

Bylaws of the PLYMOUTH YOUTH SOCCER ASSOCIATION

As Drafted and Amended FEB, 2023 for comment/approval

ARTICLE I - Association

Section 1. Name - The name of this association shall be "Plymouth Youth Soccer Association, Inc."

Section 2. Publication - These bylaws shall be published in a manner conducive to their availability to any interested parties.

Section 3. The business and property of the association shall be managed by a Board of Directors as described in Article III, section 7.

ARTICLE II - Objective

Objective - The objective of the Association is to provide opportunities to play and enjoy the game of soccer for the youth of Plymouth.

ARTICLE III - Membership

Section 1. The membership shall consist of members and directors who are in good standing with Plymouth Youth Soccer Association and Massachusetts Youth Soccer Association and as defined in Article III, section 2.

Section 2. Any of the following qualifies an individual to be a member of the association, provided the individual has not previously been expelled from the association:

1. Being a parent or legal guardian of a registered player in PYSA's current or immediately preceding season.
2. Being a registered coach in PYSA's current or immediately preceding season.
3. Being a Director or Associate Director of PYSA.
4. Having been accepted as a member per Section 3.

Section 3. An individual not meeting the criteria in section 2 may be nominated by a board member to be a member of the association at any regularly scheduled board meeting. A vote on that individual's membership shall be taken at that board meeting or the next regularly scheduled board meeting, at the discretion of the President. The member will be accepted with a 2/3 majority vote of the present directors.

Section 4. A voting member of the association is a member who carries a vote at the Annual General Meeting (AGM). A member qualifies as a voting member for the Annual General Meeting by fulfilling any of the following qualifications:

1. Being a Director of PYSA.
2. Being an Associate Director of PYSA.
3. Registered Head coaches from the current or immediately preceding season.
4. Being a parent or legal guardian from Section 2.1 and attending at least 2 Board meetings prior to the AGM. The AGM counts towards (not "as") a regularly scheduled board meeting.

Section 5. A Director is a member who has been elected to a named or at-large position on the Board, as defined in Article III, Section 7, paragraphs 1-12. All Directors with the exception of the President, Vice-President, Treasurer, Secretary and Registrar shall chair or co-chair at least one committee. All Directors must be active participants in at least one committee. Directors are expected to attend all scheduled meetings of the Board and in the event they cannot attend are expected to provide a written report in advance of the meeting to be read into the minutes.

1. Directors or Board Members can be removed by the current Board with a 2/3 majority vote with or without cause.

Section 6. An Associate Director is a member who has been elected at the AGM or at a regular meeting of the Board. Associate Directors will be active participants in a minimum of 1 committee, and are welcome participants at all Board meetings although attendance is not considered mandatory.

Section 7. The Board of Directors shall consist of the 15 positions as defined in paragraphs below. If needed, the Board of Directors may add titled or at-large Director or Associate Director positions through a motion by a director, present at the meeting and supported by a two-thirds majority vote of the present directors. At no time shall the Board exceed 10 directors or 20 Directors and Associate Directors in total.

1. President

The President shall be chief executive and head of the association and shall have the general control and management of its business and affairs, subject to any limitations expressly provided herein and to the controlling authority of the Board of Directors. The President shall preside at all meetings of the association. If the President is unavailable to fulfill his duties, the Executive Vice-President, followed by the Vice President of Boys shall discharge the official duties of the President.

2. Executive Vice-President

The Executive Vice-President shall act as liaison between players, parents, other interested parties, and the association's members for conflict resolution in adherence to PYSA policy and organizational structure. If the President is unavailable to fulfill his duties, the Executive Vice-President, followed by the Vice President of Girls shall discharge the official duties of the President.

3. Vice President – Girls

The Vice President of Girls shall manage the administrative functions for the Girls In-Town & Travel divisions and shall be the liaison to CYSA in the absence of the Director of Travel, assisting with all tryouts as well as team formations in collaboration with the Director of Coaches Education & Player Development. This Vice President will also serve as the chairperson of the Travel Committee in the absence of the Director of Travel.

