



MASSACHUSETTS YOUTH SOCCER ASSOCIATION, INCORPORATED

BYLAWS

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1. BOARD OF DIRECTORS

1.01. Powers, Functions and Actions. The business of the Massachusetts Youth Soccer Association, Inc. (this “*Association*” or “*Mass Youth Soccer*”) shall be managed by its Board of Directors, who shall be selected through an open and democratic process as described in this Section 1 and who 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 Number of Directors. Subject to Section 1.02.3, the number of Directors shall be fixed at 16, four of whom shall be the selected, qualified and serving Executive Officers: President, Executive Vice President, Treasurer, and Secretary. As used herein, “*Directors*” shall mean and include both the at-large Directors and the Executive Officers.

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

1.02.3 Immediate Past President. The Immediate Past President shall remain a Director for so long as their successor serves as President (or, if later, the meeting at which such successor’s replacement is duly selected and qualified). The position of Immediate Past President will serve as a voting member of the Board of Directors for one year following the time their tenure as President ends.

1.02.4 Director(s) Emeritus. Upon completing at least 10 years of service as a Director and at the time their tenure on the Board of Directors ends (or at the time this section is enacted for those then eligible), in recognition of this service to Mass Youth Soccer, each such Director shall be offered the position of Director Emeritus, which they may accept. This position shall not be considered a “Director” as used herein, shall be non-voting, and shall carry lifetime tenure.

1.03. Nomination and Selection of the Board of Directors. Based upon the nominations process described in Section 1.03.5, the Board of Directors shall be selected by the Association’s membership at each AGM, based upon the following schedule:

1.03.1 Class A Directors. The Class A Directors, which shall include the President and three at-large Directors, each shall be selected for a four-year term, commencing with the 2018 AGM.

1.03.2 Class B Directors. The Class B Directors, which shall include the Secretary and three at-large Directors, each shall be selected for a four-year term, commencing with the 2019 AGM.

1.03.3 Class C Directors. The Class C Directors, which shall include the Treasurer and three at-large Directors, each shall be selected for a four-year term, commencing with the 2020 AGM.

1.03.4 Class D Directors. The Class D Directors, which shall include the Executive Vice President and three at-large Directors, each shall be selected for a four-year term, commencing with the 2021 AGM.

1.03.5 Nominating Committee. 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 Chair 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 member 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) Association 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 reasons for standing for selection.

No person shall be eligible to be selected as a Director 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 selection.

1.04. Term Limits The following term limits shall apply to each Director:

1.04.1 Terms. Any person may serve (a) two consecutive four-year terms (for a total of eight years) as an at-large Director or Executive Officer, or (b) three four-year terms combining service as an at-large Director and Executive Officer positions.

1.04.2 Additional Term as President. Any person subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof may serve up to two (2) additional four-year terms as President.

1.04.3 Additional Term as Executive Vice President. Any person subject to the term limit described in clause (a) or (b) of Section 1.04.1 who, at the end of their service is serving as Executive Vice President, may serve up to two (2) additional four-year terms as President.

1.04.4 Tolling of Certain Terms. Any person selected to a different Executive Officer position while currently serving as an at-large Director or Executive Officer will not have their current term being vacated applied towards their term limit eligibility upon commencing their new position. Such subsequent selection restarts a new term limit calculation for such individual.

1.04.5 Return Eligibility. Subject to the exceptions described in Sections 1.04.2 and 1.04.3, any person becoming subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof must complete a one-year break in service before becoming eligible for an at-large Director or Executive Officer position. Such subsequent selection restarts a new term limit calculation for such individual.

If the Nominating Committee is unable to put forth a qualified candidate(s) to replace a person becoming subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof, an incumbent then serving in that position otherwise subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof may stand for re-selection for an additional one-year period. During this additional one-year period, the Nominating Committee shall identify a qualified candidate(s) who then would stand for selection at the next AGM to serve out the three remaining years of that four-year term. Following such additional one-year period, that incumbent must complete the one-year break in service required by this Section 1.04.5 before becoming eligible for an at-large Director or Executive Officer position.

Any at-large Director or Executive Officer appointed by the Board of Directors to fill an unexpired Executive Officer term may complete the balance of such unexpired term, after which they are eligible to stand for selection for two consecutive full terms, in any capacity, as an at-large Director or Executive Officer.

