

AMENDED AND RESTATED
BY- LAWS
OF
DUXBURY YOUTH SOCCER, INC.

ARTICLE I

Name

The name of the corporation shall be known as "DUXBURY YOUTH SOCCER ASSOCIATION", hereinafter called the "Association". This Association shall be and is organized as a nonprofit corporation under the laws of the Commonwealth of Massachusetts and is intended to be a Corporation qualifying under Section 501(c) of the Internal Revenue Code. The Association shall not conduct or carry on any activities not permitted by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 and regulations there under as they now exist or as they may hereafter be amended.

ARTICLE II

Fiscal Year

The fiscal year for the Association shall, unless changed by the Board, commence on the first day of July, and shall terminate on the last day of the June following.

ARTICLE III

Affiliation

The Association shall be affiliated with one or more youth organizations that is affiliated with the United States Soccer Federation, Inc. ("USSF"). In addition, the Association may at times maintain membership in or affiliation with other leagues or organizations, which provide a means to ensure attainment of the stated purpose of the Association.

ARTICLE IV

Goals

The purpose of the Association is to foster and provide for the development of youth soccer within the town of Duxbury. To achieve this purpose, the Association shall create, monitor, and manage the process necessary to provide for well-structured, organized programs designed to promote sportsmanship, goodwill, and instructional soccer. The Association shall make appropriate arrangements for both intramural and inter-town competition, arrange for fields of play, obtain financial support through fees, fundraising activities, and donations, purchase uniforms and equipment for players, maintain and provide

training for a coaching staff, and perform other functions which may be deemed necessary and proper for the support of the program.

ARTICLE V

Board of Directors

The affairs of the Association shall be governed by the Board of Directors.

A. Number and Election. The Board of Directors, herein referred to as the “Board”, shall consist of (i) the Officers of the Association and (ii) not more than six (6) additional members (“Directors At Large”). Each of the Officers and Directors At Large shall be herein referred to as a Director of the Board (“Director”). Nominations for the Board may be self-made or may be made by any member of the Board, and such nominations shall be reviewed by the Nominations Committee, chaired by the Secretary. Elections shall take place annually at the regular July meeting of the Board with the new Board being elected by the preceding year's Board.

All Directors At Large shall serve for terms of three (3) years and those terms shall be staggered such that one-third of the Directors At Large (two (2) Director At Large positions) shall come up for re-election each year. Thus, all six (6) Director At Large positions shall be up for election over a three (3) year period. Unless a Director At Large resigns or is removed, each Director At Large shall continue to serve as a Director At Large until the annual meeting at which his or her term expires, or, if later, the election or qualification of his or her successor. Any Director At Large who serves for two (2) consecutive three-year terms shall not be eligible for election to a subsequent term for a period of one (1) year following the expiration of such Director At Large's second term. Partial terms and terms of less than three (3) years in duration shall not be included in the determination of two (2) consecutive terms for this purpose. Further, no Director At Large may serve as an Officer immediately following the end of their second term as a Director At Large. There must be a minimum of a one year gap prior to any such election as an Officer. Any Officer that has served two or more consecutive terms as an Officer must wait a minimum of one year prior to any such election as a Director At Large.

B. Powers. The Board shall:

1. Hold ultimate responsibility for the management and control of the business of the Association,
2. Establish committees to aid in the management of the Association,
3. Approve and/or amend the by-laws, policies, and procedures of the Association,
4. Elect members,
5. Accept and oversee the budget of the Association,
6. Authorize payment of all bills and expenditure of all funds, except those authorized to the Treasurer and President,
7. Appoint all chair and members of any Board appointed committee,
8. Reprimand, suspend, or remove any coach from his/her position, with or without cause, by a majority vote of the directors at any meeting of the Board,
9. Reprimand, suspend, or remove any player from a team for cause, by a majority vote of the directors at any meeting of the Board,
10. Approve the annual budget with a vote of 2/3 of its members by September of every calendar year. Any expenditures not included in the annual budget of over Two Thousand Dollars (\$2,000) requires the prior approval of a majority of the Board of Directors, and
11. Act on any other issues in the best interest of the Association.

