



NORTH SOCCER CLUB

BY-LAWS

MISSION STATEMENT

The purpose of the North Attleboro Soccer Club is to provide the youth of North Attleboro with a developmental soccer program in a competitive environment. The Club's objective shall be to encourage participation in the sport by providing instruction in the fundamentals of the game of soccer while emphasizing the importance of fair play and good sportsmanship

BYLAWS OF THE NORTH ATTLEBORO SOCCER CLUB, LTD.

ARTICLE I - FISCAL YEAR

The fiscal year shall commence on the first day of July of each year or such other date as the officers may determine.

ARTICLE II - MEMBERSHIP

Section 1. Membership. All residents of the Town of North Attleboro and a parent, or guardian of a child residing in the Town shall be eligible for membership in the club.

Section 2. Voting Members. Voting rights for the election of officers to the Board of Directors shall be extended to all members who qualify based upon a point standard as set forth herein.

Section 3. Point Standard. A member of the Club shall be required to earn a minimum of 12 points during the twelve month period ~~from August 1 through July 31st~~ **from July 1st to June 30th** in order to attain voting privileges. Points shall be earned as follows:

- Officer 12 points
 - Head or Assistant Coach 6 points (per session)*
 - Team Administrator 6 points (per session)*
 - Referee Coordinator 6 points (per session)*
 - Webmaster 6 points
 - Field Lining 6 points (per session)*
 - Volunteer – Club Event 2 points (per event)
 - Attendance at Monthly Meetings 2 points (per meeting)
- (* session = Fall, Indoor or Spring)

Section 4. Records. The Secretary shall be responsible for maintaining records of points earned by the members.

Section 5. Change to Point Standard. Any changes to this standard shall be made solely at the annual meeting with thirty days advance notice to all voting members of the proposed changes. Changes may be initiated by the Officers or upon the written petition of five voting members. The standard may be changed by a majority vote of the voting members present, or voting by proxy, at the annual meeting. The changes will become effective for the period beginning August 1st following the vote.

ARTICLE III - MEETINGS OF THE CLUB

Section 1. Place. All meetings of the members shall be held at such place within the Town of North Attleboro as is named in the notice unless otherwise directed by the Board.

Section 2. Annual Meeting. The annual meeting of the members shall be held on the 2nd Thursday in July. In the event the annual meeting is not held on such a date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. A minimum of 14 days notice must be given prior to the newly posted meeting. Officers of the Club for the following year shall be elected at this meeting. Nominations will be by nominating committee only. No nominations may be made from the floor. Establishment of the nominating committee will be at the regular monthly meeting prior to the annual general meeting.

Section 3. Monthly Meeting. The Board shall conduct a monthly meeting open to all members of the Club. Notice for the monthly meeting shall be made at the prior months meeting and posted on the Club Website. All meeting cancellations or rescheduling require a minimum three day notice via the Club Website except for reasons of inclement weather or other acts of God.

Section 4. Special Meetings. Special meetings of the officers and/or members may be called by the President or by three or more officers of the Club. Notice of special meetings shall be given by the Secretary as appropriate.

Section 5. Quorum. ~~5 individuals who are officers of the Club~~ **The majority of the officers of the Club** constitute a quorum for the transaction of business at any meeting of the Club.

Section 6. Voting. At all meetings of the Club matters shall be decided by a majority vote of the officers present. Each officer shall be entitled to one vote regardless of the number of offices they hold. The President only votes to break a tie.

Section 7. Action by Consent. Any action required or permitted to be taken at any meeting of the officers may be taken without a meeting if all the officers consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE IV - OFFICERS

Section 1. Enumeration. The Club shall have a governing board consisting of officers who shall have the powers and duties of officers under Massachusetts law. The officers may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Club or such other title as they deem appropriate.

Section 2. Qualifications. An officer must be eligible for membership but need not be a voting member. Two or more offices may be held by the same person. The secretary shall be a resident of Massachusetts unless a resident agent shall have been appointed

pursuant to Massachusetts law.

Section 3. Officers. The voting members at their annual meeting shall elect a president, vice-president, treasurer, secretary, field director, equipment director, director of player development, girls director, boys director, and director of public relations who shall hold office until the date fixed by these bylaws for the next annual meeting and until their respective successors are elected and qualified. The voting members also may at any time elect such other officers as they shall determine. Except as hereinafter provided, the officers shall hold office until the next annual meeting of the members and until their respective successors are elected and qualified. Initially, the governing board will consist of those officers elected by the voting members. Officers may be removed from their respective offices with cause by vote of a majority of the officers then in office or by a majority vote of the voting members present or by proxy at a special meeting as defined in the By-Laws.

