

CONSTITUTION AND BYLAWS OF WAKEFIELD SOCCER ASSOCIATION

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by WSA on 02/02/2012

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ARTICLE 1.0 PREAMBLE

1.1 Name. The name of this Corporation shall be WAKEFIELD SOCCER ASSOCIATION. It is also referred to by its initials "WSA".

1.2 Mission. Our mission is to provide a quality recreational, youth soccer experience for all of our members where good sportsmanship and a desire to play, coach, or observe soccer, in a way that honors the game, are the cornerstones of that experience. In doing so, we aim to create a life-long appreciation of the game by actively seeking to promote soccer through our program to the youth of Wakefield.

WSA will not discriminate against any individual on the basis of race, color, religion, age, gender or national origin.

1.3 Corporation. The Corporation shall perform this mission according to the laws of the Commonwealth of Massachusetts for a charitable Corporation, organized under Chapter 180.

1.4 Logo. The logo of the corporation shall be as adopted from time to time by majority vote of the Board of Directors.

1.5 Colors. The colors of the Corporation shall be Red and White.

1.6 Corporate records. The original or attested copies of the Articles of Organization, the Constitution and Bylaws, and records of meetings of the Corporation, shall be kept with the Secretary. They shall be made available in a reasonable time period for inspection by any Member of the Corporation upon request.

ARTICLE 2.0 WSA AFFILIATIONS

2.1 Associations. WSA is fully affiliated with The Massachusetts Youth Soccer Association.

2.2 Leagues. Each season, WSA may place teams in Massachusetts Youth Soccer Association affiliated leagues in order to provide an appropriate level of competition.

2.3 Affiliation dominance. Massachusetts Youth Soccer Association articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the WSA and its Members to the extent allowable under Massachusetts law. WSA and its Members will abide by the Massachusetts Youth Soccer Association articles of incorporation, bylaws, policies and requirements. WSA will not join or affiliate with any Organization that has requirements that conflict with WSA articles of incorporation, bylaws, policies and requirements.

2.4 State registration. All WSA players, coaches, teams and administrators will be registered annually with Massachusetts Youth Soccer Association, and WSA will pay all dues and fees required by Massachusetts Youth Soccer Association on a timely basis.

ARTICLE 3.0 MEMBERSHIP

3.1 Qualification for membership. Membership in WSA shall be open to coaches, assistant coaches, team managers, referees, officers of the organization, parents and legal guardians of players under 18 as well as youth players who either reside in Wakefield, attend Wakefield schools, or who have parents or legal guardians who reside in Wakefield. In addition they must have been registered in one of the aforementioned positions in at least one season out of the previous two. Subject to rules of leagues in which teams are entered, nonresidents with the approval of the Board of Directors, determined by a majority vote, may be placed on teams.

3.2 Obligations of membership. WSA, and all its members, pledge to abide by the rules of any league with which it affiliates by virtue of entering teams. All

members shall conduct themselves properly and in the spirit of good sportsmanship and fair play, as outlined in Wakefield Soccer Association's Code of Conduct.

3.3 Suspension and expulsion of members. Only the Board of Directors shall have the authority to suspend or expel a member from membership in WSA for conduct detrimental to WSA. Such action will require a majority vote of Board of Directors.

ARTICLE 4.0 GENERAL CORPORATE MEETINGS

4.1 Annual General Meeting. The Annual General Meeting (AGM) shall be held on the first Thursday of February of each year to review the current year's activities to date and elect officers for the next year.

4.2 Special General Meetings. The Board or the President may call Special General Meetings as deemed necessary upon the written request of at least 3 Board Members, at a Monthly, Annual or Special General Meeting.

4.3 Notice of Annual or Special General Meetings. Written notice of every Annual or Special General meetings shall be made in a local newspaper, on the WSA website and through electronic communication, at least 15 days prior to the meeting. The notice shall state the purpose, the place, the date, and hour of the meeting.

4.4 Quorum. A Quorum, for the transaction of business at any Monthly, Annual or Special General Meeting, shall exist if the number of voting members, as hereinafter defined, equals or exceeds a number equal to fifty percent (50%) of the Board of Directors, as hereinafter defined, in office at the time of said Meeting.

4.5 Voting. All members, who are at least eighteen (18) years, are voting members at Monthly, Annual or Special General meetings. Parents or legal guardians of any player who was registered during the current calendar year, but who is not then eighteen (18) years old, shall also be voting members. Each voting member shall have only one (1) vote.

