



BY- LAWS
Of
MANCHESTER-ESSEX YOUTH SOCCER, INC.

ARTICLE I

Purposes

Section 1. Purposes. The purpose of Manchester-Essex Youth Soccer, Inc. (“MEYS”) is to promote the game of soccer for the youth of the towns of Manchester-by-the-Sea, Massachusetts and Essex, Massachusetts, through organized competitions and through educational programs for the benefit of players, coaches, referees, and the general public, and any further purposes that are set forth in the Articles of Organization of MEYS as constituted and in effect from time to time.

MEYS is a nonprofit corporation formed for a purpose recognized by M.G.L. Chapter 180, s.4.

Notwithstanding any other provisions of these By-laws, MEYS shall not carry on any activity not permitted to be carried on by:

- (a) A corporation exempt from Federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”) or
- (b) By a corporation, the contributions, transfers or gifts to which are deductible under Sections 170(c) (2), 2055(a) (2) and 2522(a) (2) of the Code.

Section 2. Affiliation. MEYS shall be affiliated with the Massachusetts Youth Soccer Association and with the United States Youth Soccer Association, and shall be bound by their rules and regulations.

ARTICLE II

Members

Section 1. Membership. The membership of MEYS shall consist of not less than six (6) members with the following qualifications: - (i) Voting Members – persons nineteen (19) years of age or older certified by the Secretary or President of MEYS to be coaches, managers, referees, administrators or players in good standing; and (ii) Non-Voting Members – persons under nineteen (19) years of age certified by the Secretary or President of MEYS to be youth coaches, youth referees, or players in good standing.

Section 2. Resignation, Suspension, Expulsion of Members. A member may resign at any time by giving written notice to the President or Secretary. Unless otherwise specified in such notice, the resignation shall take effect upon receipt of the written notice.

A member may be expelled or otherwise disciplined for good and sufficient cause by a two-thirds vote (in accordance with the weighted voting provision of Section 8) at a special meeting of members called for such purpose. In any such event, the member whose continued membership is at issue shall be afforded a fair opportunity to be heard at the special meeting prior to the vote.

A member may be suspended, for a period of up to one year, for good and sufficient cause by a two-thirds vote of the Board of Directors at a special meeting of the Board of Directors called for such purpose. In any such event, the member whose suspension is at issue shall be afforded a fair opportunity to be heard at the special meeting prior to the Vote.

Section 3. Annual Meeting. The annual meeting of the members shall be held on the fourth Wednesday of March each year or such other date as shall be fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Directors or the President in the notice of meeting. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President or by the Directors (if a majority of the Directors are in favor of such a meeting) and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members (without regard to weighted voting described in Section 8 of this Article), which written application shall specify the purposes for which the meeting would be called.

Section 5. Place of Meetings. Annual and special meetings of members shall be held at the principal office of MEYS unless a different place (within the United States) is specified in the notice of the meeting.

Section 6. Notices. . Annual and special meetings of MEYS shall be called by a written notice, e-mailed or delivered to: (1) the member's representative at their residence or usual place of business, or (2) the usual place of business of the member. The notice shall state the date, purpose, time and place of such meeting. At least ten (10) days' notice of the annual meeting or of a special meeting shall be given. The presence of a member at any meeting shall be deemed a waiver of actual notice unless the member shall protest the lack of notice at such meeting, and notice of any meeting may be waived in writing by a member either before or after the action for which notice is required.

Section 7. Voting and Proxies. At annual and special meetings, members shall be permitted to cast votes by proxy, as long as the proxy is signed by the member.

Section 8. Quorum. Unless the Articles of Organization otherwise provide, at any meeting of members a quorum for the transaction of business shall consist of a majority of members present at the meeting, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 9. Action at Meeting. Action of the members, on any matter properly brought before a meeting at which a quorum is present, shall require, and may be effected by, the affirmative vote of a majority of the members present (such votes being weighted in accordance with Section 8 if the meeting is an annual or special meeting), except where a different vote is required by law, the Articles of Organization or these By-laws. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present at the meeting and entitled to vote in the election.

