

**BY-LAWS
Of
WINTHROP YOUTH SOCCER**

**ARTICLE I
Purposes**

Section 1. Purposes. The purpose of the Winthrop Youth Soccer (WYS") is to promote the game of soccer for the youth of Winthrop, Massachusetts, through organized competitions and through educational programs for the benefit of players, coaches, referees, and the general public, and any further purposes that are set forth in the Articles of Organization of the Association as constituted and in effect from time to time.

The Association is a nonprofit corporation formed for a purpose recognized by M.G.L. Chapter 180, s.4.

Notwithstanding any other provisions of these By-laws, WYS shall not carry on any activity not permitted to be carried on by:

(a) A corporation exempt from Federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code") or

(b) By a corporation, the contributions, transfers or gifts to which are deductible under Sections 170(c) (2), 2055(a) (2) and 2522(a) (2) of the Code.

Section 2. Affiliation. WYS shall be affiliated with the Essex County Soccer Association, Massachusetts Youth Soccer Association and with the United States Youth Soccer Association, and shall be bound by their rules and regulations.

**ARTICLE II
Members**

Section 1. Membership.

The membership of WYS shall consist of each every Officer, Coach, Referee hired directly by the organization, Player's parental guardians and any past player who submits in writing that they wish to be considered for membership. In the case of a past player requesting consideration, a majority of the Board of Directors must approve of the request.

Section 2. Terms of Membership Resignation, Suspension, Expulsion of Members.

A member, who is such as a result of being a parent or guardian of a player, remains an active member one year from the start of the last season in which they have a player active.

A member, who is a member as a result of being a coach or a referee, remains an active member two years from the start of their last active season.

An Official or Officer shall remain a member for three years from the start of their last season in which they held office.

A member may resign at any time by giving written notice to the President or Secretary. Unless otherwise specified in such notice, the resignation shall take effect upon receipt of the written notice.

A member may be expelled, suspended or otherwise disciplined for good and sufficient cause by a two-thirds vote at a special meeting Board of Directors called for such purpose. In any such event, the member whose continued membership is at issue shall be afforded a fair opportunity to be heard at that special meeting prior to the vote. Expulsion or suspension may or may not extend to any players associated with the member.

Section 3. Annual Meeting.

The annual meeting of the members shall be held on the first Wednesday of September each year after the Winthrop Public Schools have started the school year or such other date as shall be fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Directors or the President in the notice of meeting. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 4. Special Meetings.

Special meetings of the members may be called by the President or by the Directors (if a majority of the Directors are in favor of such a meeting) and shall be called by the Secretary, or in case of the death, absence, incapacity or

refusal of the Secretary, by any other officer, upon written application of at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members, which written application shall specify the purposes for which the meeting would be called.

Section 5. Place of Meetings.

Annual and special meetings of members shall be held as specified in the notice of the meeting.

Section 6. Notices. . Annual and special meetings of the WYS shall be called by a written notice and e-mailed to the member's email on file with the organization. The notice is also required to be posted on any website solely controlled by the WYS. The notice shall state the date, purpose, time and place of such meeting. At least ten (10) days' notice of the annual meeting or of a special meeting shall be given.

Section 7. Voting and Proxies.

At annual and special meetings, each member present at the meeting shall have one vote. There are no votes by proxy accepted.

Section 8. Quorum.

Unless the Articles of Organization otherwise provide, at any meeting of members a quorum for the transaction of business shall consist of at least one half of the current Board of Directors and 5 other members present at the meeting, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 9. Action at Meeting. Action of the members, on any matter properly brought before a meeting at which a quorum is present, shall require, and may be effected by, the affirmative vote of a majority of the members present except where a different vote is required by law, the Articles of Organization or these By-laws. No ballot shall be required for such election unless requested by a member present at the meeting and entitled to vote in the election and that request is approved by a majority of the Board of Directors present.

**ARTICLE III
Directors**

Section 1. Powers. The Board of Directors, subject to any action at any time taken by the members of the Association, shall have the entire charge, control and management of the Winthrop Youth Soccer and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these By-laws or in the Articles of Organization, the number of Directors shall at all times be equal to the number of Officials, and each Official or other person shall become a director by virtue of and immediately upon their election or appointment to office by the members, the Board of Directors or the President, in each case in accordance with the provisions of Article IV.

Following the general election of Directors held at the annual meeting of members, the President of the Winthrop Youth Soccer may establish and appoint three additional people for Director at Large positions or other titled director positions. With a majority vote of the Board of Directors, an additional three directors either at large or titled at the Board of Directors choosing can be appointed. Any appointments by the Board of Directors or the President hold the same powers as any other voting member of the Board of Directors. The term of each appointed position filled in this manner is for one year, with no term limits.

