

FOXBORO SOCCER ASSOCIATION

Constitution and By-Laws Revised and adopted June 8, 2011

ARTICLE I. Name and Location

1. The name of the organization shall be the Foxboro Soccer Association, Inc. (hereinafter the "Association").
2. The principal office of the Association shall be located in Foxborough, Massachusetts. The mailing address of the Association shall be: Foxboro Soccer Association, P.O. Box 220, Foxborough, MA 02035

ARTICLE II. Purpose

1. The purpose of the Association shall be to provide recreational and competitive soccer for the youth of Foxborough and to instill in the youth of the community, the ideals of good sportsmanship, honesty, loyalty and physical fitness. The purpose shall be achieved by providing instruction, safe equipment, adequate field facilities and competitive athletic games. All members of the association shall bear in mind the development of soccer skills, team play and the molding of future men and women are of equal importance.
2. No part of the net earnings of the Association shall inure to the benefit of any individual, except that the Association may be authorized to pay reasonable compensation for services rendered and goods received, and to make payments and distributions for its exempt purposes. No substantial part of the activities of the Association shall be to influence legislation, and the Association shall not engage in any political activity. The Association shall not conduct any activities that are not permitted to an organization that is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Upon dissolution of the Association, all assets thereof shall be distributed for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to organizations similarly exempt from such section.

ARTICLE III. Affiliation

The Association shall annually affiliate with the Massachusetts Youth Soccer Association pursuant to the requirements thereof), and may, pursuant to the vote of the Board of Directors affiliate with any organized league, association or organization that has similar purposes as those set forth in Article II.

ARTICLE IV. Fiscal Year

The Association's fiscal year shall commence on July 1st and shall terminate on June 30th.

ARTICLE V. Membership

1. Membership in the Association shall be based on the Association's fiscal year, and shall consist of the legal guardian(s) of all players who are registered to participate during that fiscal year in the Association's programs and all persons over the age of eighteen (18) years who are then affiliated with the Association's programs as directors, coaches and referees.
2. Membership may be terminated for just cause by a two-thirds (2/3) vote of the Association's Board of Directors at a meeting thereof, provided that notice of the intent to terminate any individual's membership shall have been given to such person at least seven (7) days prior to the meeting at which such vote shall be taken, and provided further that such individual shall have the right to be heard at such meeting.
3. Members shall be entitled to attend and participate at all meetings of the Association, and shall be entitled to vote on all matters thereat on which a vote of the Association may be taken. Members who are not Directors of the Association shall be entitled to attend all meetings of the Board of Directors that the Board, in its discretion, determines to be open meetings, but may participate in such meetings only at the discretion of the Board. Members who are not Directors of the Association are prohibited from voting in any matters on which a vote is taken at any meeting of the Board of Directors.
4. Honorary Membership may be conferred by the Board of Directors on any individual, provided that no Honorary Member shall be permitted to vote on any matter on which a vote is taken at any meeting of the Association or of the Board of Directors.

ARTICLE VI. Administration

1. The Administration of the Association shall be vested in a Board of Directors.
2. The Board of Directors shall have control and management of the Association, its programs and property, and shall be responsible for all Association activities, subject to the will of the Members.
3. The Board of Directors shall be elected by the Members at the Annual Meeting of the Association and shall consist of not less than nine (9) individuals and not more than nineteen (19), four (4) of whom shall be the President, Vice President, Secretary and Treasurer of the Association. If all nineteen director positions are not elected at the Annual Meeting additional directors may be elected by the Board of Directors at any subsequent meeting.
4. No person shall be elected a Director unless that person is then a Member of the Association.
5. Directors shall hold office for a period of one (1) year, with that year coinciding with the Association's Fiscal Year. A Director may be re-elected to the Board without limit as to the number of terms that he or she may serve thereon, however, the President may only serve in that capacity for two (2) consecutive terms.
6. A Director may be removed by a majority vote of the other Directors at a meeting of the Board for just cause, and shall be removed by the Board if he or she misses without adequate reason three (3)

consecutive meetings of the Board or the Association. The position held by such person shall be declared vacant upon such vote or action.

7. In the event any vacancy occurs on the Board for any reason whatsoever, the remaining Directors shall elect a successor who shall hold the vacant position for the remainder of its term.

ARTICLE VII. Officers and Directors

1. The Officers of the Association shall be the President, Vice President, Secretary, and Treasurer, Officers are also Directors.
2. The Directors of the Association shall be the Boys Travel Team Director, Girls Travel Team Director, Boys Town Program Director, Girls Town Program Director, Travel Referee Director, Town Referee Director, Field Director, Director of Registrations, Equipment Director, Education and Training Director, , Tournament Director, Uniform Director, Director of Marketing and Outreach, Directors at large, and such other position(s) as the Board of Directors may, from time-to-time in its discretion, determine as necessary to further the purposes of the Association.

