

**Spencer Soccer Club
May 26th, 2011
Annual General Meeting
Constitution/By-Law Proposals**

	Current Constitution/By-Laws	Proposed Change
1	The current version amended on May 18th, 2010 and the version displayed on our organization website includes both the constitution and by-laws as one document	Separate the Constitution and By-Laws into two documents. The Constitution will include: - Organization Name - Objective - Seal - Colors - Corporation - Corporation Records - Articles of Organization - Section 100 The By-Laws will include: - Section 200
2	Constitution: Section: NONE	Amend to: 100.XX - MODIFICATIONS TO THE CONSTITUTION "This Constitution, or any section thereof, may be amended by a two-thirds vote of the members present at the Annual General Meeting or at a special meeting. Written notice of any proposed changes shall be made to each member of the Board and each member of the Spencer Soccer Club at least two weeks prior to the meeting at which such proposed changes shall be submitted to a vote."
3	By Laws: Section: NONE	Amend to: 200.XX - MODIFICATIONS TO THE BYLAWS The Bylaws, or any section thereof, may be amended by a simple majority vote of the Board members present at a Board meeting. In addition, changes may be proposed by the membership at the Annual General Meeting and approved by a simple majority of the voting members present.
4	Constitution: Section: ORGANIZATION NAME	No changes recommended
5	Constitution: Section: OBJECTIVE	No changes recommended

Current Constitution/By-Laws		Proposed Change
6	Constitution: Section: SEAL	Remove section
7	Constitution: Section: COLORS	Remove Section
8	Constitution: Section: CORPORATION	Amend to: The Spencer Soccer Club shall perform this purpose according to the General Laws of the Commonwealth of Massachusetts for a not for profit corporation, organized under Chapter 180. The fiscal year-end of the corporation will be June 30. No part of the assets of the corporation and no part of any earnings of the corporation shall be divided among or inure to the benefit of any officer, member or director of the corporation or any private individual or be appropriated for any purpose other than the purposes of the corporation as herein set forth.
9	Constitution: Section: CORPORATION RECORDS	No changes recommended
10	Constitution: Section: ARTICLES OF ORGANIZATION	Remove section
11	Constitution: Section 100.1 DESCRIPTION AND GOVERNING BODY	Amend to: Section 100.XX POWERS, FUNCTIONS AND ACTIONS The business of Spencer Soccer Club shall be managed by a Board of Directors (BOD) who shall exercise all powers of Spencer Soccer Club, except as otherwise provide by Law, the Articles of Organization or this Constitution and By-laws.

Current Constitution/By-Laws

Proposed Change

12	Constitution: Section 100.1.1	Amend to: Section 100.XX BOARD OF DIRECTORS The Spencer Soccer Club shall be governed by a Board of Directors who shall be elected, by the membership as officers of the Spencer Soccer Club and shall consist of the following: 1 - President 2 - Senior Vice-President (formally known as Vice President) 3 - Secretary 4 - Vice President of Finance (formally known as Treasurer) 5 - Vice President of Player & Coach Development (formally known as Player & Coach Development Director) 6 - Vice President of Fields and Equipment (formally known as Field Director) 7 - Vice President of Administration 8 - Vice President of Marketing, Communications, and Fundraising 9 - Members at Large (formally known as the Immediate Past President, Registrar, U6 Coordinator, U8 Coordinator, Referee Assigner, Booster Director, and League Town Representative) The Executive cabinet shall consist of positions 1 through 8. Positions 1 through 9 shall be known as officers. All officers shall be members of Spencer Soccer Club when elected. One person can not hold more than one Executive cabinet position with Spencer Soccer Club at a time. Members at Large shall be one (1) Director of Registration (formally Registrar), Director of In-Town Programs (Formally U6 and U8 Coordinator), Director of League Representation (formally League Town Representative) plus others as defined by the By-Laws.
13	Constitution: Section: NONE	Amend to: Section 100.XX MEMBERSHIP The parents or guardians of any youth registered to play soccer with Spencer Soccer Club during the current soccer year will be a Member of Spencer Soccer Club during that soccer year. In addition, coaches or referees associated with Spencer Soccer Club and registered with MYSA through Spencer Soccer Club during the current soccer year will be a Member of Spencer Soccer Club during that soccer year.