Section 3. Vacancies. Any vacancy, at any time, existing in the Board of Directors shall be filled in accordance with the provisions of Article IV, Section 6 relating to vacancies in offices.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these by-laws, each Director's term of office shall coincide with their term as an Official of WYS in accordance with the provisions of Article IV, Section 2.

Section 5. Resignation and Removal. The resignation and/or removal of a Director shall be governed by the provisions of Article IV Sections 4 and 5.

Section 6. Annual Meeting. Immediately after each annual meeting of members, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present, or, if present, does not proceed immediately

thereafter to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 7. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed.

Section 8. Special Meetings. Special meetings of the Directors may be called by the President or by a majority of the Directors, and shall be held at the place designated in the notice or call thereof.

Section 9. Notices. Notices of any special meeting of the Directors shall be given to each Director by a WYS designated official (a) by e-mailing to them at the address as stated on the books of the WYS at least forty-eight hours before the meeting at such address, or (b) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting. Such notice may be a copy of the call of the meeting. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 10. Quorum. At any meeting of the WYSn's Directors, The lessor number of a simple majority or at least five of the voting members of the Board of Directors then in office shall constitute a quorum for the transaction of business.;

Section 11. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-laws.

Section 12. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent is provided by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes. A vote by e-mail shall be deemed to be a written consent for such purposes.

Section 13. Committees. The President or by a vote of a majority of the number of Directors then in office, appoint a committee and or committee chair that may or may not consist of any Director. By vote of a majority of the number of Directors then in office, the Directors can delegate there to some or all of their powers to the committee except those which by law, the Articles of Organization or these By-laws they are prohibited from delegating. Except as the Directors may otherwise determine, any committee established under this Section may make rules for the conduct of its business but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-laws for the Directors. The President or Directors shall have the power to fill vacancies in, change the membership of, or disband, any such committee. The President shall hold the position of Ex-Officio in any Committee established by themselves of the Directors.

Section 14. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV Officers/Officials

Section 1. Enumeration. Winthrop Youth Soccer shall have one President, one Treasurer and one Secretary (each individually, an "Officer," and collectively the "Officers"). WYS shall also have at least of the following; one Spring Travel Program Director, one Fall In Town Program Director , One Registrar one elected Director at Large position, one director for each of the leagues within the Fall In Town Program, such other officers as the President or Board of Directors approve shall approve, and up to three Directors at Large (together with the Officers, each individually an "Official" and collectively the "Officials").

Section 2. Election and Term of Officers/Officials. Except as otherwise specifically provided herein, Officials shall be elected from and by the members at the annual meeting of members, or at a special meeting called for such purpose. Members shall be entitled to provide nominations for Official positions to be elected at an upcoming meeting of members, as well as proposals to be voted upon at such meetings, provided such nominations and/or proposals are received by the Secretary in writing (together with such supporting documentation as may be requested by the Association) not more than 8 weeks nor less than 4 weeks prior to such meeting. Except as otherwise provided bylaw, by the Articles of organization or by these By-laws, officers shall serve terms of two years, and until their successors are chosen and qualified, Elections for President, Treasurer, and Secretary shall

be held on even numbered years. Elections for All other elected positions shall be held on odd numbered years. These positions are for two year terms.

Except as otherwise provided by the Articles of Organization or by these By-laws, a person may be elected to any particular Official position for a maximum of three consecutive terms, at which time such person (the "Term Limit Official") may not serve in such particular Official position for a period of one year; provided, however, that if the particular Official position should become vacant because no other person should run for election to such position or any person so elected should cease to hold such position, the President may appoint the Term Limit Official to hold such particular Official position until the next election of Officials, at which time the Term Limit Official shall again be eligible for election to such particular Official position for a maximum of three new consecutive terms.

Director at Large and other appointed titled positions: WYS holds the option of appointing Director at Large Official positions each year after the General Election which is held at the Annual Meeting. The Director at Large position holds the same powers as any other voting Official. The term of the Director at Large position is one year, with no term limits.

Section 3. Qualification. All Officials must reside in Winthrop Massachusetts or their child/dependent must reside in Winthrop at the time of their election. Any Appointed Official should live in the Town of Winthrop, however in the rare occasion which it may serve WYS to appoint someone to a position who resides outside of Winthrop, that appointment must be confirmed by a lawfully held regular or special meeting of the Board of Directors. That confirmation can only be awarded by a 4/5ths majority vote for a non-resident. Any Officer that moves during their term may finish out their term in their official capacity. Moving out of Winthrop, in it of itself is not grounds for removal, suspension or expulsion of a Director.

Any Official may be required by the Directors to give bond for the faithful performance of their duties to WYS in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the WYS.

No member shall hold more than one Official position at the same time unless approved by a two thirds vote of the Board of Directors.

