

WESTBOROUGH YOUTH SOCCER ASSOCIATION

BY-LAWS

ARTICLE 1.0 NAME

1.1 – Organization Name – This organization shall be known as Westborough Youth Soccer Association, hereafter referred to as WYSA. WYSA is a corporation affiliated with Massachusetts Youth Soccer Association, hereafter referred to as Mass Youth Soccer. WYSA will join Mass Youth Soccer each year to maintain that affiliation.

1.2 – Objective – The objective of WYSA is to develop and promote a vital and exciting soccer program for all interested parties within the town of Westborough. This will be accomplished through programs of organized, competitive soccer play and programs designed to educate and develop players, coaches and referees.

1.3 – Philosophy – The underlying philosophy of WYSA is to provide an atmosphere of good sportsmanship within which the players and teams can compete, learn and enjoy the game of soccer. In this spirit, all teams, coaches, managers, players and spectators shall conduct themselves in a sportsmanlike manner and shall cooperate fully with the letter and the spirit of the Laws of the Game.

ARTICLE 2.0 MEMBERSHIP

2.1 – Member Eligibility – WYSA serves the youth soccer players (ages pre-k to 18) of Westborough without regard to sex, creed, color, religion, or natural origin. Non-Westborough youth soccer players may also be eligible with a valid residency waiver as allowed per Mass Youth Soccer and the League(s) in which WYSA participates. Membership in WYSA is open to coaches, assistant coaches, parents and legal guardians of WYSA players of either the previous two WYSA seasons or of the current calendar year, and board members.

2.2 – Member Application – The act of registering a child for any program of WYSA shall constitute application for membership for the parents or legal guardians. Registering and serving as a coach, assistant coach, or Board member likewise constitutes application for membership. Applications in these categories shall be automatically accepted into membership. Upon acceptance of an application, the applicant shall become a full and active member subject to and bound by these By-Laws and any other rules or policies as may be established by WYSA, the Executive Board, and Board of Directors.

2.3 – Member in Good Standing – A member in good standing is defined as a Member who is not indebted to WYSA and who is not under suspension by WYSA, Mass Youth Soccer, or the League(s) in which WYSA participates.

ARTICLE 3.0 VOTING

3.1 – Member Voting – Each member in good standing shall have one (1) vote in each officer election held during the Annual General Meeting or during any Special Meeting called to order for the purpose of officer elections and must cast that vote in person during said meeting.

3.2 – Proxies – Executive Board members and members of the Board of Directors, as defined in Articles 5 and 6, are allowed proxy votes on all matters except for an officer election. A proxy vote by an Executive Board member and/or a member of the Board of Directors must be for a specific agenda and at a specific meeting and the proxy must be dated not more than one month before the meeting named therein. Proxies shall be filed with the Secretary before voted at the meeting, or any adjournment thereof. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at any adjournment of such meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise.

ARTICLE 4.0 MEETINGS

4.1 – Board Meetings – Meetings of the Board of Directors will be held not less than four (4) times per year for the purpose of conducting and reporting on the business of WYSA, are presided over by the President and are open to the membership.

4.2 – Executive Board meetings – Meetings of the Executive Board will be held not less than two (2) times per year for the purpose of nominating and electing directors to the Board of Directors, attending to Risk Management concerns, determining the hour, place and agenda for the Annual General meeting and any Special Meetings, or for any other purpose agreed upon by a majority of Executive Board members. Such meetings are open to Officers of the Executive Board only and are presided over by the President.

4.3 – Annual General Meetings – WYSA **must** hold an Annual General Meeting on the first Thursday in the month of November each year; the hour and place to be established by the Executive Board. The purposes of the annual meeting shall be to review the past year's activities through reports of the officers, to consider the By-Laws, Rules, and Policies under which WYSA conducts its programs, to elect officers, and any other such business that the Executive Board may deem necessary. If no Annual Meeting is held in accordance with the forgoing provisions, a Special Meeting shall be held in lieu thereof, for the purpose of transacting business required at the Annual Meeting, and any action taken at such meeting shall have the same effect as if taken at the Annual Meeting. Public notice of the Annual General Meeting shall be submitted to the local media outlets at least twenty eight (28) days prior to the meeting.

4.4 – Special Meetings – A Special meeting may be initiated at anytime by the Executive Board as deemed necessary. Upon written application of at least five (5) members of WYSA, a Special Meeting shall be called by the President, and in the event of his or her absence, inability or failure to act, by any other officer of WYSA. Public notice of a Special Meeting shall be at least fourteen (14) days prior to

said meeting.