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14	Constitution: Section: NONE	Amend to: Section 100.XX NOMINATION COMMITTEE A nomination committee of three (3) officers not up for election, chaired by the Secretary, will be selected by the officers at the November Board of Directors General Meeting to accept names of qualified candidates personally expressing an interest in running for the named officer positions or as a Member at Large in the Annual General meeting election. In the event that no one indicates an interest in any position open for election prior to 45 days before the election date, the nomination committee is charged with securing at least one (1) qualified candidate for the position. The nomination committee will present a ballot to the BOD of qualified candidates for officers and Members at Large at least three (3) weeks prior to the election/registration date. The BOD shall cause to be published to the membership this ballot at least two (2) weeks prior to the election. Space will be reserved for "write in" candidates for every position. The nomination committee is charged with supervising the election, counting the ballots and reporting to the BOD at its next scheduled meeting, the results of the election.
15	Constitution: Section: 100.1.2 Section: 100.1.3 Section: 100.2	Amend to: Section 100.XX ELECTION OF OFFICER POSITIONS The election of positions President, Secretary, Vice President of Coaching and Player Development, and Vice President of Administration named officer positions will be held in even numbered years and the election of positions Senior Vice President, Vice President of Finance, Vice President of Fields and Equipment, and Vice President of Marketing, Communications, and Fundraising will be held in odd number years at the Annual General meeting. The foregoing provisions notwithstanding, the Board of Directors in no event shall consist of less than five (5) officers. Each parent and/or guardian of any youth registered to play soccer with Spencer Soccer Club during that current soccer year is eligible to vote. Election shall be by majority vote of those present at the Annual General Meeting or Special Election meeting at which a quorum is present. Each officer of Spencer Soccer Club shall hold office for two (2) years beginning July 1st of the year elected. Any officer may succeed him/herself by re-election. Any officer may resign by giving written resignation to the Secretary and/or President of Spencer Soccer Club.

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16	Constitution: Section: NONE	Amend to: Section 100.XX ELECTION OF MEMBERS AT LARGE The election of Members at Large will be held annually at the Annual General Meeting. Each parent and/or guardian of any youth registered to play soccer with Spencer Soccer Club during that current soccer year is eligible to vote. The nomination committee will accept nominations from the membership for Members at Large and will present all known candidates to the BOD at least three (3) weeks prior to the election/registration date. The BOD shall cause to be published to the membership a ballot listing all candidates for Member at Large at least two (2) weeks prior to the election. In the event that no one indicates an interest in the Member at Large position open for election prior to 45 days before the election date, the nomination committee is charged with securing at least one (1) qualified candidate for the position. Space will be reserved for "write in" candidates. Each Member at Large shall hold office for one (1) year beginning July 1st of the year elected. Any Member at Large may succeed him/herself by re-election. Any Member at Large may resign by giving written resignation to the Secretary and/or President of Spencer Soccer Club.
17	Constitution: Section: 100.2.1 VACANCIES	Amend to: Section 100.XX VACANCIES ON THE BOARD OF DIRECTORS Any officer position or a Member at Large vacancy on the BOD except the position of President may be filled by the BOD for the unexpired term by vote of the BOD members present and voting at any scheduled BOD meeting subject to the following procedures: The membership shall be advised of the vacancy thirty (30) days prior to the BOD meeting scheduled to fill the vacancy. The Secretary of the BOD shall accept for consideration all nominations presented to it by any member of Spencer Soccer Club. The nominee receiving the largest number of votes will fill the vacancy until the next election for that position. If the vacancy is that of the President, the Senior Vice President will automatically assume the position of President for the remainder of the unexpired term.

