

**LEOMINSTER YOUTH SOCCER, INC.**

**BY-LAWS**

Voted and Approved by The Board

February 29, 2016

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## **ARTICLE 1.0 ORGANIZATION**

1.1 Name. The name of this Corporation shall be the LEOMINSTER YOUTH SOCCER, INC. It is also referred to by its initials "LYS ".

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, referee, 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 Leominster.

LYS 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 the Board by majority vote.

1.5 Colors. The colors of the Corporation shall be Blue, Black and White.

1.6 Corporate records. The original, or attested copies, of the Articles of Corporation, the Constitution and Bylaws, 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 AFFILIATIONS**

2.1 Associations. LYS is fully affiliated with The Massachusetts Youth Soccer Association (MYSA).

2.2 Leagues. Each season, LYS may place teams in Nashoba Valley Youth Soccer affiliated leagues in order to provide an appropriate level of competition.

2.3 Affiliation dominance. MYSA articles of incorporation, bylaws, policies and requirements take precedence over and supercede the governing documents and decisions of the LYS and its members to the extent allowable under Massachusetts law, including, but not limited to, passing a CORI check. LYS and its Members will abide by the MYSA articles of incorporation, bylaws,

policies and requirements. LYS will not join or affiliate with any Organization that has requirements that conflict with MYSA articles of incorporation, bylaws, policies and requirements.

2.4 League registration. All LYS players, coaches, teams and administrators will be registered annually with MYSA, and LYS will pay all dues and fees required by LYS on a timely basis.

## **ARTICLE 3.0 MEMBERSHIP**

3.1 Qualification for membership. Membership in LYS shall be open to coaches, assistant coaches, team managers, referees, officers of the organization, volunteers approved by the Board, parents and legal guardians of players under 18 as well as youth players who either reside in Leominster, attend Leominster public schools, or whose parents or legal guardians reside in Leominster. 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. LYS, 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.

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 LYS for conduct detrimental to LYS. 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 during the second week of November of each year to review the current year's activities to date and elect Executive Officers for the next year.

4.2 Special General Meetings. The Board or the President may call Special General Meetings as deemed necessary. The Secretary, or any other officer, in the absence, death, incapacity, or refusal of the Secretary, or any other officer shall call a Special General Meeting upon the written request of members equaling at least 10 percent of the amount necessary to have a quorum, as hereinafter defined, at a General Meeting.

4.3 Notice of General Meetings. Written notice of every General meeting shall be made in a local newspaper, 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 General Meeting, shall exist if the number of voting members, as hereinafter defined, equals or exceeds a number equal to two thirds 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 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 General Meetings. A majority vote of voting members present at a General 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 his delegate, shall preside at all General Meetings. Matters of procedure will be decided based on the current version of Robert's Rules of Order. The President will appoint a Parliamentarian to referee all matters of procedure. Decisions by the Parliamentarian are binding unless overruled by a 2/3 majority of members present at such meeting.

## **ARTICLE 5.0 GOVERNING BOARD**

5.1 Composition - The governing body of LYS will be the Executive Board, hereafter referred to as the Board, which shall consist of the following elected Executive Officers:

President  
Vice President  
Secretary  
Treasurer  
Registrar

and the following appointed directors (voting) and coordinators (non-voting):

NVYSL Representative  
Referee Director  
Girls Travel Director  
Boys Travel Director

Sponsorship Director  
Equipment Director  
Field Maintenance Director  
In-Town Director  
Directors At-Large (2)

Coordinators (Non-Voting Positions)

Coaching Coordinator  
Concessions Coordinator  
Communications & Technology Coordinator  
CORI Coordinator  
In-Town D1 & D2 Coordinator  
In-Town D3 & D4 Coordinator  
Tournament Coordinator  
Uniform Coordinator

The above Executive Officers, directors and coordinators shall be elected/appointed at the Annual General Meeting (AGM) which will be held during the second week of November. A specified date will be determined by the Board and publicised at least two weeks in advance of the meeting.

Appointed directors and coordinators shall be elected by the Executive Officers at the AGM by a vote of 50% or more.

A person may become a candidate for an elected or appointed position by submitting his/her name to the secretary at least one week prior to the election at the AGM.

5.2 Size of the Board. The size of the Board shall be determined at each Annual General Meeting by the election of Executive Officers and the appointing of Board positions. The Board may increase 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.