4. Vice President – Boys

The Vice President of Boys shall manage the administrative functions for the Boys In-Town & Travel divisions and shall be the liaison to CYSA in the absence of the Director of Travel, assisting with all tryouts as well as team formations in collaboration with the Vice President of Girls. The Vice President of Boys will also fulfill the duties and requirements of the Director of Coach and Player development if that position is vacant. The Vice President of Boys is second in line to discharge the duties of the President if the Executive Vice President is unavailable to fulfill his/her duties.

5. Secretary

The Secretary shall record minutes of all meetings, as well as any binding votes that take place outside of regular meetings (e.g. email) and provide said minutes for timely posting on the association's website. The Secretary shall be responsible for maintaining all records of the organization, scheduling meetings, and communication of notifications via email to the Association where necessary. If the Secretary is absent at a meeting, any board member can volunteer to take minutes for the meeting.

6. Treasurer

The Treasurer shall have custody of the funds and financial documents of the association, keep full and accurate financial records for the association deposit money, drafts, and checks in the name of and to the credit of the association in the banks and depositories designated by the Board disburse funds in the name of the association as approved by the Board, prepare a written report of the association's finances at each board meeting, prepare the annual budget, under the direction of the Finance Committee, to be presented to the Board for approval, make financial records available to the association's Certified Public Accountant for tax preparation purposes and review of financial records. Additionally, upon request, the Treasurer shall provide the President and the Board an account of the financial condition of the association and perform other duties prescribed by the Board or by the President.

7. Registrar

The Registrar shall coordinate and maintain all player, coach and member registrations for the association, and shall rule on the eligibility of players and coaches subject to the supervision of the Board and the President. The Registrar shall represent the association for these purposes to MYSA and other affiliated soccer organizations.

8. Director of Travel

The Director of Travel shall manage the administrative functions for the Boys and Girls Travel divisions and shall be the liaison to CYSA and assist with all tryouts as well as team formations in collaboration with the Director of Coaches Education & Player Development. This director will also serve as the chairperson of the Travel Committee.

9. Director of Fields and Equipment

The Director of Fields and Equipment shall oversee the maintenance and scheduling of fields on behalf of the association and shall oversee the inventory and maintenance of the association's equipment (uniforms, balls, cones, etc.), be responsible for the purchase of new equipment and for the distribution of equipment to coaches under the supervision of the Board. This director will serve as the chairperson of the Fields and Equipment Committee.

10. Referee Coordinator

The Referee coordinator shall have the following duties and responsibilities including but not limited to, recruitment of referees, providing current course license and certification information as well as keeping referees current with updated game rules and related information. This role will provide coverage for all PYSA games with referees certified by USSF and keep track of referee schedules. Communicate and evaluate coaches providing a source of feedback for the Vice President of Girls and Boys and the Executive Board on all PYSA Coaches and volunteers. Evaluate and provide assistance for all referees working with our program.

11. Director of Coach and Player Development

The Director of Coach and Player Development will work with the Directors of Boys/Girls and the Director of Travel to design and implement coaches education and player development programs at all age levels. This position will maintain and update PYSA Curriculums and be the primary liaison for the Board to the contracted Director of Coaching or other vendor supplying like services. Director shall coordinate all evaluations/tryouts as well as team formation at the travel level with the Director of Travel and Assistant travel Director.

12. Director of Safety and Compliance – Risk Manager

The Director of Safety and Compliance shall ensure that the association is current with required insurances, maintain a record of injury reports, and provide health care training to association members as directed by the Board, and shall insure that the association is in compliance with all Massachusetts Youth Soccer Association, US Soccer, town, state, and federal laws and regulations.

13. Director-at-large (5)

There shall be 5 Director-at-large positions with all rights and responsibilities of the above named Directors. The primary function of these positions will be to chair one or more committees and participate in Board meetings and committees in accordance with these bylaws.

14. Associate Directors (5)

There shall be 5 Associate Director positions whose primary function will be to actively serve on a minimum of 1 committee. They are granted full participation at all regularly scheduled meetings but will carry a vote only at the AGM.

Section 8. Executive Board

The Executive Board shall consist of the following 7 Directors: President, Executive Vice-President, Vice-President of Girls, Vice-President of Boys, Treasurer, Secretary and Registrar. The Executive Board shall preside over matters as deemed necessary by the President, and may be expanded to include additional Directors at the discretion of the President.