Section 10. Action Without Meeting by Written Consent. Any action by members may be taken without a meeting if all members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE III

Directors

Section 1. Powers. The Board of Directors, subject to any action at any time taken by the members of MEYS, shall have the entire charge, control and management of MEYS and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these By-laws or in the Articles of Organization, the number of Directors shall at all times be equal to the number of Officials and the number of other filled positions specified in Section 12 of Article IV, and each Official or other person shall become a director by virtue of and immediately upon their election to office by the members or the Board of Directors, in each case in accordance with the provisions of Article IV.

Section 3. Vacancies. Any vacancy at any time existing in the Board of Directors shall be filled in accordance with the provisions of Article IV, Section 6 relating to vacancies in offices.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these by-laws, each Director's term of office shall coincide with their term as an officer of MEYS in accordance with the provisions of Article IV, Section 2.

Section 5. Resignation and Removal. The resignation and/or removal of a Director shall be governed by the provisions of Article III, Sections 4 and 5.

Section 6. Annual Meeting. Immediately after each annual meeting of members, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 7. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of members, or the special meeting held in lieu thereof, and that if at any meeting of Directors, at which a resolution is adopted fixing the times or place or places for regular meetings, any director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing approved the resolution or seven days have elapsed after a copy of the resolution, certified by the Secretary has been e-mailed, to each such absent Director at their last known home or business address. A read receipt, among other means, will be accepted as proof of delivery of the e-mail.

Section 8. Special Meetings. Special meetings of the Directors may be called by the President or by a majority of the Directors, and shall be held at the place designated in the notice or call thereof.

Section 9. Notices. Notices of any special meeting of the Directors shall be given to each Director by a MEYS designated official (a) by e-mailing to them at the address as stated on the books of MEYS at least forty-eight hours before the meeting at such address, or (b) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting. Such notice may be a copy of the call of the meeting. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 10. Quorum. At any meeting of MEYS's Directors, a simple majority of the voting members of the Board of Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of voting members of the Board of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 11. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be

decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-laws.

Section 12. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent is provided by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes. A vote by e-mail shall be deemed to be a written consent for such purposes.

Section 13. Committees. The Directors shall, by vote of a majority of the number of Directors then in office, elect from their number, a protest/grievance and appeals committee and shall delegate thereto the powers necessary to enforce decisions of that committee. The Directors may, by vote of a majority of the number of Directors then in office, elect an executive or other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-laws they are prohibited from delegating. Except as the Directors may otherwise determine, any committee established under this Section may make rules for the conduct of its business but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-laws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or disband any such committee.

Section 14. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers/Officials

Section 1. Enumeration. MEYS shall have one President, one Vice-President, one Treasurer, one Secretary, and such other officers as the members shall approve (each individually, an "Officer," and collectively the "Officers"). MEYS shall have up to twelve (12) Directors at Large (together with the Officers, each individually an "Official" and collectively the "Officials").

Section 2. Election and Term of Officers/Officials. Except as otherwise specifically provided herein, Officials shall be elected from and by the members at the annual meeting of members, or at a special meeting called for such purpose. Members shall be entitled to provide nominations for officer positions to be elected at an upcoming meeting of members, as well as proposals to be voted upon at such meetings, provided such nominations and/or proposals are received by the Secretary in writing (together with such supporting documentation as may be requested by MEYS) not more than 8 weeks nor less than 4 weeks prior to such meeting.

Elections for Directors at Large shall be held every year. These positions are one year terms.

Elections for President and Treasurer shall be held on odd numbered years. Elections for Vice-President and Secretary shall be held on even numbered years. These positions are for two year terms.

Except as otherwise provided by the Articles of Organization or by these By-laws, a person may be elected to any particular Officer position for a maximum of four consecutive years, at which time such person (the "Term Limit Officer") may not serve in such particular officer position for a period of one year; provided, however, that if the particular Officer position should become vacant because no other person should run for election to such position or any person so elected should cease to hold such position, the President may appoint the Term Limit Officer to hold such particular Officer position until the next election of Officers, at which time the Term Limit Officer shall again be eligible for election to such particular Officer position for a maximum of four new consecutive years.

Section 3. Qualification. The Secretary shall be a resident of Massachusetts unless MEYS has a resident agent appointed for the purpose of service of process.

Any Official may be required by the Directors to give bond for the faithful performance of their duties to MEYS in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by MEYS.

No member shall hold more than one Official position at the same time.