4.6 Action at Monthly, Annual or Special General Meetings. A majority vote of voting members present at a meeting shall be sufficient to decide any and all matters except when specified by Law or by the Constitution and Bylaws.

4.7 General Meeting procedure. The President, or their delegate, shall preside at all Monthly, Annual or Special General Meetings.

ARTICLE 5.0 BOARD OF DIRECTORS

5.1 Composition. The governing Board of WSA shall be known as the Board of Directors (referred to herein as the "Board") and shall consist of a President; Secretary; Treasurer and a set of Directors with titles and duties as defined in the Bylaws, policies, procedures, regulations and guidelines and collectively known as officers herein. A list of WSA Board positions are reflected below:

President
Treasurer
Secretary
Director of Travel Program
Director of Intramural Program
Director of League Relations

Director of Registration
Director of Equipment
Director of Website
Director of Referees
Director of Fields & Facilities
Director of Risk Management
Director of Volunteerism
Immediate Past President

5.3 Size of the Board. The size of the Board shall be determined at each Annual General Meeting by the election of officers and Board positions. The Board may increase or decrease the size of the Board at any time. In the event that a vacancy should occur in a Board position, other than that of an officer, the Board may decrease the size of the Board by not filling such vacancy.

5.4 Powers, functions and actions. The business of WSA shall be managed by the Board who exercise all powers of the Corporation, except as otherwise provided by Law or the Constitution and Bylaws. The Board, or Board appointed committee, shall approve travel team coaches for each season. The Board shall have the power to deal with any matters not covered directly by the Constitution, Bylaws, policies, procedures, regulations and guidelines.

5.5 Nomination and election of Board members. The President is responsible to collect nominations for Board positions and to set a nominating procedure. This may be done by forming a nominating committee for the purpose of recruiting and/or recommending candidates for Board positions at the Annual General Meeting, but is at the President's discretion. The President's position may only be filled by an individual that has served as a Board Member in the previous year. Members of the Board shall be elected at the Annual General Meeting held each year, by vote of a majority of the voting members of WSA present at such meeting.

5.6 Qualifications. All officers must be Members of WSA. The President, Treasurer, and Secretary shall be different people. Any other offices may be held by the same person.

5.7 Tenure. Tenure for Board members is one year. Board members are eligible for reelection with the exception of the Immediate Past President. The Immediate Past President shall only serve for the one year following the end of his/her tenure as President. The President may serve for no more than four consecutive terms. The Treasurer shall not serve for more than three consecutive terms. However, if a qualified replacement cannot be found for the Treasurer role, and the current sitting Treasurer has already served in this capacity for the previous three years, the Board may approve allowing the current sitting Treasurer to serve one additional year.

Any BOD member may resign by giving a written resignation to the Board or to the Secretary. Resignations are effective upon receipt unless otherwise specified and accepted by the Board.

5.8 Obligations and non-performance. Board members are expected to attend monthly Board meetings. A Board member who misses three (3) consecutive monthly Board meetings without appropriate justification to the President may be asked to resign his/her position by a majority vote of the Board.

5.9 Vacancies. In the event of any vacancy on the Board by reason of the death, resignation or removal of any member, such vacancy may be filled (a) by a majority vote of the Board or (b) by vote of a majority of the voting members of WSA present at any special meeting called for that purpose.

5.10 Recall and reprimand. If a Board member feels that another Board member

is not performing his/her function as described in the job description for that position, the challenging Board member should notify the Board. The Board may take action at a Board meeting against the Board member in question as follows:

- The Board members present may vote on whether the complaint is justifiable, and by a simple majority, instruct the President (or Treasurer, in the case of the President's performance being in question) to contact the Board member in question.

- The President (or Treasurer) shall make every attempt possible to notify the Board member in question and ask that Board member to attend the next Board meeting (or special Board meeting).

- The Board member may be removed (a) for cause by vote of at least two-thirds of the other members of the Board at the time in office or (b) by vote of a majority of the voting members of WSA present at any special meeting called for that purpose.

5.11 Other Officers. The Board may, at any time, create the positions of other officers (non-voting) with specific duties and elect such members by simple majority vote of the Board. If the Board does not otherwise specify a term of office, such officers shall serve until the next Annual General Meeting.

