



MASSACHUSETTS YOUTH SOCCER ASSOCIATION, INCORPORATED
CONSTITUTION

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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 affiliated 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 or certificate of incorporation or formation, 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 Board of Directors may determine from time to time.

4.04. Audit Policy.

An audit of Mass Youth Soccer's financial statements and results of operations 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 from time to time.

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 Organizations⁺ and Leagues in good standing. As used herein, (i) an “Organization” shall mean a group of individuals formed to develop and promote the game of soccer, which may be a town soccer program or a private soccer club; and (ii) a “League” shall mean a league created or sanctioned by this Association, through approval of its Board of Directors, for competitive play and which may, but need not be organized as geographical sub-divisions within the Territory. 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,⁷ and official, provided such person is not barred from participation by Mass Youth Soccer, affiliated Leagues, USSF, or USYS.

6.02. Compliance.

~~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~~Each Organization must have a Constitution and Bylaws to govern its operations. ~~The~~Each Organization must be located in the Territory,⁷ and must have such minimum number of teams and/or players registered as is established by the Board from time to time. Any prospective member 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 provisional membership status.

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

USFF 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~~ MEMBERSHIP MEETINGS

8.01. ~~Call of AGM~~ Annual General Meeting.

~~The Mass Youth Soccer President shall call a~~ An Annual General Meeting (“AGM”) of the Members and Directors ~~to shall~~ be held in the month of February or March and, not less than thirty (30) nor more than ninety (90) days before the ~~meeting~~ AGM, ~~shall give~~ written notice of the date, time, place (or means of remote communication, if any), and purpose of the AGM shall be given to each Organization, affiliated League, and each member of the Board of Directors. The Board of Directors, in its discretion, may determine that the AGM meeting shall held solely by remote communication as set out in Section 10, below.

~~8.02. Business of AGM.~~

The business of the AGM shall be to select ~~the Board~~ that class of Directors ~~for the ensuing year~~ whose terms are expiring at such AGM, 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 or appropriate.

8.02. Special Membership Meetings. [N.B. This new Section 8.02 is moved from the prior Section 10.01; suggested edits are shown below.]

~~The President, individually, any four (4) Directors, or no fewer than twenty (20) Delegates, may call a~~ A special meeting of the Members (“SMM”) may be called by the President (individually), any four (4) Directors, or no fewer than twenty (20) 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~~ SMM, 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~~ SMM. The purpose of the ~~meeting~~ SMM may include transacting business required at the AGM; consideration of proposed changes to the Constitution, or 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.

8.03. Quorum.

A quorum at any membership meeting shall consist of that number of Delegates ~~equal to~~ representing seven and one-half percent (7.5%) of the total ~~number of~~ voting interest of the Members.

8.04. Delegates.

A “Delegate” is the individual attending a membership meeting representing a member Organization or affiliated League and authorized to vote that member’s interest. A Delegate may only represent a single Organization or affiliated League to vote at any membership meeting ~~the~~ AGM. Delegates ~~A Delegate~~ may be either (i) the individual authorized generally by a member Organization or affiliated League to vote that member’s interest, or (ii) another individual duly appointed present to vote or be represented ~~by a valid proxy to vote that member’s interest. Delegate authorization generally, and the proxy process and mechanics, forms, and their use at~~

membership meetings are left to the Board of Directors to determine from time to time, in accordance with applicable law. ~~Each Organization and affiliated League must submit a written list of its voting Delegates and alternates prior to the AGM.~~

No Director may delegate his/her right to vote at (i) a membership meeting in his/her capacity as a Director, (ii) a Board of Directors meeting, or (iii) any meeting of a committee of the Board of Directors, by proxy or otherwise.

