

MASSACHUSETTS STATE SOCCER ASSOCIATION, INC.

**CONSTITUTION AND BY-LAWS
AS AMENDED –March 31, 2008**

ARTICLE I

GENERAL

Section 1 Purpose

The purpose of this organization is to promote and administer soccer for all adult players in the Commonwealth of Massachusetts, in accordance with the constitution and regulations of the United States Soccer Federation (USSF). The organization shall be known as the Massachusetts State Soccer Association, Inc. (hereinafter referred to as MASS).

ARTICLE II

Section 2.1

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Section 2.2

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, 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 Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.3

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Section 2.4

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

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Section 2.5

The following terms in these Constitution and By-Laws shall be defined as set forth below:

- "MASS" or the "Association", whether or not capitalized shall refer to the Massachusetts State Soccer Association, Inc.;
- "MYSA", shall refer to the Massachusetts Youth Soccer Association, Inc.;
- "USSF" shall refer to the United States Soccer Federation;
- "USASA" shall refer to the United States Adult Soccer Association, Inc.;
- "FIFA" shall refer to the Federation de Internationale Football Association; and
- "BOD" shall refer to the board of directors of MASS.

Section 2.6 Distribution of By-laws

One complete set of the constitution and By-laws will be given annually to each affiliated league of MASS and to the Massachusetts Referees Committee, the USSF and USASA and to other groups that may interact with this Association.

Section 2.7 Headquarters and Location of Meetings

The headquarters of MASS shall be within the boundaries of the Commonwealth of Massachusetts. Place and time of meetings will be determined by the MASS's Executive Board. It is the intent of this constitution and by-laws that the places of such meeting shall be insofar as possible geographically convenient.

Section 2.8 Voluntary Nature of Offices

Holding an office in MASS is on a strictly voluntary basis. No officer or director shall receive compensation of any type at the expense of the MASS's treasury, except as approved by the board of directors and further any member, officer or director may be reimbursed for allowable expenses incurred by them on behalf of MASS. Payment expenses must be approved by the Executive Board and such bills incurred must be received by the treasurer within ninety (90) days of the date the expense was incurred. Travel expenses shall not exceed the current Federal mileage rate.

The Executive Board, subject to ratification by the Board of Directors at a semi-annual or special meeting may authorize payment of salaries for certain administrative and secretarial work.

Section 2.9 Membership

Any properly constituted soccer league with four or more teams now playing soccer under the laws of the game as passed by the United States Soccer Federation and being headquartered in the Commonwealth of Massachusetts may affiliate with MASS. Such affiliation shall constitute affiliation with the United States Soccer Federation (USSF). Affiliation with MASS Soccer shall be obtained by a majority vote of the Board of Directors.

Section 2.10 League Rules, Conflict Check

All affiliated leagues must submit copies of their constitution and by-laws to MASS for review prior to the annual AGM. The purpose of such review is to prevent conflict between the rules of USSF, USASA, MASS and those of its member leagues.

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Section 2.11 Fiscal Year

The MASS fiscal year will end on December 31st of each year. The purpose is to have MASS's year coincide with the USSF fiscal year. This will in no way affect the MASS leagues and their fiscal year.

ARTICLE III

MEMBERSHIP AND GOVERNING BODY

Section 3.1 Membership

Each league affiliated with MASS may appoint up to **two (2)** of its members to be its league qualified delegate at MASS meeting and elections. The membership shall be the MASS officers and affiliated leagues of MASS and they shall meet at least twice a year in May and in October of each year.

Section 3.2 Executive Board, Officers elections, Board of Directors

The membership shall elect four (4) officers who will be members of the Executive Board. The Executive Board will consist of a President, Vice President, Secretary and Treasurer and the most recent Past President.

Elections will be held at the Annual General Meeting each year. The President and Secretary will be elected in even numbered years. The Vice President and Treasurer will be elected in odd numbered years.

The Board of Directors shall consist of the President of each affiliated league or his/her designated league's representative(s) and the Executive Board.

Section 3.3 Duties and Powers of Executive Board

The Executive Board is empowered to conduct the business of MASS between meetings of the membership.