Section 4. Resignation. Any Official may resign by delivering their written resignation to MEYS at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Removal; Suspension. An Official may be removed for good and sufficient cause upon the vote of two-thirds of the members at a special meeting called for the purpose. There shall be a rebuttable presumption that good and sufficient cause exists for removal of any Official who fails to attend three consecutive meetings of the membership or Board of Directors without reasonable excuse. At any meeting at which the removal of an Official is considered, the subject Official shall be afforded a fair opportunity to be heard before the full membership.

An Official may be suspended for a period of up to twelve months for good and sufficient cause upon the vote of two-thirds of the Directors at a special meeting called for the purpose. At any meeting at which the suspension of an Official is considered, the subject Official shall be afforded a fair opportunity to be heard before the Board of Directors.

Section 6. Vacancies. Any vacancy, at any time, existing in any office may be filled for the remainder of the unexpired term by majority vote of the members at a special or annual meeting, or the President may appoint a successor who will succeed to the vacated office for the remainder of the unexpired term upon the affirmative vote of a majority of the Directors at a regular or special meeting.

Section 7. President. The President when present shall preside at all meetings of the members and of the Directors. The President shall be the chief executive officer of MEYS except as the Board of Directors may otherwise provide. It shall be their duty and the President shall have the power to see that all orders and resolutions of the Directors

are carried into effect. The President shall from time to time report to the Directors all matters within their knowledge which the interests of MEYS may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall subject to the direction of the Directors, have general charge of the financial affairs of MEYS and shall cause to be kept accurate books of accounts. The Treasurer shall have custody of all funds, securities, and valuable documents of MEYS, except as the Directors may otherwise provide. The Treasurer shall promptly render to the President and to the Directors such statements of the transactions and accounts, as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Vice-President. In the absence of the President, the Vice-President shall preside at meetings of the Board of Directors and of the members. The Vice-President shall perform and exercise those duties and powers that ordinarily pertain to the vice-president of a nonprofit youth soccer organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 11. Director At Large Positions: A Director At Large shall perform such duties as required by MEYS's President and have such powers as any other voting member of the Board of Director.

Section 12. Other Non-Voting Positions: The following positions shall be nominated by a committee appointed by MEYS's President and elected by the Board of Directors, and shall remain in such position until removed or voluntarily departed:

Referee Assignor: MEYS's Referee Assignor shall be responsible for referee assigning for MEYS's in-town games, reports and any other duties relating to Refereeing. MEYS's Board of Director's may require additional duties as required. Any and all refereeing programs (such as software or other technology purchased with MEYS funds or developed while performing duties on behalf of MEYS) are owned by MEYS.

Registrar: The Registrar shall ensure that all rules, policies, and procedures adopted by MEYS that relate to player registration and eligibility be applicable, are followed. As applicable, the Registrar shall be sure that the rules, policies, and procedures of MEYS are to be distributed to all members. MEYS's Board of Director's may require additional duties as required. Any and all registrar programs are owned by MEYS.

Technology Director: The Technology Director shall ensure that all rules, policies, and procedures adopted by MEYS that relate to the technology aspects of MEYS, are followed. MEYS's Board of Director's may require additional duties as required. Any and all technology programs are owned by MEYS.

Section 13. Voting of Board of Directors: Each voting member of the Board of Directors of MEYS carries one vote each (even if they should hold more than one position), provided that the President may only cast a vote in order to break a tie. The positions of Referee Assignor, Registrar, and Technology Director are non-voting members of the Board of Directors and do not carry any votes and are not counted for purposes of determining a quorum.

Article V

Funds

Section 1. Fees and General Fund

Fees. Player fees and payments are approved by the Board of Directors before such fees and payments can take effect. If no action or agreement is reached regarding new fees or payments the existing fees or payments shall remain in effect. All player fees will go to the general fund. The general fund will be used to pay for: all operating costs stated in MEYS's Operating Rules; other appropriate services and programs to members; and general administrative costs. Any financial shortfalls incurred by self-funded MEYS programs may also be funded by the general fund. Any MEYS payment made in respect of such shortfalls shall be repaid to the general fund in subsequent years.