5.3 Powers, functions and actions. The business of LYS 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 shall have the power to deal with any matters not covered directly by the Constitution, Bylaws, policies, procedures, regulations and guidelines.

5.4 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. 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 LYS present at such meeting.

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

5.6 Terms. A term for elected Executive Officers is two years. A term for Directors and Coordinators is at the discretion of the Board. At this point, there are no specific term limits. However, term limits may be imposed if the Board determines they are necessary. Board members are eligible for reelection. 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.

5.7 Obligations and non-performance. Board members are expected to attend monthly Board meetings. A board member must attend at least two-thirds of the monthly meetings. A Board member who is not present for two-thirds of Board meetings without appropriate justification to the President may be asked to resign his/her position by a majority vote of the Board.

5.8 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 LYS present at any special meeting called for that purpose.

5.9 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 Vice-President, in the case of the President's performance being in question) to contact the Board member in question.

- The President (or Vice-President) 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 LYS present at any special meeting called for that purpose.

5.10 Other Directors / Coordinators. The Board may, at any time, create the positions of other directors (voting) or coordinators (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 coordinators shall serve until the next Annual General Meeting.

## **ARTICLE 6.0 DUTIES AND RESPONSIBILITIES**

### **6.1 PRESIDENT**

- 1) Preside at all LYS meetings.
- 2) Be the official spokesperson of the LYS .
- 3) Form committees by appointment as required or helpful.
- 4) Call Board and General Meetings.
- 5) Appoint Board members in case of vacancies, subject to the affirmative vote of the majority of the Board.
- 6) Has the prerogative of working with individual Board members to develop budgets, programs, etc. for presentation to the Board for approval.
- 7) Sets policies and carries out such policies throughout the term of office.
- 8) Act as or delegate liaison between the Leominster Recreation Department and LYS .
- 9) Secure the required permits from the Leominster Recreation Department for fields.
- 10) Authorized to sign checks.

### **6.2 VICE-PRESIDENT**

- 1) Shall have and perform the powers and duties of the President whenever the President is absent or unable to act, or such of them or such other powers and duties as may from time to time be determined by the Directors.
- 2) Succeed to the office of President in his/her absence, or for the remainder of term if vacated for any reason.

### **6.3 SECRETARY**

- 1) Responsible for all documentation, including record keeping, printing, copying, and distribution.
- 2) Prepare an agenda, record and distribute detailed minutes of all Board meetings.
- 3) Correspond on behalf of the LYS only with the knowledge and consent of the president.
- 4) Notify Board members of each upcoming Board meeting.
- 5) Arrange for meeting place for each Board meeting.

### **6.4 TREASURER**

- 1) Treasurer shall have charge of the finances of LYS and shall report on the condition of same at all Board and general meetings.

- 2) Maintain the financial record, including statements and chart of accounts.
- 3) Monitor the purchasing activities.
- 4) Report on the finances at all Board meetings, and submit a full written report of the financial transactions and the status of the finances at the AGM
- 5) Prepare balanced budgets prior to each Fiscal Year
- 6) Is authorized to sign checks
- 7) Ensures tax filings and other required submittals are made on time.

## **6.5 REGISTRAR**

- 1) Conduct all registrations and distribute all relevant information to Board
- 2) Authenticate all situations involving refunds due to injury, self-elimination, or in instances where no team play is available, and to authorize such disbursements to be made by the Treasurer.
- 3) Ensure all players, coaches, and Board members have been properly affiliated with the appropriate league associations.
- 4) Authenticate all player cards and team rosters, including subsequent changes, from the Age Group Coordinators and submit to the appropriate league representative.
- 5) Maintain a comprehensive database on all players and coaches.
- 6) Maintain a record of all relevant data contained on the League registration form, in particular date of birth of all players. These records will be made available to the appropriate League officials as directed, for verification of any player's age.
- 7) Ensure payment to League is made in a timely manner.
- 8) Create and maintain registration programs each season
- 9) Submit Annual Leadership Report to MAYS
- 10) Manage insurance affiliation file and submit to MAYS
- 11) Manage COI (certificate of insurance) file and submit to appropriate Corporations as required
- 12) Submit team rosters and player cards to the NVYSL Registrar.

