

**BYLAWS OF**  
**SALEM SOCCER, INC**  
**ARTICLES OF ORGANIZATION**  
(updated January 2010)

**Section 100. Name**

The name of this corporation is Salem Soccer, Inc. It shall be referred to as Salem Youth Soccer or SYS.

**Section 101. Purpose**

Its purpose is to promote and enhance the game of soccer in Salem, Massachusetts through competition and education for the benefit of the players, coaches, referees, and the general public.

**Section 102. Affiliation**

This organization is affiliated with and complies with the authority of the United States Soccer Federation (USSF), the United States Youth Soccer Association (USYSA), Massachusetts Youth Soccer Association (MYSA), and with Essex County Youth Soccer Association (ECYSA), their bylaws and procedures.

**Section 103. Corporation**

The Corporation shall perform this purpose according to the laws of the Commonwealth of Massachusetts for a charitable Corporation, organized and operating in compliance with the prevailing state and federal requirements.

**Section 104. Seal**

The corporate seal shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the word *Massachusetts* and the year of incorporation.

**Section 105. Corporate Records**

The original, or attested copies, of the Articles of Organization, the Bylaws, and the records of all meetings of the Board of Directors, of the corporation, its committees, and the Board of Director membership records shall be kept at the principle office of the corporation or office of the record giving. They shall be available for review at all reasonable times by any member or his/her designee for any purpose. A notice must be in writing and provided to the Board of Directors at the regular monthly meeting.

**Section 106. Articles of Organization**

All references in this Constitution, Bylaws or amendments to the Articles of Organization shall be deemed to refer to the Articles of Organization of Salem Soccer, Inc., as amended and in effect from time to time.

**Section 107. Statement of Equal Opportunity**

Salem Soccer, Inc. shall provide an equal opportunity to members, athletes, coaches, and to officials to participate in youth soccer. Members chosen to participate in any aspect of the corporation shall be selected without regard to that individual’s race, color, religion, national origin, or sex.

**Sections 108. Trustees**

The Executive Board shall appoint 3 (three) Trustees to serve a term of three years. Appointments shall be made from but not limited to past Executive Board members of SYS and members of the community who may have financial expertise. Upon implementation of this provision one trustee shall be appointed for one year, one trustee shall be appointed for two years, and one trustee shall be appointed for three years. The duties of the Trustees shall be to make or cause to be made an Audit of the finances and budget of the corporation, including the reporting of all income and expenses of any activities of the corporation, including fundraising, concessions, tournaments, and sponsorships. The Trustees shall act in an advisory role to the Treasurer and or the Executive Board of Directors. All reports of the Trustees shall be entered into the minutes of a regular meeting not less than 60 days after their presentation. Trustees shall not hold a seat on the Board of Directors and are not voting members of the corporation. The Trustees shall meet quarterly or as often as needed and shall set their own agenda and rules for their meetings. The Trustees shall receive no compensation other than normal reimbursements.

**Sections 109-110. Reserved**

**Section 111. General Powers**

The affairs of the corporation shall be managed by its Board of Directors.

**Section 112. Membership**

The membership of the corporation shall be open to any person registered with SYS in the following capacities: as a current member of the Board of Directors, as a parent or guardian of a child or children registered for the current season, and as a registered coach, assistant coach or member of a committee.

**Section 113. Number, Tenure and Qualifications**

The Board of Directors (BOD) of the corporation shall be twenty-eight (28) and all positions are elected positions. The positions are:

Board Members

1. President	2. Essex County Vice President
3. In Town Vice President	4. Treasurer
5. Secretary / Clerk	6. Equipment/Uniforms Director
7. Fields	8. Player and Coach Development Director
9. Community Relations	10. U16-19 Boys and Girls
11. U6 Boys	12. U6 Girls
13. U8 Boys	14. U8 Girls
15. U10 Boys	16. U10 Girls
17. U12 Boys	18. U12 Girls
19. U14 Boys	20. U14 Girls

### Assistant Board Members

1. Labor Day Witch's Cup	2. U5 Girls
3. U5 Boys	4. U7 Girls
5. U7 Boys	6. U9 Girls
7. U9 Boys	8. Registrar

Each officer of the corporation shall hold office until the next annual meeting of the corporation or until his/her successor shall have been identified and qualified. All members of the corporation in good standing are qualified to serve as an officer of the corporation. No two people from the same household may hold a position on the Board of Directors simultaneously.