Section 9. Vacancies

In the event that a Director should miss three (3) consecutive board meetings without due reason, the other directors may declare the position vacant by majority vote. Any Director may resign his/her position by written notice to the President of the association. Any vacancy in the board of directors shall be communicated in writing (electronic or hard copy) to the remaining directors by the President or his/her designate as soon as administratively possible. Any current director may be nominated to fill said vacant position and outside nominations may be sought and accepted. The vacancy shall be filled by a majority vote of the current directors, at the earliest convenience after receipt of said nomination, and shall be for the duration of the current term of the vacancy being filled. Said term shall not count against any term limitation in effect. The

President may designate any current sitting director to fulfill the duties and responsibilities of said vacant position on an interim basis until such time as the position is filled per the above.

Section 10. Term- Named Positions

The term of each position named in Article III, Section 7, Paragraphs 1-7 shall be for a duration of 2 years, with no individual to serve more than 3 consecutive terms in one position. If no qualified candidate presents themselves at the conclusion of the 3rd term, with the consent of the Board and the individual, a 4th and final term will be allowed. Elections for positions with 2 year terms shall be staggered as follows:

Years ending in odd numbers: President, Vice President of Boys, Treasurer.

Years ending in even numbers: Executive Vice President, Vice President of Girls, Secretary, Registrar.

Section 11. Term- At Large and Associate Director

The term of each Director-at-large and Associate Director as well as Section 7, Paragraphs 8-12 shall be for a duration of 1 year, with no restriction on the number of consecutive terms that may be served.

ARTICLE IV – Meetings

Section 1. The Annual General Meeting of the members of the association shall be held once per year on or after the conclusion of the Spring season at such time and place as the directors may determine. Notice of the Annual Meeting setting forth the date, time and place of any such meeting shall be posted on the association's website at least 30 days in advance of the date thereof. All Directors, nominated members and invited guests will be notified of the date, time and place of such meeting by e-mail at least 30 days in advance. All titled directors' positions, listed in Article III, Section 7, need not be filled at the Annual General Meeting. Unfilled positions may be voted in from time to time at regular board meetings.

1a. Nomination and Election –

A nominating committee appointed by the President shall provide a slate of directors, for the Annual General Meeting, Additional nominations may be made from the floor, by any member in good standing at the Annual Meeting. Election shall be by secret ballot. A majority vote of the members with voting rights as defined in Article III, section 4, is needed for election. A motion and second will be made from the floor and passed by a vote of the majority of voting members present to direct the Secretary to cast one ballot for all uncontested positions on behalf of the voting members present. All contested positions will be voted by secret ballot to be tallied by the Secretary and two other Directors designated by the President. Alternate election overseers shall be appointed if the Secretary or one of the designated directors is a party to a contested election. The President shall abstain from the voting unless there is a tie. In the event of a tie, a second vote will be cast to include the President. The newly elected board of directors shall commence their roles and responsibilities at the conclusion of the AGM.

2a. Quorum –

Quorum shall be established if a minimum of 15 voting members are present at the AGM.

Section 2. Regular Meetings

Regular meetings of the Directors shall be held the second Monday of each month, at a time and place specified by the President and published to all members. The regular meeting dates are subject to change at the discretion of the president who shall provide notice of the change on the association's website at least 7 days in advance. The Directors will be notified via email. The regular meetings shall be open to all members of the association.

Section 3. Special Meetings

Special Meetings of the Directors may be held at any time and place designated in a call by the President, the Treasurer or two or more Directors; if significant action by the board is required that cannot reasonably wait until the next board meeting. Notice of all Special Meetings of the Directors shall be given to each Director by the Secretary or, in case of the death, absence, incapacity or refusal of the Secretary, by the Officer or one of the Directors calling the meeting. Such notice shall be given to each Director in person or by text/voice, email or mail, sent to each such Director's current contact information in the records of the corporation, at least 48 hours in advance of the meeting. Notice of a Special Meeting need not be given: (1) to any Director who,

either before or after the meeting, delivers a written waiver of notice, executed by the Director, which is filed with the records of the meeting; or (2) to any Director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any Special Meeting unless such purpose is the removal of a Director or an Officer.