2. All officer and director positions shall be elected to those positions by the Members at the Annual Meeting of the Members. The President shall hold office for a period of two (2) years and all other officers and directors shall hold office for a period of one (1) year coinciding with the Association's Fiscal Year.

3. Any person may be re-elected to any position held thereby without limit, provided that no person shall hold the office of President for more than two (2) consecutive terms.

4. The President, Vice President, Secretary and Treasurer shall be different people. Any other two positions may be held by the same person as long as the minimum requirement of nine (9) individual Directors is met.

5. Any officer or director may appoint such assistants thereto as may be necessary to assist him or her in the performance of the duties of that position, provided that responsibility for such position shall remain with the elected officer.

6. All elected officers and directors shall attend meetings of the Members of the Association and of the Board of Directors, and shall report on the activities of their respective positions as may be required thereby.

ARTICLE VIII. Duties of Officers and Directors

The Officers and Directors of the Association shall perform such duties and responsibilities as the Board of Directors may from time to time direct and as these By-Laws may require.

1. President

The President shall preside over the activities of the Association, including chairing all meetings of the Members and of the Board of Directors; represent the Association before officials of the Town of Foxborough when required to do so; represent the Association before the Massachusetts Youth Soccer Association and any other organization or association with which it is affiliated; update the Board of Directors on activities and matters brought to the President's attention; coordinate preparation of the Association's newsletter and other communications to the Association's Members; file all forms and other materials necessary to effect affiliation with the Massachusetts Youth Soccer Association; and perform such other duties and responsibilities as may be inherent in the office of President.

2. Vice President

In the absence of the President, the Vice President shall be vested with all of the powers and perform all of the duties of the President. In case of disability, resignation, or other long term absence of the President, the Vice President shall assume all presidential duties until the next Annual Meeting of the Association or until a Special Meeting is called for the election of a new President.

The Vice President shall be the association representative to BAYS; shall maintain a manual with information necessary for each director to perform their duties; and shall be responsible for any special assignments which, from time to time, may be given by the President or Board of Directors.

3. Treasurer

The Treasurer shall manage the Association's finances; advise and update the Board of Directors and the Members on the Association's financial status; propose annual budgets for approval by the Board of Directors; pay all bills, invoices, expenses and fees necessary to perform the Association's activities; collect and maintain all funds due and payable to the Association; coordinate all financial activities associated with fundraising events run by the Association; file all required forms and reports with the appropriate regulatory authorities; and perform such other duties and responsibilities as may be inherent in the position of Treasurer.

4. Secretary

The Secretary shall record, prepare, present and maintain minutes of all meetings of the Members of the Association and of the Board of Directors; perform organizational responsibilities; prepare and maintain current listings of all Directors, coaches and other Association volunteers; plan Association functions; and perform such other duties and responsibilities as may be inherent in the position of Secretary.

5. Travel Program Directors (2 - Boys & Girls)

The Travel Program Directors shall coordinate, administer and supervise the activities of the Association's Travel Program; place Travel teams in appropriate divisions/sections of the league in which the Travel teams compete; select coaches for Travel teams; ensure players are properly selected and placed on Travel teams according to their appropriate level of play; cause evaluations of all players to be performed at the conclusion of each season and maintain such evaluations; and perform such other duties and responsibilities relating to the activities of the Association's Travel Program as that program may require.

6. Town Program Directors (2 - Boys & Girls)

The Town Program Directors shall coordinate, administer and supervise the activities of the Association's Town Program; schedule Town Program games and practices; select coaches for the Town Program; coordinate the assignment of players to Town Program teams; coordinate the use of fields for Town Program games and practices; cause evaluations of all players to be performed at the conclusion of each season and maintain such evaluations; and perform such other duties and responsibilities relating to the activities of the Association's Town Program as that program may require.

7. Director of Registrations

The Director of Registrations shall administer, coordinate and supervise all player registrations conducted by the Association; maintain the Association's copies of all registration forms; certify Travel Team rosters; provide Travel Team Directors and Town Program Directors with periodic updates on the registration status of Travel Team and Town Program players; and provide appropriate notice of registrations conducted by the Association.