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18	Constitution: Section: 100.2.2 RECALL AND REPRIMAND	Amend to: Section 100.XX RECALL A named officer can be recalled for reasonable cause by a two-thirds (2/3) vote of the membership attending and voting at the Annual General Meeting called by the BOD to consider a recall petition. The BOD shall convene a Special General Meeting within thirty (30) days of receiving a recall petition signed by thirty percent (30%) of the members of Spencer Soccer Club during the current soccer year. The BOD can also offer a recall petition of any of its Executive cabinet with a vote of seventy-five percent (75%) of the whole BOD. A Member at Large may be removed from office by two-thirds (2/3) vote of the whole BOD if, in the opinion of those members present and voting, such removal from office is in the best interest of Spencer Soccer Club. He/She may resign by giving written resignation to the Secretary.
	Constitution: Section: NONE	Amend to: Section 100.XX ELECTED OFFICER RESPONSIBILITIES
	A.	President The President is the Chief Executive Officer of Spencer Soccer Club, ex-officio member of all committees, and, subject to the direction of the BOD, shall have general supervision and control of its business. He/she shall ensure that all orders and resolutions of the BOD and mandates voted by the membership at a Annual General Membership Meeting are carried out. He/she shall preside, when present, at all meetings of the BOD and Annual General Meetings. The President or his/her designee shall be the principal contact with Regional, State and National youth soccer organizations.
	B.	<u>Senior Vice President</u> In the absence of the President, he/she shall be vested with all the powers and perform all the duties of the President. In the case of disability, resignation or recall of the President, the Senior Vice President shall assume the duties of the President for the remainder of the unexpired term. He/she shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the BOD, this Constitution or by By-law.
	C.	<u>Secretary</u> The Secretary is the Clerk of the BOD and acts as Clerk at all BOD meetings and at all Annual General Meetings. He/she is the Chairperson of the Nomination Committee. He/she shall keep the records of Spencer Soccer Club and perform all duties incident to the office of Clerk. He/she shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the BOD, this Constitution or by By-law.

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19	D.	<u>Vice President of Finance</u> The Vice President of Finance, subject to the direction of the BOD or mandate by vote of a Annual General Meeting, has general charge of the financial affairs of Spencer Soccer Club. He/she shall keep or cause to be kept accurate accounting records of the financial transactions of Spencer Soccer Club and submit financial statements of Spencer Soccer Club using generally accepted accounting methods to the BOD and membership as required by the BOD and/or this Constitution and By-laws. He/she shall have custody of all funds, securities, and financial related documents of Spencer Soccer Club and shall perform all the duties incident to the Vice President of Finance, including but not limited to, the filing of tax returns and other annual documents associated with a not for profit tax status with all appropriate state and federal regulatory agencies. The Vice President of Finance shall be the chairperson of the Budget Committee as defined by By-law. He/she shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the BOD, this Constitution or by By-law.
	E.	<u>Vice President of Player and Coach Development</u> The Vice President of Player and Coach Development shall be responsible for directing, developing, and monitoring the basic soccer curriculum, player assessment, and coaching program of Spencer Soccer Club. The Vice President of Player and Coach Development shall be responsible for the development and training of all Spencer Soccer Club coaches for each level of play. The Vice President of Player and Coach Development shall plan, develop and implement coaches training programs for all player levels. The Vice President of Player and Coach Development shall be the Chairperson of the Coaching Selection Committee as defined by By-law. The Vice President of Player and Coach Development must have obtained his/her "E"coaching license or have been an active soccer coach for a minimum of five (5) years prior to being elected to this position. Candidates that do not meet one (1) of these criteria are not eligible to be placed on the ballot for election. He/she shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the BOD, this Constitution or by By-law.

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F.	Vice President of Fields and Equipment The Vice President of Fields and Equipment shall be responsible for all Spencer Soccer Club field maintenance and related contracts, scheduling indoor and outdoor field usage for team practices and game times, obtaining necessary supplies for general field use, obtaining necessary equipment for all Spencer Soccer Club divisions and teams, and coordinating uniform purchasing. He/she shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the BOD, this Constitution or by By-law.
G.	Vice President of Administration The Vice President of Administration shall supervise the actions of the Director of Registration and Director of League Representation to ensure that registration procedures required by MYSA and/or USYSA are adhered to. The Vice President of Administration shall maintain player and team registration records and submit all necessary registration reports required by MYSA and/or USYSA. The Vice President of Administration shall rule on the eligibility of players according to this Constitution and By-laws for playing on a Spencer Soccer Club team. The Vice President of Administration shall keep any data pertaining to teams, associations, leagues, coaches, managers, players, etc. pertinent to performance of their duties and Spencer Soccer Club interest. The Vice President of Administration shall monitor and make strategic decisions over Spencer Soccer Club websites, information systems, and security. The Vice President of Administration shall provide administrative support to the Director of In-Town Programs. He/she shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the BOD, this Constitution or by By-law.