4.5 – Action at Meetings – At any meeting of WYSA Board of Directors at which a quorum is present, a vote of a majority of those present or represented and voting by proxy, except where a larger vote is specified, by law, by the Articles of Organization or by these By-Laws, shall be sufficient to decide any matter.

4.6 – Quorum - For the purpose of a Board Meeting, a quorum is defined as eleven (11) of the twenty six (26) possible voting Board members. For the purpose of an Executive Board meeting, a quorum is defined as four (4) of the seven (7) officers. The quorum requirements are based on/limited to voting members only. Less than a quorum may adjourn any meeting without further notice.

4.7 – Action by Consent – Any action by the members may be taken without a meeting if written notification is made to all members entitled to vote thereon and if consent thereto is signed by 2/3's of all members entitled to vote thereon and is filed with the records of WYSA's meetings. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE 5.0 EXECUTIVE BOARD

5.1 – Enumeration – The officers of WYSA shall consist of the following elected at the annual meeting:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Girls Travel Program Officer
- f. Boys Travel Program Officer
- g. In-Town Developmental Program Officer

5.2 – Nomination and Election – The officers of the Executive Board shall be elected at a Special Meeting of WYSA immediately following the adoption of these By-Laws and thereafter at the Annual General Meeting or a Special Meeting specifically convened for the purpose of officer elections for WYSA. The foregoing provisions notwithstanding, the Executive Board in no event shall consist of neither less than 4 nor more than 7 persons. Election shall be by a majority vote of members in good standing present at such meeting. No one person may hold more than one elected position.

5.2a – Nominating Committee – There shall be a Nominating Committee, appointed by the President or by the Executive Board in the absence of the President, which shall annually nominate persons to serve as Officers. In addition, any member in good standing may nominate himself or herself or another member in good standing to serve as an Officer.

5.2b – Nomination Notification– All nominations must be presented to the Executive Board at least fourteen (14) days prior to the Annual General Meeting. Such nominations can be made either directly to the Executive Board or through any member of the Nominating Committee.

5.2c – Nominations from the Floor – A slate of nominees consisting of at least one person for each officer position shall be presented at the annual meeting. Nominations from the floor at the time of election are not allowed except in cases where there is no previously identified nominee. For only those cases, any member in good standing may be nominated for any office from the floor, no second being required.

5.3 – Vacancies – If any Officer is unable to complete the stated term of office, the Board may elect one of their number to serve until the next Annual Meeting. If sufficient time exists before the next Annual Meeting, the remaining Officers may call a Special Meeting for the purpose of electing a suitable qualified replacement whose term will last until the next Annual Meeting.

5.4 – Qualifications/Conduct – Each officer must be a member in good standing with WYSA as defined by Article 2.3. The Executive Board shall have the authority to suspend or terminate any officer whose conduct is considered detrimental to WYSA.

5.5 – Terms of Office – Except as otherwise provided by Law, by the Articles of Organization, or by these By-Laws, the elected officers shall assume office at the first Board Meeting following the Annual Meeting and serve a term of one-year. All Officers are eligible for re-election at the next Annual General Meeting after his or her election, except that he or she shall continue to serve thereafter until his or her successor is chosen and qualified.

5.6 – Duties – Except as otherwise provided by Law, by the Articles of Organization, or by these By-Laws, the officers shall perform the duties stated below.

5.6a – President – who shall officially preside at all meetings; be Chief Executive Officer of WYSA providing general supervision and control of its business; shall represent WYSA in all dealings with other groups or organizations impacting on WYSA programs, adhering to the policies established by these By-Laws and to any guidance which may be supplied by the Board; shall vote at the Board, Special, and Annual General Meeting only to break tie; shall be ex-officio member of all committees.

5.6b – Vice President – who shall succeed to the office and powers of the President in his/her absence or incapacity, or for the remainder of his/her term if vacated for any reason; shall have such duties as designated by the Board.

5.6c – Treasurer – who shall have charge of the financial affairs of WYSA, keep accurate records of all receipts and disbursements, and prepare a financial report for presentation at all meetings; shall prepare a budget for WYSA for consideration by the Board in accordance with the fiscal policy of these By-Laws.

5.6d – Secretary – who shall keep minutes of all Executive Board and Board meetings of WYSA maintaining these as permanent record available for examination by any member; shall attend all correspondence of WYSA.

5.6e – Boys Program Officer – who shall preside over the Boys Travel program ensuring a consistent development program throughout; shall coordinate player evaluation and team

placement process across the boys age groups; shall recommend members for Boys Age Director positions to the Executive Board, which shall have the power to accept or reject any recommendation and to name a person in place of the rejected recommendation; shall be eligible to be appointed as an Age Director and assume additional duties as such.

