

**Nashoba Regional Soccer Association, Inc.
Bylaws and Articles of Incorporation**

GENERAL INFORMATION

1. NAME

This not for profit membership organization shall be known as the Nashoba Regional Soccer Association, Inc., hereinafter referred to as NRSA. This organization shall operate under the names Nashoba FC, and Nashoba United, which shall both operate under the provisions of these bylaws.

2. DESCRIPTION

Nashoba Regional Soccer Association is a member organization comprised predominantly of soccer players and their parents and/or guardians, Board Members, Operating Members and other dedicated persons wishing to promote the sport of soccer through player, coach, and soccer program development.

3. MISSION STATEMENT

The primary mission of NRSA is to foster the physical, mental and emotional growth and development of youth through the sport of soccer. This will be accomplished by:

- a. Ensuring a safe and enjoyable environment to play soccer and for players to have fun while doing so;
- b. Organizing and sponsoring teams to be entered into soccer leagues and tournaments;
- c. Teaching the skills of the game of soccer;
- d. Teaching the laws of the game;
- e. Providing, encouraging, and promoting constructive coaching;
- f. To gain for each participant the following benefits;
 - To learn to work with others in a team endeavor
 - To learn to be gracious in victory as well as defeat
 - To obtain a level of physical fitness and coordination that will benefit them in later life
 - The knowledge that winning is not a life or death situation

4. AFFILIATIONS

NRSA is fully affiliated with the Massachusetts Youth Soccer Association (MYSA). Each season, NRSA may place teams in MYSA affiliated leagues in order to provide an appropriate level of competition for any of its teams. MYSA articles of incorporation, bylaws, and policies take precedence over and supersede the governing documents and decisions of NRSA and its Members to the extent allowable under Massachusetts law. NRSA and its Members will abide by the MYSA articles of incorporation, bylaws, policies and requirements. NRSA will not join or affiliate with any organization that has requirements that conflict with MYSA articles of incorporation, bylaws, policies and requirements. All NRSA players, coaches, teams and administrators will be registered annually with MYSA, and NRSA will pay all dues and fees timely, as required by MYSA and any league with whom NRSA affiliates.

MEETINGS

5. REGULAR MEETINGS

The Governing Body and Operating Members shall meet annually on the date of the annual meeting or at such earlier or later date as may be determined from time to time. Other regular meetings of the Board and/or Operating Members may be held at such places and at such times as may be determined. All Governing Body meetings shall be open to the public unless a meeting has been specifically identified as private and approved by 2/3rd vote of the Governing Body.

6. SPECIAL MEETINGS

Special meetings of the Governing Body and/or Operating Members may be held at any time and at any place when called by the President (or if there be no such President, the Vice President) or by two or more Governing Body Members. All Special meetings shall be open to the public unless a meeting has been specifically identified as private and approved by 2/3rd vote of the Governing Body.

7. NOTICE OF MEETINGS

Notice of the time and place of each meeting of the Governing Body shall be given to each Board Member by mail, facsimile or electronic transmission at least seven days before the meeting addressed to him/her at his usual or last known business or residence address, fax number, or email address.

8. ANNUAL GENERAL MEETING OF MEMBERS

The Annual General Meeting shall be held at a specific time and place to be designated by the Governing Body and shall be open to then active Members of all categories. Notice of the annual General Meeting of Members shall be published by NRSA at least ten (10) days prior to the meeting.

9. EXECUTIVE COMMITTEE MEETINGS FOR NASHOBA UNITED AND NASHOBA FC

Executive Committee meetings for Nashoba United and Nashoba FC shall be governed by provisions established under section 5-7 above.

GENERAL GOVERNANCE

10. NRSA GOVERNING BODY

Nashoba Regional Soccer Association's Governing Body consists of the following positions:

- President
- Vice President
- Secretary
- Treasurer
- Development Director
- Executive Director of Nashoba FC
- Executive Director of Nashoba United

The Governing Body of NRSD is responsible for all matters related to the well-being and longevity of the organization, including legal, financial, liability, and setting its strategic course. Each member of the Governing Body shall be entitled to one vote.