### **Section 114. Executive Committee**

The Executive Committee of the Board of Directors shall have the overall responsibility for and the authority of the business of the corporation, except as otherwise provided by the Bylaws or Operating Procedures of the corporation. The Executive Committee shall consist of:

- President
- E C Vice President
- In Town Vice President
- Treasurer
- Secretary / Clerk

No member of the Executive Committee shall permanently hold any other position on the Board of Directors. The decisions of the Executive Committee are subject to the review and approval of the full Board of Directors at its next scheduled meeting.

### **Section 115. Tenure and Qualifications**

The term of office for the Executive Committee is two (2) years. All members of the corporation in good standing are qualified to serve on the Executive Committee in the Treasurer and Secretary / Clerk positions. Candidates for President and E C and In Town Vice President shall have served a minimum of two (2) terms on the Board of Directors during the years prior to the election.

### **Section 116. Nomination and Election of the Board of Directors**

The Board of Directors shall be elected at the Annual General Meeting, as defined in section 121. The Executive Committee shall be elected on the following schedule:

1. During the odd years the President, In Town VP and Secretary / Clerk shall be elected.
2. During the even years the EC VP, and Treasurer shall be elected.

During June meeting the Election Committee will accept nominations for all positions on the Board of Directors and Executive Board due for election in that year. Nominations may also be made from the floor.

At the Annual General Meeting a proposed slate of officers shall be provided by the incumbent or out going President and voted on by all members in good standing in attendance at that time.

**Section 117. Vacancies**

Any vacancy occurring in the Board of Directors shall be filled for the remainder of the term or until the next election, whichever is sooner. A vacancy shall be filled by a qualified member in good standing, elected by the simple majority of the Board of Directors.

**Section 118. Compensation**

Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation thereof.

**Section 119. Resignations**

Any member of the corporation, the Board of Directors, any committee, or coaching position may resign from the corporation by submitting a written resignation. The resignation need not be accepted by the Board of Directors to be effective.

**Section 120. Removal of Officers**

The Board of Directors may at any time remove for the good of the Corporation any Officer of the Executive Board or Member of the Board of Directors by a two thirds majority vote.

**MEETINGS**

**Section 121. Date and Notice of Annual General Meeting (AGM)**

The AGM of the Members of Salem Soccer, Inc. will be held in July to conduct the election requirements of the corporation; the principal business of the AGM shall be to elect the Board of Directors, and the members of the Executive Committee whose term has expired. These Articles of Organization and By Laws shall serve as notice as to the date of the AGM. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after and at the same place as the AGM of the members.

**Section 122. Regular Meetings**

A regular meeting of the Executive Committee shall be held monthly, one hour prior to the regular meeting of the Board of Directors at a time and place to be determined for the purpose of conducting business necessary for the operation of Salem Youth Soccer.

**Section 123. Special Meetings**

A Special Meeting may be called by an Executive Committee resolution at a regular meeting or by five (5) members signing an order for a special meeting presented to the Clerk, President, or any other member of the Executive Committee. Special Meetings shall be scheduled within seven (7) days of the request.

**Section 124. Notice**

Notice of any special meeting of the Board of Directors shall be given at least seven days prior to the meeting by written notice delivered personally, by mail, or electronic media to each Director

at his/her address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver or notice or such meeting, unless specifically required by law or these bylaws.