Section 4. Resignation. Any Official may resign by delivering their written resignation to the Association at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Removal; Suspension. An Official may be removed for good and sufficient cause upon the vote of two-thirds of the members at a special meeting called for the purpose. There shall be a rebuttable presumption that good and sufficient cause exists for removal of any Official who fails to attend three consecutive meetings of the membership or Board of Directors without reasonable excuse. At any meeting at which the removal of an Official is considered, the subject Official shall be afforded a fair opportunity to be heard before the full membership. An Official may be suspended for a period of up to twelve months for good and sufficient cause upon the vote of two-thirds of the Directors at a special meeting called for the purpose. At any meeting at which the suspension of an Official is considered, the subject Official shall be afforded a fair opportunity to be heard before the Board of Directors.

Section 6. Vacancies. Any vacancy, at any time, existing in any office may be filled for the remainder of the unexpired term by majority vote of the members at a special or annual meeting, or the President may appoint a successor who will succeed to the vacated office for the remainder of the unexpired term.

Section 7. President. The President when present shall preside at all meetings of the members and of the Directors. The President shall be the chief executive officer of the Association except as the Board of Directors may otherwise provide. It shall be their duty and the President shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President shall from time to time report to the Directors all matters within their knowledge which the interests of WYS may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall subject to the direction of the Directors, have general charge of the financial affairs of WYS and shall cause to be kept accurate books of accounts. The Treasurer shall have custody of all funds, securities, and valuable documents of the organization, except as the Directors may otherwise provide. The Treasurer shall promptly render to the President and to the Directors such statements of the transactions and

accounts, as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings. The Secretary shall maintain all records regarding CORI information in the appropriate manner established by Massachusetts Law. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Program Directors . The Spring Travel Director and the Fall In Town Program Director shall be responsible for overseeing all aspects of their individuals programs. In the absence of the President, One of the Program Directors shall preside at meetings of the Board of Directors and of the members. The Program Directors shall perform and exercise those duties and powers that ordinarily pertain to the President of a nonprofit youth soccer organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 11. Registrar. The Registrar shall oversee and supervise the all aspects of player cards and rosters to include establishment, changes and updates for which they were elected. The Registrar will assist coaches in filing and resolving schedule issues with Essex County Soccer Association or any league Winthrop Youth Soccer becomes associated with. The Registrar, with assistance from the Secretary, complies with laws, policies and procedures regarding background checks (CORI's) for all adults associated with the program. The Registrar shall perform and exercise those duties and powers that ordinarily pertain to the Registrar of a particular subgroup of a nonprofit youth soccer organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. League Directors. The League Directors shall oversee all aspects of their individual leagues. The League Directors shall perform and exercise those duties and powers that ordinarily pertain to the league directors of a nonprofit youth soccer organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 13. Directors at Large. Directors at Large may be required to assist any director in the performance of their responsibilities. Directors at Large shall perform and exercise those further duties and powers as ordinarily pertain to the Directors at Large of a nonprofit youth soccer organization. The Director at Large shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 14. Other Titled Directors: Other Titled Directors are expected to be assigned duties and responsibilities of an issue that is either identified as needing special attention or warrants a Director of its own in order to have WYS's interests protected, improved or maintained. Other Titled Directors shall perform such duties as required by WYS's President and/or the Board of Directors and have such powers as any other voting member of the Board of Director. Other Titled Directors shall perform and exercise those further duties and powers as ordinarily pertain to the specific title in which they have been elected or appoint to do and the duties of a similarly titled director of a nonprofit youth soccer organization.

Section 15. Voting of Board of Directors: Each voting member of the Board of Directors of the WYS carries one vote each (even if they should hold more than one position), provided that the President may only cast a vote in order to break a tie .

Article V Funds

Section 1. Fees and General Fund

It is expected that all programs completely pay for themselves within Winthrop Youth Soccer and that fees are set to ensure the continuation of the program despite player fluctuations from year to year. When setting fees all yearly costs should be considered to include but not be limited by Administrative costs, field maintenance and equipment maintenance. Player Participant fees and payments are recommended by the Treasurer and approved by the Board of Directors before such fees and payments can take effect. If no action or agreement is reached regarding new fees or payments the existing fees or payments shall remain in effect. All fees will go to the general fund. The general fund will be used to pay for: all operating costs stated in the Winthrop Youth Soccer Operating Rules; other appropriate services and programs to member organizations; and general administrative costs. Any financial shortfalls incurred by self-funded Winthrop Youth Soccer programs may also be funded by the general fund. Any WYS payment made in respect of such shortfalls shall be repaid to the general fund in subsequent years. Continuous years producing a shortfall should be avoided and where necessary the program fees should be increased or the program should be eliminated.