11. NRSA GOVERNING BODY RESPONSIBILITIES:

- a. President whose duties are as delineated below:
 - Presides at all sessions of NRSA

- Chairs the Board;
 - Sits as Association representative (or his designee) to other leagues and organizations;
 - Has such powers as these bylaws confer;
 - Prime director of disbursement of all monies of NRSA (with the exception of expenses directly associated with the office of the President, such expenses shall be approved by the Vice President).
 - Votes only to break a tie
- b. Vice President, whose duties are as delineated below:
- Represents, or presides in place of, the President during meetings which the President is unable to attend
 - Assumes the office of President if the office becomes vacant for any reason
 - Sits on the Executive Board
 - Has such powers as these bylaws confer
- c. Secretary, whose duties are as delineated below:
- Keeps all records of NRSA (except financial records), including NU bylaws and minutes of all meetings
 - Sits on the Executive Board
 - Supervises the tallying of all votes of the meetings and publicly announces their results
 - Has such powers as these bylaws confer
- d. Treasurer, whose duties are as delineated below:
- Is responsible for consolidating and monitoring the financial reports of Nashoba United and Nashoba FC;
 - Coordinates tax and non-profit records for the organization as a whole
 - Has such powers as these bylaws confer
- e. Development Director
- Is responsible for establishing the organization's development philosophy for both players and coaches
 - Identifies training opportunities beyond traditional soccer practice/games
 - Provides educational opportunities for coaching staff
 - Has such powers as these bylaws confer
- f. Executive Director of Nashoba FC
- Is responsible for the day to day operations of Nashoba FC
 - Identifies age/gender strategies for each seasonal year
 - Coordinates all matters between NRSD and MYSA affiliated leagues under which Nashoba FC participates
 - Has such powers as these bylaws confer
- g. Executive Director of Nashoba United
- Is responsible for the day to day operations of Nashoba United
 - Identifies age/gender strategies for each seasonal year
 - Coordinates all matters between NRSD and MYSA affiliated leagues under which Nashoba United participates
 - Has such powers as these bylaws confer

12. NRSA GOVERNING BODY TERM OF OFFICE

Each position of the Governing Body shall be elected for a one (1) year term, and each position is eligible for re-election if so accepted via nomination, and subsequently voted into office. Nomination

and election of each position shall take place at the annual meeting of NRSA by a majority of Members then in attendance to include General Members and Governing Body Members.

In the event of a mid-year departure, any member of the Governing Body may be nominated by another Member, and voted into office by the then active Governing Body membership, with the exception of the Executive Director of Nashoba United, who shall be voted into office by the Nashoba United Executive Committee (or via an Annual Nashoba United General Meeting if so requested by the Nashoba United Executive Committee). While vacant, the Nashoba United Executive Director position may be filled by the President of NRSA until the NU Executive Committee makes a formal appointment to ensure continuity in operations.

In order to qualify for a position on the NRSA Governing Body, the individual must be a current resident of Bolton, Lancaster or Stow Massachusetts. This residency requirement is exclusive to the NRSA Governing Body (i.e., non-residents of the 3 towns may serve the Nashoba FC or Nashoba United Executive Committees to the extent those positions do not serve on the Governing Body).

13. SPECIFIC RESPONSIBILITIES AND GENERAL POWERS OF THE NRSA GOVERNING BODY

The Governing Board shall have the following specific responsibilities and general powers:

- a. **Finances.** The Governing Body shall have the authority to disperse funds necessary to meet the mission of the organization.
- b. **Suspensions.** The Governing Body shall have the authority to suspend any player, coach, or other Member for reasonable periods of time from participating in NRSA sponsored activities if such person is determined by the Governing Body to have engaged in conduct contrary to generally accepted standards of good sportsmanship or the rules and guidelines established by the Governing Body for participation in NRSA activities. Such action shall be taken only after the person(s) involved shall have been given a reasonable opportunity to be heard.
- c. **General Powers.** The Board shall have the power to deal with any matters not explicitly covered by these Bylaws.
- d. **Voting.** All matters which shall come before the Governing Body shall be decided by a simple majority vote, unless specifically identified elsewhere in these bylaws as requiring a higher approval ratio. No one individual may cast more than one vote on any matter before the Governing Body even though he/she may hold more than one of the positions listed in Section 10. Fifty percent of the Governing Board Members then in office, but never less than three (3), shall constitute a quorum. Voting may be electronic, or in person, so long as such vote is recorded by the Secretary and meets the requirements for a majority vote as stated herein.