Any person, not currently serving as an at-large Director or Executive Officer and appointed by the Board of Directors to fill an unexpired at-large Director or Executive Officer term, may complete the balance of such unexpired term, after which they are eligible to stand for selection as an at-large Director or Executive Officer with a new term limit calculation.

1.05. Qualifications. No one person may hold simultaneously any two or more of the offices of President, Treasurer and Secretary. 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 capacities as a part-time instructor, part-time player development coach, or ODP coach.

1.06. Tenure. All Executive Officers and at-large Directors shall assume their positions immediately following their selection. Any Director, including an Executive Officer, may resign effective upon the date and time specified in a written notice given to both the President and the Executive Vice President.

1.07. Vacancies. Any vacancy in an at-large Director or Executive Officer position may be filled by the Board of Directors. At the next ensuing AGM, the position shall be filled by selection of a replacement to serve the unexpired term of the vacated position. In addition, if the person vacating such position is then serving on the Executive Committee, the President shall call a special meeting of the Directors, to be held not fewer than thirty (30) nor more than sixty (60) days after the effective date of the vacating of such Executive Committee position, for the purpose of filling the unexpired term.

1.08. Recall and Reprimand. A Director may be removed, with cause, by two-thirds (2/3) in voting interest of the Association's membership 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 prerequisite 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 prerequisite to any meeting to consider such reprimand. The results of any reprimand hearing will be communicated to the Association's membership. In the event that the reprimanded Director does not comply with the requirements and conditions of such reprimand, they shall be suspended from their duties and their 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, they miss 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.

1.09. Other Officers (non-executive, non-voting).

1.09.1 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. Their duties are as outlined from time to time in the US Soccer Referee Administration Manual.

1.09.2 State Registrar. The State Registrar is appointed by the President and ratified by the Board of Directors and shall continue in such office until a successor is duly appointed and ratified. 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 member 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 selected 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 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, 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 of the Directors 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 or Bylaws. Each Director has only one vote regardless of the number of offices they hold. The President only votes to break a tie.

2.05. No Voting by Proxy. Voting by proxy shall not be allowed at any meeting of the Board of Directors.

2.06. 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.

2.07. Telephone Conference Meetings. Any Director may participate in a regular or special meeting by any means of remote 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.

2.07.1 Process for Voting Via Teleconferencing or Other Electronic Methods.

1. A Director must indicate to the President or their designee in advance their intent to vote by teleconference or other electronic methods as may be available.

2. A Director must be on the line during discussion of the issue to be voted.

3. In the instance of a ballot vote, a Director may, at their discretion, opt to text or telephone their vote to the person assigned to count the votes.

If this privilege is extended to any Director for any particular issue, the same opportunity must be made available to any other Director who is unable to attend in person to vote, so long as the Director follows steps 1-3 above.

3. QUORUM

3.01. Quorum. At all meetings of the Board of Directors, fifty percent (50%) of the Directors then serving 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, the Treasurer, and one additional currently serving 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 their 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 generally 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, and specifically to set staff remuneration and oversight and to negotiate contractual arrangements. 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. LEAGUES COMMITTEE

5.01. Purpose. The Leagues Committee exists to support its member leagues and the Mass Youth Soccer Association in their goal to build a positive, safe, and inclusive community of players, parents, coaches, referees, administrators, and volunteers across all ages and levels to make soccer the youth sport of choice in Massachusetts.

The Leagues Committee affirms the critical value of youth soccer as a potent vehicle for education, development, and community. The Leagues Committee is committed to investing resources into the design and delivery of programs that maximize potential for personal growth during participation in youth soccer.

5.02. Composition. The Leagues Committee is comprised of a named representative from each League affiliated with or administered by Mass Youth Soccer, a Mass Youth Soccer Board liaison, and a Massachusetts State Referee Committee representative. A Chair and Vice Chair will be selected by vote of the members of the Leagues Committee each year no later than November 20th. The Chair and Vice Chair shall be selected from the current named members or past members of the Leagues Committee.

5.03. Collaboration. The Leagues Committee will seek to achieve its goals through the sharing of ideas, expertise, best practices, and collaboration in order to make all affiliated Leagues the best that they can be in delivering their programs. The responsibilities of the Leagues Committee include, but are not limited to, the following:

Establish policies, procedures, programs, and events designed to promote, nurture, and safeguard the mental, physical, and emotional well-being of all participants in the Mass Youth Soccer community: Players, Coaches, Referees, Volunteers, Spectators, and Administrators.

Implement programs and policies designed to reduce barriers and increase access to recreational youth soccer for participants across all ages and levels in the Mass Youth Soccer community.

