



MERRIMACK YOUTH ASSOCIATION SOCCER PROGRAM BYLAWS

Revision date: April 8, 2018

ARTICLE I. NAME OF ORGANIZATION

Section 1.1 Name

The name of this Organization, a New Hampshire non-profit corporation, shall be Merrimack Soccer Club and will be commonly referred to as the "MSC".

Section 1.2 Description

The Organization shall be a non-profit corporation organized pursuant to New Hampshire Revised Statutes Annotated Chapter 292. The MSC will consist of one or more girls and/or boys soccer teams and may include instructional teams. Each team will be known as the "MSC".

Section 1.3 Affiliations

MSC league affiliations will be voted on yearly, if necessary, by the MSC Board of Directors. The MSC operates under the policies and is a direct participant and member of the following programs:

1. The Merrimack Youth Association (MYA).
2. The New Hampshire Soccer Association (NHSA).
3. US Youth Soccer Association (USYSA).

Section 1.4 Fiscal Year

The fiscal year of MSC shall be from July 1st to June 30th of the following year.

ARTICLE II. LOCATION

Section 2.1 Physical Location

The principal office of the Organization for the transaction of its business is the Merrimack Youth Association Building located at 487 Daniel Webster Highway in Merrimack, New Hampshire 03054.

Section 2.2 Mailing Address

The principal mailing address of the Organization for the transaction of its business is PO Box 153, Merrimack, NH 03054.

ARTICLE III. MISSION STATEMENT & POWERS

Section 3.1 Mission Statement

Merrimack Soccer Club (MSC) is a non-profit organization focused on player development through professional soccer training in a safe, healthy, and affordable soccer program that is fun and rewarding for all.

MSC objectives are to teach and train soccer players and coaches, develop leadership qualities, and to promote good sportsmanship among players, coaches, and parents.

MSC will provide children with the opportunity to participate in soccer experiences where they can develop teamwork and sportsmanship, confidence, respect, fair play, and their own development for future advancement in the game of soccer.

Section 3.2 Powers

The MSC shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit corporations organized under the laws of the State of New Hampshire.

Section 3.3 Limitations

1. The Organization shall not discriminate on the basis of age, race, color, creed, sex, disabilities, financial status, or national origin (i) in the persons serviced, or in the manner of service; (ii) in the selection of members; or (iii) in the membership of its Board of Directors.
2. The Organization shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c) of the Internal Revenue Code of 1986, or any successor provision.
3. The Organization is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any officer director of the Organization, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.
4. No substantial part of the activities of the Organization shall be carrying on propaganda, or otherwise attempting to influence legislation or candidates for public office.

ARTICLE IV. MEMBERSHIP

Section 4.1 Member

Any Merrimack Resident over the age of 18 actively involved in the purposes, objectives, and activities of this program and complying with the requirements as to payment of fees set forth in the by-laws is a member.

Section 4.2 Membership Fees

The MSC board may determine the amount of program fees payable to the program.

Section 4.3 Distinguished Service Member

Distinguished service memberships may be granted by vote of the members at any meeting, to any person who has given undue support or assistance to the purposes and objectives of this program. Distinguished service members do not pay membership fees and any person awarded such membership may hold office.

Section 4.4 Scholarships

In cases of financial hardship, the MSC Board may grant a number of full or partial scholarships to families in need.

ARTICLE V. MEETINGS

Section 5.1 Annual Meeting

The Annual Meeting of the MSC Membership shall be held the second Sunday in December for the purpose of electing the MSC Board of Directors for the following season. The MSC Board may also bring forward any other business to be transacted. Notice of the Annual Meeting shall be provided to the Membership at least ten (10) days in advance, setting forth the place, time, date, and purpose of the meeting. The vehicle used for such notice will be the MSC website (www.myasoccer.org).

Section 5.2 Regular Meetings

Regular meetings of the Board of Directors will be held monthly, or more frequently if needed. A simple majority of the Board positions currently filled shall constitute a quorum. Regular meetings of the Board are open to members of MSC and invited guests of the Board. The meeting minutes will be made available on the web site (www.myasoccer.org) within 7 days of being approved by the MSC Board.

Section 5.3 Special Meetings

Special meetings of the members may be called by the MSC Board of Directors or MSC Director at their discretion. Upon written request of five (5) members, the Director shall call a Special Meeting to consider the specific subject noted in the written request. The Special Meeting must be held or scheduled within seven (7) days of receiving the written request. No business other than that specified in the notice of the meeting shall be transacted at any Special Meeting of the membership. Except for emergencies, notice of a Special Meeting shall be provided to the Membership at least three (3) days in advance, setting forth the place, time, date, and purpose of the meeting. The vehicle used for such notice will be the MSC website (www.myasoccer.org).