14. NASHOBA FC EXECUTIVE COMMITTEE

Nashoba FC shall operate for the purpose of player development in the sport of soccer under various “premier” leagues within MYSA, excluding those traditionally identified as being recreational (e.g.. NVYSL, BAYS, MAYS, etc.).

Nashoba FC’s Executive Committee consists of the following positions:

- Nashoba FC Executive Director
- NRSA President
- NRSA Vice President
- Nashoba FC Treasurer

- NRSA Secretary
- Nashoba FC Registrar
- NRSA Development Director

The Executive Committee of Nashoba FC is responsible for all matters related to the day to day operations of Nashoba FC.

15. NASHOBA FC EXECUTIVE COMMITTEE RESPONSIBILITIES:

- a. Executive Director of Nashoba FC
 - Presides at all Nashoba FC Executive Committee meetings
 - Is responsible for the day to day operations of Nashoba FC
 - Identifies age/gender strategies for each seasonal year
 - Coordinates all matters between NRSD and MYSA affiliated leagues under which Nashoba FC participates
 - Has such powers as these bylaws confer
- b. Nashoba FC Registrar
 - Responsible for coordinating player registration for each season. Registration dates, and closeout deadlines, may be set and changed by a vote of the Executive Committee;
 - Sits on the Nashoba FC Executive Committee
 - Completes all necessary league forms and documents, all rosters and passcards, and other forms as required by the league(s) that NRSA competes in.
 - Has such powers as these bylaws confer
- c. Nashoba FC Treasurer
 - Is responsible for all fiscal affairs of Nashoba FC
 - Sits on the Nashoba FC Executive Committee
 - Keeps all financial records of Nashoba FC
 - Disperses funds as directed by the Nashoba FC Executive Director, President, or Vice President as outlined in these bylaws
 - Has such powers as these bylaws confer
 - Reports all financial accounting matters timely to the NRSA Treasurer for consolidation
- d. Nashoba FC Development Director
 - Establishes the Nashoba FC Development Program goals, principles, and educates coaches, parents in players in said philosophies
 - Responsible for evaluating team placement and coordinating such placement through appropriate leagues
 - Evaluates the feasibility of team placement in leagues available within the region
 - Works with various town programs to determine appropriate alignment of programs for specific ages/genders
 - Collaborates with town programs to determine training needs and opportunities to partner with town programs for the purpose of player development programs
 - Has such powers as these bylaws confer
- e. NRSA President, Vice President, Treasurer, and Secretary serve the same essential functions for the Nashoba FC Executive Committee as they do for the NRSA Governing Board with the exception of the NRSD President, who shall serve in the capacity of Nashoba FC Executive Director when such position is vacant. Otherwise, NRSA Governing Body members shall

support the Nashoba FC Executive Committee in its decision-making by providing guidance from the NRSA Governing Body.

16. NASHOBA FC EXECUTIVE COMMITTEE TERM OF OFFICE

All non-NRSA Executive Committee members shall be appointed for a one (1) year term, and are eligible for re-appointment if they accept, and are subsequently voted into office by the NRSA Governing Body. Identification and appointment of the Executive Committee members shall take place as needed by a majority of the Governing Body Members.

17. SPECIFIC RESPONSIBILITIES AND GENERAL POWERS OF THE NASHOBA FC EXECUTIVE COMMITTEE

The Nashoba FC Executive Committee shall have the following specific responsibilities and general powers:

- a. League Placement. All matters relative to the league in which Nashoba FC participates shall be made by the Nashoba FC Executive Committee to the extent such league placements remain within a non-recreational league affiliated with MYSA. Any decisions relative to placing a team outside of this parameter must be made by the NRSA Governing Body.
- b. Team Placement. All matters relative to the placement of teams within specific flights will be made by the Nashoba FC Executive Committee and the league into which a given team is placed.
- c. Tryout Coordination. All matters relative to the tryout process shall be made by the Nashoba FC Executive Committee as long as tryout dates and times meet MYSA or league requirements. Any variation that would place the tryouts outside of league or MYSA requirements must be made by the NRSA Governing Body.
- d. Voting. All matters above which shall come before the Nashoba FC Executive Committee shall be decided by a simple majority vote. No one individual may cast more than one vote on any matter before the Committee even though he/she may hold more than one of the positions listed in Section 14. Voting may be electronic, or in person, so long as such vote is recorded by the Secretary and meets the requirements for a majority vote as stated herein.