ARTICLE 6.0 DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS

6.1 President. The President is the Chief Executive Officer of the Corporation, ex-officio Member of all committees, and, subject to the direction of the Board, shall have general supervision and control of its business. He/She shall ensure that all orders and resolutions of the Board and mandates voted by the general Membership at the AGM are carried out. He/She shall preside, when present, at all meetings of the Corporation and the Board or assign her/his delegate when not present. The President shall be the official representative of WSA, be one of those authorized to sign checks and vote only in the case of a tie at general meetings and Board meetings. The President shall also be responsible for the interpretation of the Constitution and Bylaws of the Corporation. Such interpretations can be overruled by the Board by a majority vote.

6.2 Treasurer. The Treasurer shall have charge of the finances of WSA and shall report on the condition of same at all Board and general meetings. He/she shall submit a written report at the Annual General Meeting, covering the prior year's activities. He/She shall have custody of all funds, securities, and valuable documents of the Corporation and shall perform all the duties incident to the office of the Treasurer. He/she shall be one of those authorized to sign checks and will monitor that no check for over \$750 is written unless such a payment has been approved by the Board, pursuant to Article 9.2, and except for fees payable to any youth soccer league or Massachusetts Youth Soccer Association. If the President has not assigned a delegate, as hereinabove provided, the Treasurer shall preside at any meeting of the Board or of the voting members of WSA from which the President is absent.

6.3 Secretary. The Secretary, who is the Clerk for the purposes of Massachusetts Law, shall attend to all correspondence, keep records, keep minutes of all Board and general and special meetings of the voting members of WSA, notify Board members of upcoming meetings and issue notices announcing general meetings and special meetings. If the President has not assigned a delegate, as hereinabove provided and the Treasurer is not present, the Secretary shall preside at any meeting of the Board or of the voting members of WSA. The Secretary shall certify to the authority of the President and Treasurer to act on behalf of WSA, when requested. He/she shall be one of those authorized to sign checks.

6.4 Directors. The Directors shall have the responsibility and authority for administering WSA affairs in specified areas. The Board shall assign these responsibilities.

ARTICLE 7.0 STANDING COMMITTEES

7.1 Standing committees. Standing Committees are formed by a majority vote of the Board and are responsible to the Board. Committee Members are appointed by the Board and shall have a one-year renewable term. These Standing Committees shall develop and administer programs within their charter and in accordance with WSA Bylaws, Rules, Regulations, and Procedures.

ARTICLE 8.0 MEETINGS OF THE BOARD OF DIRECTORS

8.1 Board meetings. The Board shall have monthly meetings the first Thursday of each month, unless another date is specified at the Annual General Meeting for the following year. Any member of WSA may attend meetings of the Board, except when specific issues are to be discussed, in which case the Board may meet in a Board members only executive session if the procedural requirements of section 8.6 are met. Board members are expected to attend monthly Board meetings. The Board may hold Special Board Meetings, as they deem necessary. The Secretary shall call Special Board Meetings whenever requested by the President, by three (3) or more Board members, or as required by the Constitution.

8.2 Notice of Board meetings. A written notice of every Special Board Meeting shall be sent to each officer at least five (5) days before such meeting. Any member of the Board may stipulate, until such stipulation is withdrawn, that notice sent by E-Mail to such member, at such E-Mail address as such member may specify, will constitute sufficient notice to such member. The notice shall state the agenda, the place, the date, and hour of the meeting. Announcement of intent to hold a future meeting given at a prior meeting of the Board fulfills all the requirements of notification.

8.3 Quorum. A quorum is defined as 50% of the members of the Board, rounded to the next lowest whole number.

8.4 Action at Board meetings. Matters shall be decided by majority vote of Board members present at a Board meeting unless a different vote is specified by Law or by the Constitution and Bylaws. Each Member of the Board has only one vote regardless of the number of offices he/she holds. The President only votes to break a tie. In cases of apparent or real conflicts of interest, members are expected to excuse him/herself from voting.

8.5 Action by consent. The Board may take action on any matter not covered by the Constitution and/or Bylaws without a meeting if a written consent thereto is signed by 2/3 of officers entitled to vote and filed with the records of the Board meetings. Such consent shall be treated for all purposes as a vote at a meeting.

