

Marshfield Youth Soccer Association, Limited By-Laws

ARTICLE I – ORGANIZATION AND BASIC CORPORATE MATTERS

- A. The name of this organization shall be the Marshfield Youth Soccer Association, Limited (hereinafter, The Association.)
- B. The physical address shall be designated by the President of The Association.
- C. The mailing address for The Association shall be: P.O. Box 623, Marshfield, MA 02050
- D. The Association's mailing address may be changed at any time by the Executive Board in accordance with the procedures set forth in these by-laws.
- E. The Association's fiscal year shall begin on the first day of November and terminate on the 31st day of October. The Association's fiscal year may be changed at any time by the Executive Board in accordance with the procedures set forth in these by-laws.
- F. The Association is a non-profit corporation organized exclusively for charitable, scientific and educational purposes and which is incorporated under the provisions of Mass. G.L. c.180. No part of the net earnings of The Association shall inure to the benefit of any private member, officer or director of The Association or of any individual.
- G. The Association shall be non-political, i.e., it shall not attempt to influence and shall not participate nor intervene in (including the publishing or distributing of flyers, statements and other advertising materials) any political campaign in behalf of any candidate for political office. This does not exclude The Association from advocating for the construction and use of playing fields.
- H. The Association shall not discriminate against anyone based upon race, religion, age or gender in the course of carrying out its programs and policies.

ARTICLE II – OBJECTIVES AND PHILOSOPHY

- A. The purpose of The Association is to give the youth of Marshfield the opportunity to learn, play, experience and enjoy soccer.
- B. The objective of The Association is to encourage the youth of Marshfield to completely realize their potential soccer ability.
- C. The Association is committed to the development of individual skills, fitness, teamwork and fair play.
- D. The Association is organized and shall be operated exclusively for the purpose set forth above. In addition, The Association shall have the power to raise funds and to solicit and receive contributions, to design, construct, maintain and endow soccer fields within or adjacent to the Town of Marshfield, to participate in and to direct the designing, construction, maintenance and endowment of said soccer fields, to select sites within and adjacent to the Town of Marshfield for the location of said soccer fields and a soccer complex, to obtain and to receive title to said parcels if necessary, and to execute all necessary documents with town officials or private parties with respect to the ownership, design, construction, maintenance and endowment of said soccer fields and soccer complex. The Association shall not, other than as an insubstantial part of its activities, engage in any other activities that are not in furtherance of these purposes.

ARTICLE III- MEMBERSHIP

- A. The membership of The Association shall include all Executive Board members, Division Directors, coaches, and assistant coaches interested in the teaching, development and promotion of the game of soccer.
- B. Each member of The Association shall have the same rights and privileges of membership as each and every other member. Each member shall have the right to cast one vote in any matter, which in accordance with the law, the Articles of Organization of The Association or these by-laws is the subject of a vote of the members. The most votes any member can cast is one. However, if a team has a coach and an assistant coach or coaches, the most votes that it can cast are two. If a team has a coach, but no assistant coach, it will have only one vote. In addition to the right to vote, each member shall have those rights and privileges provided for members by the Executive Board in accordance with the procedures set forth in these by-laws.
- C. There shall be at least one meeting of the members of The Association held each year, hereinafter referred to as "The Annual Meeting", which shall be held in May of each year. The precise date, time and location of the meeting shall be set forth in written notice given to all members of The Association by the Executive Board in accordance with the procedures set forth in these by-laws.
- D. In addition to the Annual Meeting, there may be other meetings of the members of The Association, hereinafter referred to as "Special Meetings", held throughout each year. Special Meetings shall take place whenever a majority of the Executive Board votes to do so in accordance with the procedures set forth in these by-laws.
- E. With respect to the Annual Meeting of the members of The Association, the Executive Board, acting through the Secretary, shall give written notice which sets forth the precise date, time and location of the Annual Meeting. With respect to any Special Meeting of the members of The Association, the Secretary shall give written notice which sets forth the precise date, time and location of the Special Meeting. All notices of meetings, whether they are for Annual or Special Meetings, shall be given at least seven days in advance of the scheduled date of the meeting. In giving notice, The Executive Board and/or the Secretary shall be entitled to rely upon the residential, business or email addresses for members that are contained with the most recent records of the Association.
- F. At any Annual or Special Meeting of the members of The Association, a quorum shall consist of ten members.
- G. Any member's membership may only be terminated for cause and/ or reinstated in accordance with the procedures, which may be established therefore by the Executive Board.

