

GOVERNANCE PRINCIPLES FOR MASS YOUTH SOCCER MEMBER ORGANIZATIONS

In order to promote and enhance the game of soccer for Massachusetts children and to encourage the healthy development of those players, it is essential that every Mass. Youth Soccer-affiliated league and organization practice good governance. To do so, your organization must clearly establish: (i) fundamental organizational principles in a Constitution (or equivalent), (ii) rules for decision-making in the Bylaws, and (iii) operational matters relating to the routine, day-to-day operations of your organization in a set of Policies and Procedures. As the differences among the three are often not widely understood, and they are often perceived to be one in the same or even interchangeable, the state office is providing this guidance in order to explain the differences between and among the organization's proper governance documents and to provide each organization with a list and description of required and desirable provisions to include and consider when drafting its own, updated governance documents.

The reality is that these documents have significant differences between them that are essential to understand in order to adequately govern your organization. Though they are separate documents, all three pieces relate to one another and are essential to the functions of your organization. While, in a sense, these documents retain some sense of formal structure to them, each is very specific to your individual organization and must be drafted while carefully considering your organization's particular needs and desires. Once you have developed a Constitution, Bylaws, and the Policies and Procedures, review them often. The needs of your organization will change over time and it's important that these documents are kept up to date to reflect your current state of affairs. By practicing good governance you are better enabled to focus on the development of youth soccer players, coaches, referees, clubs and leagues in an inclusive, safe, affordable and fun environment.

Bylaws

Bylaws are a more concrete set of procedural rules or policies that specify exactly how your organization is to be run. They expand upon the Constitution, provide specific information that your members can refer to on an ongoing basis and allow your organization to run in an effective and orderly manner. Bylaws must not contradict provisions in your Constitution.

Bylaws should be kept as short as possible with only the truly important items included. Bylaws should provide an outline of the governance structure but also should allow some flexibility if and when changes are needed in the future. Items such as staff job descriptions, detailed committee charters, rules for conducting the annual meeting, guidelines for fundraisers, etc., are better suited for Board resolutions or as part of Policies and Procedures. In this manner, your Board can avoid constantly amending the Bylaws when a simple resolution will suffice. By clearly articulating the rules for decision making in the Bylaws, your Board will be free to focus on enhancing the game of soccer for the youth rather than their decision-making process.

Bylaws are generally, at the very least, structured as follows (with bullet points below provided as points of consideration).

Several sections are noted as “**Sample**”. The content provided is used as a sample of you may include in your actual documents. *Sections noted as “**Required**” will be in Italicized Paragraphs and should be included verbatim inserting the organization name where necessary.*

Article I. Name of Organization

The name of the organization in the bylaws must be identical to what appears in the official Articles of Incorporation as submitted to the Commonwealth of Massachusetts.

Sample

The name of this corporation shall be <NAME> . The business of this corporation may be as <NAME> or <DBA or ALIAS NAME>.

Article II. Corporate Purpose

Provide the actual purpose of the organization, followed by the required language (Purpose clause) by the IRS. See below.

Section 1 - Non Profit Purpose

Required

This corporation is organized exclusively for charitable, Religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2 – Specific Purpose

Purpose of your organization as well as the specific activities you will be involved in. A list of major activities of your nonprofit without being too specific about the details. A focused scope of work without limiting future growth.

Section 3 – Powers

This section is designed to further the organization's exempt purposes and at the same time, limit and prohibit activities which may be in conflict with the exempt purposes of the organization. This section is very important because it sets the tone for the activities of your organization and dictates what can and cannot be done to safeguard the exempt status.

Sample

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from public and private sectors, whether financial or in-kind contributions.

Section 3 Nonprofit Status and Exempt Activities Limitation.

Sample

(a) Nonprofit Legal Status. <NAME> is a Massachusetts non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 in the Articles of Incorporation and these Bylaws.

Section 4 Affiliations

The Association shall be affiliated with the Massachusetts Youth Soccer Association, with United States Soccer, United States Youth Soccer and League Affiliation (for towns and clubs only) and shall be bound by their rules and regulations.