Section 5.4 Voting

A quorum shall consist of a majority of the current members of the Board and in no event fewer than 5 (five) shall constitute a quorum for the transaction of business at any meeting of the of the MSC Board. A decision is made by a simple majority of cast votes at a meeting at which there is a quorum. A MSC Board Member may cast only one vote. All items requiring a vote, will be documented in the meeting minutes for which the item was voted on. The MSC Board may vote by electronic voting. Any decisions taken by electronic voting will placed on the agenda for the subsequent MSC Board meeting for the purpose of including the decision in the Meeting Minutes.

ARTICLE VI. GOVERNING BODY

The operation of the MSC shall be vested in a MSC Board of Directors.

Section 6.1 Powers

The MSC Board shall supervise and control the business, property, and affairs of the MSC except as

otherwise provided by law or these Bylaws.

The MSC Board shall govern under the following rules and guidelines:

1. MSC is a program under the sponsorship and operation of the Merrimack Youth Association. Therefore, no policy, practice, or activity may exist that is contrary to the policy, practice, or procedure of the MYA.
2. MSC as a participant in a soccer program will be governed according to its rules and regulations. In the unlikely event a conflict should arise, the MYA policies shall take precedence over the regulations of the league affiliated with MYASP until satisfactory resolution can be obtained. It is further assumed that since the program is non-profit, and both affiliations operate under the general provisions of service to youth, that there are no existing conflicts of policy.

Section 6.2 Number

The MSC Board shall consist of nine (9) voting directors and up to two (2) ex-officio Members-At-Large who are appointed annually by the Soccer Board. No single individual may occupy more than one (1) directorship at any given time.

Section 6.3 Elections

All candidates interested in any open board positions, must submit their intent to run (3 weeks prior to the Annual Meeting) for consideration. All candidates will be posted on the MSC website (www.myasoccer.org) 2 weeks prior to the Annual Meeting. Each member shall be entitled to one vote and absentee, proxy, or voting by mail shall not be allowed by the MSC.

Section 6.4 Election Term

Directors of MSC shall be elected at the Annual Meeting of the Organization to serve for a term of two (2) year (which are detailed next to the positions below). There are no restriction on the number of terms served by an individual.

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|--------------------------|------------------------------------|
| 1. Director | (elections every odd year) |
| 2. Treasurer | (elections every even year) |
| 3. Secretary | (elections every even year) |
| 4. Recreational Director | (elections every even year) |
| 5. Travel Director | (elections every odd year) |
| 6. Equipment Director | (elections every even year) |
| 7. Field Director | (elections every odd year) |
| 8. Training Director | (elections every odd year) |
| 9. Registrar | (elections every even year) |
| 10. Member-At-Large1 | (elections every even year) |
| 11. Member-At-Large2 | (elections every odd year) |

Section 6.5 Vacancies

Any newly created offices and any vacancies on the MSC Board of Directors, arising at any time and from any cause, may be filled at any meeting of the MSC Board by a majority vote of the officers then in office. Officers elected to fill a vacancy shall serve for the unexpired term of the predecessor in office. In the event of a resignation of the Director, the MSC Board will have the right to vote and select a Director for the remainder of the term.

Section 6.6 Duties and Powers

The MSC Board shall have the following powers and duties to:

1. Appoint all head coaches;
2. Adopt rules and regulations as it may deem proper;
3. Discipline/suspend/remove all coaches (2/3 vote required);
4. Discipline/suspend/remove participants (2/3 vote required);
5. Create committees and appoint committee chairs and members;

Section 6.7 Compensation

Directors shall not receive salaries for their services, but by resolution of the MSC Board, may receive reimbursement for expenses incurred for attendance at MSC related meetings outside of Merrimack. The MSC shall not provide personal loans to any Director.

Section 6.7 Removal

Any Director position may at any time be removed from office for any cause deemed sufficient by the MSC Board of Directors by the vote of two-thirds of the full number of Directors then in office acting at a meeting of the Soccer Board, the notice of which has specified the proposed removal. The Director position in question will have an opportunity to address the current MSC Board in the designated meeting to provide input on the reason the request of removal was submitted prior to the vote. In addition, three consecutive absences from regular meetings of the MSC Board shall constitute an automatic resignation without any further action of the MSC Board, unless the Program Director has excused the absences.

ARTICLE VII. DUTIES OF THE BOARD OF DIRECTORS

All members of the MYASP Board of Directors are expected to attend all regular and special meetings and assist with game day activities and special events. The duties of vacant positions will be assigned to current member by a majority vote of the officers then in office.

