

BY-LAWS OF WILMINGTON YOUTH SOCCER ASSOCIATION



As amended through January 07, 2012

ARTICLE I

Name

1. The name of the organization shall be Wilmington Youth Soccer Association, Inc., hereafter called the Corporation.

ARTICLE II

Purpose and Powers

1. To foster, encourage and engage in athletic and recreational activities and more specifically to foster, encourage and engage in the playing of the sport of soccer; and to foster and promote the qualities of physical fitness, competitive and spirited team play, loyalty and good sportsmanship by providing soccer instruction to its member families and by making available to them opportunities to participate in team competition both on an intramural basis and against teams from other communities; and, in furtherance of the foregoing purposes, to purchase, rent, accept as donations or otherwise acquire real estate, equipment and other property, solicit and accept all types of contributions, and maintain a volunteer Board of Directors and advisory and coaching staff, including paid positions as voted upon by the Board of Directors. In no event shall a current Board of Directors member or their family receive pay or compensation for advisory or coaching positions.

2. For educational purposes, including but not limited to educating its member families in the skills and playing of soccer.

3. For the purposes of improving public relations and communications relating to soccer with the public.

4. For the purpose of cooperating with similar organizations in all areas of mutual interest.

5. For the purpose of doing any and all other lawful things which are permitted by Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as now in force and hereafter amended, and for using and exercising all powers conferred from time to time by the laws of the Commonwealth upon the corporations organized under this Chapter.

6. Such purposes as described herein above shall be limited as follows:

a. For charitable and educational purposes as described in Section 501 (c) (3) of the Internal Revenue Code of 1954, for the corresponding provision of any future United States Internal Revenue Law;

b. No part of the net earnings of which shall enure to the benefit of any private shareholder or individual;

c. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by the Code. The Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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ARTICLE III

Membership

1. Qualifications of Members.

Any resident of the Town of Wilmington who has attained the age of eighteen (18) years shall be eligible for membership without regard to sex, creed, color, religion or national origin and may apply to the Board of Directors for membership pursuant to Section 2. of this Article III. The following classes of individuals shall automatically, without application to the Board of Directors, become members of WYSA:

1. Coach of a team participating in WYSA or that participated within the last calendar year immediately preceding the Annual General Meeting.
2. Parent / Legal guardian of a child registered on a team during the calendar year immediately preceding the Annual General Meeting and who has paid the required dues in full, including late fees, unless such fees have been waived by the Board of Directors.
3. Current and former members of the Board of Directors. Membership in the Corporation by virtue of Class 1 shall cease one year following the conclusion of the member's coaching tenure. Membership in the Corporation by virtue of Class 2 shall cease one year after the individual member has a child registered on a team. All members in the Corporation must abide by these By-laws and by the Rules, Regulations and Policies promulgated by the Board of Directors.

2. Procedure for Application for Membership.

Any person other than those described in Classes 1, 2 and 3 who is eligible for membership may submit an application in writing to the secretary. Upon approval of an application by the Board of Directors, the applicant shall become a full and active member, subject to and bound by the Articles of the Organization and by these By-laws and Rules set forth by the Board of Directors as existing at the time of the admission of such member, or as they may thereafter be amended. The Board of Directors reserves the right to reject any application within (60) days by a majority vote. Any application for membership received less than ten (10) days before a meeting of the Corporation, shall require a majority vote of the Board of Directors for the applicant to be considered a full and active member for that meeting.

The Board of Directors may, by majority vote, appoint members without the necessity of a written application. The membership of any member appointed in this manner shall expire one year from the date of appointment and such membership may be renewed annually by majority vote of the Board of Directors.

3. Member in Good Standing.

A member in good standing is defined as a member who is not indebted to the Corporation.

4. Copy of By-laws.

The Secretary shall, upon request, furnish each new member with a copy of these By-Laws and with the Rules and Policies promulgated by the Board of Directors. Electronic publication of these By-laws shall satisfy this requirement.

5. Termination of Membership.

Membership in this Corporation may be terminated upon filing a written resignation with the Secretary. Resignations from this Corporation shall not relieve the resigning member of any liability for moneys owing to the Corporation. Upon a member's failure to pay his dues and/or any assessments which may from time to time be levied by the Board of Directors within three months after assessment the Treasurer shall issue a report to that effect to the Board of Directors. The Board of Directors may, in its discretion, terminate the membership of that person who has failed to pay his dues or assessments as aforesaid.

The Board of Directors may terminate or suspend any membership by a majority vote.

A member whose membership was terminated by the Board of Directors may appeal said termination at the next meeting of the members of the Corporation. A majority vote of the members present shall be required to reinstate membership.

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6. Eligibility of Officers and Board of Directors.

The offices of President, Vice-president, Secretary, Treasurer and for the Board of Directors shall be filled by individuals who are members in good standing.

7. Dues and Assessments.

The annual membership dues shall be set annually by the Board of Directors. The Board of Directors may from time to time assess additional charges for, among other things, expenses incurred or to be incurred. Said assessments shall be borne and paid by the members unless otherwise-specified by the Board of Directors.