~~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.~~ 8.05. 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~~ a member 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

<u># of Teams</u>	<u># Votes</u>
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

The foregoing notwithstanding, the voting interests of member Organizations and affiliated Leagues shall be fixed at the respective calculations thereof, determined as provided above, using the numbers of players and teams registered with the Association for the seasonal year ending August 31, 2019; provided, any Organization or League becoming a member after August 31, 2019 shall have its voting interests calculated in accordance with this Section 8.05 without regard to the provisions of this paragraph regarding fixing the calculation of voting interests.. Such fixed calculation shall continue for, and apply to voting interests calculations during the seasonal year ending August 31, 2020 and for each successive seasonal year through and including the first full seasonal year following the good-faith determination of the Board of Directors that the continuing effects of the current COVID-19 pandemic or any future outbreaks thereof, and Governor Baker’s Declaration of a State of Emergency to Respond to COVID-19, dated March 10, 2020 (as the same has been and is amended from time to time thereafter, or any related or successor order or directive) no longer will materially affect players and teams registration numbers for member Organizations or affiliated Leagues, such determination by the Board of Directors to be final, binding and conclusive in all respects.

8.07:8.06. Approval.

A ~~majority~~-vote of a majority in interest of the Delegates and/or authorized representatives of Members, and Directors present and voting 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 membership meeting~~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 and voting.

8.08:8.07. 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 a proposed ~~amendments~~ amendment 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~~ Any amendment to the Constitution and Bylaws of this Association shall be made at the AGM, or at any ~~special membership meeting~~ SMM 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) of the voting interest of the Delegates and/or authorized representatives of Members, and Directors ~~attending~~ present 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 of the~~ voting interest of the Delegates and/or authorized representatives of Members, and Directors ~~attending~~ present and voting at the meeting. In the event there are two or more amendments that are to be voted on at ~~the AGM~~ a membership meeting that conflict with each other, ~~the~~ the amendment proposal that receives the greatest number of “yes” votes shall prevail, ~~providing~~ provided that it receives a two-thirds (2/3) ~~majority in of the voting~~ interest, or ~~simple a~~ majority ~~in of the voting~~ interest, as applicable, of ~~those the~~ Delegates and/or authorized representatives of Members, and Directors present and voting.

9.03. Effective Date of Amendment.

~~Any and all amendments~~ An amendment to the Constitution, Bylaws, general procedures, and/or specific rules of this Association, adopted at ~~the AGM~~ a membership meeting, shall become effective (i) if adopted at an AGM, at the beginning of the seasonal year immediately following the AGM, unless otherwise designated in the action adopting such amendment, (ii) if adopted at an SMM or by the Board of Directors, as applicable, at such time as is designated in the action adopting such amendment.

~~10. SPECIAL MEMBERSHIP MEETING~~ [N.B. This is replaced by new Section 8.02.]

~~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.~~

10. REMOTE COMMUNICATION

10.01. Remote Communication

The Board of Directors, in its sole discretion, may determine that any membership meeting shall not be held at any place, but may instead be held solely by means of remote communication. Subject to guidelines and procedures as the Board of Directors may adopt, Delegates and/or authorized representatives of Members, and Directors not physically present at a membership meeting may participate, by means of remote communication, in a membership meeting and be deemed present in person and vote at a membership meeting whether such meeting is to be held at a designated place or solely by means of remote communication; *provided*, that (a) this Association shall implement reasonable measures to verify that each person deemed present and permitted to vote at a membership meeting by means of remote communication is a properly credentialed Delegate and/or authorized representative of a Member, or Director; (b) this Association shall implement reasonable measures to provide each properly credentialed Delegate and/or authorized representative of a Member, or Director a reasonable opportunity to participate in the meeting and to vote on matters submitted for vote of the Delegates and/or authorized representatives of the Members, and Directors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (c) if any Delegate and/or authorized representative of a Member, or Director votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by this Association.

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~~ FIFA/IFAB "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~~ State Office of this Association shall be located within Massachusetts. ~~The office~~ State Office shall ~~insure~~ ensure adherence to ~~that~~ all registration procedures and requirements of USYS ~~are adhered to~~.

The ~~office~~ State Office shall keep any data pertaining to member 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~~ State Office shall maintain player and team registration records and rule on the eligibility of players and teams.

13.02. Corporate Records.

The originals; or attested copies; of the Articles of Organization, the Constitution, ~~and~~ Bylaws, current policies and procedures, records of all meetings of the Members, Directors; and committees, and the Association's membership records, shall be kept in Massachusetts at the ~~Association~~ State 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.