The Executive Board shall be empowered to:

- A) Exercise all of the enumerated powers of MASS Soccer
- B) Approve the transfer of funds within the budget
- C) Coordinate member discipline with the Disciplinary Committee
- D) Commence or defend litigation in the name of MASS
- E) Institute and negotiate contractual relationships subject to the approval of the Board of Directors

Section 3.4 Duties and Powers of the Board of Directors

I. The Board of Directors by majority vote of the entire voting membership shall:

- A) approve the appointment of all committee members submitted to them by the President,
- B) approve all expenditures of funds (by means of the budget) and assumption of liabilities and
- C) approve the acceptance of any league to MASS
- D) may void or amend any action of the Executive Board
- E) may ratify and affirm any action of the Executive Board
- F) Amend the By-laws

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II. The Board of Directors by a two-thirds vote of the entire membership:

- A) may remove any officer or committee member without cause
- B) may expel any affiliated league from MASS Soccer with cause
- C) may vote to change the MASS constitution at any annual meeting at any special meeting, semi-annual, or annual general meeting
- D) may take any other action consistent with the purposes of MASS

Section 3.5 Resignation of Officers

An officer may resign by submitting a written resignation to the President. The resignation shall be effective when received. If an officer resigns, the remaining members of the Executive Board shall have the authority to appoint an interim officer. The term of the interim officer shall last until the next special, semi annual or annual meeting at which time an election will be held to fill the office. Notice of an election must be given to all MASS members at least 30 days by e-mail prior to the election and by letter 14 days prior to said meeting.

Section 3.6

The officers shall perform the following duties:

President:

- 1. Chairperson of the Executive Board.
- 2. Official Officer to all external organizations.
- 3. Ex-officio member of all committees.
- 4. Annually appoint all committee chairpersons, committee members, administrative and clerical positions and state team coaches subject to approval by the Board of Directors. The President shall have the authority to appoint ad hoc committees and make special appointments to the Appeals Board and Disciplinary Committee due to conflicts of interest subject to the approval of the Executive Board.
- 5. Co-sign all checks over \$500.00.
- 6. Prepare and distribute a written annual report to all members.
- 7. Review all committee reports.
- 8. Prepare written agenda for all meetings and distribute to all members.
- 9. Assume all other duties delegated to this office by the Executive Board and/or Board of Directors.
- 10. Preside at all meetings.
- 11. Remove any committee member, administrative and clerical appointment or state coach with cause at his/her discretion with approval of Executive Board.
- 12. Entitled to vote at all meetings of the general membership

Vice-President:

- 1. Succeed to the office of the President in the President's absence.
- 2. Entitled to vote at all meetings of the general membership.
- 3. Non-voting member of the Appeals Board.
- 4. Parliamentarian at all meetings
- 5. Responsible for select team coordination.

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Secretary:

1. Give notice to all members of the time, date and place of meetings.
2. Act as Clerk of the Corporation and take charge of all corporate property.
3. Call meetings at the President's request.
4. Take minutes at all meetings.
5. Entitled to vote at all meetings of the general membership.
6. Non-voting member of the Appeals Board.
7. Post mailings.
8. Collect all League information.
9. Submit annual written report.
10. Member of the Credentials Committee.

Treasurer:

1. Keep, or cause to be kept, regular books of account which shall be available at any reasonable time for inspection by the Executive Board and Board of Directors.
2. Report to the membership bi-annually on the financial status of MASS.
3. Have custody of all documents, titles and valuable financial papers.
4. Distribute all forms having a cost factor.
5. Sign all checks.
6. Collect all fines due to MASS.
7. Pay all authorized claims for expenses.
8. Entitled to vote at all meetings of the general membership.
9. Member of Credentials Committee.

Past President:

1. Entitled to vote at all meetings of the General Membership and Executive Board.
2. Member of Rules Committee

Section 3.7 Voting Powers

A. Voting

- A.1 The voting members shall be composed of the duly constituted leagues playing the game of soccer within the territorial jurisdiction of MASS, which have been accepted for membership by a majority vote of the entire voting membership of the Board of Directors according to the policies and procedures established from time to time by the Board of Directors and are in good standing and not under suspension by MASS at the time of any vote and the members of the Executive Board.
- A.2 The Secretary of MASS shall maintain the roster of member leagues.

