

Bylaws of the
DANVERS YOUTH SOCCER ASSOCIATION, INC.
As Approved and Amended November 2, 2011

ARTICLE I Association

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

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

Section 3. The business and property of the association shall be managed by a Board of Directors as described in Article III, section 6.

ARTICLE II Objective

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

ARTICLE III Membership

Section 1. The membership shall consist of members and directors as defined in Article III, section 2.

Section 2. Any of the following qualifies an individual to be a member of the association, provided the individual has not previously been expelled from the association: 1. Being a parent or legal guardian of a registered player in DYS. 2. Being a registered coach in DYS. 3. Being a Director or Associate Director of DYS. 4. Having been accepted as a member per Section 3.

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

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

1. Being a director of DYS.
2. Being an Associate Director of DYS.
3. Having attended at least 7 of the previous 12 regularly scheduled board meetings or all 4 of the 4 immediately preceding regularly scheduled board meetings. The AGM counts as a regularly scheduled board meeting.

Section 5. A Director is a member who has been elected to a named or at-large position on the Board, as defined in Article III, Section 7, paragraphs 1-12. All Directors with the exception of the President, Vice-President, Treasurer, Secretary and Registrar shall chair or co-chair at least one committee. All Directors must be active participants in a minimum of 3 committees. Directors are expected to attend all scheduled meetings of the Board and in the event they cannot attend are expected to provide a written report in advance of the meeting to be read into the minutes.

Section 6. An Associate Director is a member who has been elected at the AGM or at a regular meeting of the Board. Associate Directors will be active participants in a minimum of 2 committees, and are welcome participants at all Board meetings although attendance in not considered mandatory.

Section 7. The Board of Directors shall consist of the 25 positions as defined in paragraphs 1-13 below. If needed, the Board of Directors may add titled or at-large Director or Associate Director positions through a motion by a director, present at the meeting and supported by a two-thirds majority vote of the present directors. At no time shall the Board exceed 21 directors or 30 Directors and Associate Directors in total.

1. President-

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

2. Vice-President-

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

3. Secretary

The Secretary shall record minutes of all meetings, as well as any binding votes that take place outside of regular meetings (e.g. email) and provide said minutes for timely posting on the association's website. The Secretary shall be responsible for maintaining all records of the organization.

4. Treasurer

The Treasurer shall have custody of the funds and financial documents of the association, keep full and accurate financial records for the association deposit money, drafts, and checks in the name of and to the credit of the association in the banks and depositories

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

5. Registrar

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

6. Director of Intramurals

The Director of Intramurals shall oversee all Intramural Programs. He/she will work with the Registrar and the Intramural Committee to assure timely creation of balanced teams and recruiting and selection of coaches. The Director of Intramurals is second in line to discharge the duties of the President if the President is unavailable to fulfill his duties. The Director of Intramurals will also serve as the chairperson of the Intramural Committee.

7. Director of Travel

The Director of Travel shall manage the administrative functions for the Boys and Girls Travel divisions and shall be the liaison to ECYSA and coordinate all tryouts as well as team formations. This director will also serve as the chairperson of the Travel Committee.

8. Assistant Director of Travel

The Assistant Director of Travel shall assist the Director of Travel in all aspects of the Travel Program and act as the vice-chair of the Travel Committee.

9. Director of Fields and Equipment

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

10. Director of Coach and Player Development

The Director of Coach and Player Development will work with the Director of Intramurals and Director of Travel to design and implement coaches education and player development programs at all age levels. This position will maintain and update DYS Curriculums and be the primary liason for the Board to the contracted Director of Coaching or other vendor

supplying like services. This director will chair the Coaches Education/Player Development Committee.

11. Director of Safety and Compliance

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

12. Director-at-large (6)

There shall be 6 Director-at-large positions with all rights and responsibilities of the above named Directors. The primary function of these positions will be to chair one or more committees and participate in Board meetings and committees in accordance with these bylaws.

13. Associate Directors (8)

There shall be 8 Associate Director positions whose primary function will be to actively serve on a minimum of 2 committees. They are granted full participation at all regularly scheduled meetings but will carry a vote only at the AGM.

Section 8. Executive Board

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

Section 9. Vacancies-

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

Section 10. Term- Named Positions

The term of each position named in Article III, Section 7, Paragraphs 1-11 shall be for a duration of 2 years, with no individual to serve more than 2 consecutive terms in one position. If no qualified candidate presents themselves at the conclusion of the 2nd term,

with the consent of the Board and the individual, a 3rd and final term will be allowed. Elections for positions with 2 year terms shall be staggered as follows:

Years ending in odd numbers: President, Vice President, Treasurer, Director of Travel, Assistant Director of Travel

Years ending in even numbers: Secretary, Registrar, Director of Safety and Compliance, Director of Fields and Equipment, Director of Intramurals, Director of Coach and Player Development

Section 11. Term- At Large and Associate Director

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

ARTICLE IV Meetings

Section 1. The Annual General Meeting of the members of the association shall be held on or about the third Thursday of November in each year at such time and place as the directors may determine. Notice of the Annual Meeting setting forth the date, time and place of any such meeting shall be posted on the association's website at least 7 days in advance of the date thereof. All Directors, nominated members and invited guests will be notified of the date, time and place of such meeting by e-mail at least 7 days in advance. All titled directors' positions, listed in Article III, Section 6, need not be filled at the Annual General Meeting. Unfilled positions may be voted in from time to time at regular board meetings.

