Soccer Association" or to "Mass Youth Soccer."

6.06. Participant Responsibility.

All Organizations and affiliated Leagues shall be responsible for governing those persons and their actions associated with their operations. Teams shall abide by the League rules under which they are registered and in which they are playing.

6.07. Unaffiliated Organizations.

All non-member Organizations or Leagues which are not part of an organization recognized by the USSF, within the Territory, shall be deemed as an "unaffiliated organization." Any affiliated Organization or League playing games or "doing business" with an unaffiliated organization, without written consent of the Board of Directors or the Executive Director, may face disciplinary action and/or suspension. Teams and individuals not affiliated with an affiliated Organization or League may be allowed to participate in Mass Youth Soccer events upon complying with the requirements therefor established by the Board of Directors.

6.08. Extra-territorial Affiliation.

Players residing near the Territorial limits of this Association may be given permission to affiliate with other recognized associations as outlined in applicable USSF rules.

7. AUTHORITIES

7.01. Governance Authority.

This Association shall be governed by its Articles of Organization, Constitution, and Bylaws; any specific rules and procedures adopted by the Board of Directors; and the rules established by USYS and USSF.

7.02. Board of Directors.

The governing authority of this Association shall be vested with the Board of Directors, whose powers shall be designated in the Bylaws.

7.03. Reporting Obligations.

Mass Youth Soccer will provide annually to the USSF Secretary General:

- 7.03.1. a copy of its current Constitution, Bylaws, and other rules and governing documents;
- 7.03.2. any changes made to its Constitution, Bylaws, and other rules and governing documents within ninety (90) days after their adoption;
- 7.03.3. a report on its activities; and
- 7.03.4. its most currently completed financial statement no later than ninety (90) days following the close of USSF's seasonal year.

7.04. Availability of Governance Documents.

Copies of this Association's Constitution, Bylaws, and other governing documents shall, upon reasonable request, be made, available to its Members.

7.05. Federation Audit.

USSF may, upon reasonable request, review Mass Youth Soccer's Constitution, Bylaws and other rules, along with its other basic documents and procedures, as may reasonably be required to determine compliance with USSF's requirements.

7.06. Federation Registration.

Mass Youth Soccer will annually register with USSF and USYS all players, coaches, teams and team officials, and administrators who are registered with Mass Youth Soccer, and will pay all dues and fees required by USSF on a timely basis.

8. ANNUAL GENERAL MEETING

8.01. Call of AGM.

The Mass Youth Soccer President shall call an Annual General Meeting (AGM) of the Members and Directors to be held in the month of February or March and, not less than thirty (30) nor more than ninety (90) days before the meeting, shall give written notice of the date, time, place, and purpose of the AGM to each Organization, affiliated League, and each member of the Board of Directors.

8.02. Business of AGM.

The business of the AGM shall be to select the Board of Directors for the ensuing year, to hear the reports of the Board of Directors and Program managers, to review the Association's financial reports, and to conduct such other Association business as is deemed necessary.

8.03. Quorum.

A quorum shall consist of that number of Delegates equal to seven and one-half percent (7.5%) of the total number of voting Members.

8.04. Delegates.

A Delegate may only represent a single Organization or affiliated League to vote at the AGM. Delegates may be present to vote or be represented by a proxy. Each Organization and affiliated League must submit a written list of its voting Delegates and alternates prior to the AGM.

8.05. Delegate Proxy.

A valid Delegate proxy must be made in writing on the letterhead of the Organization or affiliated League; must be dated and signed by the President, Vice President, Secretary, or Treasurer of the Organization or affiliated League; and must be presented to the Mass Youth Soccer Secretary/Clerk prior to, or at the commencement of the AGM. A Delegate proxy designates an individual to be the sole voting representative for the Organization or affiliated League for the entire AGM.

8.06. Voting.

Each Delegate shall have that voting interest for the Organization or affiliated League which he/she represents. In addition, each Director shall have one (1) vote.

The voting interest of an Organization shall be determined based upon the number of players registered with Mass Youth Soccer for the previous seasonal year as certified by the Mass Youth Soccer Registrar, whose determination is binding and conclusive, absent manifest error, calculated as follows:

<u># of Players</u>	<u># Votes</u>
50 to 250 players	1
251 to 500 players	2
501 to 1,000 players	3
1,001 to 1,500 players	4
1,501 to 2,000 players	5
2,001 to 2,500 players	6
2,501 to 3,000 players	7
More than 3,000 players	8

The voting interest of an affiliated League shall be determined based upon the number of teams registered with such League for the previous seasonal year as certified by the League registrar, whose determination is binding and conclusive, absent manifest error, calculated as follows:

<u># of Teams</u>	<u># Votes</u>
Less than 25 teams	1
26 to 50 teams	2
51 to 75 teams	3
76 to 149 teams	4
150 to 199 teams	5
200 to 249 teams	6
250 to 299 teams	7
More than 300 teams	8

8.07. Approval.

A majority vote of the Delegates and/or authorized representatives of Members, and Directors present shall be sufficient to decide any and all matters except when specified by law, or the Articles of Organization, the Constitution, and Bylaws of this Association. In the event there are two or more resolutions that are to be voted on at the AGM that conflict with each other, the resolution that receives the greatest number of “yes” votes shall prevail, providing that it receives a majority in interest of the Delegates and/or authorized representatives of Members, and Directors present.