C. Resignation and Removal. Any Director may resign at any time by giving written notice of such resignation to the President or to the Board. Any Director may be removed from office with or without cause by a majority vote of all the directors at any meeting of the Board. If such action is to be taken, five (5) days' notification must be given to all parties involved before a formal vote may be taken.

D. Vacancies. Vacancies in the Board may be filled within three (3) months of determination of such vacancy at any regular or special meeting of the Board and the term of the new Board member who is elected in this manner shall be to fill out the un-expired portion of the term.

E. Regular Meetings. The Board shall hold a regular meeting at least once every month at a time, on a date, and in a place determined by the Board. Notification to Directors of the Board of any change in such meetings shall also be determined by policy of the Board.

F. Quorum. A majority of the Directors of the Board at any meeting shall constitute a quorum. When a quorum is present, the majority vote of those present shall be necessary and sufficient to make an affirmative decision on any motion.

G. Action without a Meeting. The Board may take any action without a meeting by the consent of two-thirds (2/3) of all members, provided that a reasonable effort has been made to contact all Directors. Such action shall have the same effect as if it were voted on at a regular or special meeting of the Board with a quorum present and voting.

H. Special Meetings. Special meetings may be called by the President or by any two directors and held not less than three (3) nor more than thirty (30) days after notice of such meeting is given, either personally, telephonically, electronically (email), or by mail to all the directors then in office. Notice by mail shall be deemed to be given two (2) days after deposited, postage prepaid, with the US Postal Service and addressed to the Director at his or her most recent address according to the records of the Association. These meetings may be Directors only (Executive Session), or open to the public, at the discretion of the Directors. In addition, the Board may, by resolution, provide for a regular meeting schedule with no notice other than such resolution.

I. Conflict of Interest.

(a) In the event that any Director has a conflict of interest that might properly limit such Director's fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

(b) No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Association. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of

the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director.

J. Committees. The Board may delegate such of its powers, except those powers which by law, the Articles of Organization, and these by-laws may not be so delegated, to such committees (or subcommittees) as the Board may establish. All committees shall serve at the pleasure of the Board. Members of such committees need not be on the Board.

K. Participation in Board Meeting by Telephone. Any member of the Board may conduct a meeting with the Board using a conference telephone or similar communication equipment enabling all Directors in the meeting to hear one another.

ARTICLE VI

Officers

A. Titles and Election. The officers of the Association, herein referred to as the "Officers", shall consist of the President, the Vice President of Girls, the Vice President of Boys, the Secretary, and the Treasurer, each of whom shall be elected annually at the regular June meeting by the Board. Elections will be staggered to help provide leadership continuity and stability. The term of election for President, and Vice President of Boys will take place every two (2) years in even-numbered years. The term of election for Secretary, Treasurer and Vice President of Girls will take place every two (2) years in odd-numbered years. The terms of the Officers shall begin on July 1 and end on June 30. An elected Officer cannot be a candidate for a particular office for more than three (3) consecutive terms without a two thirds (2/3rds) vote of the Board. To encourage as many people as possible to serve as an Officer of the Association, at each election, a person shall be a candidate for only one elected position.

B. Powers of the President. The President shall:

1. Preside over all meetings of the Board and any Board appointed committee, as may be applicable,
2. Be the official spokesperson of the Association,
3. Coordinate and supervise with the assistance of the Board and the Advisory Board all Association activities,
4. Have final responsibility of carrying out the by-laws, policies and procedures of the Association,
5. Be authorized to expend funds up to Five Hundred Dollars (\$500.00) and submit such expenditures to the Board and the Treasurer, and
6. Perform such other duties as are incident to his/her office or as may be properly required of him /her by actions of the Board or any Board appointed committee, as may be applicable, at duly constituted meetings.

C. Powers of the Vice President of Girls. The Vice Presidents of Girls shall:

1. Supervise the Girls Age Group Coordinators to assure the effective management of the Association,
2. Preside on an alternating basis at Board and any Board appointed committee, as may be applicable, meetings in the absence of the President,
3. Assist in the overall management of the Association, and
4. Perform other duties at the direction of the President, the Board, or any Board appointed committee, as may be applicable.