Section 1a. Nomination and Election –

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

Section 2. Regular Meetings

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

will be notified via email. The regular meetings shall be open to all members of the association.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called from time to time by the President, if significant action by the Board is required that cannot reasonably wait until the next scheduled board meeting.

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

Section 4a. Quorum –

At least seven (7) directors must be present for a meeting to be official. At least nine (9) directors must be present in order to take a vote.

Section 4b. Voting –

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

Section 5. Action by Consent –

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

ARTICLE V Disciplinary Actions

Section 1. Suspension and Expulsion of members.

Any member of the association may be suspended or expelled from membership by a resolution passed by not less than two-thirds of the Directors present at a legal board meeting. The member or, in the case of players, his parent or legal guardian, has the right to make a statement to the Board of Directors before the resolution is put to a vote. The member may send a representative in his place. The decision of the Board of Directors shall be binding on the member and just reason for the suspension or expulsion must be given by the Board of Directors at the time of the action. Individuals suspended or expelled or, in the case of players, their parents or legal guardians, must be notified by certified mail - return receipt requested.

Section 2. Immediate Suspension.

A Director may immediately suspend a member from participation in a DYS –sponsored game or practice if, in the judgment of the Director, that individual is acting in a manner significantly contrary to the bylaws or policies of DYS, or contrary to general good sense. The suspension shall remain in force for the duration of the event. The suspending Director must, at the earliest convenience, notify the Director most nearly concerned with the event, the Executive Vice President, and the President of the suspension. The power of suspension includes the power to suspend other Directors.

Section 3. Right of Verbal Complaint.

Any member has the right to lodge a verbal complaint with the Director most nearly responsible for the member's subject of complaint, for any action taken by DYS members that the member judges to be contrary to the bylaws or policies of DYS, or to general good sense. If the complaint is not addressed to the satisfaction of the member, the member shall be advised to notify the Executive Vice-President. Verbal complaints not addressed to the Director most nearly responsible for the area of complaint may be redirected to that Director.

Section 4. Right of Written Complaint.

It is the intention of the bylaws that the verbal complaint process be exhausted prior to resort to a written complaint. Any member has the right to submit a written complaint or protest to the Board of Directors through the Secretary, for any action taken by DYS members that the member judges to be contrary to the bylaws or policies of DYS, or to general good sense. A written complaint must be submitted as "hard-copy", not electronically. Anonymous complaints may be immediately dismissed by the Secretary and no record of them need be kept. A member may submit a copy of the complaint to the Executive Vice President as well as the Secretary. The Secretary shall notify the Executive Vice President of any signed complaints at the earliest convenience. If the complaint is not resolved prior to the next regularly scheduled board meeting, to the satisfaction of the member, the President shall openly inform the board of the complaint at that board meeting. At that time, the President shall inform the board of the steps taken or planned to be taken to resolve the complaint, or the reasons for its dismissal. The written complaint and a record of its resolution shall be retained for DYS records by the Secretary.

ARTICLE VI Committees

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

Section 1. Limited Committees

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

Section 2. Standing Committees

The standing committees of the association shall be as follows:

Intramural, Fields and Equipment, Coaches Education, Intramural Tournament Teams, Communications and Publicity, Tournament, Special Events, Scholarship, Referee

Section 3. Ad hoc Committees

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

ARTICLE VII Indemnification

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

ARTICLE VIII Amendments-

These By Laws may, at any meeting where a quorum is present, be altered, amended, or repealed by a vote of two-thirds (2/3) majority of the Directors present, provided that 7 days written notice of such proposed action be given in advance of the meeting at which the proposed action is to be taken.

ARTICLE IX MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year –

January 1 to December 31

Section 2. Disposition of property –

As determined in Articles of Organization, Section 4, Item t.

Section 3. Association Address –

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

Section 4. Expenditures

- a. Only officers can commit the association to any expenditure.
- b. All expenditures over \$500 must be approved by a majority vote of the Board of Directors.
- c. All checks over \$500 are required to have two signatures.
- d. Persons authorized to sign checks for Danvers Youth Soccer operations are: the President, Treasurer, Vice President of Intramurals, and Executive Vice President.
- e. Persons authorized to sign checks for Danvers Invitational Tournament operations are: the President, Treasurer, Vice President of Intramurals, Executive Vice President, and Danvers Invitational Tournament Director.

Section 5. Bank Safety Deposit Box –

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

Section 6. Conflict of Interest

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

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

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.