

MASSACHUSETTS STATE SOCCER ASSOCIATION, INC.

**CONSTITUTION AND BY-LAWS
AS AMENDED –May 7, 2009**

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 be the current Federal mileage rate.

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

Section 2.9 Affiliation

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 begin on January 1 and end on December 31st of each year.

ARTICLE III

GOVERNING BODY

Section 3.1 Governing Body

Each league affiliated with MASS may appoint up to **two (2)** of its members to be its league qualified delegate at MASS meetings and elections. The governing body shall be the MASS officers and the delegates of the 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 delegates of the affiliated leagues shall elect four (4) officers who will part of the Executive Board. The Executive Board shall consist of the 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 delegate of each affiliated league or the 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 governing body.

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

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

- A) may remove any officer or committee member with good cause

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- B) may expel any affiliated league from MASS Soccer with cause
- C) may vote to change the MASS constitution at the 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 delegates.
7. Review all committee reports.
8. Prepare written agenda.
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 excluding elections.

Vice-President:

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

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 excluding elections.
6. Non-voting member of the Appeals Board.

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7. Post mailings.
8. Collect all League information.
9. Submit annual written report.
10. Member of the Credentials Committee.
11. Distribute notifications, agenda, and reports to the Board of Directors.

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 excluding elections.
9. Member of Credentials Committee.

Past President:

1. Member of Rules Committee

Section 3.7 Voting Powers

A. Voting

- A.1 The voting delegates shall be composed of the duly constituted representatives of the affiliated leagues playing the game of soccer within the territorial jurisdiction of MASS. The league and/or its delegate must be in good standing and not under suspension by MASS at the time of any vote.
- A.2 The Secretary of MASS shall maintain the roster of all affiliated leagues.
- A.3 Each affiliated league 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 league as its designee to represent the league 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 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 league. 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 league. The weighted voting strength of a league shall be determined by the number of registered players with MASS based on previous fiscal year's player registrations as determined by the Registrar and Treasurer and as indicated below. Exception; newly accepted leagues will be allocated a vote based on the schedule below.

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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

- 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 for the MASS Executive Committee shall be conducted by league delegates – 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 delegate shall be determined by the MASS Registrar and confirmed by the Treasurer and certified by the Secretary prior to the annual meeting. This voting strength shall apply until the next annual meeting. The voting strength will be included in the meeting notification for the semi-annual and annual meetings.

Section 3.8 Withdrawal, Suspension, Expulsion

A. Withdrawal/Suspension or Expulsion of an Affiliate, Delegate, and Officer

1. The affiliation of any league shall cease upon withdrawal of the league by means of a written notice of resignation supplied to the Secretary or removal from MASS.
2. The Board of Directors shall have the power to expel or suspend an affiliate, delegate or officer for good cause. Any resolution calling for suspension or expulsion shall require the affirmative vote of two thirds of the entire voting membership of the Board of Directors. The affected individual or affiliate shall not be entitled to vote in consideration of such action. The affected individual or affiliate 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 filed with MASS, not less than 14 days prior to the meeting of the Board of Directors at which the action will be discussed. At the meeting, the affected individual or affiliate shall be afforded the opportunity for a hearing concerning the proposed action prior to any vote thereon. The suspended or expelled individual or affiliate shall have the right to appeal such action to USASA in accordance with the appeal rules of USASA and USSF.
3. A suspended individual or affiliate shall be deemed in bad standing with MASS during the period of suspension and not entitled to partake in any meeting, game, tournament or other event sanctioned by MASS.
4. All player registration fees shall be submitted to MASS based on the following scheduled dates: Leagues starting their spring season, due date May 15; leagues starting in the summer season, due date July 15; leagues starting play in late summer/fall, due date Oct. 15; leagues starting in the winter season, due date Jan. 15. The Treasurer shall report to the Executive Board on the status of all affiliate accounts with MASS that show any balance due MASS that is 30 days or more in arrears. The affiliate shall be deemed to have resigned from MASS thirty days after the notice is sent. A notice of the resignation shall

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be sent by MASS immediately notifying the affiliate of this action. The resigned affiliate shall not be entitled to any privileges afforded to MASS affiliates in good standing. The resigned affiliate shall have until the next regularly scheduled MASS meeting to pay the balance in full, including any and all fines assessed, at which time the affiliate shall be automatically reinstated.

Section 3.9 Proprietary Information

1. Except as authorized by Board of Directors, no affiliate, officer or Board of Director shall make use of any of the data resulting from registration data received by MASS and involving MASS.
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 Board of Directors.

