

# **BY-LAWS of WOBURN YOUTH SOCCER ASSOCIATION, INC.**

**Effective 11/30/95**

This organization shall be known as Woburn Youth Soccer Association, Inc. (WYSA). It shall have an association logo bearing the name of the organization and any other such inscriptions as the Board of Directors may determine.

## **ARTICLE II - PURPOSE**

The purpose of Woburn Youth Soccer Association, Inc. shall be to assist in promoting youth soccer in Woburn, Mass., and to aid in establishing the ideals of good sportsmanship, loyalty, honesty, courage, and respect that may be achieved by providing supervised competitive athletic games.

## **ARTICLE III - MEMBERSHIP**

1. Any person 16 years of age or older who coached, refereed, assisted, or donated 20 hours of their time in the programs of WYSA during the calendar year and registered as such shall be considered a member of the organization. As such a member, said person shall have voting privileges at the Annual Meeting in the same year, as well as any other duly called meeting of the general membership. Any person paid by WYSA shall not have a vote at the Annual Meeting.
2. The right of any person to vote, when disputed or questioned by the members, shall be examined and determined by the Board of Directors. The determination shall take precedence over the transaction of any other business. If the Board determines that the questioned person does not meet the membership qualifications above, then said person shall not be allowed to vote. Any such decision denying the vote to someone shall have the prospective effect only, and shall not invalidate any vote taken in which the disputed member took part.

## **ARTICLE IV - MEETINGS**

The Annual Meeting shall take place between September 1 and December 31, for the purpose of electing Officers and Directors, and for:

1. the transaction of such other business as may properly come before the

#### ARTICLE IV - MEETINGS - (cont.):

meeting.

2. Notice for the meeting of the general membership shall be in such form and
3. given in such means as the Board of Directors shall prescribe. Notice for the Annual Meeting, however, shall contain the date, place, and time, and shall be given in a newspaper of general circulation in the community, with the last notice appearing not less than five business days before the date set for the meeting.
4. Meetings of the general membership may be called by the Board of Directors by majority vote, or by the President at his/her discretion. A meeting shall be called by the President when he is requested to do so in writing by ten members. The Board of Directors and/or the President must respond to any such request in writing within ten days of the request as to the date, time, and place of such meeting that must be held within forty-five days of the request in writing.
5. At any meeting of the membership, a quorum shall consist of one third of the members voting at the last Annual Meeting. The Board of Directors is empowered to act in the absence of a quorum.

#### ARTICLE V - BOARD OF DIRECTORS

1. The management of the affairs of WYSA shall be vested in a Board of Directors, consisting of a minimum of 12 and a maximum of 20 members.
2. The President, Commissioner, Treasurer, and Secretary shall, by virtue of their positions, be members of the Board of Directors, and they shall not be subject to any further vote in order to obtain membership on the Board. The outgoing President shall also, by virtue of his/her position, become a member of the Board of Directors for the year following his/her term as President, and will not be subjected to any further vote to the Board.
3. The remaining members of the Board of Directors shall be elected at the Annual Meeting by a majority vote of the membership.
4. All members of the Board of Directors shall serve for a term of one year, or until their successors are elected and duly qualified. Any vacancy occurring on the Board of Directors, for any reason, shall be filled by a

## ARTICLE V - BOARD OF DIRECTORS - (cont.):

majority vote of the remaining members for the remainder of the term.

5. Any Board of Director missing from three consecutive meetings shall be asked to step down from their position. Unless otherwise approved by the body.
6. The Board of Directors shall meet on the second Tuesday of each month to conduct routine matters of WYSA. The President may, and when requested in writing by three members of the Board of Directors, call a special meeting of the Board of Directors. Notice of any such special meeting shall be given to each member of the Board of Directors at least three days prior to the meeting. A quorum shall consist of a majority of the Board.
7. Unless specifically stated to the contrary, the President shall be the appointing authority to all committees, and he/she shall possess the authority to assign such duties and responsibilities to said committees as he/she deems appropriate.
8. The President is the Chair of the Board of Directors.