ARTICLE IV

Meetings

1. Annual Meeting.

The annual meeting of members of the Corporation commencing in 1984 shall be held within 30 days of the close of the Fall Season at an hour and place specified in the notice of meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-laws, may be specified by the Board of Directors or by the President. A notice of this meeting should be issued stating the purposes of such meeting.

The attendance at such meeting by fifteen (15) members shall represent a quorum. A vote of the majority of those present at the Annual Meeting shall be binding upon foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting. The notice of meeting, setting forth the purposes of the meeting, should be issued to all members at least ten (10) days prior to the Annual Meeting. Electronic publication of the Notice of Meeting shall satisfy the notice requirement hereunder.

2. Special Meetings.

Special Meetings of the Corporation may be called at any time by the President or the Board of Directors. It shall be the duty of the Secretary to call a Special Meeting of the members whenever requested to do so by ten percent (10%) or more members stating the time, place and purpose of the meeting.

3. Place of Meeting.

All meetings shall be held at such places, either in the United States or elsewhere, designated in the notice of the meeting.

4. Notice of Meetings.

A notice of every meeting of members stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Secretary or by the person calling the meeting, at least ten (10) days before the meeting to all members by mail, postage prepaid, to the last known post office address of each member or in such other way as the Board of Directors shall order. No notice need be given to any member if a written waiver of notice, executed before or after the meeting by the member or his attorney thereunto authorized is filed with the records of the meeting. Electronic publication of the Notice of Meeting shall satisfy the notice requirement hereunder.

4A. Quorum.

At any meeting of the members, fifteen (15) members present shall constitute a quorum. At any meeting of the members at which a quorum is present, the vote of a majority of those present on any matter, unless a different vote is specified by law, by the Articles of Organization or by these By-laws, shall be sufficient to decide such matter.

5. Voting.

Each member present at a meeting of the Corporation shall have one vote.

6. Action by Writing.

Any action required or permitted to be taken at any meeting of the Directors 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 the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

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ARTICLE V

Board of Directors

1. Powers and Duties.

The business of the Corporation shall be managed by a Board of Directors that may exercise all the powers of the Corporation except as otherwise provided by law, by the Articles of Organization or by these By-laws. In the event of any vacancy on the Board of Directors or in any office, the remaining Directors may appoint someone by means of a majority vote to fill out the tenure of the vacated position at a general or special meeting of the Board of Directors.

2. Number.

A Board of Directors of at least nine (9) members and not more than nineteen (19) members shall be elected by the membership at the Annual Meeting. The current Board of Directors shall determine the total number of directors for the ensuing year. Any member seeking election to the Board of Directors shall submit a letter of interest to an officer of the Corporation at least ten (10) days prior to the Annual Meeting. Any other members of the corporation may make nominations for Directors from the floor of the Annual Meeting of the Corporation. In order to accept a nomination to be a Director, a member must be in good standing at the time of the annual election.

3. Tenure.

Except as otherwise provided by law, by the Articles of Organization or by these By-laws, Directors shall hold office for a period of two (2) years and thereafter until their successors are chosen and qualified. A Director may not serve more than three consecutive terms. Any Director may resign by delivering his written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall become effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

4. Removal.

The members may remove any Director with cause by a vote of the majority of the members, provided that a Director may be removed for cause only after reasonable notice and opportunity to be heard by the members prior to action thereon.

5. Meetings.

Regular meetings of the Board of Directors may be held without call or without notice at such places within or without Massachusetts or within or without the continental limits of the United States and at such times as the Board of Directors may from time to time determine, provided that any Director who is absent when such determination is made shall be given proper notice. Special meetings of the Board of Directors may be held at any time and place designated in a call by the President, Treasurer, or a majority of the Directors then in office. The President shall preside at all meetings of the Board of Directors and in his absence, the Vice president shall preside; otherwise any of the other officers may be appointed by the Directors to preside.

6. Notice of Meetings.

Notice of all meetings of the Board of Directors shall be given to each Director by the Secretary or in case of the death, absence, incapacity or refusal of such person, by one of the Directors calling the meeting. Notice of such meeting shall be given to each Director in person or by telephone or by telegram or by electronic publication or by electronic mail sent to his business or home address at least twenty-four hours in advance of the meeting, or by written notice mailed to his business or home address at least forty-eight (48) hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting notice or waiver of notice of a Directors meeting need not specify the purposes of the meeting.

7. Quorum.

The presence of fifty (50%) percent of the Directors shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without further notice.

8. Voting.

Each Director shall have one vote.

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9. Action at Meeting.

At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present on any matter, unless a different vote is specified by law, by the Articles of Organization or by these By-laws, shall be sufficient to decide such matter.

10. Action of Consent.

Any action by the Directors may be taken without a meeting if a written consent thereto is signed by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

11. Committees.

The Directors may, by vote of a majority of the Directors then in office, elect committees, and may by like vote delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the Directors.

ARTICLE VI

Officers

1. Enumeration.

The officers of the Corporation shall consist of the following:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary

2. Election.

All officers shall be elected annually by the Board of Directors at their first meeting immediately following the Annual Meeting.