Article IV – Association Officers

- A. The Association shall have the following elected officers: President, Secretary, Treasurer, Vice President – Junior Division, Vice President – Senior Division, and Vice President – Purchasing and Equipment. Elections will be staggered to help provide leadership continuity and stability. The term of election for Secretary, Treasurer, and Vice President – Senior Division will take place every two years in odd-numbered years. The term of election for President, Vice President – Junior Division and Vice President – Purchasing and Equipment will take place every two years in even-numbered years. In addition, the Association shall have the following appointed officers: Registrar, Vice President – Player and Coach Development, Coastal League Representative, Vice President – Referee Coordination, and Vice President – Field Coordination. Appointed positions have a one year term. Together, these elected and appointed officers shall constitute the Executive Board of the Association. The Executive Board may at any time determine in

accordance with the procedures set forth in these by-laws that the Association shall also have one or more additional or fewer elected or appointed officers.

- B. All officers of the Association to be elected shall be elected at the Annual Meeting of the members of the Association. Any individual who is interested in the purposes and objectives of the Association and who desires to be elected as an officer shall be considered by the Executive Board as a candidate for election as an officer, provided, however, that the Executive Board may, in accordance with the procedures set forth in these by-laws, impose reasonable limitations for the nomination, publicity, campaign and election of officers which are not inconsistent with the law, the Articles of Organization, the Association or these by-laws.
- C. The President of The Association shall be the chief executive officer of The Association and shall be elected by a plurality of the members at the Annual Meeting. The President shall function as the overall town soccer program coordinator for The Association. The President shall be primarily responsible for implementing the policies, objectives and programs of The Association that have been adopted by the Executive Board. Unless otherwise provided by the Executive Board, The President shall preside at all Annual, Special and Executive Board meetings. The President will also function as the liaison to the Marshfield High School Soccer Program, liaison to the Massachusetts Youth Soccer Association, and the liaison to other athletic organizations within the Town of Marshfield. The President also has the authority to appoint special committees or address particular issues and particular problems. The President has voting privileges on the Executive Board. The President will also call all elections, Annual Meetings, Executive Board Meetings and Special Meetings. The President also has the prerogative of working with individual board members to develop season budgets, programs and other agenda items for presentation to the Executive Board for approval. The President also has the duty and prerogative to assist other officers in executing these programs. The President will also be expected to work with board members on individual or specific problems. The President may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- D. The Secretary will be elected by a plurality of the members at the Annual Meeting in May and has voting privileges on the Executive Board. The Secretary shall take notes and minutes at all Annual, Special and Executive Board Meetings and report the results of all elections. The Secretary shall also send out notices of meetings to all members of The Association in accordance with these by-laws. The Secretary shall also have the authority to record changes to the by-laws and to inform Executive Board members at least one week prior to each Executive Board meeting of the facts of the meeting. The Secretary is responsible for coordination of all official Association communication, including but not limited to the Association's website, social media, and newspapers. The Secretary may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- E. The Treasurer is elected by a plurality of members at the Annual Meeting in May and has voting privileges on the Executive Board. The Treasurer has all responsibility concerning check writing, account reconciliation, bank statements, and IRS, Mass. Department of Revenue, Mass. Attorney General's Not-for-Profit/Charities Division, and other government related filings and tax returns. The Treasurer is required to produce a monthly written report concerning the finances of The Association. Reports and accounting should be in accordance with generally accepted accounting principles (GAAP). All expenditures must be approved and when required co-approved in writing, by a member other than the Treasurer. There shall be a \$1,000.00 monetary limitation on the check writing ability of the Treasurer. Any checks written for an

amount in excess of that figure must be co-signed or co-approved by the President. Though written approval will generally be on an invoice (signature or initials), approval via email or other reasonable form is also acceptable. Any expenditure of funds in excess of \$5,000.00 must be approved in advance by the Executive Board. . The Treasurer may engage other professionals in the execution of his or her duties, however such engagements are subject to the expenditure restrictions above. The Treasurer shall also review with the Registrar any requests for exemption from registration fees based upon financial hardship, and by a consensus they may lower, or waive, the registration fee for any player based upon the need of the parent(s) and the objective and philosophy of the Association that "[all] youth of Marshfield [shall have] the opportunity to learn, play, experience and enjoy soccer." Should a consensus not be met, then the President shall decide whether a waiver is granted, and should the President not be able to so decide then the case shall be brought to the Executive Board for vote. No waiver of fees shall be granted other than by the aforementioned process. The Treasurer may coach and/or referee within The Association, however, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.