## **6.6 NVYSL REPRESENTATIVE**

- 1) Coordinate LYS participation in the NVYSL.
- 2) Represent the majority interests of the Board at NVYSL General meeting's.
- 4) Interface with the NVYSL in cases of alleged improper conduct by players, coaches, or officials of the LYS .
- 5) Distribute information from the NVYSL to appropriate LYS Board members.
- 6) Ensure an alternate Board member attends all NVYSL General meeting's if he/she cannot attend.

## **6.7 REFEREE DIRECTOR**

- 1) Recruit suitable individuals to train as referees for U8 games and above.
- 2) Submit an updated list of qualified referees to the NVYSL Referee Director.
- 3) Work with the NVYSL Referee Director to schedule referees for League games. Schedule referees for non-league games.
- 4) Plan and implement a referees' training program suitable for both new referees and upgrading of existing referees.
- 5) Monitor the performance of all referees. Investigate allegations of substandard performance and report to the Board.
- 6) Schedule fields for TBA and make-up games.

## **6.8 COACHING DIRECTOR**

- 1) Coordinate seminars, courses, clinics, and educational training material for present or potential coaches with a view to upgrading the competence of interested individuals and facilitate qualification or certification thereof.
- 2) Maintain a comprehensive database on all coaches and licenses.
- 3) Plan and implement a coaches' training program.
- 4) Plan and implement clinics and other training sessions for players.
- 5) Plan events to stimulate the interest of coaches and players in the game.
- 6) Help to supervise Spring travel try-outs.
- 7) Attend home games of travel teams on a rotating basis in order to provide feedback to coaches.
- 8) Coordinate the annual soccer camps.
- 9) Work with Boys and Girls travel Directors.

## **6.9 GIRLS TRAVEL DIRECTOR**

- 1) Monitor the team selection process and verify that all pertinent LYS policies are followed in this process. He/she shall act as a liaison between these age group coordinators and the Board.
- 2) Shall submit a record of all game results and keep team standings as appropriate and required by NVYSL.
- 3) Submit an end of season report providing pertinent information and recommendation for team placement.
- 4) Coordinate player placement sessions for upcoming season(s).
- 5) Work with CORI Coordinator to ensure eligibility of all coaches

## **6.10 BOYS TRAVEL DIRECTOR**

- 1) Monitor the team selection process and verify that all pertinent LYS policies are followed in this process. He/she shall act as a liaison between these age group coordinators and the Board
- 2) Shall submit a record of all game results and keep team standings as appropriate and required by NVYSL.
- 3) Submit an end of season report providing pertinent information and recommendation for team placement.
- 4) Coordinate player placement sessions for upcoming season(s).
- 5) Work with CORI Coordinator to ensure eligibility of all coaches

#### **6.11 SPONSORSHIP DIRECTOR**

- 1) Coordinate the sponsors and donation requests.
  1. Collects and reviews sponsorship and fundraising opportunities
  2. Organizes and implements approved league fundraising activities
  3. Solicits and secures local sponsorships to support league operations
  4. Serve as liaison between MTSC and fundraising consultants
  5. Coordinates participation in fundraising activities
  6. Maintains records of monies secured through sponsorship and fundraising initiatives
  7. Issue periodic fundraising reports to the Board

#### **6.12 EQUIPMENT DIRECTOR**

- 1) Maintain inventory, order and distribute equipment to the coaches.
- 2) Be responsible for the timely ordering of equipment within Program budgets, follow up on vendor promises, schedules, and keep the Treasurer apprised on moneys obligated and spent.
- 3) Be responsible prior to the start of the season for setting up goals and nets on the practice fields.

#### **6.13 FIELD MAINTENANCE DIRECTOR**

- 1) Be responsible during the season for field lining, repair of goals, and ensuring that nets and corner flags are available for each game.
- 2) Organize the necessary work parties and coordinate cooperative efforts to secure the required tools and supplies to repair, or line fields being utilized, or offering potential use by the LYS .
- 3) Be responsible for contacting the town agency responsible for field mowing, repair, care and feeding when required.
- 4) Supervise the overall development of present and potential fields, to include the upkeep and/or installation of goals, and the preservation of playing fields.

5) Report to President and Vice-President when field conditions are such that play should not take place on any particular field.