3. Qualification.

Each officer must also be a Director and a member in good standing of the Corporation. Anyone standing for election as President, Vice President or Treasurer shall have served at least one year as a member of the Board of Directors prior to being installed in such position. The Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the members to give bond for the faithful performance of his duties to the Corporation in such amount and with such sureties as the Directors may determine. In such event, the Corporation shall pay the bond premium or premiums incurred.

4. Tenure.

Except as otherwise provided by law, by the Articles of Organization or these By-laws, the officers shall each hold office until the next annual meeting of Members and thereafter until his successor is chosen and qualified; unless a shorter term is specified in the vote choosing or appointing him. No person shall hold the same office for a period in excess of three (3) consecutive years. Any officer may resign by delivering his written resignation to the Corporation at its principal office or to the President or Secretary and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

5. Removal.

The Board of Directors may remove any officer with or without cause by a vote of a majority of the Directors, provided that an officer may be removed for cause only after reasonable notice and opportunity to be heard by the Directors prior to the action thereon.

6. President.

The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors, he shall preside, when present, at all meetings of the members and the Board of Directors. The President, in addition to the Treasurer, shall serve as signatory upon all bank accounts standing in the name of the Corporation.

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7. Vice-President - Administration.

In the absence or incapacity of the President, the Vice-President shall exercise all powers of the President. In addition, the Vice-President shall have such powers and duties as the Directors may from time to time designate and as are specified throughout these By-laws and the Articles of Organization.

7a. Vice-President - Development.

The Vice-President shall have such powers and duties as the Directors may from time to time designate and as are specified throughout these By-laws and the Articles of Organization.

8. Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation. He shall have custody of all funds, securities and valuable documents of the Corporation, except as the Board of Directors may otherwise provide. He may endorse for deposit or collection all checks, notes, etc., payable to the Corporation or its order and may accept drafts on behalf of the Corporation. He shall cause to be kept accurate accounts of the Corporation's transactions.

9. Secretary.

The Secretary shall keep a record of the meetings of Directors and Members, and shall also keep a record containing the names and addresses of each member. In the absence of the Secretary from any meeting of the Members or Board of Directors, a Temporary Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary. He shall also give notice of meetings to the Members, Directors, and officers entitled thereto as provided in these By-laws.

10. Other Powers and Duties.

Each officer shall, subject to these By-laws, have in addition to the duties and powers specifically set forth in these By-laws, such other duties and powers as the Board of Directors or Members may from time to time designate.

11. Indemnification.

Each person now or hereafter a Director or officer of this Corporation, and each person now or hereafter a coach or assistant coach of as team organized by this Corporation and each person selected to be a referee for the games of said teams and activity shall be indemnified by this Corporation 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 any reason of his alleged acts or omissions as such Director and officer, 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 Corporation, provided, however, that the Corporation 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 Corporation in the judgment of a majority of the disinterested members of the Board of Directors, whose judgment on the matter shall be final.

12. Executive Consultation

The current President and Vice President shall be permitted to consult freely with past Presidents of the Corporation relative to historical information, prior actions and past practices of the Corporation, including, but not limited to, past and current issues addressed in Executive Session. Both the current President and Vice President and former Presidents of the Corporation may discuss such issues without being deemed to be in violation of applicable rules of the Corporation regarding Executive Session.

ARTICLE VII

Miscellaneous Provisions

1. Fiscal Year.

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall be the twelve months ending the 31st day of December.

2. Seal.

The seal of the Corporation shall, subject to alteration by the Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

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3. Execution of Instruments.

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

4. Articles of Organization.

All references in these By-laws to the Articles of Organization shall be determined to refer to the Articles of Organization of the Corporation as amended and in effect from time to time.

5. Amendments.

Provided that such action is not in violation of any applicable law, the membership may make, amend or repeal these Bylaws, in whole or in part, by majority vote of the members then present and voting at an Annual General Meeting or a Special Meeting called in accordance with Article IV, Section 2. hereof. Proposals must have been submitted to the President of the Board, with valid signatures of at least 10 members in good standing; and submitted at least 30 days in advance of the next scheduled meeting of the Board of Directors. Notice of the meeting shall be provided to members in accordance with Article IV, Section 4. hereof. Such notice shall state the substance of proposed changes to the Bylaws. Notwithstanding this provision, no change in the date of the Annual General Meeting may be made within the ten (10) day period immediately preceding the date of the Annual General Meeting as fixed in these By-laws.

6. Directors Emeritus.

The Directors of the Corporation may, upon a majority vote of the then-elected Directors, designate qualified individuals as a Director Emeritus. A Director Emeritus shall be an individual whom, in the opinion of the then-elected Directors, has previously served the corporation in a distinguished manner as a Director. A Director Emeritus shall be an honorary position and those holding this designation shall not be entitled to notice of meetings of the Directors, shall not be entitled to vote at meetings of the Directors, shall not be considered for purposes of establishing a quorum at meetings of the Directors and shall have no other rights or other responsibilities except as expressly granted by the then-elected Directors.