Required

This Organization shall be an affiliated branch of, and comply with the authority of Massachusetts Youth Soccer, 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 Massachusetts Youth Soccer, 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 Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation and bylaws, and 5 (ii) Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation, bylaws, policies, and requirements take precedence over, and supersede the governing documents and decisions of <NAME>.

Article III – Membership

This Article is designed to regulate where the organization can have members, affiliates, or other classes who may influence governance and programs of the organization.

For the purposes of Massachusetts Youth Soccer member organizations there are two different classifications depending if the organization is a playing league or a town/club.

Use the version of Section 1 below based on the type of organization you are.

Section 1 Eligibility for membership

League

The membership of the Association shall consist of each affiliated youth soccer association, organization or club from (geographic area covered ex. Northeast and North Shore) regions of Massachusetts that was a member of the unincorporated (League Name) immediately prior to the incorporation of this Association and below or admitted to the Association in accordance with the provisions of this section 1. Each member youth soccer association, organization or club shall designate an individual to represent that member at the membership meetings. Where the context requires, the term "member" or "members" shall include the representative or representatives representing the member (s) Each member may, in its sole discretion and at any time, designate a new representative, provided that the representative to be replaced is not an officer of the Association and provided that the member notifies the Secretary or President of such change prior to or at the first meeting attended by the new representative.

Town or Club

The children of any resident or non-resident shall be entitled to participate in activities of the corporation, provided that the parents or legal guardians of any minor child sign such documents and releases and accept the terms and conditions as may be established from time to time by the Board of Directors and will be considered a Member of the (organization name) upon good standing with the corporation.

Any resident or non-resident coaches shall be entitled to participate in activities of the Corporation, provided they sign such documents and releases and accept the terms and conditions as may be established from time to time by the Board of Directors and will be considered a Member of the organization name upon good standing with the Corporation.

Section 2 – Annual Dues

Any dues for members shall be determined by the board of directors. Some organizations may require dues, or annual fees, to be approved by the membership.

Section 3 – Rights of Members

Note any specific member rights that the organization deems appropriate.

Section 4 – Non Voting Membership

The Board shall have the authority to establish and define non-voting categories of membership.

Article IV – Meeting of Members

Section 1- Regular Meetings

This section should include the frequency of any regular meeting(s) open to the entire organization membership.

Section 2 - Annual Meetings

The annual meeting of the organization, in compliance with state law, shall be held during a specific month of each year. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least a set number of days before said meeting.

The specific business to be conducted at the Annual Meeting should be noted in this section.

Section 3 – Special Meetings

Consider the following: Special meetings of the organization may be called by the President at any time, or upon petition in writing of any (number or percentage of members in good standing): notice of special meetings shall be communicated to each member at least X days prior to such meetings; board meetings may be called by the President of the board or by the board of directors upon written application of X (i.e. 3) members of the board. Notice, including the purpose of the meetings, shall be given to each member at least X days prior to said meeting, Only the business for which the special meeting is called should be conducted at the meeting.

Section 4 – Notice of Meetings

Written notice of all organization meetings must be given at least X days in advance

Section 5 – Quorum

A quorum is the minimum number of members of an organization that must be present at any of its meetings to make the proceedings of that meeting valid. You may use a set number or a percentage of members in good standing. The set number or percentage may be based on the number of potential votes members have. Be realistic in determining the quorum number so that your most important meeting, the Annual Meeting, can be held and valid.

Section 6 – Voting & Proxies

Majority Vote: Except as otherwise required by law or by the articles of incorporation, the act of the majority of the members (total votes possible) present at a meeting at which a quorum is present shall be the act of the board.

Proxies - For the purposes of soccer organizations, a proxy vote is a ballot cast by one person on behalf of another. This person may carry all or some of the eligible votes. In this section be clear as to what constitutes a proxy, how many a person may carry and how the proxy is validated.