#### **6.14 IN-TOWN DIRECTOR**

- 1) Responsible for recruiting and training the D1 & D2, D3 & D4 group coordinators.
- 2) Shall coordinate the activities of the In Town Program.
- 3) Monitor the team creation process and verify that all pertinent LYS policies are followed in this process
- 4) He/she shall act as a liaison between these age group coordinators and the Board.
- 5) Input and maintain game schedules for in-town (U6, U8 and U10) programs.
- 6) Work with CORI Coordinator to ensure eligibility of all coaches

#### **6.15 CONCESSION DIRECTOR**

- 1) Plan, organize, and control all aspects of the concession activities subject to Board approval.
- 2) Secure the required permits to operate a concession facility.
- 3) Responsible for the financial aspects of the concession activities to include, but not be limited to, inventory, purchasing, pricing, volunteers, equipment.

#### **6.16 MEMBER(S)-AT-LARGE**

- 1) Provide support to the Club by completing assigned tasks as requested.

#### **COORDINATORS**

#### **6.17 COMMUNICATIONS & TECHNOLOGY COORDINATOR**

- 1) Populate the website and social media with general information and resources approved by the Board.
- 2) Update the website and social media frequently to reflect current information
- 3) Update/Produce flyers to distribute to schools
- 4) Contact local media with any pertinent information as requested by Board

#### **6.18 CORI COORDINATOR**

- 1) Work with In-Town and Travel Directors to ensure all volunteers affiliated with LYS clear all CORI procedures established by MYSA.

#### **6.19 IN-TOWN COORDINATORS (all levels)**

- 1) Plan, organize, and control aspects of their respective age groups, subject to In-Town Director approval.

- 2) Recruit coaches and create team rosters subject to In-Town Director approval.
- 4) Report to Board on season activities and issues.
- 5) Shall supervise the overall activities of teams.
- 6) For DIV 1 and 2 Coordinator: shall submit an end of Spring season report providing pertinent information and recommendation for travel team placement in Fall.
- 7) Shall perform such other duties as may be required by the Board of Directors.

#### **6.20 TOURNAMENT COORDINATOR**

- 1) Plan, organize, and control all aspects of tournaments outside of regular league play that are available to all LYS travel players.

#### **6.21 UNIFORM COORDINATOR**

- 1) Determine player uniform needs and sizes.
- 2) Order uniforms and distribute them to players in a timely manner.
- 3) Have all contacts/transactions/communications with supplier in writing or fax transmission.

### **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 LYS 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 last Monday of each month, unless another date is specified at the Annual General Meeting for the following year. Any member of LYS 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 Meetings whenever requested by the President, by three (3) or more Directors, or as required by the Constitution.

8.2 Notice of Board meetings. A written notice of every meeting of the Board shall be sent to each officer prior to 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 51% of the voting members of the Board.

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. Any member of the Board may stipulate, in writing, that, until such stipulation is withdrawn, that a written consent sent by E-Mail from the address that such member shall have stipulated, as hereinabove provided, shall constitute a written consent from such member.

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 vote was taken at the last Board Meeting. Items normally considered as sufficiently sensitive to warrant discussion within executive session shall include, but not be limited to, suspension and expulsion of LYS members, the recall and reprimand of Board Members, 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 the board at the same or next Board meeting. Any Board Member who is the subject of recall and reprimand or any LYS 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. LYS 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 Leominster. The Treasurer shall prepare a balanced budget prior to each season for review and approval of the Board.

9.2 Expenditures and revenue. Capital and unbudgeted expenditures in excess of \$500 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 LYS name.

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

9.4 Fiscal Year The fiscal year of LYS shall be June 1st through May 31st.

9.5 Audit policy. LYS shall have such audits as may be required by any federal or state law governing LYS or by rule or regulation of any federal or state agency or department having regulatory authority or jurisdiction over LYS . 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 LYS , in its behalf, shall be signed or authorized by the President or Vice President, except as the Board may generally or in particular cases otherwise determine.

9.7 Disposition of property. In the event of the dissolution of LYS , 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.

9.8 LYS assets. No part of the assets of LYS shall insure 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 Corporation.

9.9 Gifts. Gifts of money without conditions or with conditions specified in LYS written solicitations may be accepted by the Treasurer by depositing the case 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, 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 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 LYS has granted affiliation dominance. The Board, by majority vote, can establish policies, regulations, procedures, and guidelines, subject to the Constitution and Bylaws, under which LYS shall operate.