Section 2. Winthrop Youth Soccer Field Fund

(a) WYS has a field fund account. This account was established for the purpose of assisting in the acquisition of fields for use by the WYS or any of its members. Use of this money by WYS or any of its members requires a majority vote of WYS's members at the Annual Meeting or a Special Meeting.

(c) Any changes to the spirit of this policy requires a majority vote of the members at an annual or special meeting of members.

(d) The field account fund shall be kept separate from the general fund. Each year, after the close of WYS's fiscal year, the Treasurer will deposit 1/3 (33%) of any operating surplus from the general fund into the field fund. Absent extenuating circumstances, the deposit shall be made within 45 days after WYS's fiscal year has closed. The Treasurer, under the direction of the Board of Directors, will appropriately manage this account. The Treasurer, under the direction of the Board of Directors, can invest the field fund in any manner deemed fiscally responsible (such as by investing in money market funds, bonds or general savings accounts)

Section 3. Sponsorships and Donations: Sponsorships and donations may be developed to augment the WYS's operations. The Board of Directors, employees, or any other person authorized by WYS may accept, on the organization's behalf, any contribution, gift, bequest, or devise of money or property for its charitable purpose as set forth in the Association's Articles or Organization or these By-laws or for any similar purpose. As provided by Code Section 501(c)(3), designations for donations 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. 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 counsel, it is determined that one or more contributions made to WYS 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 as designated by such donor, the condition subsequent will be deemed to obligate WYS and will be honored only if the condition imposed by the donor is consistent with WYS'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 WYS shall be deemed for its general uses and purposes and may be co-mingled as such with all other WYS general funds except for those contributions deemed to be made subject to enforceable conditions subsequent. Each donation to WYS shall be made by paying or transferring or otherwise delivering to the organization the item or items of property representing such donation. Any donation to WYS 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.

Section 4. Financial Responsibility. Winthrop Youth Soccer 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.

Article VI

Personnel

Section 1. Volunteers. All volunteers and all adults compensated by a member organization must be affiliated with Massachusetts Youth Soccer Association ("MYSA"), including, but not limited to, coaches, assistant coaches, managers, administrators, helpers and in-house referees. Individuals not affiliated with MYSA may not perform any role with a member organization.

Section 2. Criminal Offender Record Information ("CORI"). Each volunteer and adult of WYS is required to follow the regulations set forth by Massachusetts Youth Soccer Association in regards to submitting CORI checks.

Section 3. Liability Protection. All officials of WYS and officials of members shall be covered against personal liability claims by insurance carried by MYSA for performing acts and duties directly related to the work of this organization.

ARTICLE VII

Inspection of Records

Books, accounts, documents and records of the WYS shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-laws and records of all meetings of the incorporators and members, and membership records which shall contain the names of all

members and their record addresses, shall be kept in Massachusetts at the principal office of WYS, or at an office of the Secretary or the resident agent, if any, of the organization. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the organization.

Article VI

Indemnification

Winthrop Youth Soccer shall, to the extent legally permissible, and only to the extent that the status of WYS as an organization exempt under Section 501(c) (3) of the Code is not affected thereby, indemnify each of its Directors, Officials, employees or other agents (and the heirs, executors and administrators of such persons) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise of actions, suits, claims or other proceedings as fines or penalties, or as counsel fees, which they have reasonably paid or incurred in connection with the defense or disposition of any action or threatened action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which they may be threatened, while in office or thereafter, by reason of membership in WYS, on the Board or on a committee of the Board, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of WYS; provided that any payment by way of settlement, compromise, or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the organization. Nothing contained in this Article shall affect any rights of indemnification to which Directors, Officials, employees and other agents of the organization may be entitled by contract or otherwise by law.

ARTICLE IX

Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of Winthrop Youth Soccer may be signed by any person or persons authorized by the Directors to sign the same. No Official or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE X

Seal

The seal of Winthrop Youth Soccer shall be circular in form, bearing its name, the word "Massachusetts," and the year of its establishment. The Treasurer shall have custody of the seal and may affix it (as may any other Official if authorized by the Directors) to any instrument requiring the organizational seal.

ARTICLE XI

Fiscal Year, Seasonal Year

The fiscal year of WYS shall be the year ending with August 31 in each year. The "Seasonal Year" of the corporation shall begin on the first day of September and shall end on the last day of August, in accordance with Massachusetts Youth Soccer Association and United States Youth Soccer Association rules.

ARTICLE XII

Amendments

These By-laws may at any time be amended by a majority vote of the members, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting. The Directors may also make, amend, or repeal these By-laws, in whole or in part, except with respect to any provision hereof which by law, the Articles of Organization, or these By-laws requires action by the members; provided that not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-laws. Any in order that any By-law adopted by the Directors may be amended or repealed by the members.