18. NASHOBA UNITED EXECUTIVE COMMITTEE

Nashoba United shall operate for the purpose of player development in the sport of soccer within the MYSA recreational travel program leagues (e.g., NVYSL, MAYS, BAYS, etc.)

Nashoba United's Executive Committee consists of the following positions:

- Executive Director of Nashoba United
- Bolton Youth Soccer President/Representative
- Lancaster Youth Soccer President/Representative
- Stow Soccer Club President/Representative
- NU Registrar
- NU Treasurer
- NU Secretary
- NRSA President or representative

The Executive Committee of Nashoba United is responsible for all matters related to the day to day operations of Nashoba United.

19. NASHOBA UNITED EXECUTIVE COMMITTEE RESPONSIBILITIES:

- a. Executive Director of Nashoba United
 - Is responsible for the day to day operations of Nashoba United
 - Identifies age/gender strategies for each seasonal year
 - Coordinates all matters between NRSD and MYSA affiliated leagues under which Nashoba United participates, as well as the towns served by Nashoba United via collaboration with the respective Presidents
 - Has such powers as these bylaws confer
- b. Nashoba United Registrar
 - Responsible for coordinating player registration for each season. Registration dates, and closeout deadlines, may be set and changed by a vote of the Executive Committee;
 - Sits on the NU Executive Committee
 - Completes all necessary league forms and documents, all rosters and passcards, and other forms as required by the league(s) that NRSA competes in.
 - Has such powers as these bylaws confer
- c. Nashoba United Treasurer
 - Is responsible for all fiscal affairs of Nashoba United
 - Sits on the NU Executive Committee
 - Keeps all financial records of Nashoba United
 - Disperses funds as directed by the NU Executive Director, President, or Vice President as outlined in these bylaws
 - Has such powers as these bylaws confer
 - Reports all financial accounting matters timely to the NRSA Treasurer for consolidation
- d. Nashoba United Secretary
 - Keeps all records of NU meetings and associated minutes
 - Sits on the NU Executive Committee
 - Supervises the tallying of all votes of the meetings and publicly announces their results
 - Has such powers as these bylaws confer
 - Provides all meeting minutes to the NRSA Secretary
- e. Bolton Youth Soccer, Lancaster Youth Soccer, and Stow Soccer Club Presidents shall provide support to the Nashoba United Executive Committee by providing guidance from their own town program board of directors. Additionally, in the absence of an NU Executive Director, the Presidents of one of the three (3) town programs may serve as the interim Executive Director until such position has been appointed. In the absence of a President assuming responsibility for Executive Director's responsibilities, the NRSA President will assume such role to ensure continuity of operations.
- f. NRSA President or designee shall support the Nashoba United Executive Committee in its decision-making by providing guidance from the NRSA Governing Body.

20. NASHOBA UNITED EXECUTIVE COMMITTEE TERM OF OFFICE

All non-NRSA NU Executive Committee members shall be appointed for a one (1) year term, and are eligible for re-appointment if they accept, and are subsequently voted into office by the then in office NU Executive Committee membership, except the NU Executive Director. The NU Executive Director shall be appointed by unanimous vote of the then acting Presidents of the three (3) town programs. Identification and appointment of other Executive Committee members shall take place at each annual meeting of NRSA by a majority of the present NU Executive Committee.

21. SPECIFIC RESPONSIBILITIES AND GENERAL POWERS OF THE NASHOBA UNITED EXECUTIVE COMMITTEE

The Executive Committee shall have the following specific responsibilities and general powers:

- a. League Placement. All matters relative to the league in which Nashoba United participates shall be made by the Executive Committee to the extent such league placements remain within one of the recreational leagues affiliated with MYSA.
- b. Team Placement. All matters relative to the placement of teams within specific flights will be made by the NU Executive Committee.
- c. Tryout Coordination. All matters relative to the tryout process shall be made by the Executive Committee as long as tryout dates and times meet MYSA or league requirements. Any variation that would place the tryouts outside of league or MYSA requirements must be made by the NRSA Governing Body.
- d. Voting. All matters above which shall come before the Nashoba United Executive Committee shall be decided by a simple majority vote. No one individual may cast more than one vote on any matter before the Committee even though he/she may hold more than one of the positions listed in Section 18. Voting may be electronic, or in person, so long as such vote is recorded by the Secretary and meets the requirements for a majority vote as stated herein.