D. Powers of the Vice President of Boys. The Vice Presidents of Boys shall:

1. Supervise the Boys Age Group Coordinators to assure the effective management of the Association,
2. Preside on an alternating basis at Board and any Board appointed committee, as may be applicable, meetings in the absence of the President,
3. Assist in the overall management of the Association, and
4. Perform other duties at the direction of the President, the Board, or any Board appointed committee, as may be applicable.

E. Power of the Secretary. The Secretary shall:

1. Prepare, maintain, and distribute appropriately the minutes of the Board and any Board-appointed committee, as may be applicable,
2. Act as the corresponding secretary of the Association,
3. Assist the President and any Board appointed committee, as may be applicable, in the preparation of meeting agendas, and
4. Serve as the Chair of the Nominating Committee.

F. Powers of the Treasurer. The Treasurer shall:

1. Receive all monies due or paid to the Association,
2. Disburse funds to pay for bills authorized by the President or the Board,
3. Have custody of all funds and securities of the Association and deposit the same in the name of the Association in such bank(s) as the Board may direct,
4. With the advice and consent of the Board invest and reinvest surplus funds,
5. Prepare and distribute to the Board for its approval monthly financial statements and an annual report for the final regular meeting of the fiscal year,

6. Serve as Chair of the Budget Committee and present a budget to the Board at least two (2) months before the beginning of the fiscal year,
7. Be authorized with a check writing ability with a one thousand dollars (\$1,000.00) monetary limitation. Any checks written for an amount in excess of that figure must be co-signed or co-approved by the President. Though written approval will generally be on an invoice (signature or initials), approval via email or other reasonable form is also acceptable. Any expenditure of funds in excess of \$2,000.00 must be approved in advance by the Board, and
8. Maintain adequate records for an annual financial audit of the Association.

G. Resignation and Removal. Any Officer may resign at any time by giving written notice of such resignation to the President or to the Board. Any Officer may be removed from office with or without cause by a majority vote of all the directors at any meeting of the Board.

H. Vacancies. The Board shall fill a vacancy in any office within three (3) months after the occurrence of said vacancy.

ARTICLE VII

Advisory Board

The Board may designate certain persons, not less than three (3) nor more than nine (9) persons, as advisers of the Association (“Advisory Board”). Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities. The Board may disband the Advisory Board upon a majority vote of the Board.

ARTICLE VIII

Compensation

No member of the Board, Advisory Board or committee of the Association shall receive any compensation for serving as such. A member of the Board, Advisory Board or committee of the Association may be reimbursed for reasonable actual expenses incurred in connection with the affairs of the Association as authorized by the Board.

ARTICLE IX

Personal Liability

The Board and Officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association 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 Association.

ARTICLE X

Scholarships

The Association shall appoint a Scholarship Committee that will make a determination of potential scholarship recipients to be chosen from those high school seniors that are full time residents of Duxbury whom have submitted the appropriate scholarship application and based upon the student and their parents' participation in the Association's programs. The amount of the scholarship awards and the number of awards will be determined annually and voted on by the Board.

ARTICLE XI

Rules of Order

Meetings of the Board and any Board appointed committee shall be conducted according to Roberts Rules of Order or according to such rules as the Board may adopt through policy and/or amendment to these by-laws.

ARTICLE XII

Amendments

These by-laws may be amended by a two-thirds (2/3rds) vote of the Board at any regular or special meeting of the Board called for the purpose of amending the by-laws, provided notice of such proposed change is given to each member of the Board at least two (2) weeks prior to the meeting at which proposed changes shall be submitted for a vote.

ARTICLE XIII

Dissolution

1. The Association may be dissolved in accordance with the applicable provisions of Massachusetts General Laws Chapter 180.
2. Should the Association dissolve, all monies currently in the treasury, after all bills and debts have been paid, shall be donated, as determined by the Board, to a recognized 501 (c) (3) organization.