### **Section 125. Voting**

Each member shall have only one (1) vote. Each member of the Board of Directors has one (1) vote. Each member of the Assistant Board of Directors will have one (1) vote if the appropriate Board of Director is not present for the meeting. Voting shall be based on one person, one vote. In the matters before the Board of Directors, the President shall only cast a vote in the event of a tie.

### **Section 126. Quorum**

A Quorum, for the purpose of voting on any action, either by the Board of Directors or the Executive Committee shall be a simple majority. In order for a resolution to pass either body, a clear majority must be present at the meeting.

### **Section 127. Manner of Acting**

The act of a majority of the Board of Directors present at a meeting at that a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

### **Section 128-130 Reserved**

## **DUTIES OF THE OFFICERS**

### **Section 131. The President**

The duties of the President are as follows:

- Is the chief executive officer of the corporation;
- Shall administer the affairs of the corporation with the concurrence of the Board of Directors;
- When present, shall chair all meetings of the Executive Committee and the Board of Directors;
- Shall establish committees and make committee appointments;
- Shall be the principal contact with the state and national youth soccer organizations;
- Shall perform other responsibilities assigned by the Board of Directors.

### **Section 132. Essex County Vice President**

The duties of the Essex County Vice President are as follows:

- Shall assist the President of the corporation;
- Assume the responsibilities of the president when the President is absent, cannot act, or refuses to act;
- Will be the primary contact with Essex County Soccer Assn;

- Shall chair the Player Placement Committee;
- Shall perform other responsibilities assigned by the Board of Directors or the President.

**Section 133. In Town Vice President**

The duties of the In Town Vice President are as follows:

- Shall assist the President of the corporation;
- Assume the responsibilities of the President when the President and the E.C. Vice President is absent, cannot act, refuses to act, or by agreement;
- Shall be the primary contact for all In Town activities for the corporation; To include but not limited to Scheduling referee's, games and the Spring Jamboree.
- Shall perform other responsibilities assigned by the Board of Directors or the President.

**Section 134. Secretary / Clerk**

The duties of the Secretary / Clerk are as follows:

- Shall keep or cause to be kept the minutes of all meetings of the corporation.
- Shall keep or cause to be kept all records of the corporation and perform all duties incident to the office of Secretary /Clerk.
- Shall be empowered to publicize and distribute any and all publications, notices or announcements of the corporation:
- Shall perform other duties assigned by the Board of Directors or the President.

**Section 135. Treasurer**

The duties of the Treasurer are as follows:

- Shall be subject to the direction of the Board of Directors and has general charge of the financial affairs of the corporation;
- Shall keep or cause to be kept an accurate accounting of receipts and disbursements;
- Shall submit a financial statement of the corporation using generally recognized accounting methods for the Annual General Meeting or as needed;
- Shall have custody of all funds, securities, and valuable documents of the corporation and shall perform all the duties incident to the office of the Treasurer;
- Shall be appropriately bonded given their duties and responsibilities;
- Shall chair the Budget Committee.

**Section 136. Division Directors**

The duties of the Division Directors are as follows:

- Shall direct the affairs of their gender respective playing group to include but not be limited to coach recruitment, team formation, player placement, and to assist in the formation of practice schedules with their respective VP;
- Shall facilitate division/coach/parent and player/ and Corporation communication, disburse and collect equipment and perform other duties to the office of Division Director;
- Shall be the primary contact for issues relating to their gender group within the corporation;
- Shall perform other responsibilities assigned by the Board of Directors or specifically their respective VP.

### **Section 137. Equipment/ Uniforms Director**

The duties of the Equipment/Uniforms Director are as follows:

- Shall identify the equipment and uniform needs of the various divisions of the Corporation, help establish a budget, and find or cause to find suppliers of the same;
- Shall arrange the collection and disbursement of the equipment and uniforms for the corporation;
- Shall serve on the Budget Committee;
- Shall perform other responsibilities assigned by the Board of directors.
- Shall maintain or cause to be maintained all equipment owned or operated by SYS.
- 

### **Section 138. Fields and Community Relations Director**

The duties of the Fields are as follows:

- Shall maintain or cause to be maintained the fields of use to SYS.
- Coordinate with both the EC VP and the In Town VP with regards to field conditions and availability.
- Shall be the contact person between the City of Salem and SYS regarding all matters relating to acquisition of services and procurement of available fields to meet the needs of the SYS program.
- Shall be the chairperson of the fields committee.
- Shall maintain or cause to be maintained all field maintenance equipment owned or operated by SYS.