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A.3 Each league member shall be entitled to representation at all meetings of MASS by a qualified delegate. A qualified delegate is a person who has attained the age of 18 years and who has been appointed by the member league as its designee to represent the member for all purposes at meetings of MASS. The President of each league shall be the league’s qualified delegate unless the league sends written notice to MASS of alternate or additional qualified delegates. Each league member may appoint up to two (2) qualified delegates to share its vote(s). Written notice of the appointment, executed in the form specified by MASS, shall be placed on file with the Secretary not later than 5 days before MASS’s annual, semi-annual or special meeting is required to be sent and shall be effective until superseding notice has been filed with the Secretary by the designating member. MASS shall have the right to rely on the right of the delegate to act for the league until the Secretary receives superseding written notice.

A.4 Each delegate shall be accorded the votes allocated to the member. The weighted voting strength of a member shall be determined by the number registered players with MASS as determined by the Registrar at the record date as follows:

| League Registered Players: | Vote(s) |
|-----------------------------------|----------------|
| 1-999: | 1 |
| 1,000-1,999: | 2 |
| 2,000-2,999: | 3 |
| 3,000-3,999: | 4 |
| 4,000-4,999: | 5 |
| 5,000-6,999: | 6 |
| 7,000 or more: | 7 |

Executive officers have no voting powers in elections for Executive Board positions. President, VP, Secretary and Treasurer each carry 1 vote for all other voting issues. Immediate Past President is non-voting position.

- No league shall be allotted votes in excess of the number of representing twenty-five percent (25%) of the total of all votes allotted to the league plus the Executive Committee members. For purpose of clarity, it should be noted that this may result in a league having votes in a election (where Executive Committee votes are not cast) that constitutes more than 25% of eligible votes.
- All elections of members of the MASS Executive Committee shall be conducted by league members – Executive Committee members shall not have the right to vote in elections for Executive Committee positions.
- The immediate Past President shall be a non-voting position.
- In an event of a tie, organization would follow Robert’s Rules of Order and hold repeat ballot.

A.5 The voting strength of each voting member shall be certified annually to the Secretary by the registrar and confirmed by the Treasurer, as of the record date for the semi-annual and annual meeting. The Secretary shall set forth such on the MASS membership rolls. This voting strength shall apply until the next date for the semi-annual or annual meeting. The updated voting strength will be included in the meeting notification for the semi-annual and annual meetings.

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B. Withdrawal/Suspension or Expulsion of Member

- B.1 The membership of any member shall cease upon withdrawal of the league by means of a written notice of resignation supplied to the Secretary or removal from MASS.
- B.2 The Board of Directors shall have the power to expel or suspend members for good cause. Any resolution suspending or expelling any member shall require the affirmative vote of a two thirds of the entire voting membership of the Board of Directors prior to the adoption of such resolution. The affected member shall be furnished with written notice of the proposed action being considered by the Board of Directors and the reason(s) therefore. That notice shall be mailed by first class US Mail, to the address of record with the offices of MASS not fewer than 14 days prior to the meeting of the Board of Directors at which the action is on the agenda. At the meeting of the Board of Directors, the affected member shall be afforded the opportunity for a hearing concerning the proposed action prior to any .vote thereon.
- B.3 A suspended member shall be deemed in bad standing with MASS during the period of suspension. As such, it shall be ineligible to vote on any matter before the membership and shall be disqualified from participation in any game, match, tournament or other event sanctioned by MASS or receiving any MASS sanctioning for any event, game, match or tournament.
- B.4 A member expelled or suspended from membership in MASS shall have the right to appeal such action in conformity with the rules of USASA and USSF.
- B.5 Within thirty (30) days of the commencement of a league season all affiliation fees shall be paid to MASS Soccer. The Treasurer shall report to the Executive Board on the status of all member accounts with MASS that show any balance due MASS that is 30 days or more in arrears. These member organizations shall be deemed to have resigned membership in MASS thirty days after the notice is sent. A notice of acceptance of the resignation shall be sent by MASS immediately notifying the member of this action. The member shall have until the next regularly scheduled MASS meeting to pay the balance in full, including any and all fines due, at which time the member shall be automatically reinstated. Thereafter, the member must pay in full the balance of the amounts due and reapply to MASS for membership according to the procedures set herein.