NOTE: Online or Virtual Board Meetings - Massachusetts doesn't appear to explicitly authorize or prohibit remote and virtual meetings for nonprofits. If you decide to provide for this option, make sure to include in your Meetings section. If your organization decided to make use of remote or virtual voting, make sure to include this in your bylaws as well.

Additional information for helping to determine voting policy

League

At annual and special meetings, voting shall be weighted in accordance with the number of youth soccer teams that play for each member the prior season. (the prior spring and fall combined) In accordance with the following schedule:

Example

1 to 5 teams = 1 vote

6 to 10 teams = 2 votes

11 or more teams = 3 votes

Members shall be permitted to cast votes by proxy as long as the proxy is signed by the organization's president.

Town/Club

At annual and special meetings, voting shall be weighted in accordance with the number of youth soccer players from each family play for the prior season. (the prior spring and fall combined). In accordance with the following schedule:

Example

1 to 5 players = 1 vote

6-10 players = 2 votes

11 or more players = 3 votes

Article V – Board of Directors

Your Board of Directors are members of your organization. They are given special responsibilities and authority. You will reference this section frequently.

For this Article of your bylaws describe the organization's Board of Directors including, at the very least, their powers, the composition of the Board, the nomination and election of Board members, the qualifications sought of for Board members, the term of a Board member, procedures in the event of vacancies or removal of a Board member, and meeting requirements.

The primary guide for determining Board size is the Board's function, which may change over time and as the organization grows. Numerous factors may influence the size of the Board, such as Board responsibilities, committee structure, stages of the organization, and maintaining a manageable group. Regardless of size, all Board members must be engaged, as all share equal fiduciary duties to the organization. Ultimately, the number of directors of an organization will depend upon the needs of the organization. But, because Board membership often varies during an organization's lifetime, it is

recommended that Bylaws describe the minimum number of members on any Board, and never an absolute number of members.

Section 1 – General Powers

Sample

All organization powers shall be exercised by or under the authority of the board and the affairs of the <NAME> shall be managed under the direction of the board, except as otherwise provided by law.

Section 2 – Number, Tenure, Requirements and Qualifications

This section should cover every related scenario regarding the organization's board of directors. It should address the number of directors who may serve at one time on the board of directors, and this number should not be less than 4. A suggested maximum is 15.

Massachusetts does permit a board to have only one board member, however it is highly recommended to have at least three to maintain good standing as a nonprofit.

Directors' terms are successive or staggered. Successive terms are terms that all end at the same time. Staggered terms mean that directors are divided into groups whose terms are up at different times. Many consider it to be a good practice to have key officers (President, Vice President, Secretary, Treasurer) on staggered terms with at least the President and Vice President being up at different times.

Samples

Number of Directors

<NAME> shall have a board of directors consisting of at least 4 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

Terms

(a) All directors shall be elected to serve a X-year term, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve X terms in succession.

(d) The term of office shall be considered to begin XXX and end XXX every X years, unless the term is extended until such time as a successor has been elected.

Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at annual or special meetings by the majority vote of the eligible members in good standing.

Section 3 – Regular and Special Meetings, Notice

Samples

Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

Waiver of Notice. Any director may waive notice of any meeting, in accordance with Massachusetts law.

Section 4 – Manner of Acting

Samples

Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any

means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Section 5 – Vacancies

Samples

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

Section 6 – Compensation

Nonprofit board members CANNOT be compensated for any board duties or the organization will lose exempt status.

Samples

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Directors are not restricted from being remunerated for professional services provided to the organization. Such remuneration shall be reasonable and fair to the organization and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Section 7 - Informal action taken by the directors

Sample

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 8 – Confidentiality (Not a requirement, inclusion is optional)

Sample

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 9 – Advisory Council

Pay special attention to the words “may” and “shall”. their meanings are obvious but their use is very intentional.

Sample

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council

Section 10 – Parliamentary Procedure

Required

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 11 – Removal

Sample

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Organization would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article

Article VI – Officers

Every Board of Directors needs officers. It is ok for one person to hold multiple positions, though not always wise. Massachusetts does permit a board to have only one board member, however it is highly recommended to have at least three to maintain good standing as a nonprofit of which there should be a President, Treasurer and Secretary. You may add to this list, but really should not have fewer than three officers of which they fill these positions.