22. NRSA EXECUTIVE MEMBERS

In addition to the members of the Governing Board, NU Executive Committee and Nashoba FC Executive Committee, the following additional Executive Members shall be filled by majority vote of the then in office Governing Body:

- a. Tryout Coordinator whose duties are as delineated below:
 - Works with the board to establish and publicize tryout dates
 - Ensures that necessary assets (nets, etc.) are available at the tryout sites
 - Works with the coaches to ensure that all tryout resources (numbers, tables, etc) are available
 - Has such powers as these bylaws confer
- b. Field Coordinator whose duties are as delineated below:
 - Secures all practice, game, and tryout fields
 - Is responsible for scheduling and rescheduling practice fields
 - Ensures that all fields are lined during the season via acquiring necessary supplies and human resources
 - Has such powers as these bylaws confer
- c. Uniform Manager whose duties are as delineated below:
 - Inventories and distributes all uniforms
 - Orders and establishes all vendor relationships for uniforms
 - Has such power as these bylaws confer

- d. Equipment Manager whose duties are as delineated below:
 - Inventories and distributes all equipment
 - Orders and establishes all vendor relationships for equipment
 - Has such power as these bylaws confer
- e. Website Coordinator
 - Manages the NRSA, Nashoba United, and Nashoba FC websites
 - Implements necessary changes to support seasonal/division changes
 - Facilitates design changes
 - Makes recommendations to the Governing Body for improved performance, functionality or appearance
- f. Nashoba FC Technical Director
 - Establishes the core curriculum for all Skills Academy programs
 - Manages coaching assignments for Nashoba FC
 - Manages coaching expectations, including training and education requirements
 - Recruits and works to retain qualified coaches for Nashoba FC
- g. Boys and/or Girls Skills Academy Director
 - Manages all communications with the boys and/or girls Skills Academy players
 - Coordinates any league participation requirements
 - Handles all inquiries and program concerns of an administrative nature
- h. Skills Academy Lead Coach
 - Manages all coaching for the designated Skills Academy (boys and/or girls)
 - Develops, in collaboration with the Nashoba FC Technical Director, all training sessions
 - Ensures coaching coverage for all activities
 - Manages any Skills Academy league games

23. NRSA EXECUTIVE MEMBER TERM OF OFFICE

Executive Members shall serve a one (1) year term, and may be re-appointed by the then in office Governing Body.

MEMBERSHIP

24. MEMBERSHIP

Membership in NRSA shall be open to any registered participant in activities organized by Nashoba Regional Soccer Association. Each registered player's family shall be Members of NRSA. Coaches, Assistant Coaches, Team Managers/Coordinators, and the elected and appointed Governing Body, Executive Committee members of Nashoba FC, Executive Committee Members of Nashoba United, and NRSA Executive Members shall be members of NRSA. Membership shall be for a period of one year, concurrent with the seasonal year beginning July 1 through June 30 of the following year. Insurance shall be for the same period.

- a. Membership Categories - For the purposes of these Bylaws, the following Membership Categories shall exist:
 - Board Members – shall include appointed positions on the following governing bodies/committees:
 - Governing Body
 - Nashoba United Executive Committee (Executive Member)
 - Nashoba FC Executive Committee (Executive Member)
 - Operating Members – shall include Coaches, Assistant Coaches, and the NRSA Executive Operating Members
 - General Members – shall include players and their parents/guardians, and Team Managers/Coordinators.

- b. Membership Requirements. For the purposes of these Bylaws, the following Membership Requirements exist:
 - *Nashoba United* – Members of Nashoba United may be any age eligible student within the Nashoba Regional School District (NRSD) selected to play for Nashoba United, and their associated legal guardians. Membership may include School Choice students within NRSD as well as any volunteer (regardless of location or school affiliation) approved by the Governing Body, and/or Nashoba United Executive Committee including coaches, assistant coaches, and administrative support.
 - *Nashoba FC* – Members of Nashoba FC may be any age eligible player selected for a Nashoba FC premier team, any player wishing to participate in Nashoba FC organized training, or wishing to participate on a non-selective indoor team. Players and their associated legal guardians qualifying under this provision shall be considered a NRSA Member.