### **Section 139. Player and Coach Development Director**

The duties of the Player and Coach Development Director shall be but not limited to the following:

- Establish the program best suited to develop the players of the SYS In Town program.
- Create and organize a program to develop the coaches of the SYS program to include criteria for selection as a Select Team coach of whom must be approved by the BOD of SYS.
- Shall organize clinics, camps and educational programs for the coaches, players and parents of the SYS program.
- Shall be the chairperson of the tryout committee

### **Section 140. Community Relations**

The duties of the Community Relations Director are as follows:

- Shall be the contact person between the City of Salem and SYS regarding all matters relating to league representation and interests.
- Shall be the contact person between the Salem School Department and SYS regarding all matters relating to representation, interests, and services.
- Shall act as the Chief Fundraiser and sit on the Tournament Committee
- Shall be empowered to publicize and distribute any and all publications, notices or announcements of the corporation:
- Shall be empowered to obtain permits and engage in vendor contract negotiations.

### **Section 141. Assistant Directors**

The duties of the Assistant Directors are as follows:

- Shall assist respective directors in their responsibilities to ensure all requirements are completed in their entirety and on a timely manner;
- Shall assist in the division/coach/parent and player/ and Corporation communication, disburse and collect equipment and perform other duties to the office of Division Director;
- Shall perform other responsibilities assigned by the Board of Directors or specifically their respective VP.

### **Section 141 – 144. Reserved**

## **COMMITTEES**

### **Section 145. Regular Committees**

The Board of Directors, by resolution adopted by a majority of the Board of Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; authorizing the voluntary dissolution of the corporation or revoking the proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him / her by law. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

### **Section 146. Ad Hoc Committees**

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such a manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or by the President. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the president of the corporation shall appoint the each member thereof.

### **Section 147. Standing Committees**

There shall be the following Standing Committees:

- Grievance Committee
- Budget Committee
- Tournament/ Fundraising Committee
- Player Placement Committee
- Long Term Planning Committee /
- Concession Stand Committee



- Player Movement Committee
- Elections Committee
- Fields Committee

#### **Section 148. Grievance Committee**

Refer to The Salem Youth Soccer Handbook for the Guideline pertaining to the Grievance procedure. Salem Youth Soccer remains committed to providing a quality experience for all the young people of Salem. Even though all individuals involved from the coaching staff to the Board of Directors are volunteers, accountability is tantamount. The expectations and standard of Salem Soccer Inc are communicated to all parents and coaches by means of a handbook. Occasionally, issues arise concerning the conduct of an individual(s) that must be discussed at the BOD level. The BOD has created a Grievance Committee to help resolve conflicts that might arise concerning the standards put forward in the handbook. The Grievance Committee shall assist the BOD and its officers in dispute resolution that may arise concerning the violation of the corporation's Bylaws or Policies, Procedures, and Regulations as outlined in the SYS Handbook.

#### **Section 149. Budget Committee**

The Budget Committee is responsible for establishing a yearly budget, managing the fiscal responsibilities of the Corporation with the Treasurer, and periodically reporting to the BOD. The Treasurer of the Corporation shall Chair the Budget Committee with all members of this committee must be members of the Board of Directors.

#### **Section 150. Elections Committee**

The Elections Committee shall facilitate the election procedure for the AGM by opening the nomination process at the June meeting prior to the AGM and then presenting to the President the slate of officers to be elected, along with a list of members of the corporation requesting to be a member of a committee. If necessary the committee shall organize an election at the AGM which shall be by secret ballot. The Election Committee shall ensure that all persons voting are qualified members.