- F. The Vice President – Junior Division is elected by a plurality of members at the annual meeting in May and has voting privileges on the Executive Board. He or she shall represent the interest of the Junior Division in all Executive Board meetings. The Junior Division shall consist of the U6, U8 and U10 players within The Association. Working with the respective Division Directors and coaches, this Vice President will help organize, coordinate and oversee the Junior Division and will assist in recruiting new Division Directors and coaches. This Vice President will keep the Division Directors and coaches of the Junior Division informed about all Executive Board decisions, policies, procedures and directives. Over the course of the year, this Vice President will meet periodically with the Junior Division coaches and Division Directors to discuss the Junior Division and to address and solve any problems or difficulties that may have arisen. To the extent possible, this Vice President should periodically observe actual Junior Division games in progress so that they can personally determine whether the philosophy, goals and objectives of the Junior Division are being met and fulfilled. This Vice President may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- G. The Vice President – Senior Division is elected by a plurality of members at the annual meeting in May and has voting privileges on the Executive Board. He or she shall represent the interest of all players aged U12 to U18 within The Association in what will be called the Senior Division. He or she shall also represent the interests of the Marshfield traveling teams competing in the Coastal League. Working with his or her respective Division Directors and coaches, this Vice President will help organize, coordinate and oversee the Senior Division and the traveling teams competing in the Coastal League and will assist in recruiting new Division Directors and coaches. He or she should also be included in decisions regarding the process by which each team will be selected. This Vice President will keep the Division Directors and coaches of the Senior Division informed about all Executive Board decisions, policies, procedures and directives. This Vice President is expected to be in frequent direct contact with the Association's Coastal League Representative to be informed about the latest policy rule and schedule changes. From time to time, this Vice President is encouraged to attend a Coastal League meeting to meet the other town representatives and to acquire, first hand, an appreciation of the diverse philosophical and attitudinal differences across the league. Over the course of the year, this Vice President will meet periodically with the Senior Division's Division

Directors and travel team coaches to discuss the Senior Division and the travel program and to address and solve any problems or difficulties that may have arisen. To the extent possible, this Vice President should periodically observe actual Senior Division and Coastal League games in progress so that they can personally determine whether the skill levels of the players are progressing and to assess whether the coaches are enabling the team as a whole to advance to a higher competitive level. This Vice Presidents may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.

- H. The Vice President – Purchasing and Equipment is elected by a plurality of members at the annual meeting in May and has voting privileges on the Executive Board. This Vice President is in charge of negotiating the purchase of and coordinating the distribution of all equipment, uniforms, balls, goals, nets, flags, paint, awards and other accessory items necessary to the soccer program. This Vice President is also charged with the responsibility of storing all such items at an accessible storage site or sites. This Vice President is further responsible for the maintenance of all such items and equipment and for making certain that necessary repairs are made. To the extent that storage facilities need to be constructed, purchased, or leased, this Vice President shall coordinate any such construction and shall recommend the purchase or lease of new facilities in accordance with the financial procedures set forth in the by-laws governing the disbursement of funds and the incurring of financial obligations. This Vice President shall also conduct an annual inventory of all association equipment and present the result of said inventory to the Executive Board at a time and date to be determined by the Executive Board. This Vice President may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- I. The Registrar is appointed by a majority of the Executive Board, and shall have voting privileges on the Executive Board. The Registrar is in charge of coordinating the registration of all soccer players, generating rosters, and printing pass cards. To the extent possible, all monies generated via registration should be placed directly into the hands of the Treasurer and immediately segregated from the registration forms themselves. With respect to late registration, the Registrar is required to receive and to account for any late registration fee and to transfer said funds to the Treasurer within thirty (30) days for deposit. The Registrar is also required to authenticate all situations involving refunds to players and their parents due to injury, withdrawal and instances where no team play is available and to authorize such payments to be made by the Treasurer. The Registrar may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- J. Vice President – Player and Coach Development is appointed by a majority of the Executive Board and shall have voting privileges on the Executive Board. This Vice President is responsible for developing, maintaining and enhancing standards of conduct for all players and coaches within The Association. This Vice President is responsible for recruiting coaches, evaluating players and coaches throughout the course of the year, and developing a program of clinics. This Vice President will hold coaches’ meetings in order to coordinate the season’s activities, to disseminate policies and procedures and to make all persons involved aware of their responsibilities. This Vice President may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- K. The Coastal League Representative is appointed by a majority of the Executive Board and has voting privileges on the Executive Board. The Coastal League Representative shall be The

Association's representative to the Coastal Youth Soccer League. The Coastal League Representative shall be notified in advance of and should be familiar with the process by which Coastal League teams will be selected. The Coastal League Representative will attend Coastal League meetings and keep the Executive Board up to date on decisions, policies, procedures and directives. The Coastal League Representative may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.