8. Travel Referee Director

The Travel Referee Director shall select and schedule referees for Travel Team games; interact with such league(s) to which the Association belongs for Travel Team games on referee matters; resolve disputes concerning referees with Travel Program Directors; and assist the Town Referee Director with obtaining or providing appropriate training for individuals refereeing Town Program games. The Travel Referee Director shall maintain the master field schedule and serve as the focal point for re-scheduling travel team games.

9. Town Referee Director

The Town Referee Director shall select and schedule referees for Town Team games; resolve disputes concerning referees with Town Program Directors; and with the assistance of the Travel Referee Director obtain or providing appropriate training for individuals refereeing Town Program games. The Town Referee Director shall maintain the master field schedule and serve as the focal point for re-scheduling Town team games.

10. Field Director

The Field Director shall prepare and maintain, and coordinate and supervise the preparation and maintenance, of fields for weekly play; recommend a field use and maintenance program to the Board of Directors; with the assistance of the Program Directors, prepare the master field schedule for games and practices; and coordinate use of fields with appropriate Town of Foxborough officials.

11. Equipment Director

The Equipment Director shall purchase equipment as necessary for the Association's programs; store and maintain equipment; prepare annual inventories of equipment; and distribute and collect equipment to Travel and Town Teams at the beginning and end of each season.

12. Education and Training Director

The Education and Training Director shall develop an education and training program for the Association's coaches and players; organize clinics and other educational programs for coaches and players, and coordinate such clinics with the Travel Team Director's and the Town Program Director; provide information to the Travel Team Director's and the Town Program Director concerning clinics and other educational programs for coaches and players throughout Massachusetts; and recommend summer camps to the Board of Directors and perform necessary activities to schedule and administer the camps selected.

13. Tournament Director

The Tournament Director shall be responsible for all aspects of the Association's annual soccer tournament including but not limited to; representing the Association on all matters relating to the tournament; coordination with the Town of Foxborough's Recreation Department, Health Department, Police and Fire Departments; supervision of the tournament's registration, financial, and contractual obligations; arranging for fields, security, parking, referees, trash removal, concessions; and marketing the cup to both potential participants and sponsors. The Tournament Director shall perform all duties in keeping with the organizations policies and practices and specifically Article II of these By-Laws.

14. Uniform Director

The Uniform Director shall purchase uniforms, patches, and other items as necessary for the Association's programs; store and maintain uniforms; prepare annual inventories of uniforms; and distribution of uniforms to Travel and Town Teams at the beginning of each season.

15. Director of Marketing and Outreach

The Director of Marketing and Outreach shall maintain the Association's web site; coordinate any advertising or public notifications; administer the sale of clothing and other gear labeled with Foxboro Soccer; administer the distribution of section winner gear; prepare, distribute and report on questionnaires to coaches, referees and members; and other tasks associated with public relations.

ARTICLE IX. Meetings

1. The Association

a. The Annual Meeting of the Association shall be held on such date in June as the Board of Directors shall determine.

b. Special meetings of the Association may be called by the President, and shall be called by the President upon the written request of any five (5) members of the Board of Directors or any fifteen (15) Members of the Association. Such written requests shall state the purpose of the special meeting and shall be presented at least seven (7) days prior to the proposed meeting date.

c. A quorum of the Association shall consist of not less than twelve (12) Members.

d. Each voting Member of the Association shall have one (1) vote at any meeting of the Association, and no Member shall be permitted to vote by proxy.

2. Board of Directors

a. The Board of Directors shall meet annually in June immediately following the Annual Meeting of the Association.

b. A minimum of ten regular monthly meetings of the Board of Directors shall be held on such dates as the President shall determine.

c. Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon the written request of any five (5) members thereof. Such written requests shall state the purpose of the special meeting and shall be presented at least seven (7) days prior to the proposed meeting date.

d. A quorum of the Board of Directors shall consist of not less than eight (8) members, two (2) of which must be officers thereof.

e. Each Director shall have one (1) vote at any meeting of the Board of Directors, and no Director shall be permitted to vote by proxy.

ARTICLE X. Committees

1. The Nominating Committee shall consist of four (4) Directors appointed annually by the President at the April meeting of the Board of Directors. The Nominating Committee shall prepare a list of candidates for Directors to be presented for consideration at the Annual Meeting of the Association; and shall nominate candidates for all director positions to be presented for consideration at the Annual Meeting of the Association. Notwithstanding the foregoing, additional nominations for any position as Director shall be accepted from the floor at the meeting pertinent to such election.

2. Other committees may be appointed by the President upon approval of the Board of Directors where the purposes and object of any such committee are deemed necessary to further the purposes of the Association. Any such committee so formed shall serve for the duration of its assigned task or until the end of the fiscal year in which such committee was formed, whichever first occurs, unless the Board of Directors otherwise determines.