## ARTICLE VI - OFFICERS DUTIES AND POWERS

1. The President shall be the chief executive officer of the corporation and shall execute all policies and regulations established by the Directors. In this capacity he/she shall:
  - a. Convene business at all meetings of the general membership.
  - b. Have co-signatory power with the Treasurer on checks.
  - c. Establish committees as he/she deems appropriate, fixing the number of members on each and their duties and responsibilities.
  - d. Have authority to act in the best interest of WYSA for any intermediate instances when the Board cannot convene. Any action so taken will be subject to a vote by the Board of Directors at the next meeting.
  - e. Bring to the Board of Directors instances where disciplinary measures appear appropriate or are recommended, for appropriate action.
2. The Commissioner shall assist the President and in the case of liability, or absence of the President, shall perform the duties of the President.

## ARTICLE VI - OFFICERS DUTIES AND POWERS - (cont.):

In this capacity he/she shall:

- a. Make final decisions on all team rosters.
  - b. Issue all player identification cards.
3. The Treasurer shall be the chief financial officer of the corporation and shall perform such duties as may be assisted by the President or by the Board of Directors. The Treasurer shall keep proper financial records of all receipts and disbursements. In this capacity he/she shall:
- a. Have co-signatory power with the President on checks.
  - b. Prepare and submit a current financial report for all meetings of the Board and general membership.
  - c. Collect and disburse all funds as operational necessity dictates.
  - d. Cause to be prepared and filed in the Office of the Secretary of State of Massachusetts, an annual report on a form proscribed by the Secretary of State, on or before January 1 each year.
4. The Secretary shall be the chief recording officer of the corporation.

In the capacity he/she shall:

- a. Maintain appropriate files, mailing lists, and corporate records.
- b. Send required notices to Members, Officers, and Directors.
- c. Keep accurate minutes of all meetings of the general membership and the Board of Directors.
- d. Turn over all corporate records of every type to the incoming Secretary.

## ARTICLE VII - FINANCES

1. The Board of Directors shall decide all matters pertaining to the finances of the corporation. They shall approve all expenditures and shall approve the manner and the places that monies received by the corporation are deposited. Notwithstanding the above, however, the President and the Treasurer shall each have the authority to spend up to fifty dollars, when in their opinion an emergency or immediate expenditure is necessary. The President and Treasurer shall report all such expenditures at the

## ARTICLE VII - FINANCES - (cont.):

next meeting of the Board of Directors.

2. No Officer, Director, or Member shall receive directly or indirectly any salary or compensation for services rendered as Officer, Director, or Member. An exception is provided to any Officer, Director, or Member who officiates a WYSA game as a referee.
3. No solicitation or other activity of any type on behalf of, or with use of, the corporation name shall be carried on without the express approval of the Board. Nor shall any person(s) or other legal entities incur any debt upon or in the name of WYSA Inc., without the express approval of the Board of Directors.

## ARTICLE VIII - DISCIPLINARY ACTION

1. In addition to the procedural denial of voting rights mentioned in Article III of these By-laws, membership rights may be otherwise suspended or terminated by a two-thirds vote of the Board of Directors at a duly constituted meeting. Said rights may be terminated only for a violation of the law, a violation of the Bylaws, or other conduct deemed detrimental to the best interests of WYSA.
2. The general membership, at a duly constituted meeting, may remove or suspend from office an Officer or Director, for any reason within the sole and exclusive discretion of the membership. Said action shall only be accomplished by a two-thirds vote.

## ARTICLE IX - AMENDMENTS

1. These By-Laws can be amended or repealed by a two-thirds majority vote of the general membership at a duly constituted meeting.
2. Proposed changes to these By-Laws will be submitted in writing to the Board of Directors at least one month before the membership meeting. The Board may review and make recommendations on the proposed changes.