#### **Section 151. Player Movement Committee**

The purpose of this committee is to assist the BOD and its officers to fairly and equitably conduct player movement in a timely fashion. All player movement requests shall require a majority vote of the BOD in order to be approved. The Registrar shall be a member of the Player Movement Committee.

#### **Section 152. Tournament/ Fundraising Committee**

The purpose of this committee is to plan and to manage, but not limited to, the Labor Day Festival. The duty of being the Chief Fundraiser will also be the main objective of this committee and this committee shall also have the responsibility of raising funds that are critical to the operation of SYS. Members of this committee should include, but are not limited to the following directors: Tournament, Treasurer, Fields, Equipment, and Community Relations.

### **Section 153. Long Term Planning Committee**

The Long Term Planning Committee is responsible for assisting the corporation and its Board of Directors fulfill its stated purpose in the articles of Organization. The Chair of this committee shall be the Treasurer and the committee will develop at minimum a Five Year Plan that will reflect the Mission of SYS and create a program that will allow the children that participate to enjoy and be proud to be a member of.

### **Section 154. Fields Committee**

The Fields Committee responsibilities are the continuous maintenance and up keep of all the fields that SYS utilizes to fulfill its obligations to the soccer program in the city of Salem. The Field Committee shall coordinate with both vice presidents and the Scheduler in informing them of conditions and availabilities of all the fields. Upkeep shall include but not limited to the lining and maintenance of the lines as well as continuous goal repair.

### **Section 155. Concession Stand Committee**

The Concession Stand Committee shall assist the corporation in managing and operating the concession stands under the control of SYS.

### **Section 156. Term of Committee Member**

Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

### **Section 157. Chairman**

One member of the Board of Directors shall be appointed chairman of each committee by the person or persons authorized to appoint the member thereof.

### **Section 158. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

### **Section 159. Quorum**

Unless otherwise provided in the resolution of the Board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority the members present at a meeting at which a quorum is present shall be the act of the committee.

### **Section 160. Rules**

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

### **Section 161-165. Reserved**

## **FINANCIAL**

### **Section 166. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of each January and end on the last day of each December.

### **Section 167. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. The Board of Directors shall require 3 separate bids for any contract which the amount exceeds \$1500.00. A vote of the BOD is required for any item that exceeds the budget.

### **Section 168. Checks, Drafts, etc.**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation for all checks that individually amount to \$500.00 and over. Any check that is less than the amount fore mentioned may be endorsed by the Treasurer or Asst, Treasurer individually.

### **Section 169. Deposits**

All funds of the corporation shall be deposited in a timely fashion to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 170. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

### **Section 171-174. Reserved**

## **WAIVER OF NOTICE**

### **Section 175. Waiver of Notice**

Whenever any notice is required to be given under the provisions of Massachusetts law or under the provisions of the articles of incorporation or of the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

**Section 176-178. Reserved**

**AMENDMENTS TO THE BYLAWS**

**Section 179. Proposing Amendments to the Bylaws**

Any proposed amendments to the Bylaws of the corporation may be made by

- A member of the corporation in good standing;
- The Board of Directors;
- A member of the Board of Directors; or
- A committee of the Board of Directors.

**Section 180. Advance Notice**

Any proposed amendment to the Bylaws of the corporation must be received in writing by the Clerk, 30 days prior to the meeting at which the amendment is to be considered.

**Section 181. Voting Requirements**

Any amendment to the Bylaws of the corporation requires a two thirds vote of the majority of the Board of Directors present at a meeting.

**Section 182. Effective Date**

Unless otherwise provided, any amendment to the Bylaws of the corporation is effective upon the ratification of the By Laws whether it be a single section or the By Laws in its entirety.

BY LAWS  
AND  
ARTICLES OF ORGANIZATION

2009