3. The President shall be a member ex officio of all committees of the Association.

ARTICLE XI. Program Operations

1. The Association's soccer programs shall consist of the Town Program and the Travel Program. Participation in such programs shall be permitted for players who have attained the age of five (5) years, or entering kindergarten, and who are not older than nineteen (19) years as of the August 31st immediately preceding the season for which any such player desires to register with the Association.

2. Town Program

- a. The Town Program shall be an instructional program in which teams compete within the Town of Foxborough, or towns bordering the town of Foxborough.
- b. The Town Program shall be organized at the discretion of the Town Program Directors. Based on the number of participants in any given year, the Town Program Directors shall give every effort to separate age groups and genders where possible.
- c. The Town Program Directors shall be responsible, together with such assistant Directors as he or she may appoint, for the appointment of all coaches, and for the selection of players for all Town Program teams. All such teams shall be evenly balanced, to the extent possible, on the basis of player ability, age and gender.
- d. All players participating in the Town Program shall play a minimum of one-half (1/2) of each game in which their respective teams compete.

3. Travel Program

- a. The Travel Program shall be an instructional program in which teams compete in such league(s) to which the Association is a member against teams consisting of players of similar age and gender from other municipalities. Travel Teams shall compete according to the rules stipulated by the league(s) in which they are registered.
- b. The Travel Program shall consist of a Boys Travel Program and a Girls Travel Program. The Boys Travel Director and Girls Travel Director may appoint Directors to assist in the administering of each such program.
- c. The Travel Directors (Boys and Girls) shall be responsible for the appointment of all coaches. Selection of coaches shall be based upon the following criteria: intention and desire, coaching experience, and soccer playing experience.
- d. The Travel Directors (Boys and Girls) shall be responsible for the selection of players for the various teams participating at each age level. Teams shall be selected on the basis of player ability, as determined by evaluations of players who have participated in the Association's programs and as determined at Travel Team evaluations.
- e. The Travel Directors (Boys and Girls) shall be responsible for placing all Travel Teams in such divisions of the league(s) in which they compete that is commensurate with their respective abilities. Each such team shall be placed in that division offering the highest level of competition that is commensurate with such team's ability.
- f. Where multiple Travel Teams are participating at a single age level, players for those teams shall be selected beginning with the team that will compete in the most-competitive league division, and then following in order with the teams that will compete in the next to the least competitive divisions. Travel Directors (Boys and Girls) may, at their discretion, place multiple teams in a particular age level in the same league division, in which case such teams shall be evenly balanced on the basis of player ability.

g. First consideration for the selection of players for all Travel Teams shall be given to players who reside in the Town of Foxborough. Where all available positions on any Travel Team are not filled by players residing in the Town of Foxborough, players from other municipalities may, to the extent permitted by appropriate league rules, participate on such team.

h. All players participating in the Travel Program shall play a minimum of one-half (1/2) of each game in which their respective teams compete, provided that the coaches of each such team shall not be obligated to provide such minimum playing time to players who do not attend scheduled practices or games, or whose attitude and behavior are in any manner detrimental to the team in which they participate, or who fail to adhere to such reasonable rules and requirements consistent with the purposes of the Association set by their coaches for the team on which they participate.

ARTICLE XII. Association Policies and Amendment of By-Laws

1. The Board of Directors may by a majority vote thereof establish, amend or delete written policy that furthers the purposes of the Association and that is not in conflict with these By-Laws.

2. These By-Laws may be amended by a two-thirds (2/3) vote of the Members present at any meeting of the Association, provided that a quorum is then present and provided that the intention to amend the By-Laws shall have been provided in writing, in a manner determined by the Board of Directors, to each Member at least fifteen (15) days prior to the date of such meeting.

ARTICLE XIII. Indemnification

1. The Association shall, to the extent legally permissible, indemnify and hold harmless each Director, officer, coach, referee or other person volunteering his or her services to the Association against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise of actions, suits, claims or other proceedings, as fines or penalties, and legal fees and expenses, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or to which he or she may be threatened, by reason of his or her having been a Director, officer, coach, referee or other person volunteering his or her services to the Association, where such services were provided in good faith in furtherance of the purposes of the Association. Notwithstanding the foregoing, no such indemnification shall be provided unless approved by a majority vote of the Directors.

2. Nothing contained in this Article shall affect the right of the Association to purchase and maintain insurance on behalf of any person who may be indemnified hereunder against any liability that he or she may incur in connection with the services that he or she volunteers to the Association.