C. Proprietary Information

- C.1 Except as authorized by Board of Directors, no member, officer or director shall make use of any of the data resulting from registration data received by MASS and involving MASS.
- C.2 No person or entity may use the name of MASS or any of its trademarks, tradenames, or that of its sponsors without prior written approval of the Executive Board of Directors.

D. Record Date

- D.1 For the purpose of determining the members entitled to receive notice or to vote at any meeting of the membership, or those who may consent or dissent from any action without a meeting, or for any other action or purpose; the record date shall be the earliest date for upon which notice of such meeting or action may be given under these bylaws.

E. Action by Members without a Meeting

- E.1 Whenever members are required or permitted to take action by vote, such action may be taken without a meeting provided such. action and consent thereto is in writing signed by the qualified delegates representing all members entitled to vote thereon.

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F. Proxies

- F.1 All qualified delegates entitled to vote at a meeting or to express consent or dissent without a meeting may authorize another person(s) to act for them upon receipt of written notice by the Secretary of MASS no later than 5 days before the vote.

Section 3.8 Standing Boards, Committees and Officers

There will be certain standing Boards and Committees which shall be permanent and subject to being dissolved only by amending this constitution. The duties and responsibilities shall not be abrogated without a two thirds vote of the entire membership of the Board of Directors at an annual meeting. Unless otherwise provided, the President shall appoint persons to membership on these Boards and Committees, subject to the ratification of the Board of Directors. Each standing Board and Committee shall keep minutes of its proceedings and report same to the Executive Board.

Each League shall designate a representative of their League to serve on the Appeals Board and Disciplinary Committee. The President shall appoint subject to the approval of the Board of Directors 5 persons, each from a different League to serve as voting members on the Appeals Board and Disciplinary Committee. No person shall sit on a hearing of the Appeals Board or Disciplinary Committee which involves their League or them personally.

Further, from time to time, the Board of Directors may create other committees and the President shall appoint persons to such committees subject to approval of Board of Directors. Each such committee so appointed shall keep minutes of its proceedings and report same to the Executive Board monthly or upon request.

Standing Committees are as follows:

A) Appeals Board

The Appeals Board shall consist of the Vice President and Secretary as nonvoting members and 5 persons from 5 different Leagues as voting members who are appointed by the President, and ratified by the Board of Directors. The President shall appoint the Chairperson of the Appeals Board.

A minimum of three voting members is required in order to conduct a meeting.

The Appeals Board shall be the final authority on all grievances within MASS with the exception of referee assaults which are handled directly by the USSF. Further appeal may be had by following the appeals process as delineated by the United States Soccer Federation and/or United States Adult Soccer Association.

Note -- Appeals of Association or League decisions will be heard only if all league appeals processes have been utilized. Further, it is the duty of this appeals board to rule only on whether or not an association or league has followed its own rules, the rules of MASS and/or the United States Soccer Federation and/or United States Adult Soccer Association.

1. The Chairperson must mail decisions of the Appeals Board to the Appellant, Appellee, and all interested parties following the Appeals Board meeting.
2. All appeals must be adjudicated within thirty (30) days of receipt by the Appeals Board. Time shall begin using the United States Post Office date stamp cancellation.
3. Three members of the Appeals Board must be present to hold a valid meeting.
4. All appeals shall be accompanied by a certified check or Money Order for two hundred (200) dollars made out to MASS. If the appeal is not upheld, the check shall become the property of MASS. If the appeal is upheld the \$200.00 fee will be refunded.

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5. Appeals must be filed within ten (10) days of notification of the MASS or League appeals decisions. The appeals date shall be determined by using the United States Post Office date stamp of cancellation.
6. Pending results of the appeals, all MASS or League decisions shall stand.
7. The Appeals Board must submit by mail to all parties a copy of any appeals decision within ten (10) days of the decision being made. Such notification shall be by certified mail with return receipt requested (CMRRR).
8. All parties involved in an appeal must be invited to a hearing. All parties must be given at least seven (7) days advance notice of such hearing.
9. No properly submitted appeal may be denied consideration.
10. Any member player, team, coach, trainer, administrator, manager or official of any league of MASS Soccer and any league in MASS Soccer in good standing shall have the right to file an appeal upon any MASS or League decision.
11. In the case of any allegation of serious misconduct by any official, affiliated association/league, club, team, player or referee, with such allegation supported by reliable evidence, the chairperson of the Appeals Board shall have the power to call upon the party or parties involved to produce evidence within its or their possession which the Appeals Board might reasonably need to make a determination of further actions that might need to be taken.
12. Appeals/Grievance to USSF/USASA