- L. The Vice President – Referee Coordination is appointed by a majority of the Executive Board, and shall have voting privileges on the Executive Board. This Vice President shall have the responsibility for developing, maintaining and enhancing standards of conduct for all referees within The Association. The Vice President – Referee Coordination is responsible for recruiting referees, evaluating their performance throughout the course of the year, holding referees' meetings in order to disseminate policies and procedures and making all referees involved aware of their responsibilities. This Vice President shall oversee the Referee Coordinator, and at least one of the individuals in those two positions must be a certified Assignor with the Massachusetts State Referee Committee. This Vice President may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- M. The Vice President – Field Coordination is appointed by a majority of the Executive Board, and shall have voting privileges on the Executive Board. This Vice President shall have the responsibility for coordinating the preparation of fields for play, making all schedules, assigning practice fields and assigning game fields. This Vice President will decide which particular fields shall be used for practices and games. This Vice President shall coordinate with the Vice President – Referee Coordination on scheduling. This Vice President will resolve all conflicts with respect to games and practices and all re-scheduling. This Vice President is also in charge of obtaining all permits necessary for field use and for coordinating the permits for indoor gym use within the town of Marshfield. Working with the President, this Vice President shall represent the Association at Town of Marshfield meetings related to field use. This Vice President may coach and/or referee within The Association. However, if a protest arises in a game where he or she coached or refereed, he or she must disqualify himself or herself as a voting member of the Executive Board.
- M. Whenever an officer is elected or appointed, he or she shall take office immediately and shall remain in office until the next election of officers or until his or her successor is elected or appointed and takes office, whichever is later. However, the Executive Board may, in accordance with the procedures set forth in these by-laws, prescribe procedures for the resignation or removal of officers for cause, and the tenure of any officer who resigns or is removed in accordance with those procedures shall be defined therein. The Executive Board may also prescribe conditions and procedure for that person's reinstatement. Whenever there is a vacancy in one of the offices of an officer of The Association through death, incapacity, resignation or removal, The Executive Board may, in accordance with the procedures set forth in these by-laws, designate someone to serve as a substitute officer. The substitute officer shall take office immediately upon the Executive Board designation and shall remain in office until the next election of officers by the Executive Board or until his or her successor is elected or appointed and takes office, whichever is later.
- N. An elected officer cannot be a candidate for a particular office for more than two consecutive terms without a two thirds vote of the Executive Board. To encourage as many people as possible to serve as an officer of The Association, at each election, a person shall be a candidate

for only one elected position. If vacancies still remain after an initial vote has taken place, a person may be a candidate for a second elected position.

ARTICLE V – EXECUTIVE BOARD

- A. The Executive Board of The Association shall be responsible for formulating the policies and programs of The Association, for planning the activities and fund raising events which The Association engages in, and, in general, for managing and controlling all of the property and affairs of The Association. In order to fulfill its responsibilities, the Executive Board shall have, and may exercise, all of the powers of The Association, except as provided by law, by the Articles of the Organization for The Association or by these by-laws.
- B. The Executive Board of The Association shall consist of all officers described in Article III of these by-laws. In any given fiscal year of The Association, the Executive Board and/or the members of The Association may, in accordance with the procedure set forth in these by-laws, change the number of members which make up the Executive Board, however, the number of members shall never be made less than three or the minimum number required by law, whichever is greater.
- C. The Executive Board of the Association shall meet at least 10 times per year, approximately monthly, to discuss the planning and operation of The Association and its soccer activities. A quorum at Executive Board meetings shall be considered one half of the voting members of the Executive Board plus one.
- D. Except as provided in Article IV of these by-laws regarding appointed positions, all members of The Executive Board of The Association shall be elected by the members of The Association at the Annual Meeting in May in accordance with the procedures set forth in these by-laws.
- E. At least twice during each fiscal year, the Executive Board shall meet with the various Division Directors to discuss the manner in which each particular division is organized, the procedures or criteria by which teams are being selected and players rated and assigned, the style of play that is being encouraged, the conduct of the coaches and parents, and any other items of mutual interest.
- F. The Executive Board shall establish policies, procedures, guidelines and any other necessary criteria for the selection of Division Directors and coaches.
- G. Any major change in soccer playing or training procedures, or the financial practices of Marshfield Youth Soccer Association, from one year to the following, must be presented to the Board at a regular monthly meeting, prior to implementation, for discussion and if appropriate or necessary a vote of the then present members.