5.6f – Girls Program Officer – who shall preside over the Girls Travel program ensuring a consistent development program throughout; shall coordinate player evaluation and team placement process across the girls age groups; shall recommend members for Girls Age Director positions to the Executive Board, which shall have the power to accept or reject any recommendation and to name a person in place of the rejected recommendation; shall be eligible to be appointed as an Age Director and assume additional duties as such.

5.6g – In-Town Developmental Program Officer – who shall preside over the In-Town Developmental Program ensuring a consistent development program throughout; shall coordinate player evaluation and balanced team formation the age groups; shall recommend members for U6 and U8 Age Director positions to the Executive Board, which shall have the power to accept or reject any recommendation and to name a person in place of the rejected recommendation; shall be eligible to be appointed as an Age Director and assume additional duties as such.

5.7 – Removal – Any elected officer may be removed for cause by a vote of two-thirds of the Board of Directors, providing reasonable notice and opportunity to be heard by the Board is made available to the affected officer prior to action.

5.8 – Committees – The officers may, at their discretion, establish committees with such powers as they deem necessary.

5.9 – Personal Liability – The Directors and Officers of WYSA shall not be personally liable for any debt, liability or obligation of WYSA. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against WYSA, may look only to the funds and property of WYSA for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due and payable to them from WYSA.

5.10 – Indemnification – Each person now or hereafter a Director and Officer of WYSA, and each person now or hereafter a coach or assistant coach of a team organized by WYSA, and each person selected to be a referee for the games of said teams, and each volunteer providing services to WYSA, shall be indemnified by WYSA against all expenses and losses reasonably incurred or suffered by him or her in connection with any claim, action, suit, or proceeding, civil or criminal, actual or threatened, to which he or she may be made a party by reason of his or her being or having been such Director and Officer, coach, assistant coach, referee, or volunteer as aforesaid, or by reason of his or her alleged acts or referee with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of WYSA, provided, however, that WYSA may compromise and settle any such claim, action, suit, or proceeding and pay such expenses and losses, if such settlement and payment appear to be for the best interest of WYSA in the judgment of a majority of the disinterested members of the Board of Directors,

whose judgment on the matter shall be final.

ARTICLE 6.0 BOARD OF DIRECTORS

6.1 – Powers – The business of WYSA shall be managed by a Board of Directors, hereafter referred to as the Board, who may exercise all the powers of WYSA, except as otherwise provided by law, the Articles of Organization, or these By-Laws. The Board shall possess final authority and discretion to set policies and objectives, to administer the rules established by the membership, to mediate disagreements, to determine all investments and expenditures to be made in fulfilling the purposes of WYSA, to decide the number of teams which will be entered into competition, and to appoint coaches to said teams. In the event of a vacancy in the Board, the remaining Board Members, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

6.2 – Nomination and Election – A Board of such number as shall be fixed by the members at the meeting of WYSA immediately following the adoption of these By-Laws and thereafter at the meeting immediately following the Annual Meeting of WYSA, shall consist of the Officers elected to the Executive Board plus additional Board members, hereafter referred to as Directors, appointed by the Executive Board and categorized as follows:

6.2a – Voting Directors – All Age Directors (U06, U08, BU10, BU12, BU14, BHS, GU10, GU12, GU14, GHS), Registrars (U6U8, U10U14, HS), other Directors (Coaching, Equipment, Fields, Referee, PR & Fund-raising), and Immediate Past President shall be considered full members of the Board eligible to vote on all matters brought to the Board. Each Voting Director has a single (1) vote on all board matters, regardless of number of individual positions held by that director. Voting Directors will perform such duties as defined by the Executive Board and will be welcome at all general Board meetings.

6.2b – Non-Voting Directors – Additional non-voting positions may be appointed at the discretion of the Executive Board or the Board of Directors. These positions typically may include Field Assignor, Referee Assignor, Merchandise Coordinator, Equipment Coordinator, League Representative, HS Advisor, Technology Advisor, WebMaster, or other positions deemed necessary by the Board. Non-voting directors will perform such duties as defined by the Board and will be welcome at all general Board meetings.

6.3 – Vacancies – Any vacancy in the Board will be filled via an appointment by the Executive Board.

6.4 – Qualifications/Conduct – Each Director must be a member in good standing with WYSA per Article 2.3. The Board shall have the authority to suspend or terminate any Director whose conduct is considered detrimental to WYSA.