Section 4. Sponsors, Benefactors, Contributors, Advisors, Friends of the Club. Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors or friends of the Club or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

Section 5. Resignation. Any officer may resign at any time by giving his or her resignation in writing to the president, treasurer, secretary or any other officer of the Club.

Section 6. No Right to Compensation. Unless the officers in their discretion provide for compensation, no officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Club) no officer removed, shall have any right to any compensation as such officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise.

Section 7. Vacancies. Continuing officers may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute the full board. Any vacancy in the board of officers, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by the officers, unless previously filled by the member in the election of the officers. Vacancies in any office may be filled by the officers for the remainder of the original terms for that position.

ARTICLE VI - POWERS AND DUTIES OF OFFICERS

Section 1. Officers. The officers shall be responsible for the general management and supervision of the business and affairs of the Club except with respect to those powers reserved to the voting members by law, the articles of organization or these bylaws. The officers may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the officers may impose.

Section 2. President. The president shall be the chief executive officer of the Club and as such shall have charge of the affairs of the Club subject to the supervision of the officers and shall preside at all meetings at which he or she is present. The president shall also have such other powers and duties as customarily belong to the office of

president or as may be designated from time to time by the officers.

Section 3. Vice President. In the absence of the president, the vice president shall perform all the duties of the president.

Section 4. Treasurer. The treasurer shall be the chief financial officer of the Club. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the president or the officers.

Section 5. Secretary. The secretary shall record all meetings of the members and officers. Minutes of all meetings shall be kept and presented for review at subsequent meetings. The secretary shall also serve as registrar of the Club.

Section 6. Past President. The past president shall serve as the nominating committee chairman and shall also assist officers in operation of their respective positions when requested. The past president shall serve one year following his or her presidency. This term may be extended for one year at the request of the new Board in place after the end of the first term.

Section 7. Other Officers. Other officers, such as the field director, equipment ~~manager~~**director**, director of player development, girls director, boys director and director of public relations shall have such powers as may be designated from time to time by the officers.

ARTICLE VII - INDEMNIFICATION OF OFFICERS

The Club shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer of the Club or of any of its subsidiaries, or who at the request of the Club may serve or at any time has served as an officer of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Club or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Club; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Club, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Club of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in

the best interests of the Club if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the Club, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where an officer of the Club approves the payment of indemnification, such officer shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of a quorum of the officers consisting of persons who are not at that time parties to the proceeding, (2) by a majority vote of a committee of two or more officers who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection officers who are parties may participate), or (3) by the members of the corporation if disinterested; or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Club) appointed for the purpose by vote of the officers or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the officers may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the Club of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the Club shall have determined that the person is not entitled to indemnification. If the Club denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the Club.

The right of indemnification under this article shall be a contract right inuring to the benefit of the officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Club, apply to the officers and other persons associated with constituent corporations that have been merged into or consolidated with the Club who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Club.

The rights of indemnification under this article shall be in addition to and not exclusive of all other rights to which such officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which Club employees or agents other than officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

ARTICLE VIII - AMENDMENT

The bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the voting members present and voting at any meeting or by proxy, the notice of which contains a statement of the proposed alteration or amendment. The notice for such a meeting shall not be less than thirty days.

ARTICLE IX - FINANCES

The finances, assets and affairs of the NSC shall be vested with the officers. This extends to all business responsibilities and duties of the NSC. The officers shall be charged with the responsibility of approving and acting upon the securing of revenue through, but not limited to, fees, sponsorships, and donations, as well as the disbursement of any fees to settle debts incurred on behalf of the NSC. The officers shall be allowed to make, as it sees fit, donations of NSC funds to other organizations which it views as promoting the athletic, recreational and/or educational opportunities of the youth of North Attleboro. Additionally, the officers will retain full jurisdiction over any and all fundraising activities associated with the NSC, none of which may be conducted for the sole benefit of any one team or league or division. All funds secured by the NSC by way of fundraising or any other means shall be deposited to bank accounts owned by the NSC, and shall be disbursed only by authorization of the officers. The officers are also required to submit the financial records of the NSC each November for the purpose of an audit. The results of said audit will be provided to the members of the next scheduled monthly meeting. The management and administration of NSC accounts and records shall be the primary responsibility of the NSC treasurer. The treasurer and the president are to be included on any necessary signature cards on all NSC accounts.

ARTICLE X - DISSOLUTION

Upon dissolution of the organization, all assets shall be distributed to other non profit youth organizations in North Attleboro as defined by section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.