Section 4. Action at Meetings – At all meetings of the members, the vote of each eligible voting member must be cast in person or through Video/Voice conferencing technologies. No member shall be entitled to vote by proxy. At any meeting of the members at which a quorum is present, the vote of a majority of those voting members present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these Bylaws.

4a. Quorum –

At least three (3) directors must be present for a meeting to be official. At least five (5) directors must be present in order to take a vote.

4b. Voting –

All regular meeting votes are majority votes, unless otherwise specified in these by laws, of the eligible directors present. By-law changes require a two-thirds (2/3) majority of the present directors.

Section 5. Action by Consent

Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE V - Disciplinary and Complaint Actions

PYSA adheres to all current Massachusetts Youth Soccer Association Disciplinary and Complaint Procedures as located on the Massachusetts Youth Soccer Association website: www.mayouthsoccer.org.

ARTICLE VI – Committees

The President may activate or create any committees he/she deems necessary for the success of the association. Committees shall be chaired by a Director, appointed by the president and be conducted in compliance with any policies set forth by the Board. Committees are critical to the success of the Association. The chairman shall hold meetings as necessary to accomplish the goals of that committee and report the action at monthly board meetings bringing business to a vote when necessary. If the chairman fails to, or is unable to fulfill his responsibilities, the Executive Board may relieve him or her of their chairmanship.

Section 1. Limited Committees

There are two standing committees to be composed exclusively of sitting directors; the Travel Committee and the Finance Committee. The chairperson of the Travel Committee is the Director of Travel. The chairperson of the Finance Committee shall be a director, other than the President and the Treasurer to ensure separation of duties, appointed by the President.

Section 2. Standing Committees

The standing committees of the association shall be as follows:
Fields and Equipment, Coaches Education, Tournament Teams, Communications and Publicity, Tournament, Special Events, Scholarship, Referee

Section 3. Ad hoc Committees

The President may appoint ad hoc committees as deemed necessary. All ad hoc committees shall be open to the membership, except for those committees that the President or Board of Directors stipulates that the members must be sitting directors.

ARTICLE VII - Indemnification

Each person now or hereafter a Director of this association, and each person now or hereafter a coach or assistant coach of a team organized by this association and each person selected to be a referee for the games of said teams and activity coordinators shall be indemnified by this association against all expenses and losses reasonably incurred or suffered by him in connection with any claim, action, suit or proceedings, civil or criminal, actual or threatened, to which he may be made a party by reason of his being or having been such Director and officer, coach, assistant coach or referee as aforesaid, or by reason of his alleged acts or omissions as such Director, coach, assistant coach or referee except with respect to any matter as to which he shall have been adjudicated In any proceeding not to have acted in good faith in the reasonable belief that his action was In the best interests of the association, provided, however, that the association 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 the association in the judgment of a majority of the disinterested members of the Board of Directors, whose judgment on the matter shall be final.

ARTICLE VIII – Bylaw Amendments

These By Laws may, at any special meeting where quorum is present, be altered, amended, or repealed by a vote of two-thirds (2/3) majority of the Directors present, provided that 30 days' notice of such proposed action be given in advance of the meeting at which the proposed action is to be taken.

ARTICLE IX – Miscellaneous Provisions

Section 1. Fiscal Year– September 1 to August 31

Section 2. Disposition of property – As determined in Articles of Organization

Section 3. Association Address –

The association shall maintain a post office box for its principle address.

Section 4. Expenditures

4a. Only officers can commit the association to any expenditure.

4b. All expenditures over \$500 must be approved by a majority vote of the Board of Directors.

4c. All checks over \$500 are required to have two signatures.

4d. Persons authorized to sign checks for Plymouth Youth Soccer operations are: the President, Treasurer, and the Executive Vice President

4e. Persons authorized to sign checks for Plymouth Jamboree operations are: the President, Treasurer, Executive Vice President, and the Vice President(s) of Boys/Girls.

Section 5. Bank Safety Deposit Box

The association shall maintain a safety deposit box to be used as a repository of official documents.

Section 6. Conflict of Interest For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization. No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.