6.5 – Terms of Office – Each Director shall hold office until the next Annual Meeting and is eligible for re-appointment by the Executive Board following the Annual General Meeting, except that he or she shall continue to serve thereafter until his or her successor is chosen and qualified. Any Director may resign by giving his or her written resignation to the Executive Board or to the Secretary. 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.

ARTICLE 7.0 FISCAL POLICY

7.1 – Budget – A balanced budget shall be prepared by the Treasurer for each program sponsored by WYSA for the approval of the Board before registration for the program commences in order to permit a per-player fee to be calculated. The budget shall, as much as possible, identify separate expense items and the total divided by the projected number of participants to determine the fee. It is the intent of this policy to insure that current expenses are paid out of current fees. Major expenditures for capital equipment such as goal posts, etc., shall be provided for by including in the current fee structure a provision to build a capital equipment reserve fund. This provision shall remain in effect until such time as the reserve fund reaches a balance deemed sufficient by the Board. The fee for the capital equipment reserve fund shall not exceed five percent of the total registration fee. Approval of all budgets shall require a 2/3's majority of the members of the Board present and voting.

7.2 – Expenditures – The Board shall have the sole authority to initiate and approve any expenditure of funds. Budgeted expenditures may be authorized by a simple majority of the Board and paid in the name of WYSA as described in Section 7.3 below. Expenses not included in any current program budget must be approved by 2/3's majority of the Board prior to their incurrence. Expenditures which do not directly support current programs shall be limited to capital equipment equally benefiting all members.

7.3 – Accounts – WYSA funds shall be promptly deposited in either a savings or a checking account maintained in the name of WYSA. Two signatures shall be authorized on any instrument drawing on these funds, one of which shall be the Treasurer's and the other either the President or the Vice-President. Checks may be authorized electronically provided advance notice of the expense is properly communicated between authorized signors and notification of the execution of an electronic transaction is immediately confirmed to at least 2 signors.

7.4 – Audits – The books and accounts of WYSA shall be kept in accordance with generally accepted accounting principles and shall be reviewed annually by a certified public accountant at the end of the fiscal and calendar years. A copy of the reviewed financial report shall be made available to any member of WYSA upon request.

7.5 – Refunds – Refunds shall be given only to those registrants that either moved from Westborough or medically cannot participate in the upcoming season.

ARTICLE 8.0 AMENDMENTS

These By-Laws may at any time be altered, amended or repealed if approved by two-thirds of those Board Members present at any meeting of WYSA or any meeting of the Board, provided notice of such proposed action has been given with notice of the meeting. No change in the date of the Annual General Meeting of WYSA may be made within sixty (60) days before the date fixed in these By-Laws. Not

later than the time of giving notice of the meeting of Members next following the making, amending, or repealing by the Board of any By-Law, notice thereof stating the substance of such change shall be made public.

ARTICLE 9.0 MISCELLANEOUS PROVISIONS

9.1 – Fiscal Year – The fiscal year of WYSA shall be twelve months ending the last day of June of each year.

9.2 – Execution of Instruments – All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an officer of WYSA in its behalf shall be signed by the President or the Treasurer, except as the Board may generally or in particular cases otherwise determine.

9.3 – Corporate Records – The original or attested copies of the Articles of Organization, these By-Laws, records of all meetings of the incorporators and of WYSA, and WYSA’s membership records shall be kept in Massachusetts at the principal office of WYSA, or at such other location as the Board may determine. Said copies and records need not be kept at the same office. They shall be available at all reasonable times for inspection by any member of WYSA for any proper purpose.

9.4 – Articles of Organization – All references in the By-Laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of WYSA, as amended and in effect from time to time.

9.5 – Place of Meetings – Any meeting of the members or the Board may be held at such place, either in the United States or elsewhere, as is designated in the notice of the meeting

ARTICLE 10.0 ADOPTION

10.1 – Adoption – These By-Laws of WYSA are hereby adopted by the Board of Directors on the 22nd day of June, 2009.

Edward H Longo, President

Charlene Bradley, Vice President

Paul Drotch, Treasurer

Jennifer Barry, Treasurer

Rob Fitzgibbon, U6 Director

Peter Girard, U8 Director

Cheryl Goebel, GU10 Director

Jon French, BU10 Director

George Goodliffe, GU12 Director

Wayne Taylor, BU12 & Referee Director

Sharon Connors, GU14 Director

John Hillier, BU14 Director

Wayne Schairer, GHS Director

Karin Houghton, BHS Director

Ken Salsman, Fields & Equipment Director
Immediate Past President

Bill Buress, PR & Fundraising Director