C. Action without a Meeting

1. In the event the President may require approval from the Board of Directors for a specific action that cannot wait for the next scheduled meeting without calling for a special meeting, a vote may be taken via email, phone, or US Mail provided that all delegates receive sufficient information on the subject matter. The results of the vote cast by each league shall be distributed to each delegate and officer.

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 4.0 Standing 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 Board of Directors at an annual meeting. Unless otherwise provided, the President shall appoint individuals to these Boards and Committees, subject to the ratification of the Board of Directors. Each Standing Committee shall keep minutes of its proceedings and report same to the Executive Board.

Each Affiliated League shall designate a representative of their League to serve on the Appeals 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 and Disciplinary Committee. No person shall sit on a hearing of the Appeals or Disciplinary Committee which involves their respective 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 Committee

The Appeals Committee 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 Committee.

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

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The Appeals Committee shall be the final authority on all appeals 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 committee 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 Committee to the Appellant, and all interested parties following the Appeals Committee meeting.
2. All appeals must be adjudicated within thirty (30) days of receipt by the Appeals Committee Chairman. 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.
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 decisions shall stand.
7. The Appeals Committee 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 affiliated league of MASS and any affiliated league in MASS in good standing shall have the right to file an appeal upon any MASS or affiliated 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 Committee shall have the power to call upon the party or parties involved to produce evidence within its or their possession which the Appeals Committee 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.

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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.

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 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 (USSF) 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.

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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~~.

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 or themselves.

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) Women's 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.

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ARTICLE IV

MEETINGS AND VOTING

Section 4.1 Annual General Meeting

The Annual General Meeting (AGM) of MASS shall be held every year in May at a place designated by the Executive Board. The order of business shall be as follows:

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

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

Section 4.2 Semi-annual Meetings

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

- *Roll call/Credential check
- *Minutes of the previous meeting
- *Unfinished business
- *Communications
- *Reports of Officers
- *Reports of Committees
- *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 votes of the Board of Directors or as follows:

- a. A Special Meeting shall be called by the President upon receipt of a petition signed by at least 10% of the eligible votes. A petition for a Special Meeting must be accompanied by a check for \$250 to defray the cost of the meeting. The originator and the signatories of the petition are responsible for the payment.
- b. A request for a Special Meeting must include in writing the purpose(s) of the special meeting. The agenda for the Special Meeting will be limited to the purpose(s) identified in the petition.
- c. League officers will be expected to attend a Special meeting whenever possible.

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The order of business for such meeting shall be as follows:

- *Roll call
- *Communications of need for meeting
- *Discussion
- *Voting if required
- *Adjournment

Section 4.4 Notices

Notices for annual general 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 general 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, 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.

All qualified delegates entitled to vote at a meeting or to express consent or dissent without attending a scheduled 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 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

LEAGUES, CLUBS, TEAMS, PLAYERS

Section 6.1 League Requirements

No Association or league may be affiliated with MASS with less than four (4) teams.

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

Each affiliated League shall pay annually as indicated in Section 3.7, Article A.4 such affiliation fees as required by the USASA 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 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, 6 players for 6 v 6 play and 5 players for 5 v 5 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 Indoor Team Affiliation

Players playing indoors may affiliate with MASS provided that at least 4 teams exist with not less than 30 players per league. Affiliation with MASS will only include Indoor competition.

Section 6.4 Player Eligibility Registration and Game Priority

No player shall be eligible to participate in state cup, all star, or national cup competition without being registered with MASS.

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

*The teams cannot be affiliated with the same league.

The following games will have priority/precedence as follows:

- National Cup Games
- State Cup Games
- Playoffs
- League Matches
- Rescheduled games

Section 6.5 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 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 USASA/USSF

Section 9.1 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 9.2 Governing Effect of USSF

The USASA/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 9.3 Associations with Conflicts

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

Section 9.4 Registration with USASA/USSF

MASS, 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 USASA/USSF on a timely basis.

Section 9.5 Interplay

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

Section 9.6 Annual Report to USASA

MASS shall provide to the USASA an annual report on the registration of players of MASS within ninety (90) days after the start of the USASA seasonal year.

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Section 9.7 Submission of Documents

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

Section 9.8 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 USASA and USSF, MASS and its members may be appealed to the USASA USSF's appeals committee that shall have jurisdiction to approve, modify or reverse a decision.

Section 9.9 Tax-Exempt status

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

Section 9.10 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 USASA and USSF, except to the extent such would violate state or local law.

Section 9.11 USSF Oversight

MASS will allow the USASA or USSF to review the documents and procedures of MASS, on request-to determine compliance with the bylaws and articles of USASA or USSF.

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.

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- 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.
- 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.