

BY-LAWS
OF
NORTHAMPTON SOCCER CLUB,
A MASSACHUSETTS NONPROFIT CORPORATION

ADOPTED _____

ARTICLE I
NAME

This organization shall be known as the Northampton Soccer Club (“NSC”), a non-profit corporation.

ARTICLE II
MISSION AND PURPOSE

SECTION 1: Mission NSC is committed to providing an opportunity for Northampton youth to participate and develop to their potential in high quality and developmental soccer programs that allow individual goals to be achieved. NSC will provide skills training and development as well as organized games, competitions and other events to promote youth soccer and to allow for the development of the sport. Furthermore, NSC is committed to providing a strong emphasis upon good sportsmanship, and club and team spirit. Sportsmanship and spirit apply not only to the players, but to all members of the club, including coaches and parents, and spectators.

SECTION 2: Purpose NSC is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code (code) as the same may be amended from time to time.

ARTICLE III
GENERAL CORPORATE POWERS AND ACTIVITIES

NSC will have and exercise all powers, rights and privileges granted to a corporation organized as a non-profit pursuant to Chapter 180 of the Massachusetts General Law, as now or hereafter in effect, these By-laws, and the NSC’s Articles of Incorporation, as amended, and may, at its discretion, take any reasonable action in support of, and engage in, activities and programs related to its mission. It is the intention of NSC at all times to qualify and remain qualified as exempt from income tax under Chapter 180 of the Massachusetts General Laws and Section 501(c)(3) of the United States Internal Revenue Code of 1954 and any amendments thereto.

ARTICLE IV AFFILIATION

NSC is an affiliated member of a league sanctioned by U.S. Club Soccer and the United States Soccer Federation, and any other organization in which NSC is affiliated. NSC will maintain membership in good standing within these organizations, and comply with their constitution, By-laws and the rules and regulations.

ARTICLE V GOVERNING AUTHORITY

The governing authority of the NSC shall be the Board of Directors (the "Board"). The Board of Directors shall be responsible for the daily management and supervision of NSC. The powers of the Board of Directors are delineated by the By-laws as currently written and as may be amended by the NSC's general membership. The members of the Board of Directors shall be elected by the club's general membership.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1: Board of Directors Meetings The Board shall conduct an official business meeting on a regular basis, at least quarterly. This meeting is open to the general membership. A simple majority of the Board shall constitute a quorum and a quorum is required for an official business meeting. Meetings shall be conducted according to the form prescribed in Robert's Rules of Order. Official business meetings may also be called by the President or a simple majority of the Board. Notice of a Board Meeting shall be made at least one week prior to the meeting.

SECTION 2: Term of Office The term of office for each member of the Board shall be for two fiscal years, beginning the 1st of January after election to that position.

SECTION 3: Board Composition The Board shall consist of not less than five (5) members and no more than thirteen (13) members. A majority of the Board shall always be comprised of residents of the City of Northampton, which includes Florence and Leeds, and parents or guardians of children in the Northampton Public School system. Subject to the foregoing, no more than two (2) members of the Board may be persons that are members of NSC but do not fall within the scope of the majority of the Board.

SECTION 4: Nomination of Board Members Each year the President shall appoint a Board Nominating Committee comprised of three members of the Board. Nominations for the Board shall be submitted by members in writing to the Board Nominating Committee, care of the President, not less than 30 days prior to the annual membership meeting. The recommendations of the Board Nominating Committee shall be submitted to the general membership at least 15 days prior to the annual membership meeting. The Nominating Committee shall be directed to maintain the composition of the Board as set forth in Section 3 of this Article.

SECTION 5: Elections of the Board The Board shall be elected by the general club membership at the annual membership meeting. Approximately half of the Board positions shall be open for election on one year, with the remaining positions open for election in the succeeding year. To be eligible for election, candidates must be a member of NSC as defined by Article VIII as of the Fall Season immediately prior to the beginning of the term of office and be in good standing. Voting may be voice vote, roll call vote or written ballot as determined by the Board.

SECTION 6: Temporary Board Positions From time to time a Board position may be vacated or open. The Board has the authority to appoint a temporary Board member to fill the position until the next election date. At the next general election, the vacated/open position shall be filled by election for either the remaining year of the current term, or for a new two-year term, as appropriate.