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H.	Vice President of Marketing, Communications, and Fundraising The Vice President of Marketing, Communications, and Fundraising shall be responsible for the development and implementation of marketing campaigns, capital campaigns, fundraising, Spencer Soccer Club letterhead and stationary, donations, pledges, and all communications with the community and businesses related to marketing and fundraising. He/she shall be empowered with such duties and other special assignments which, from time to time, may be given by the President, the BOD, this Constitution or by By-law.
I.	Members at Large Members at Large shall represent the interests of their position at all Board of Directors meetings, Annual General Meetings, Special General Meetings, committee meetings and/or Spencer Soccer Club activities at which they attend or participate. Members at Large shall be empowered with such duties and other special assignments which, from time to time, may be given by the BOD, this Constitution or by By-law.

Current Constitution/By-Laws

Proposed Change

Constitution:
Section: NONE

Amend to:
Section 100.XX ANNUAL GENERAL MEETINGS

The BOD shall cause an Annual General Meeting to be held each Spring. Notice to the membership concerning the time, date and location of the meeting shall be made no less than thirty (30) days in advance of the meeting. At each annual meeting: The Vice President of Finance shall provide a complete written accounting to the membership concerning all receipts and expenditures during the previous soccer year. The Vice President of Administration shall provide a written summary to the membership detailing the number of youth anticipating during the previous soccer year. The Secretary shall report all Special Appointments made by the BOD since the last annual Annual General Meeting and the major responsibilities of each appointee. The Vice President of Player and Coach Development shall report all current and

planned activities involving Spencer Soccer Club in league competition, tournaments, training for coaches and other important information pertaining to the ongoing activities of the program.

The BOD shall call a special General Meeting as prescribed by this Constitution or as deemed by the BOD as in the best interest of Spencer Soccer Club and its operation. The BOD shall convene a Special General Meeting within sixty (60) days of receiving a petition requesting a special General Meeting signed by thirty percent (30%) of the membership having youth registered with Spencer Soccer Club during the current soccer year. The BOD shall notify the membership of the purpose of the meeting and the time, date and location no less than thirty (30) days in advance of the meeting.

The BOD shall hold regularly scheduled meetings as provided by By-law and shall cause to be published to the membership in advance of the meetings, the dates for regular meetings. BOD meetings will be open to attendance for members or interested guests. Comments and questions may be addressed to the BOD by any attendee. Any interested party may place an item on the monthly agenda by contacting the Secretary at least one (1) week before the scheduled meeting date. Special meetings of the BOD may be called by the President or by six (6) or more members of the Board of Directors, or as required by this Constitution or By-laws. The purpose and actions taken at any special meeting shall be reported at the next regularly scheduled BOD meeting by the Secretary.

Matters before the BOD shall be decided by a majority vote of the officers present and voting unless a different vote is specified by this Constitution or a By-law. Each member of the BOD has one vote. A tie vote defeats the motion before the BOD. A majority of officers eligible to vote constitutes a quorum for the transaction of business at any meeting of the BOD.