8.08. 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 AGM or special meeting of the members 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 Delegates and/or authorized representatives of Members, and Directors collectively having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Delegates and/or authorized representatives of Members, and Directors entitled to vote thereon were present and voted. Such consent constitutes as a vote at a meeting and shall be filed with the Association's records as such.

9. AMENDMENTS

9.01. Submission of Amendments.

Any member Organization, affiliated League, or any member of the Board of Directors may submit proposed amendments to the existing Constitution and Bylaws, or any specific rule and/or procedure adopted by the Board of Directors. Any such proposed amendment must be submitted in writing to the Mass Youth Soccer office and the Secretary/Clerk at least sixty (60) days prior to the date of the meeting at which such proposed changes are to be considered.

9.02. Adoption of Amendments.

Amendments to the Constitution and Bylaws of this Association shall be made at the AGM, or any special membership meeting called for such purpose, except in such cases as specified in the Bylaws of the Association, USYS, and/or USSF. An amendment to the Constitution shall be deemed adopted by an affirmative vote of two-thirds (2/3) voting interest of the Delegates and/or authorized representatives of Members, and Directors attending and voting at the meeting. An amendment to the Bylaws or any specific rule and/or procedure adopted by the Board of Directors shall be deemed adopted by an affirmative vote of a majority in voting interest of the Delegates and/or authorized representatives of Members, and Directors attending and voting at the meeting. In the event there are two or more amendments that are to be voted on at the AGM that conflict with each other: the amendment proposal that receives the greatest number of "yes" votes shall prevail providing that it receives a two-thirds (2/3) majority in interest, or simple majority in interest, as applicable, of those Delegates and/or authorized representatives of Members, and Directors voting.

9.03. Effective Date of Amendment.

Any and all amendments to the Constitution, Bylaws, general procedures, and/or specific rules of this Association, adopted at the AGM, shall become effective at the beginning of the seasonal year immediately following the AGM, unless otherwise designated in the action adopting such amendment.

10. SPECIAL MEMBERSHIP MEETING

10.01. Special Membership Meeting.

The President, individually, any four (4) Directors, or no fewer than twenty (20) Delegates, may call a special meeting of the Members to be held not less than sixty (60) days nor more than one hundred twenty (120) days from the date of the call of the meeting. Not less than thirty (30) days before the meeting, each Organization, affiliated League, and each member of the Board of Directors shall be given written notice of the date, time, place, and purpose of the meeting. The purpose of the meeting may include transacting business required at the AGM; consideration of proposed changes to the Constitution, Bylaws, general procedures, and/or specific rules of this Association approved for proposal by a two-thirds (2/3) vote of the Board of Directors; or for any other proper purpose.

10.02. Voting; Quorum.

Voting at a special membership meeting shall be as specified in Section 8.06 and a quorum shall be as specified in Section 8.03.

11. RULES OF ORDER

11.01. Rules of Order.

Matters of procedure will be decided based on the current version of Robert's Rules of Order in all cases in which they do not conflict with the Constitution, Bylaws, general procedures, and/or specific rules of this Association, USYS, and USSF.

12. RULES OF PLAY

12.01. Rules of Play.

Except as provided by USYS and its affiliates, the FIFA "Laws of the Game" shall apply to any and all Mass Youth Soccer-sponsored competitions. Youth players in established age groups may play soccer under the auspices of this Association in accordance with the rules of this Association's player development program applicable to such age groups.

13. HEADQUARTERS

13.01. Association Office.

The office of this Association shall be located within Massachusetts. The office shall insure that all registration procedures and requirements of USYS are adhered to. The office shall keep any data pertaining to Organizations and affiliated Leagues, and their respective teams, clubs, coaches, managers, players, officials, administrators, etc., pertinent to performance of their duties and Mass Youth

Soccer's interests. The office shall maintain player and team registration records and rule on the eligibility of players and teams.

13.02. Corporate Records.

The original, or attested copies, of the Articles of Organization, the Constitution, and Bylaws, records of all meetings of the Members, Directors, and committees, and the Association's membership records, shall be kept in Massachusetts at the Association office.

14. COLORS

14.01. Colors.

The representative colors of this Association shall be Red, Black or Navy/Blue, and White.

15. DISSOLUTION

15.01. Effect of Dissolution.

In the event of the dissolution of the Association, all property and assets available after the settlement of all liabilities shall be turned over to the USYS for the express purpose of the development of youth soccer.