SECTION 7: Responsibility and Authority All actions of the Board require the affirmative vote of a simple majority of a quorum of the Board present at an official Board meeting. The Board shall have the following responsibilities and authority:

- A. Conduct the ongoing day-to-day operations of NSC. Operating rules, policies and procedures may be implemented to advance day-to-day activities of NSC. All actions, rules, policies and procedures must be consistent with the provisions of NSC's By-laws.
- B. Represent the club at meetings of any affiliated organizations.
- C. Develop coaching licensing levels, training criteria, performance requirements and evaluation criteria. The Board shall approve the appointment of head coaches and assistant coaches of the NSC teams. Coaches and assistant coaches are appointed for terms of one seasonal year. The Board shall have the authority to remove and/or replace a coach or assistant coach at any time, upon a vote to so at an official Board meeting.
- D. Suspend, bar completely, or otherwise discipline any player, coach, assistant coach, failing to comply with rules and regulations, failing to fulfill membership requirements, for engaging in violent or abusive action/language or any action that is disruptive to NSC operations or hinders the fulfillment of NSC objectives. The President has the power to temporarily suspend a player, coach or assistant coach until a meeting of the full board can be held.
- E. Approve the formation of member teams, known as Club teams. This includes determining the number and makeup (age groups and specific members) of Club teams.
- F. Approve the applications of all youths desiring participation in the NSC programs.
- G. Develop NSC's budget, approve budgeted operating expenditures, and determine registration fees and special assessments. These actions must be approved at an official Board meeting.

- H. Maintain a dispute resolution protocol to address disputes, issues and concerns brought to the attention of the Board. The decision of the Board on all disputes, issues, and concerns is final. At the discretion of the Board, consideration of any dispute, issue or concern may be adjourned or postponed to a subsequent meeting.
- I. Create special subcommittees and appoint members to said subcommittees as necessary to advise the Board.

ARTICLE VII OFFICERS AND APPOINTEES

Officers shall be elected by the Board at the next Board meeting following the Annual Meeting, which shall occur prior to January 1. Officers shall consist of President, Vice President, Secretary, Treasurer and the Past President. If the Past President elects not to serve, then the Board may appoint one of its own as the fifth officer.

To maintain continuity the President and Vice President will be elected in alternate years. The Past President position is not an elected position. To be considered for election, Candidates must be members in good standing of NSC.

The specific duties and responsibilities assigned to each officer include, and are not limited to, the following:

SECTION 1: President

1. For the position of President, candidates must have been a member of the NSC Board of Directors for at least one year before assuming the role and be a resident of Northampton.
2. Organize and preside over all official Board meetings and general membership meetings.
3. Manage club's operations. May make operational decisions with respect to specific situations, including the authority to immediately suspend any appointed NSC official, player or coach when it is impractical to solicit full Board approval for such suspension. The suspension shall be temporary and shall be reported to the Board in a timely manner. Decisions to temporarily suspend are subject to the review and approval of the Board. The authority to make permanent policy, personnel or operational changes rests solely with the Board.
4. Implement decisions by the Board and the General membership.
5. Serve as primary liaison and contact between NSC and leagues and represent the NSC at league meetings and function as affiliate contact
6. Liaise with General membership and Director(s) of Coaching.
7. Oversee and coordinate the game schedules, fields, and referee assignments with the league.

8. Sign checks as an alternate for the Treasurer.
9. Act as the NSC's primary representative at mandatory affiliate meetings.
10. Participate in the evaluation of coaches with the Director(s) of Coaching.
11. Before and during the fall/spring seasons, in cooperation with the Field Director, verify that game fields are in a safe and playable condition.
12. Oversee NSC public relations in coordination with other Board members.
13. Liaise with local government, school, sports organization, and other officials on various matters affecting the NSC.
14. Assign all duties not specifically delegated.

SECTION 2: Vice-President

1. Assume all powers of the President in their absence or by temporary delegation.
2. Participate with the Director(s) of Coaching and President in coaching evaluations.
3. Perform responsibilities as assigned by the President.

SECTION 3: Secretary

1. Take and maintain the minutes of all Board meetings, which, upon approval will become the official record of actions taken by the Board.
2. Maintain the By-laws, policies and procedures, and club documentation.
3. Maintain and manage records and files of all official NSC correspondence, generated by any NSC officer.
4. Communicate meeting notifications and other official correspondence as required to the general membership and other individuals and entities.

SECTION 4: Treasurer

1. Develop the annual NSC budget to be submitted to the Board for approval. The budget will coincide with NSC's fiscal year.
2. Maintain a record of all NSC expenditures. Keep the Board advised of the status expenditures balance against the budget.
3. Manage the NSC's checking and other bank accounts and financial matters.
4. Manage and maintain records of the NSC's financial, tax records and documents.

