

BY-LAWS
OF
ROCKPORT YOUTH SOCCER, INC.

ARTICLE ONE - ORGANIZATION

1. The name of this organization shall be:

ROCKPORT YOUTH SOCCER, INC.

ARTICLE TWO - PURPOSES

The following are the purposes for which this organization had been organized:

The promotion, sponsorship and organization of youth soccer activities and competitive soccer events and the development of soccer skills, self-discipline, teamwork and good sportsmanship for the participants.

ARTICLE THREE - MEMBERSHIP

1. **Members**

There shall be only one class of members who are called Active Members. Membership shall be subject to approval of the Board of Directors until such time as the Board of Directors establishes a Membership Review Committee.

2. **Election of Members**

Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the Registrar of the Corporation. Such application shall be accompanied by the written sponsorship of one (1) Director. During the formative period of the corporation, each application shall be considered by the Board of Directors at its regular meetings, or at any special meeting of the board, and applicants whose applications are so approved shall become members of the corporation on payment of the required fees and dues established by the Board of Directors. Notwithstanding the provisions of this paragraph, any parent or legal guardian of a child participating in the soccer programs sponsored by the corporation shall be eligible for membership upon the payment of dues, if any.

3. **Voting Rights**

Every member of the corporation shall be entitled to one (1) vote on each matter submitted to a vote of the members.

4. **Termination of Membership**

The Board of Directors, by an affirmative vote of two-thirds (2/3's) of the members of the Board, may suspend or expel a member for cause including the non-payment of dues, after an appropriate hearing.

5. **Resignation**

Any member may resign by filing a written or verbal resignation with the Registrar, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges there-to-fore accrued and unpaid.

6. **Reinstatement**

On written request, signed by a former member and filed with the Registrar, the Board of Directors, by the affirmative vote of two-thirds (2/3's) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

7. **Transfer of Membership**

Membership in this corporation is not transferable or assignable.

ARTICLE FOUR - MEETINGS

1. **Annual Meeting**

The annual membership meeting of this organization shall be held on or before the second (2nd) Saturday in May of every year at the principal office of the corporation, or at such time or place as the Registrar may designate in his notice. At the annual meeting, the Board of Directors shall be elected by the membership and the membership shall transact any other business that shall come properly before it.

2. **Special Meetings**

Special meetings of the members of this organization may be called by the President when he deems it for the best interest of the organization or by a majority of the Board of Directors. Notice of such meetings shall be mailed to all members at their addresses as they appear in the membership roll book at least forty-eight (48) hours before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

3. **Quorum**

At any meeting of the members, a quorum shall consist of one-half (1/2) of all members in good standing and dues current and entitled to vote at the meeting.

4. **Action by Vote**

When a quorum is present at any meeting, a two-thirds (2/3's) vote properly cast for election to any office shall elect to such office, and a majority vote properly cast upon any other question shall decide the question, except when a larger vote is required by law, by the Articles of Organization or these by-laws.

5. **Voting**

Members entitled to vote shall have one (1) vote each.

6. **Action by Consent**

Any action required to be taken at a meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the corporation.

ARTICLE FIVE - BOARD OF DIRECTORS

1. **Powers**

The business of this organization shall be managed by a Board of Directors who shall have and may exercise all the powers of the corporation. The President of the corporation by virtue of his office shall be Chair of the Board of Directors. The Board of Directors shall select from one of their number a Secretary.

2. The Board of Directors shall consist of not less than two (2) nor more than nine (9) Directors. The Directors shall be chosen at the annual meeting of the members by a two-thirds (2/3's) majority vote and each shall serve until the next annual election or until a successor is qualified and chosen.

3. **Regular Meetings**

An annual meeting of the Board of Directors shall be held within forty-eight (48) hours after the adjournment of the annual meeting of the members. Other meetings of the Board of Directors may be held at such times and places within or without Massachusetts as the Board may fix, and when so fixed no notice need be given, provided that any Director who is absent when such times and places are fixed is given notice in accordance with the procedure set forth for membership meetings.