Any person, player, coach, trainer, manager, administrator or official of MASS Soccer may file an appeal or grievance with USSF in accordance with USSF By Laws 701, 702, 703, 704, 705, 706 and 707 or USASA, Bylaw 631,641, 642, 643. Copies of these By-Laws are available from MASS Soccer, USSF and USASA upon request.

B) Rules and Revisions Committee

Appointed by the President bi-annually subject to approval by the Board of Directors. The duties and powers of the Rules and Revisions Committee shall be as follows:

1. It shall pass upon all constitutions, by-laws or rules of Associations and Leagues applying for affiliation with this Association.
2. Review all amendments to this Association's constitution.
3. All matters concerning this Association's rules must be referred through this committee.
4. A member of this committee shall act as parliamentarian at all general meetings in the absence of the Vice President.
5. All rules for this body, as well as other bodies in the Association, must be in accordance with the United States Soccer Federation's Constitution and By-Laws.
6. All amendments and changes to this constitution shall be presented to this committee for recommendations prior to presentation at an annual meeting whenever possible.
7. The study, review and revision of these by-laws shall be an on going process.

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C) Nominating Committee

With approval of the Executive Board, the President shall appoint two (2) persons of MASS to act as a Nominating Committee. The Purpose of this committee is to solicit nominations of officers for election at the Annual General Meeting. Nominations will be presented at the Annual General Meeting. Any person who intends to be a candidate shall notify the President of MASS Soccer and the nominating committee at least 14 days before the election what position they seek office. Notwithstanding the above nominations for a position on the Executive Board may be made at the time of the election with approval of 60% of the Board of Directors.

D) State Referee Committee

Appointed by the President with ratification by the Board of Directors in accordance with USSF Bylaws and in conjunction with Massachusetts Youth Soccer Association the committee is responsible for administration, recruitment, instruction, assessment, and general affairs of affiliated referees in the Commonwealth of Massachusetts.

E) MASS Registrar

Appointed annually by the President subject to the approval of the Board of Directors.

The MASS Registrar is responsible for the registration of all players, coaches, managers, teams and league administrators in accordance with MASS and Association (USASA) and national (USFF) rules, and in compliance with liability and/or medical insurance requirements.

F) Central Referee Assignor/Coordinator

Appointed annually by the President subject to approval by the Board of Directors. The Central Referee Assignor/Coordinator is responsible for assigning participating referees to any affiliated league requesting his/her service. Financial arrangements for assignment services are to be negotiated by the assignor with individual leagues.

G) State Select Teams Committee

Responsible for the administration of the Men's and Women's State Select Team Programs. State Select Team coaches and committee members are appointed annually by the President subject to approval by Board of Directors.

H) State Director of Coaching

In accordance with USSF and USASA, Bylaws and Policies the State Director of Coaching is appointed by President annually subject to approval by the Board of Directors. The state Director of Coaching is responsible for the educational training and development in MASS and the administration of Adult coaching licensing courses.

I) Disciplinary Committee

Shall consist of not less than five (5) members, of which at least (3) must attend a meeting, appointed annually by the President subject to the approval- of the Board of Directors. The Disciplinary Committee shall hear cases of misconduct and ethics violations including but not limited to referee abuse, referee assaults, league teams, player or fan violence or misconduct. The Committee shall hear charges brought forth according to the policies and procedures of MASS and Rules and Regulations of USSF and USASA. All decisions shall be based upon a majority vote of the members present at a hearing. A decision of the Disciplinary Committee shall constitute a decision of MASS unless otherwise voted by the Board of Directors or Executive Board. The Disciplinary Committee shall have the authority to fine, suspend or otherwise take whatever reasonable action it deems necessary against the player, team, league or administrator in order to enforce the MASS Constitution, MASS Bylaws and USSF and USASA Rules and Regulations, Policies and Bylaws. The Disciplinary Committee shall not have the authority to expel any player, team, league or administrator from MASS Soccer.