Section 7.1 Director

This Director is the Chief Executive Officer of the organization, responsible for coordinating the activities of the Soccer Board including calling and presiding at all regular and special meetings, and shall exercise general supervision over the activities and welfare of the Program. The Director is an ex-officio member of all committees and will act as the representative liaison to the MYA Executive Board and the selected, affiliated league for the MSC.

The Director may sign any contracts or other instruments that have been authorized by the Executive Board to be executed. The Director shall appoint an auditor to conduct an annual audit of the financial records of the program, which shall be reported to the members. The Director shall vote at meetings of the members of the Soccer Board only in the event of a tie vote or may waive the right to do so.

Section 7.2 Treasurer

The Treasurer shall ensure all program expenditures and reporting are consistent with the guidelines of the MYA bylaws. The Treasurer shall accept and deposit, within ten (10) days of receipt, all funds earmarked for the Organization. The Treasurer shall maintain a set of accounting books covering all

financial transactions of the program, categorized appropriately to show clearly income and expenditures of each division. The Treasurer shall provide a brief, written and verbal, categorized cash flow report at each MSC Board meeting. The Treasurer shall provide a full, written and verbal, categorized cash flow report at each annual meeting. The Treasurer shall make available the set of accounting books in an up-to-date status within ten (10) days of a request by any member of the Executive Board, Program Board, or any MYA member through an Executive or Program Board Member. The Treasurer shall ascertain that all financial obligations are paid promptly, taking advantage of any discounts offered. The Treasurer shall provide all appropriate tax information to the Executive Board upon request.

Section 7.3 Secretary:

The Secretary shall prepare, distribute for approval, and maintain permanent record of all meeting minutes. The Secretary shall maintain and control the attendance list ascertaining that the list is present for each meeting. The Secretary will assist the Director in preparing the agenda for upcoming meetings, keeping track of action or discussion items and will maintain permanent record of all agendas. The Secretary shall provide a copy of the minutes of the previous meeting to each Director of the Board. The Secretary will be responsible for public relations and general communications related to the Organization including necessary advertisements and notices in local papers and schools. The Secretary shall update the bylaws by annotating additions, deletions, and changes ratified by the membership as described in Article. The Secretary will keep a register of the post office addresses, telephone number, and position held by each Director of the organization and furnish to the MYA Exec Board upon update. The secretary shall maintain the MSC website and database (www.myasoccer.org).

Section 7.4 Recreational Director

The Recreational Director is responsible for organizing all facets of the MSC Recreational Program. The Recreational Director is obligated to establish league coordinators who will maintain and update official rosters, assemble and, in coordination with the Training Director, train coaching staff, and ensure compliance with each league's rules and regulations. The Recreational Director is responsible for general communications related to the MSC Recreational Program. The Recreation Director, in coordination with the Secretary, is responsible for public relations including notices in local papers, as well as communicating with the various league managers to publish game stories and all relevant newsworthy information to the players, parents, newspapers, etc.

Section 7.5 Travel Director

The Travel Director is responsible for organizing all facets of the MYASP Travel Program. The Travel Director will assemble and, in coordination with the Training Director, train coaching staff, follow all the league's rules and regulations, and coordinate team support for extracurricular events. The Travel Director will coordinate on player rosters, player cards, and schedules. The Travel Director is responsible for supervision of all coaches, assistants, and the youth of the Travel Division. The Travel Director is responsible for working with coaches to submit rosters in accordance with the timing and criteria requirements, as well as making the arrangements and completing the necessary paperwork for practices, scrimmages and games. The Travel Director, in coordination with the Secretary, is responsible for public relations including notices in local papers, as well as communicating with the various league managers to publish game stories and all relevant newsworthy information to the players, parents, newspapers, etc.

Section 7.6 Equipment Director

The Equipment Director will maintain a set of records covering all program assets appropriately categorized by league and/or other use, which can be made available in an up-to-date status within ten (10) days of a request by any member of the MSC Board. The Equipment Director is responsible for maintaining the MSC storage sheds and shall manage the disbursement and collection of all program assets and maintain a set of records covering the reimbursement and location of all program assets. The Equipment Director will provide to the MSC Board, a written report at the close of each season declaring asset losses and cause (i.e.; normal wear and tear, lost, vandalism, etc.), and projected losses over the up-coming season. The Equipment Director shall obtain and coordinate bids and purchases for all new program assets and insure that all bids meet the MYA bylaws.

Section 7.7 Field Director

The Field Director shall execute the duties of this office in the best interest of all soccer programs of the organization. The Field Director will be responsible for all field-related activities. The Field Director will ensure that all fields (for both practice and game use) meet minimum requirements for play and will be responsible for securing sufficient practice fields to satisfy the needs of the MSC Board. The Field Director will coordinate the use of fields between soccer divisions and other MYA programs to maximize use and cooperation.