Communicate, promote and otherwise support policies and programs of Massachusetts Youth Soccer, USYS, and USSF.

Standardize local rules of competition to the greatest degree possible in order to promote harmonization between affiliated Leagues and compatibility with IFAB, USSF, and USYS guidelines.

Support seasonal and annual championship events for participants of member Organizations and affiliated Leagues.

6. OFFICERS

6.01. President. The President is the Chief Executive Officer of the Association, ex-officio member of all Board committees and, subject to the direction of the Board of Directors, shall have general supervision and control of its business. They shall ensure that all orders and resolutions of the Board of Directors and mandates voted by the Association's membership are carried out. They shall preside, when present, at all meetings of the Association's membership 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 selection of a new President.

6.03. Treasurer. The Treasurer, subject to the direction of the Board of Directors, has general charge of the Association's financial affairs. They shall keep, or cause to be kept accurate books of account. They shall prepare and submit annual financial statements of the Association, using generally recognized accounting methods. They 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.

6.04. Secretary. The Secretary acts as recording secretary at all membership and Board meetings of the Association, shall attend all sessions of the Board of Directors and all meetings of the Association's membership and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees when required. They shall give, or cause to be given, notice of all meetings of the Association's membership and meetings of the Board of Directors, and shall perform such other as may be prescribed by the Board of Directors or the President. They are empowered to publish and distribute any and all publications of the Association. The Secretary shall keep in safe custody the seal of the Association and have authority to affix the seal to all documents requiring it and attest to the same.

7. FUNDING

7.01. Fees. Player and adult membership fees shall be established from time to time by the Board of Directors and approved by the Association membership.

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

7.02. Player Membership Fee. The player membership fee is an annual fee and, once paid, affiliates the player with Mass Youth Soccer and USSF/USYS for the seasonal year, subject to complying with all applicable provisions of the annual player registration. The player membership fee is the sum of:

the player membership fee charged to member associations by each of USSF and USYS, and assessed each year to Mass Youth Soccer; plus

the player membership fee as adopted by the Board of Directors and approved by the Association's membership, of which \$3.00 is specifically reserved for the Progin Park (Lancaster) field development project costs and associated maintenance.

7.03. Adult Membership Fee. The adult membership fee is an annual fee and, once paid, affiliates the adult with Massachusetts Youth Soccer and USSF/USYS for the seasonal year, subject to complying with all applicable provisions of the annual adult registration and CORI submission policies. The adult membership fee is the sum of:

the adult membership fee charged to member associations by each of USSF and USYS, and assessed each year to Massachusetts Youth Soccer, plus

the adult membership fee as adopted by the Board of Directors and approved by the Association's membership.

All volunteers and adults compensated by a member Organization or affiliated League (including coaches, assistant coaches, managers, administrators, helpers, and in-house referees) must be affiliated with Mass Youth Soccer. 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.

7.05.1 Acceptance of Sponsorships, Donations. Sponsorships and donations may be developed to augment funding for Mass Youth Soccer operations. The Board of Directors, Association 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.

7.05.2 Charitable Purpose. As provided by Internal Revenue 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.

7.05.3 Conditional Donations. 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 the Association's 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.

7.05.4 Payment of Donations. 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. The 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 and USYS.

10. LIABILITY PROTECTION; ALCOHOL; INDEMNIFICATION

10.01. Insurance Protection. All Directors and officers of this Association and officials of member Organizations and affiliated Leagues shall be covered by Mass Youth Soccer-procured insurance against personal liability claims arising from or related to performing acts and duties directly related to the work of this Association.

10.02. Indemnification. To the extent that the Association 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 6. The right of indemnification hereby provided shall not be exclusive or affect any other rights to which the indemnified person may be entitled. The Association may purchase and maintain insurance in behalf of all persons who may be indemnified against liability incurred by them in any such capacity or arising out of their status as such a Director or officer, Committee Member, or Coach of an ODP Team whether or not the Association would have the power to indemnify him/her against liabilities hereunder.

12. SEASONAL YEAR

12.01. Seasonal Year. The seasonal year shall be established to coincide with that set from time to time by USYS and USSF. Insurance coverage shall be for the same period of time.

The material contained herein is extracted from the official Bylaws of Massachusetts Youth Soccer Association, Incorporated as maintained at Mass. Youth Soccer headquarters. If any differences exist between such official Bylaws and as described above, then the provision(s) as stated in the official Bylaws shall govern.