Sample

The officers of the organization shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

Section 1 – President

Sample

The board president shall be the chief volunteer officer of the organization. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

Section 2 – Vice President

Sample

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

Section 3 – Secretary

Sample

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

Section 4 – Treasurer

Sample

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the organization and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the organization, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

Section 5 – Non-Director Officers

Sample

The board of directors may designate additional officer positions of the organization and may appoint and assign duties to other non-director officers of the organization .

Section 6 - Election of Officers

Sample

The Nominating Committee shall submit at a meeting X number of days prior to the annual meeting the names of those persons for the respective offices of the Board of Directors. The election shall be held at the annual meeting of the organization. Those officers elected shall serve a term of one X year(s), commencing at the next meeting following the annual meeting. Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two X terms only.

Section 7 – Removal of Officers

Sample

The Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 8 – Vacancies

Sample

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

Article VII – Committees

Most nonprofit organizations will form committees from time to time for specific tasks such as researching a new project, handling complaints, developing programs and other needs that are continuous in nature. These committees are necessary in achieving these goals. It is important to spell out committee responsibilities, manner of acting, and general guidelines.

Section 1 – Committee Formation

Sample

The board may create committees as needed, such as discipline, finance, fundraising, community relations, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 – Executive Committee

The Excom is typically made up of the four key officers. You may want to consider having an additional at-large board member serve on this committee.

Sample

The four officers (President, Vice President, Treasurer, Secretary) serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 – Finance Committee

Sample

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Article VIII – Corporate Staff (Optional;)

Even if you do not have any paid staff members it is good to prepare for the eventuality of your first hire. The most common hires for a youth soccer organizations are (not all inclusive):

- Leagues
 - Registrars
 - Schedulers
 - Referee Assignors
 - Bookkeeper/Accountant
 - Database Manager
- Towns/Clubs
 - Director of Coaching
 - Registrar
 - Bookkeeper/Accountant

Section 1 - Director of Coaching

Though not required, it is recommended that the Director of Coaching be required to attend all board meetings. This will ensure the executive director is aware of all board discussions and the board is aware of the director's activities. Also, notice that this example says "shall hire" in the first sentence. If you are not intending to hire staff in the immediate future I would advise you change that to "may hire".

Sample for Director of Coaching

The Board of Directors shall hire an Director of Coaching who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Organization's player, coach, referee and parent education and development, hire, discharge, and determine the salaries and other compensation of all paid staff members under the Director of Coaching's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Director of Coaching or any other employee. The Director of Coaching shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Director of Coaching may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Director of Coaching may be hired at any meeting of the Board of Directors

by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Director of Coaching, who shall remain an employee terminable at will, as provided in this Section.

Article IX – Amendments

From time to time you may need to amend your Articles of Incorporation and/or Bylaws. This section specifies the manner and number of directors and/or members who should be present to adopt such changes.

Sample.

Section 1 - Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2 - Bylaws

The Board of Directors may amend these Bylaws by majority vote at any annual or special meeting of the membership. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings.

Constitution

A Constitution contains the fundamental principles which govern your organization's operations but does not typically prescribe the specific procedures for the day-to-day operations. The process of writing a Constitution will serve to clarify your organization's purpose and delineate its basic structure. It will also allow your members and potential members to have a better understanding of what the organization is all about and how it is intended to fundamentally function. When writing the Constitution, remember that it is meant to be broad and outline those fundamental principles that are unlikely to be changed. As it is often more difficult to amend the Constitution (see below), provisions that are subject to change from time-to-time or address the day-to-day procedures of the organization are best left to the Bylaws or even the Policies and Procedures.

Several sections are noted as "**Sample**". The content provided is used as a sample of you may include in your actual documents. *Sections noted as "**Required**" will be in Italicized Paragraphs and should be included verbatim inserting the organization name where necessary.*

1. Name

The name of the organization must be identical to what appears in the official Articles of Incorporation as submitted to the Commonwealth of Massachusetts.