Section 7.8 Training Director

This Training Director shall execute the duties of this office in the best interest of all soccer programs of the MSC. The Training Director shall work with the Travel Director and Recreation Director to help recruit and nominate interested persons wishing to be a coach or assistant coach for all soccer programs. The Training Director shall define a development program and coaching education program for all coaches to increase the level of proficiency. The Training Director shall provide defined skill or certification levels for all soccer program coaches and assistants. The Training Director shall provide mechanisms for achievement and advancement of certification levels for all coaches and assistants. The Training Director shall coordinate, with the Travel and Recreation Directors, clinics, seminars, etc., which would increase the proficiency level of all coaches. The Training Director shall provide a training program for the development of the kids of both program to increase their level of skill.

Section 7.9 Registrar

The Registrar shall execute the duties of this office in the best interest of all soccer programs of the organization. The Registrar shall handle all aspects of player registration, including fee collections, and will maintain records of all active participants. When request the Registrar will also coordinate refund requests as indicated in the MYA Soccer League Refund Policy. The Registrar will, in coordination with Division Directors, schedule player registration (sign-ups) and produce player rosters as directed.

Section 7.10 Member-At-Large

Member-At-Large positions are not required to be filled. They are intended to be a training vehicle for incoming Directors or Assistants Directors. The MSC Board has the authority to appoint Members-At-Large to support the Soccer program.

ARTICLE VIII. ACQUISITION AND MANAGEMENT OF FUNDS AND PROPERTY

Section 8.1 Property

Property shall predominately include soccer equipment and program awards. Other property includes merchandise and general administrative equipment and supplies. Property shall also include anything approved by the MSC Board as a significant benefit to the Organization.

Section 8.2 Budget

Revenues will include the annual appropriation from the Merrimack Youth Association/Town of Merrimack, as well as the funds raised from participant fees (including early and regular registration fees), fundraising, sponsorships, and donations. Expenditures will include the purchase of operating goods, services, supplies, and equipment; procurement of insurance coverage; league and tournament fees, and participant financial assistance. Purchasing of capital equipment shall be in accordance with the MSC's three (3) year Capital Improvement Program. All expenditures in excess of \$500 must be approved by a majority vote of the MSC Board prior to any member of the MSC Board entering into a purchase or service agreement with a vendor.

Section 8.3 Insurance

MSC shall make the necessary arrangements to obtain and/or ensure insurance coverage for participants, coaches, and Board members, as well as to protect the Organization's property, equipment, and interests.

Section 8.4 Individual Responsibility

MSC shall never pay, assume, or become responsible for personal or unapproved debts, liabilities, or purchases of any one individual or individuals affiliated with the Program.

ARTICLE IX. LEAGUE CODE OF CONDUCT

Section 9.1 Code of Conduct Form

The Code of Conduct form is generated by the MSC Board. All Board Members, Coaches, Assistant Coaches, are required to sign the MSC Code of Conduct Form.

Section 9.2 Code of Conduct Violations

All Code of Conduct violations and game ejections shall carry an immediate suspension until the issue can be reviewed by a committee consisting of the Director, Recreation Director and Travel Director and the appropriate coordinator (if necessary). An alternate may be appointed by the MSC Board should one of the aforementioned persons need to recuse himself/herself due extenuating circumstances. This committee will be charged with researching the violation – with the requirement that the accused party be consulted – and recommending to the MSC Board any penalties to be assessed to the offending party. The MSC Board shall have the final vote on the penalty and may hear a recount/rebuttal from the accused party before such levy should the accused party wish.

If board determines an act warrants a penalty, they may impose, but are not limited to, any of the following sanctions:

- Letter of reprimand
- Probation
- Suspension – from one or multiple games and/or practices and/or team activities
- Termination of coaching or viewing privileges or expulsion from the league

ARTICLE X. AWARDS AND ACKNOWLEDGEMENTS

The MSC Board shall not award or provide trophies to an individual (one) participant or coach for individual achievements. Participation acknowledgement may be given to participants, coaches, or any other contributors to the betterment of the MSC. League scholarship awards may also be individually given.

ARTICLE XI. AMENDING THE BY-LAWS

The MSC Board can amend the MSC by-laws at any given point in time. All by-laws will be date stamped with revision and effective dates and posted on the MSC website (www.myasoccer.org).

ARTICLE XII. DISSOLUTION

In the event of the dissolution of the MSC, the supplies and equipment shall belong to the Merrimack Youth Association as a contractor to the Town of Merrimack. Any moneys spent by the Merrimack Youth Association for real property remains the property of the Merrimack Youth Association

Effective date: May 10, 2018