Section 2. Sponsorships and Donations: Sponsorships and donations may be developed to augment MEYS's operations. The Board of Directors, employees, or any other person authorized by MEYS may accept, on MEYS's behalf, any contribution, gift, bequest, or devise of money or property for its charitable purpose as set forth in MEYS's Articles or Organization or these By-laws or for any similar purpose. As provided by Code Section 501(c)(3), designations for donations will be honored only at the discretion of the Board of Directors and only if the designated purpose, project, or activity set out by the donor is in furtherance of MEYS's charitable purpose. Any designation of any contribution shall not be deemed legally binding upon MEYS unless the designation made by the donor is deemed to be a lawfully enforceable condition subsequent impressed upon the gift. If upon advice of counsel, it is determined that one or more contributions made to MEYS are subject to an enforceable condition subsequent, requiring its use in the manner specified by the condition, and it is not deemed to be prefatory or discretionary as designated by such donor, the condition subsequent will be deemed to obligate MEYS and will be honored only if the condition imposed by the donor is consistent with MEYS's charitable purposes. If not, such contribution shall be returned to the donor or otherwise disposed of in compliance with the condition subsequent. All contributions received by MEYS shall be deemed for its general uses and purposes and may be commingled as such with all MEYS general funds except for those contributions deemed to be made subject to enforceable conditions subsequent. Each donation to MEYS shall be made by paying or transferring or otherwise delivering to MEYS the item or items of property representing such donation. Any donation to MEYS may be in the form of cash, or in the form of any type of check or any type of other instrument for the payment of money, or may be in the form of any type of securities or other property.

Section 3. Financial Responsibility. MEYS shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, official, or referee.

Article VI

Personnel

Section 1. Volunteers. All volunteers and all adults compensated by MEYS must be affiliated with Massachusetts Youth Soccer Association (“MYSA”), including, but not limited to, coaches, assistant coaches, managers, administrators, helpers and in-house referees. Individuals not affiliated with MYSA may not perform any role with MEYS.

Section 2. Criminal Offender Record Information (“CORI”). MEYS is required to follow the regulations set forth by Massachusetts Youth Soccer Association in regards to submitting CORI checks.

Section 3. Liability Protection. All officials of MEYS shall be covered against personal liability claims by insurance carried by MYSA for performing acts and duties directly related to the work of MEYS.

ARTICLE VII

Inspection of Records

Books, accounts, documents and records of MEYS shall be open to inspection by any Director at all times during the usual hours of business. The original or attested copies, of the Articles of Organization, By-laws and records of all meetings of the incorporators and members, and membership records which shall contain the names of all members and their record addresses, shall be kept in Massachusetts at the principal office of MEYS, or at an office of the Secretary or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the corporation.

VIII

Indemnification

MEYS shall, to the extent legally permissible, and only to the extent that the status of MEYS as an organization exempt under Section 501(c) (3) of the Code is not affected thereby, indemnify each of its Directors, Officials, employees or other agents (and the heirs, executors and administrators of such persons) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise of actions, suits, claims or other proceedings as fines or penalties, or as counsel fees, which they have reasonably paid or incurred in connection with the defense or disposition of any action or threatened action, suit or other proceeding, whether civil or criminal, in which such

person may be involved or with which they may be threatened, while in office or thereafter, by reason of membership in MEYS, on the Board or on a committee of the Board, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of MEYS; provided that any payment by way of settlement, compromise, or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of MEYS. Nothing contained in this Article shall affect any rights of indemnification to which Directors, Officials, employees and other agents of MEYS may be entitled by contract or otherwise by law.

ARTICLE IX

Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any person or persons authorized by the Directors to sign the same. No Official or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE X

Seal

The seal of the corporation shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE XI

Fiscal Year, Seasonal Year

The fiscal year of the corporation shall be the year ending with December 31 in each year. The "Seasonal Year" of the corporation shall begin on the first day of September and shall end on the last day of August, in accordance with Massachusetts Youth Soccer Association and United States Youth Soccer Association rules.

ARTICLE XII

Amendments

These By-laws may at any time be amended by a majority vote of the members, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting. The Directors may also make, amend, or repeal these Bylaws, in whole or in part, except with respect to any provision hereof which by law, the Articles of Organization, or these By-laws requires action by the members; provided that not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-laws in order that any By-law adopted by the Directors may be amended or repealed by the members.

Amended and Restated as of December 19, 2013