Modification of this Bylaw section requires a 2/3rd vote of the Governing Board.

- c. Member Voting. The following voting provisions apply:
 - For any matters voted upon at a General Member Meeting, each Member is entitled to a single vote for each player actively registered within any of the NRSA programs.

FINANCIAL POLICIES

25. FINANCIAL POLICY

The following financial policies and procedures shall be adhered to by the NRSA organization:

- a. Separation of Funds and Assets. Nashoba United and Nashoba FC shall maintain separate accountings of their funds and assets.
- b. Budget. A balanced budget shall be prepared by the Nashoba United and Nashoba FC Treasurer's and approved by the Governing Body before the start of each fiscal year.
- c. Expense Reimbursements. Expenses incurred by individuals for the benefit of the NRSA and/or teams organized or sponsored by the NRSA may be reimbursed, but only if (a) the item(s) for which the expenses were incurred were specifically included in the budgets approved by the Nashoba United, Nashoba FC Executive Committees and the Governing Body, or (b) the reimbursement request is submitted to and specifically approved by each respective Executive Committee. Routine expenses incurred by Nashoba United and Nashoba FC shall be approved by each respective Executive Director before payment shall be made. For the purposes of these Bylaws, routine expenses include uniforms, field expenses, registration fees, and equipment that in aggregate for any given season are under \$500. Expenses in excess of \$500 incurred by either Nashoba United or Nashoba FC must be approved by the Governing Body.
- d. Expense Reimbursement to President and Executive Directors. Expenses incurred directly by the President must be approved by the Vice President. Expenses incurred directly by the Executive Directors of Nashoba United and Nashoba FC must be approved by the President.
- e. Funds Handling. All monies received by NRSA shall be turned over to the Nashoba United or Nashoba FC Treasurer who shall deposit all funds promptly. The only accounts used for transacting financial matters on behalf of NRSA, or its d/b/a entities, shall be established under the legal name of Nashoba Regional Soccer Association, Inc. and/or its d/b/a entities. At no time shall a personal account be used for financial matters associated with NRSA.
- f. Annual Report. The Nashoba United and Nashoba FC Treasurers shall report to the Members at each Annual General Meeting concerning the financial status of each NRSA division. The NRSA Treasurer shall review and approve such reports, as well as report on any tax or non-profit status matters, as may be applicable.
- g. Banking. The Treasurers for Nashoba United and Nashoba FC shall have banking authority, including opening, transferring, drafting, and depositing on behalf of NRSA as it relates to Nashoba United and Nashoba FC funds. The NRSA designated Treasurer and NRSA President shall have full authority over both the Nashoba United and Nashoba FC bank accounts. The opening and closing of accounts must be counter signed by both the NRSA Treasurer and NRSA President.

26. COMPENSATION

Except as otherwise provided below, Operating Members shall be entitled to receive for their services such amount, if any, as these bylaws allow. Governing Body members shall not be precluded from serving the organization in any other capacity and receiving compensation for any such services. Any financial compensation for Members of NRSA must be approved at the annual general meeting of members.

- a. Board Member Compensation. No Board Member or General Member, as defined under 24.a. Membership, shall be compensated for their services on any board or committee established under these bylaws.

- b. Expense Compensation. All Member expenses submitted for reimbursement must be budgeted, accompanied by receipt, and approved subject to the other terms of these Bylaws regarding expenses.
- c. Training Compensation. Training compensation shall be made to any Member of NRSA subject to the following terms:
 - Coach training shall be compensated at the conclusion and successful completion the training, as evidenced by appropriate certificates where applicable.
 - Training fees will be paid for any Coach or other Members (as approved by Governing Body), who commits to volunteer in the capacity of the training for the following soccer year.
 - All other development training costs shall be approved by the Governing Body on a case by case basis.

27. MEMBERSHIP FEES

Membership fees shall be set by the Governing Body based on each Treasurer's year-end annual financial report and recommended operating budget for the following soccer year. The year-end report and operating budget shall be presented separately for each division of NRSA.

- a. Basis of Membership Fees. The basis for all membership fees shall be the organization's cost to operate on an annualized basis. At no time may Membership fees be set in excess of 115% of the prior year's operating costs (to account for unexpected expenses).
- b. Membership Fee Increases. At no time shall the membership fee for any division be increased over the prior year in excess of 10% or \$25/member, whichever is less.