5. File and maintain the Articles of Incorporation with the Commonwealth of Massachusetts.
6. File and maintain non-profit tax returns with the Commonwealth of Massachusetts and the United States.

SECTION 5: Past President

1. Act as an advisor to the Board on all matters.

SECTION 6: Appointees The President may also appoint members of NSC, including Board members, to certain positions to assist in the operation of NSC, subject to the consent of the Board, including but not limited to Registrar, Director(s) of Coaching, Fields Director, Fundraising Director, Equipment Director, Communications Director, Recreation Coordinator and Development Coordinator. These positions shall not have any voting rights as members of the Board, and shall only attend meetings of the Board by invitation. The President may also appoint a Director of Recreation Soccer. The Director of Recreation Soccer does not have to be a member of NSC as defined in Article VIII.

The Board may issue policies detailing the specific duties and responsibilities assigned to each appointee.

ARTICLE VIII MEMBERSHIP

SECTION 1: Extending Membership Membership shall include coaches and parents or guardians of players who are registered with NSC for at least one season during the current calendar year. Membership shall not be influenced by an individual's race, sex, creed or national origin. The ability of a youth player to safely play the game is a factor for consideration.

SECTION 2: Voting General NSC members do not have voting privileges other than appointing Board of Directors and/or voting to amend these By-Laws at the Annual General Meeting. Only current members of the Board of Directors may vote on all other issues.

SECTION 3: Affiliate Leagues Youth players must fulfill the registration requirements of the affiliate league(s), U.S. Club Soccer and the United States Soccer Federation, as well as NSC. This includes the timely payment of all registration fees and assessments associated with these organizations.

SECTION 4: Registration Fee The registration fee is determined by the Board. The fee shall cover the cost of running NSC and meet NSC's costs and financial obligations to the affiliate organizations. NSC is a non-profit organization.

SECTION 5: Conduct Membership is contingent upon compliance with these By-laws, NSC policies and procedures, including the NSC Code of Conduct, and the policies and procedures of the U.S. Club Soccer, the United States Soccer Federation, and other affiliates. Members accept the responsibility to review and abide by these By-laws, policies and procedures. Members shall

conduct themselves in a sporting like manner at all times and exhibit respect for the game, officials, players and spectators. Any abusive or violent behavior by a player or adult member may constitute grounds for the cancellation of membership.

ARTICLE IX FISCAL AND SEASONAL YEAR

SECTION 1: Fiscal Year The fiscal year begins on January 1st and ends on December 31st.

SECTION 2: Seasonal Year The seasonal year is defined by the United States Soccer Federation.

ARTICLE X ANNUAL AND OTHER OFFICIAL MEMBERSHIP MEETINGS

An Annual General Membership (AGM) meeting shall be held in November of each year. The Board will notify the membership of the date of this meeting 15 days prior to the meeting date. Other membership meetings may be called by the Board at any time, with two weeks prior notice to the membership.

ARTICLE XI AMENDING THE BY-LAWS

Amendments to the By-laws require the approval of a simple majority of all the voting members present at the annual membership meeting. Any member can submit a proposed amendment to the By-laws, requesting a vote by the general membership at the annual membership meeting. Any such proposal must be submitted to the club Secretary, in writing, at least 60 days before the annual membership meeting. All proposed amendments to the By-laws must be circulated to the general membership at least 30 days prior to the annual meeting.

ARTICLE XII OFFICERS' LIABILITY AND INDEMNIFICATION

SECTION 1: Indemnification To the fullest extent permitted by applicable provisions of Massachusetts law and applicable laws and regulations then in effect, NSC will indemnify any person, made or threatened to be made, a party to an action or proceeding, including one by or in the right of NSC to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any officer of the NSC served in any capacity at the request of the NSC, by reason of the fact that such person, his testator or interstate, was Officer of the NSC or served such other NSC, partnership, joint venture, trust, employee benefit plan of other enterprise in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such trustee or officer acted, in good faith, for a purpose which he or she reasonably believed to be in, or in the case of service of any other corporation or any partnership, joint venture, trust, employee

benefit plan or other enterprise, not opposed to, the best interests of the NSC and, in criminal actions or proceedings, in addition had no reasonable cause to believe that the conduct was unlawful.

SECTION 2: Indemnification is a Contract Right The right to indemnification provided hereunder is a contract right and will continue after such person has ceased to be a Board member, officer or appointee of NSC, and will inure to the benefit of such person's heirs, executors, administrators, and legal representatives.