Sample

The name of this corporation shall be <NAME> . The business of this corporation may be as <NAME> or <DBA or ALIAS NAME>.

2. Purpose/Nonprofit Status

Describe core purpose of the organization as well as the activities the organization is involved in. Avoid being too specific about details. You want a focus but you don't want to limit growth.

Consider provisions that prohibit the organization from engaging in nonexempt activities or using the earnings to benefit an individual.

Required

This corporation is organized exclusively for charitable, Religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Required

Charitable Purpose: on Discrimination

<NAME> is organized to develop, promote and administer the game of soccer, among youth (boys and girls under nineteen years of age) within (insert geographic location/town) 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.

<NAME> shall offer a soccer program, without regard to race color, religion, age, sex or national origin.

Required

Prohibition Against Private Inurement.

No part of <NAME>'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 <NAME> shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of <NAME>'s purposes.

Required

Prohibition Against Political Activity.

<NAME> will not endorse any candidate, make donations to his or her campaigns, engage in fundraising, distribute statements, or become involved in any other activities that may be beneficial or detrimental to any candidate. <NAME> will not engage in any activities that encourage people to vote for or against a particular candidate.

3. Affiliation

USSF Compliance - use the version that applies to your organization

Required

League Version

This organization shall be an affiliated branch of and comply with the authority of Massachusetts Youth Soccer, 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 Massachusetts Youth Soccer, USSF 's and USYS's article of incorporation and bylaws. To the extent permissible under applicable law, (i) this organization and its members shall abide by Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation and bylaws, and (ii) Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation, bylaws, policies, and requirements take precedence over, and supersede the governing documents and decisions of <NAME>.

Town or Club Version

This organization shall be an affiliated branch of and comply with the authority of <League Name>, Massachusetts Youth Soccer, 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 League Name, Massachusetts Youth Soccer, USSF 's and USYS's article of incorporation and bylaws. To the extent permissible under applicable law, (i) this organization and its members shall abide by <League Name>, Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation and bylaws, and (ii) League Name, Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation, bylaws, policies, and requirements take precedence over, and supersede the governing documents and decisions of <NAME>.

4. Members

Describe all aspects of membership in the organization. At the very least define the qualities and characteristics of potential members, how a member of the public can become a member and how they are approved, any dues and the procedure on how to remove them as members.

Compliance

All organizations, affiliated leagues, and their teams and players, shall abide by the Constitution and Bylaws of Massachusetts Youth Soccer, 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.

Required (use the version that applies to your organization)

Governance Authority

League Version

This Organization 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 Massachusetts Youth Soccer, USYS and USSF.

Town/Club Version

This Organization 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 <League Name>, Massachusetts Youth Soccer, USYS and USSF.

5. Annual Meetings

The annual meeting of the organization, in compliance with state law, shall be held during a specific month of each year. The time and place shall be fixed by the board of directors and notice thereof mailed to each member at least a set number of days before said meeting.

The specific business to be conducted at the Annual Meeting should be noted in this section.

See Mass Youth Soccer's Constitution for sample of this section.

6. Amending the Constitution

Describe the procedures to follow if the organization wants to amend its constitution. At the very least carefully describe how amendments to the Constitution may be proposed and by whom, when and how amendments will be voted on, and the voting threshold to pass an amendment. In most non-profits, the members have to approve changes by a 2/3 vote.

7. Rule of Order – Use the version that applies to your organization

Required

League

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, Massachusetts Youth Soccer, USYS and USSF.

Town/Club

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, <League Name>, Massachusetts Youth Soccer, USYS and USSF.

8. Rules of Play

Required

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

9. Dissolution

Provide a procedure to use for the dissolution of the organization. They may become necessary if members want to stop operating in the non-profit because either it has failed in its purpose or it has achieved its goal. Along with detailing the required votes and conditions, specify how the organization will distribute its assets, which such distribution is required, under state law to be distributed to a similar public charitable purpose. Typically turning over profits to another nonprofit.