ARTICLE VI – MISCELLANEOUS PROVISIONS

- A. All instruments of any kind which are authorized by the Executive Board to be executed by an officer of The Association shall be executed by the President of The Association, unless the Executive Board authorizes some other officer of The Association to execute the instrument. However, with respect to checks and other instruments which are disbursements by The Association, the Treasurer shall execute those checks in amounts of \$1,000.00 or less and the President may, but is not required, to execute the same provided that with respect to checks and other instruments which are disbursements in excess of \$1,000.00, the Executive Board may authorize the President, or in his absence, some other officer of The Association to execute them in addition to the Treasurer.

- B. The power to make, amend or repeal these by-laws and any other by-laws of The Association shall reside with the members of The Association provided that the Executive Board may make, amend or repeal by-laws in whole or in part except with respect to any provision of by-laws which by law, by the Articles of Organization for The Association, or by the by-laws themselves requires action by the members. Not later than the time of giving written notice of the meeting of members next following the making, amending or repealing of any by-laws by the Executive Board, written notice shall be given to all members stating the substance of the change as made by the Executive Board. Any by-laws adopted by the Executive Board may be amended or repealed by the members of The Association at the Annual Meeting in accordance with the procedures set forth in these by-laws.
- C. In the event of any dissolution of The Association as provided by law, all of the assets of The Association shall be distributed to an organization which qualifies as a tax exempt organization under the provisions of the United States Internal Revenue Code, Section 501(c) (3), or any corresponding section of a future federal tax code, or to more than one organization each of which so qualifies, or to the federal government, state government or local government for public purpose. No assets of The Association may be distributed to any members of The Association nor to private individuals. Particular organizations to which the assets of The Association are to be distributed shall be determined by the Executive Board of The Association in accordance with the procedures set forth in these by-laws, or by the appropriate court of law upon a petition for dissolution and administration of The Association assets.
- D. The members, directors, and officers of The Association shall not be personally liable for any debt, liability or obligation of The Association. All persons, corporations or other entities extending credit to, contracting with, or have any claim against The Association may look only to the funds or property of The Association for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from The Association.
- E. The Association shall not be bound by an agreement, written or oral, unless the agreement has been approved by recorded vote of the Executive Board. The Association shall not be obligated to honor expenses incurred and shall not authorize expenditures made in violation of the financial procedures set forth in these by-laws governing the disbursement of funds and the incurring of financial obligations.
- F. Funds will be raised to finance the operation of The Association by assessment of a player's fee to be established each year by the Executive Board. No fund raising activities may be conducted in the name of The Association unless approved in advance by the Executive Board whose vote shall be recorded.
- G. Any Association member, player or referee may be suspended or expelled from The Association or from his or her position by resolution passed not less than two thirds of the Executive Board. Upon proper notification, the individual involved may make a statement to the Executive Board before the resolution is put to vote. The decision of the Executive Board shall be binding on the individual, and the reason for the suspension or expulsion must be given in writing by the Executive Board to the individual. The Executive Board may determine that a reinstatement at some later date is appropriate, and it may impose any reasonable conditions that must be satisfied before reinstatement will be granted.
- H. The Executive Board from time to time shall publish player criteria, team criteria, developmental criteria and playing rules, which providing they do not contradict the Articles of Organization of The Association, which procedures once documented, voted upon and approved shall be binding upon all of The Association members and teams.

- I. It is not necessary that the business of The Association be conducted in accordance with Robert's Rules of Order. When circumstances dictate, the Executive Board may meet in Executive Session to discuss, debate and vote upon a sensitive issue, matter or problem. The use of Executive Sessions should be limited and infrequent.
- J. All Executive Board votes shall be recorded. All motions shall require a second. The final form of any motion should be reduced to writing and read to the Executive Board members present before any vote is taken.
- K. An Executive Board member, director or an officer may be removed from office if, by a two thirds vote of all existing Executive Board members, it is determined that (a) the Executive Board member, director or officer is not discharging the obligations of his or her position or (b) the Executive Board member, director or officer has abused or misused his or her position to the detriment of The Association. The person in question, if an Executive Board member or officer, will be excluded from voting and will not be counted in the determination of the two thirds majority. Upon proper notification, the person involved may make a statement to the Executive Board before the resolution is put to vote. The decision of the Executive Board shall be binding on the individual, and the reason for removal must be given in writing by the Executive Board to the individual. The Executive Board may determine that a reinstatement at some later date is appropriate, and it may impose any reasonable conditions that must be satisfied before reinstatement will be granted.
- L. These by-laws supersede all previous by-laws of the Marshfield Youth Soccer Association, Limited.

END OF DOCUMENT

Accepted and adopted this 21st day of May, 2013