8.6 Executive Sessions. Notwithstanding anything in section 8.1 to the contrary, the Board may, by majority vote, determine that sensitive issues shall neither be discussed nor voted upon by non-Board members, but instead be reviewed within an executive session of the Board in either a Board Meeting or Special Board Meeting. Such meetings are only open to Board members and individuals that are invited to attend by Board. The Board shall, in advance of the executive session, take such vote or announce that such a meeting shall be held. Items normally considered as sufficiently sensitive to warrant discussion within executive session

shall include, but not be limited to, suspension and expulsion of WSA members, the recall and reprimand of Board Members, violators of the association's Zero Tolerance Policy, and other similar matters. Any action taken within the executive session shall follow the procedures set forth in the Constitution and Bylaws and any vote taken shall have the same requirements as those taken outside of executive session. Any vote or action taken in executive session shall be reported to those Board members not in attendance. Prior to or at the next Board meeting. Any Board Member who is the subject of recall and reprimand or any WSA member who is the subject of a suspension and expulsion discussion or other similar matter has the right to have the discussion occur inside or outside executive session upon his or her request.

ARTICLE 9.0 FINANCIAL AND RISK MANAGEMENT ISSUES

9.1 Budget. If requested by the Board, WSA shall operate on a balanced budget, with revenue set to cover the cost of operations during each season (league entry fees, equipment, etc.), plus reasonable reserves. Such balanced budget may include a reserve fund for development of soccer fields in Wakefield.

9.2 Expenditures and revenue. Expenditures not normally purchased on an annual basis, in excess of \$750 shall require approval of the Board. Bills for authorized expenditures shall be paid when due. All moneys shall be promptly deposited in a bank account maintained in the WSA name.

9.3 Financial policy. WSA is a not for profit Corporation. WSA shall conduct its business affairs so as to maintain its tax-exempt status under the Internal Revenue Code. The activities and programs of WSA shall be managed by a budgeting and review process.

9.4 Fiscal year. The fiscal year of WSA shall be July 1st through June 31st.

9.5 Audit policy. WSA shall have such audits as may be required by any federal or state law governing WSA or by rule or regulation of any federal or state agency or department having regulatory authority or jurisdiction over WSA. Should any such audit be required, the Treasurer will select an independent auditor with the approval of the Board.

9.6 Execution of investments. All deeds, leases, transfers, contracts, bonds, notes, and other obligations authorized to be executed by an officer of WSA, in its be Board may generally or in particular cases otherwise determine.

9.7 Capital expenditures. Capital expenditures in excess of \$10,000 must be approved at a General Meeting.

9.8 Disposition of property. In the event of the dissolution of WSA, all property and assets available after the settlement of all liabilities shall be turned over to a charity or charities as determined by the Board at the time of dissolution. Such disposition shall be in accordance with the provisions of Massachusetts General Laws.

9.9 WSA assets. No part of the assets of WSA shall inure to the benefit of any member or Board Member or any other individual except that reasonable compensation may be paid for services rendered to or for the organization.

9.10 Gifts. Gifts of money without conditions or with conditions specified in WSA written solicitations may be accepted by the Treasurer by depositing the cash or checks without Board vote. All other gifts may only be accepted by the Board by majority vote except for gifts of real property which may only be accepted by two

thirds vote of the Board.

ARTICLE 10.0 AMENDMENTS TO CONSTITUTION AND BYLAWS

10.1 Amendment procedure. This Constitution, or any section thereof, may be altered, amended, or repealed, by a 2/3 vote of the voting members present at the Annual General Meeting or at any special general meeting called for that purpose. Written notice of the intent to do such changes shall be made in a local newspaper, on the WSA website and via electronic communication, at least 14 days prior to the meeting at which such proposed changes shall be submitted to a vote, and shall state that where copies of the proposed changes can be obtained. Any proposed changes to the Constitution must be presented in writing to the Secretary at least 45 days prior to the date of the Annual General Meeting or Special General Meeting.

ARTICLE 11.0 POLICIES, PROCEDURES, REGULATIONS AND GUIDELINES

11.1 Policies, procedures, regulations, and guidelines. Policies, procedures, regulations, and guidelines shall be drawn up by the Board and reviewed for applicability at least annually. Such policies, procedures, regulations, and guidelines shall be subject to the articles of incorporation, Bylaws, policies and requirements of any organization to which WSA has granted affiliation dominance. The Board, by majority vote, can establish policies, regulations, procedures, and guidelines, subject to the Constitution and Bylaws, under which WSA shall operate.