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A quorum of the Disciplinary Committee will consist of at least three or more members. No Committee member will vote where there is a conflict of interest or in a matter which involves their League.

J) Hall of Fame

The Hall of Fame Committee shall exist to recognize and honor those individuals and organizations who have performed admirably and have continually maintained and promoted the growth of soccer in Massachusetts. Members and Chairperson are appointed annually by the President subject to the approval of the Board of Directors.

K) State Cup Committee

Appointed annually by the President subject to approval by the Board of Directors the State Cup Committee shall consist of three State Cup Commissioners, who shall organize and administer the MASS State Championship each summer in a format determined by the Board of Directors.

L) Womens Director

Appointed by the President annually subject to the approval of the Board of Directors, the Women's Director shall report at the semiannual and annual MASS meetings on the development training and educational programs of women's soccer and all women soccer issues in MASS.

M) Discrimination Director

Appointed by the President annually subject to the approval of the Board of Directors, "the Discrimination Director shall investigate and report to MASS any and all complaints of discrimination based upon race, color, age, sex or national origin.

ARTICLE IV

GENERAL MEETINGS OF VOTING MEMBERSHIP

Section 4.1 Annual Meeting

The Annual General Meeting of the voting members of MASS shall be held every year in May at a place designated by the Executive Board. The General membership shall be presented annual reports and the order of business shall be as follows:

- *Roll call/Credential check
- *Minutes of last meeting
- *Unfinished business
- *Reports of Officers
- *Financial statement by Treasurer
- *Standing Committee reports
- *Election of Officers
- *Amendments to bylaws
- *New Business
- *Adjournment

The President shall maintain the right to change the order of business, as he/she deems appropriate. Section 3.2

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Section 4.2 General Meetings

Semi-annual meetings shall be held in October at a place to be designated by the Association's Executive Board. The order of business shall be as follows:

- *Roll call/Credential check
- *Minutes of the previous meeting
- *Communications
- *Reports of Officers
- *Reports of Committees *Unfinished business
- *Amendments to the bylaws
- *New business
- *Adjournment

The President shall maintain the right to change the order of business, as he/she deems appropriate.

Section 4.3 Special Meetings

Special meetings may be called by the President or a majority of the total eligible to vote in the Board of Directors. Such request must include in writing the purpose(s) of such special meeting. The order of business for such meeting shall be as follows:

- *Roll call
- *Communications of need for meeting
- *Discussion
- *Adjournment

Section 4.4 Notices

Notices for annual meeting and semi-annual meeting and their agenda shall be posted at the MASS Soccer website and e-mailed to the Board of Directors thirty (30) days prior to the meeting and by U.S. Postal Service fourteen (14) days prior to said meeting. Notification for the annual meeting should include vote strength and a current updated MASS financial budget. Additionally, the Board of Directors will be provided with a copy of the audited financial statements at the annual general meeting or within 30 days of the completion of the audit. Written notice for special meeting shall be received by the Board of Directors seven (7) days prior to such special meeting. Such meeting notice shall describe the purpose of the special meeting.

All notices shall be sent by the Secretary of the Board of Directors, President or others authorized by these bylaws.

Section 4.5 Quorum

A quorum shall be defined as a majority of the total eligible votes in MASS to conduct business and elect officers. If a quorum is represented the vote of the majority present shall stand unless otherwise required by these bylaws.

Section 4.6 Method of Voting

No person may act as a qualified voting delegate for more than one league or officer. Unless otherwise specified herein a majority of the votes cast determine the result.

Section 4.7 Robert Rules of Order

All meetings shall be conducted according to Robert's Rules of Order except as otherwise provided in the Constitution and Bylaws.

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ARTICLE V

EXECUTIVE BOARD MEETINGS

Section 5.1 Regular Meeting

The Executive Board shall meet at least four (4) times per year.

Section 5.2 Special Meetings of Executive Board

Special meetings at the call of the President or majority of the Executive Board shall be at a reasonable time and place.

Section 5.3 Postponements

Meetings under 5.1 cannot be postponed except by the President. All Executive Board members shall be notified of such postponement by the Secretary or President.