Modification of this section of the Bylaws requires a 2/3rd vote of the Governing Board.

LEGAL MATTERS

28. EXECUTION OF PAPERS

Except as Board Members may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the organization shall be signed by the President and Treasurer, or in the case of no acting President, the Vice President.

Any recordable instrument purporting to affect an interest in real estate, must be executed in the name of the organization by the President, Vice President and the Treasurer. Only then shall such instrument be binding on the organization, notwithstanding any inconsistent provisions of the Bylaws, resolutions or votes of the organization.

29. NO PERSONAL LIABILITY

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the organization, may look only to the funds and property of the organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the organization.

30. INDEMNIFICATION

To the maximum extent permitted by law, the organization, its members, affiliates and their agents, successors and assigns shall, indemnify, defend, protect, and hold harmless any person serving or who has served at any time as a Governing Board Member, Executive Member, agent, or their successors and assigns including but not limited to director, executive director, president, vice president, treasurer, assistant treasurer, registrar, secretary, or other officers of the organization, or at its request as a director or officer of any organization, or at its request in any capacity who has so served the organization, from and against any and all claims, liabilities and expenses, (including, without limitation, personal injury, bodily injury, or death), suits, obligations, demands, damages, actions, causes of action, losses, judgments, liabilities, costs and expenses (including, without limitation counsel fees, reasonably incurred by him/her in connection with the defense or disposition of any action, claim, suit or other proceeding, whether civil or criminal, enforcing this indemnity provision) (collectively "Claims") in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his/her being or having been such its Member, director, Agent, or officer. The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the Governing Board, or otherwise under law.

As used herein the terms "person", "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom is such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

31. NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION

- a. Nonprofit Legal Status. Nashoba Regional Soccer Association, Inc. is a Massachusetts non-profit public organization, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- b. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

32. DISSOLUTION OF NASHOBA REGIONAL SOCCER ASSOCIATION, NASHOBA FC, AND/OR NASHOBA UNITED

- a. Decision on Dissolution. Any legally binding decision to dissolve either Nashoba FC and/or Nashoba United must be approved by two thirds (2/3) vote of the Executive Committee of the dissolving division and such dissolution shall have no material impact on the surviving division. In the case of NRSA, dissolving the organization requires a two thirds (2/3) vote of the Governing Body and a majority of active Members.
- b. Distribution Upon Dissolution. Upon termination or dissolution of any single division of NRSA, any assets lawfully available for distribution of that division will be distributed to the remaining division of NRSA. Upon termination of NRSA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. More specifically, the receiving organization must serve a soccer related purpose, must not provide reimbursement to its governing body, board members, executive members, or other administrative positions, in excess of \$1500/year per person, and must not exist for the sole purpose of serving a selective player pool, but rather must serve any player who wishes to participate in the game of soccer, regardless of their soccer ability, race, religion, or nationality. Any action to dissolve Nashoba FC or Nashoba United shall have no impact on reserve distribution so long as NRSA exists for the purposes stated within these bylaws.

The organization to receive the assets of the NRSA hereunder shall be selected in the discretion of a majority of the managing body of NRSA, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the NRSA., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Massachusetts.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the NRSA., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Massachusetts to be added to the general fund.

33. MISCELLANEOUS PROVISIONS

- a. Books and Records. The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
- b. Fiscal Year. The fiscal year of the corporation shall be from July 1 to June 30 of the follow year.

- c. Conflict of Interest. The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.
- d. Nondiscrimination Policy. The officers, directors, committee members, and employees served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of NRSA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.


34. AMENDMENT OF BYLAWS

These Bylaws or any section thereof may be amended by a two-thirds vote of the Governing Body. Written notice of intent to propose any such changes must be delivered to the Board at least 15 days prior to a Board Meeting at which such change is to be proposed. A summary of the proposed changes shall be published therein together with a notice of the meeting at least three (3) days prior to the meeting.

35. CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Nashoba Regional Soccer Association were approved by the NRSA Governing Body on April 7, 2015 and constitute a complete copy of the Bylaws of the organization.

These revised Bylaws became effective on: April 7, 2015

President 
Date: 4/7/15