Current Constitution/By-Laws	Proposed Change
21 Constitution: Section: NONE	Amend to: Section 100.XX STANDING COMMITTEES AND SPECIAL APPOINTMENTS Standing Committees are formed by a majority vote of the whole BOD and are responsible to the BOD. These committees shall develop and administer programs within their charter and in accordance with this Constitution, By-laws, Rules, Regulations and Procedures. New Standing Committees formed by the BOD along with their Rules, Regulations and Procedures shall be reconfirmed by By-law at the next Annual General Meeting. The BOD may make Special Appointments of individual members of Spencer Soccer Club for the purpose of supervising programs, Spencer Soccer Club sponsored activities or other such needs as may be considered necessary by the BOD. This includes the appointment of special temporary committees. Such appointments must be defined in the minutes of the Secretary together with the Rules, Regulations, Authority and Procedures governing the actions of those appointed. A full report of such appointments shall be made by the Secretary to the members at the next Annual General Meeting. Members of the BOD may be appointed to Standing Committees or to Special Appointments.
22 Constitution: Section: NONE	Amend to: Section 100.XX DISSOLUTION OF SPENCER SOCCER CLUB The Spencer Soccer Club may be dissolved and liquidated by two-thirds (2/3) vote of those voting at a Annual General Meeting whose sole purpose is to consider a petition approved by two-thirds (2/3) vote of the whole BOD which calls for Spencer Soccer Club to be dissolved. Any petition submitted to the BOD calling for the dissolution of Spencer Soccer Club and signed by thirty (30) percent or more of the members of Spencer Soccer Club shall be considered and voted upon by the BOD. Upon the dissolution of Spencer Soccer Club, the Vice President of Finance is charged with overseeing the distribution of any and all assets and possessions of Spencer Soccer Club according to the following procedures: A complete inventory of all possessions and assets of Spencer Soccer Club shall be taken and itemized. A complete monetary accounting shall be made and all known debts and financial obligations satisfied. The Vice President of Finance is herein authorized to sell or otherwise dispose of any or all possessions and assets of Spencer Soccer Club needed to acquired sufficient monies to satisfy the payment of debts and financial obligations, but only to the extent necessary to raise sufficient monies. All physical possessions and monetary assets remaining after all debts and financial obligations have been satisfied shall be delivered and given to the Town of Spencer Recreation Commission for their exclusive use in providing recreational activities for residents of the Town of Spencer. The Vice President of Finance shall file all necessary final documents and tax papers required to dissolve Spencer Soccer Club with all governmental agencies.

Current Constitution/By-Laws

Proposed Change

23	Constitution: Section: NONE	Amend to: Section 100.XX MERGER WITH ANOTHER ORGANIZATION The Spencer Soccer Club may merge with another organization by two-thirds (2/3) vote of those voting at a Annual General Meeting whose sole purpose is to consider a resolution drafted by the BOD or a membership submitted petition which calls for Spencer Soccer Club to be merged with another organization and either of which must have the approval of two-thirds (2/3) vote of the whole BOD. Any petition submitted to the BOD calling for the merger of Spencer Soccer Club with another organization and signed by thirty (30) percent or more of the members of Spencer Soccer Club shall be considered and voted upon by the BOD. Any proposed merger that receives two-thirds (2/3) approval of the BOD shall be sent or given to the membership at least thirty (30) days prior to a Annual General Meeting at which the proposed merger will be voted upon. In the event of a merger with another organization, all physical possessions and monetary assets of Spencer Soccer Club shall be transferred to the successor entity.
24	Constitution: Section: NONE	Amend to: Section 100.XX INDEMNIFICATION The Spencer Soccer Club shall indemnify each person now or hereafter elected as an officer or Member at Large of Spencer Soccer Club, or any other BOD appointed individual whose appointment is made to further the mission of Spencer Soccer Club, against all expenses reasonably incurred or paid by him/her in conjunction with the defense or disposition of any actual or threatened claim, action, suit, or party or otherwise by reason of his/her having served as an officer, Member at Large or appointee of Spencer Soccer Club or by reason of any action of omission or alleged action of omission by him/her while serving the Spencer Soccer Club; provided that the defense or settlement was made by Spencer Soccer Club's counsel or by an attorney employed by Spencer Soccer Club or by an insurer's attorney; except for expenses incurred or paid by him/her: with respect to any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his/her action was in the best interests of Spencer Soccer Club, or; with respect to any matter as to which he/she shall agree or be ordered by any court of competent jurisdiction to make payment to Spencer Soccer Club, or; which Spencer Soccer Club shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying him/her.

Current Constitution/By-Laws		Proposed Change
25	Constitution:	Amend to:
	Section: NONE	Section 100.XX TIME OF TAKING EFFECT
		This Constitution was approved at the General Meeting on December 1, 1985. This Constitution was approved and revised at a General Meeting on January 10, 1988, June 8, 1992, May 18, 2010, and May 26, 2011.