Section 5.4 Quorum, Adjournment and Vote Required

At any meeting of the Executive Board a majority of the officers shall constitute a quorum for the transaction of business.

Section 5.5 Action by Conference Consent

Any action required or permitted to be taken at any meeting of the Executive Board may be taken via conference call to include all officers.

ARTICLE VI

ASSOCIATIONS, LEAGUES, CLUBS, TEAMS, PLAYERS

Section 6.1 Association and League Requirements

No Association or league may be affiliated with this corporation with less than four (4) teams. Any affiliated team with USSF may register directly or as a league.

Each Association or League must submit a copy of their constitution and by-laws to the MASS's Secretary annually.

Each Association or League shall pay annually, prior to the beginning of competition, such affiliation fees as required by the USSF and MASS. Violation of this rule may be dealt with at the discretion of the Executive Board and/or Board of Directors and may include fines and/or suspensions.

Section 6.2 Club and Team Affiliation

Clubs may sponsor more than one team, however, each team belonging to an affiliated league must also affiliate with this Association and pay the annual team affiliation fees, pay registration fees, and other fees set by the Board of Directors. Each team must have at least 11 players for full field play, 7 players for 7 v 7 and 6 players for 6 v 6 play.

Unless otherwise provided for in the Constitution and Bylaws fees are to be paid to the Treasurer.

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Section 6.3 Player Eligibility and Registration

No player shall be eligible to participate in state cup, all star, or national cup competition without being registered with MASS. Each player must have the approved pass card in such form as has been accepted by the Board of Directors.

A player may register with more than one team under the following conditions:

- *The regular game days of the teams must be different.
- *Game precedence
 - National Cup Games
 - State Cup Games
 - Playoffs
 - League Matches
 - Rescheduled games

Section 6.4 Interstate and International Matches

Each association, league, club or team arranging or participating in any match where one or both teams are affiliated outside the Commonwealth of Massachusetts or outside of the United States must obtain written permission from MASS.

For interstate cup matches or international matches the designated percentage (per the USSF Current Official Administrative Rule Book) of the gate receipts shall be forwarded to the Adult Association Secretary or the Federation Secretary, respectively. A full financial report of each game shall be forwarded to the respective secretary by the home team. The association, league, or club shall welcome a member of MASS authorized by this Board of Directors to be present to verify the amount collected at such matches.

Violations of this rule may be dealt with at the discretion of the Board of Directors.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Respecting Certain Contracts

Directors of MASS may be connected with other Associations which from time to time MASS has business. No contract or other transaction between MASS and any other Associations shall be affected because a member of MASS has pecuniary interest. In the absence of fraud members of MASS may have interest in other Associations as long as such interest is made public. Such interest in the other associations shall not interfere with the individual's legal responsibilities under this constitution.

Section 7.2 Agreement/contract

Before entering into any written agreement or contract the Executive Board will provide copies of the agreement and all other relevant information to the Board of Directors of MASS.

MASSACHUSETTS STATE SOCCER ASSOCIATION, INC.

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ARTICLE VIII

AMENDMENTS OF CONSTITUTION

Section 8.1 Amendments at Annual General Meeting

The amendment or repeal of any of the Constitution may be done at the Annual General Meeting and to the By-laws at any semi-annual and annual or special meeting. Any proposed Amendment to the Constitution and Bylaws shall be sent to the Rules Committee at least 14 days before any MASS meeting.

Section 8.2 Majority Vote and Prior Notice

A two thirds vote of the entire membership is required to repeal or amend this Constitution and a majority vote to repeal or amend the Bylaws The subject matter of any proposed change shall have been set forth in the notice of the meeting and the actual wording of any proposed amendment shall be sent to all voting members prior to said meeting whenever possible.

ARTICLE IX

CONFORMITY TO USSF

Section 9.1 Membership Open

Membership in MASS shall be open to all soccer leagues functioning within the territorial jurisdiction of MASS. Membership in all leagues, clubs and organizations affiliated with MASS and its member leagues shall be open to all soccer players, coaches, trainers, managers, administrators, and official not subject to suspension and in good standing in accordance with the Bylaws of USSF.

Section 9.2 Nondiscrimination

MASS and its member leagues shall not discriminate against any individual on the basis of race, color, age, sex, national origin or religion.