4. Special Meetings

Special Meetings of the Board of Directors may be called by the President or by the Treasurer having given notice in accordance with the procedure set forth for special membership meetings. Waivers of notice shall be accepted if executed as hereinbefore provided.

5. Quorum

At any meeting of the members, a quorum shall consist of at least a majority of the directors then in office; a least a majority of votes shall be required for election to any office and shall decide any question except where a greater vote is required by law, by the Articles of Organization, or by these by-laws.

6. Action by Consent

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action verbally or in writing and such consents are filed with the records of the board of Directors.

7. Compensation

Directors shall not receive any stated compensation for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

8. Annual Dues and Initiation Fee

The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members and shall give appropriate notice to the members.

9. Termination of Membership

Whenever any Director misses three (3) consecutive and regularly scheduled meetings of the Board of Directors, with notice and without a valid excuse as determined by a majority of the Board of Directors, that director, upon a vote of the Board of Directors, shall be removed from the Board of Directors.

ARTICLE FIVE - OFFICERS AND AGENTS

1. Enumeration and Qualification

The officers of the corporation shall be a President, Vice-President/Registrar, a Treasurer and a Clerk/Secretary. All officers shall be required to be members. No two offices may be held by the same person.

2. Powers

Subject to law, the Articles of Organization, and to the other provisions of these by-laws, each officer shall, in addition to the duties and powers herein set forth, have such duties and powers as the Directors may from time to time designate.

3. Election

The President, Vice-President/Registrar, Treasurer and Clerk/Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of the members.

4. Terms

The President, Vice-President/Registrar, Treasurer and Clerk/Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the members and/or until their successors are elected and qualified.

5. President

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors, he/she shall preside, when present, at all meetings of members and of the Board of Directors. He/she shall appoint all committees, temporary or permanent, see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the corporation, and shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

6. Vice-President/Registrar

The Vice-President shall assume all duties of Registration. He/She shall assume all duties of the President in the absence or disability of the President. In the absence of both the President and the Vice-President, a chairperson *pro tempore* shall be appointed by the President and the President to perform the duties of the President and the Vice-President.

7. **Treasurer**

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He/she shall have custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide.

The Treasurer shall render an account of receipts and payments and, upon request, render the same at each meeting of the Board of Directors. The Treasurer shall also render an account at the annual meeting of the members. Any expenditure above \$100 must be approved by the Board of Directors. In the Absence of the Treasurer, the President shall assume the duties of Treasurer.

8. **Clerk/Secretary**

The Clerk/Secretary shall keep a record of the meetings of the members and the meetings of the Board of Directors. The Clerk/Secretary shall be charged with keeping an accurate record of all members and an accurate record of the attendance of all the Board of Directors at their meetings. He/she shall also be responsible for all of the correspondence of the corporation.

ARTICLE SIX - RESIGNATIONS, REMOVALS AND VACANCIES

1. **Resignations**

Any Director or officer may resign at any time by delivering his or her resignation in writing to the President or the Clerk/Secretary or to a meeting of the Board of Directors.

2. **Removal**

Directors and officers may be removed with or without cause by a vote of two-thirds (2/3's) majority of the members entitled to vote in the election of Directors.

3. **Vacancies**

Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in office, or, in the absence of such election by the Directors, by the members at a meeting called for the purpose; provided however, that any vacancy resulting from action by the members may be filled by the members at the same meeting at which such action was taken by them.

If the office of any officer becomes vacant, the Directors may elect or appoint a successor by vote of a majority of the Directors present at the meeting at which such election or appointment is made.

ARTICLE SEVEN - AMENDMENTS

1. These by-laws may be altered, amended, repealed or added to by an affirmative vote of two-thirds (2/3's) of the members present at a meeting called for that purpose.

Dated: August , 1998