Section 9.3 Governing Effect of USSF

The USSF article of incorporation, bylaws, policies, rules, regulations and requirements take precedence over and supersede the governing documents and decisions of MASS and its members to the extent applicable under state law, and MASS and its members will abide by those articles, bylaws, policies, rules, regulations and requirements.

Section 9.4 Associations with Conflicts

MASS will not join any organization that has requirements that conflict with the USSF's articles, bylaws, policies, rules, regulations and requirements.

Section 9.5 Registration with USSF

MASS, shall annually, shall register all of its players, coaches, teams, referees, and administrators with the USSF at least once each year and pay all fees due the USSF on a timely basis.

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Section 9.6 Interplay

MASS and its member will abide by the USSF and USASA Articles, Bylaws, policies and requirements on interplay.

Section 9.7 Annual Report to USSF

MASS shall provide to the USSF an annual report on the activities of MASS and current financial statements within ninety (90) days after the start of the USSF season year.

Section 9.8 Submission of Documents

MASS will provide annually to the USSF copies of MASS's Articles of Incorporation, Bylaws and other governing documents and submit changes to those to the USSF for approval no later than ninety (90) days after adoption. Copies of all these documents will be made available to its members.

Section 9.9 Grievances and Appeals

MASS will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USSF, MASS and its members may be appealed to the USSF's appeals committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 9.10 Tax-Exempt status

MASS shall at all times maintain its tax-exempt status under the Internal Revenue Code.

Section 9.11 Policies Against Abuse

MASS shall adopt and maintain policies prohibiting sexual and physical abuse, which policies shall conform to the minimum criteria established by the USSF, except to the extent such would violate state or local law.

Section 9.12 USSF Oversight

MASS will allow the USSF to review the documents and procedures of MASS, on request of USSF not less than once every year to determine compliance with the bylaws and articles of USSF.

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ARTICLE X: SEAL

Section 10.1 Corporate Seal

MASS's seal shall be maintained by the State Secretary

MASS BYLAWS

1.1 The Fee structure for MASS Soccer is \$20.00 per player per year.

1.2 Participation in the MASS men's and women's select teams.

- a) Any player participating in the selection process and is selected for the MASS Select Team, who, without submitting an acceptable justification to the MASS State Select Committee, fails to show up for training or games relating to representing the State, shall be automatically suspended, pending resolution by the Executive Board.
- b) Players selected, who, without submitting a justification to the MASS Executive Board fail to appear, will be punished with a minimum of 2 up to a maximum of 4 games.
- c) An allegation by players that they were prevented from showing up by their clubs or league shall not be held as justifiable cause.
- d) When illness is claimed as the reason for not showing up, said absence must be justified by submittal of a doctor's statement.
- e) Any player alleging illness as a justification for not appearing shall be barred from participating in any games, until a written medical release, by the same doctor who attested to the illness, declares the player fit. Failure to comply will result in a two game suspension.
- f) Any team having more than one player selected by the state team has the option to request a postponement of any games scheduled during any select tournament.

1.3 Registration Fines

An automatic fine of \$200.00 will be assessed for each league whose fees have not been paid when affiliation fees are due.

1.4 Team Conduct

In all MASS league games each team is responsible for the conduct of its players, coaches, trainers, managers and fans.

1.5 Reimbursement of Expenses

MASS Soccer will reimburse any person authorized by the President or Executive Board to travel out of state or to attend a MASS soccer related event within Massachusetts in accordance with the following:

- A. Up to \$50.00 per day for meals (food and beverage) for a full day and up to \$25.00 per day for a half day for meals (food and beverage) including one's spouse if present.

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- B. Up to \$100.00 per meeting for any approved MASS Soccer Committee meeting for the meals (food and beverage) consumed by MASS Soccer Committee members while attending a MASS Soccer Committee meeting.
- C. Out of pocket expenses for transportation, hotel room, and registration expenses for the MASS Soccer Representative as approved by the President or Executive Board.

No reimbursement shall be made without a receipt filed with MASS Soccer as evidence of the expenditure.

- D. At least once a year the Mass President or Executive Board shall invite a President of a League to attend a USASA Annual Meeting or a US Soccer Meeting.