

BY- LAWS
Of
ESSEX COUNTY YOUTH SOCCER ASSOCIATION, INC.

ARTICLE I

Purposes

Section 1. Purposes. The purpose of the Essex County Youth Soccer Association, Inc. (the “Association”) is to promote the game of soccer for the youth of Essex County, Massachusetts, through organized competitions and through educational programs for the benefit of players, coaches, referees, and the general public, and any further purposes that are set forth in the Articles of Organization of the Association as constituted and in effect from time to time.

The Association is a nonprofit corporation formed for a purpose recognized by M.G.L. Chapter 180, s.4.

Notwithstanding any other provisions of these By-laws, the Association shall not carry on any activity not permitted to be carried on by:

(a) A corporation exempt from Federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”) or

(b) By a corporation, the contributions, transfers or gifts to which are deductible under Sections 170(c) (2), 2055(a) (2) and 2522(a) (2) of the Code.

Section 2. Affiliation. The Association shall be affiliated with the Massachusetts Youth Soccer Association and with the United States Youth Soccer Association and shall be bound by their rules and regulations.

ARTICLE II

Members

Section 1. Membership. The membership of the Association shall consist of each affiliated youth soccer association, organization or club from the Northeast and North Shore regions of Massachusetts that was a member of the unincorporated Essex County Youth Soccer Association immediately prior to the incorporation of this Association, and such additional members from the Northeast and North Shore regions that are named below or admitted to the Association in accordance with the provisions of this Section 1. The Board of Directors shall determine if an organization shall be in the Northeast or North Shore region. Each member youth soccer association, organization or club shall designate an individual to represent that member at membership meetings. -Where the context requires, the term "member" or “members” shall include the representative or representatives representing the member(s). Each member may, in its sole discretion and at any time, designate a new representative, provided that the representative to be replaced is not an officer of the Association and provided that the member notifies the Secretary or President of such change prior to or at the first meeting attended by the new representative.

The Secretary shall retain and provide upon request the approved membership list of the organizations and regional organization of the Northeast and Northshore divisions at each organizational meeting and this list of all organizational members shall also be published on the website of Essex County Youth Soccer. The list shall include an explanation of the regional organizations.

At any annual or special meeting, a new member or members may be admitted. Applicants for membership shall supply the Association with such information as the Association may request in the time frame specified by the Association, and applicants for membership shall be admitted as members if a majority of votes (in accordance with the weighted voting provisions of Section 8) are cast in favor of such admission at any annual or special meeting of members.

Only one organization per city/town will be able to participate in the Association.

Section 2. Resignation, Suspension, Expulsion of Members. A member may resign at any time by giving written notice to the President or Secretary. Unless otherwise specified in such notice, the resignation shall take effect upon receipt of the written notice.

A member may be expelled or otherwise disciplined for good and sufficient cause by a two-thirds vote (in accordance with the weighted voting provision of Section 8) at a special meeting of members called for such purpose. In any such event, the member whose continued membership is at issue shall be afforded a fair opportunity to be heard at the special meeting prior to the vote.

A member may be suspended, for a period of up to one year, for good and sufficient cause by a two-thirds vote of the Board of Directors at a special meeting of the Board of Directors called for such purpose. In any such event, the member whose suspension is at issue shall be afforded a fair opportunity to be heard at the special meeting prior to the Vote.

Section 3. Annual Meeting. The annual meeting of the members shall be held on the second Wednesday of November each year or such other date as shall be fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be specified by the Directors or the President in the notice of meeting. In the event that no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof and any action taken at such meeting shall have the same effect as if taken at the annual meeting.

Section 4. Special Meetings. Special meetings of the members may be called by the President or by the Directors (if a majority of the Directors are in favor of such a meeting) and shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members (without regard to weighted voting described in Section 8 of this Article), which written application shall specify the purposes for which the meeting would be called.

Section 5. Place of Meetings. Annual and special meetings of members shall be held at the principal office of the Association unless a different place (within the United States) is specified in the notice of the meeting.

Section 6. Notices. . Annual and special meetings of the Association shall be called by a written notice, e-mailed or delivered to: (1) the member's representative at their residence or usual place of business, or (2) the usual place of business of the member. The notice shall state the date, purpose, time and place of such meeting. At least ten (10) days' notice of the annual meeting or of a special meeting shall be given. The presence of a member at any meeting shall be deemed a waiver of actual notice unless the member shall protest the lack of notice at such meeting, and notice toof any meeting may be waived in writing by a member either before or after the action for which notice is required.

Section 7. Voting and Proxies. At annual and special meetings, voting shall be weighted in accordance with the number of youth soccer teams that play for each member the prior season (the prior spring and fall combined) in accordance with the following schedule:

1- to 5 teams = 1 vote

6 -to 10 teams = 2 votes

11 or more teams = 3 votes

Members shall be permitted to cast votes by proxy, as long as the proxy is signed by the organization's President.

Section 8. Quorum. Unless the Articles of Organization otherwise provide, at any meeting of members a quorum for the transaction of business shall consist of a majority of members (without regard to weighting of votes) present at the meeting, but if a quorum is not present, a lesser number may adjourn the meeting from time to time and the meeting may be held as adjourned without further notice.

Section 10. **Section 9. Action at Meeting.** Action of the members, on any matter properly brought before a meeting at which a quorum is present, shall require, and may be effected by, the affirmative vote of a majority of the members present (such votes being weighted in accordance with Section 7 if the meeting is an annual or special meeting), except where a different vote is required by law, the Articles of Organization or these By-laws. Any election by members shall be determined by a plurality of the votes cast by the members entitled to vote at the election. No ballot shall be required for such election unless requested by a member present at the meeting and entitled to vote in the election.

Section 10. Action Without Meeting by Written Consent. Any action by members may be taken without a meeting if all members entitled to vote on the matter consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote at a meeting.

ARTICLE III

Directors

Section 1. Powers. The Board of Directors, subject to any action at any time taken by the members of the Association, shall have the entire charge, control and management of the Association and its property and may exercise all or any of its powers.

Section 2. Number and Election. Except as otherwise provided by these By-laws or in the Articles of Organization, the number of Directors shall at all times be equal to the number of Officials and the number of other filled positions specified in Section 16 of Article IV, and each Official or other person shall become a director by virtue of and immediately upon their election to office by the members or the Board of Directors, in each case in accordance with the provisions of Article IV.

Following the general election of Directors held at the annual meeting of members, the President of the Association may nominate three additional candidates for Director at Large positions to the Board of Directors. With a majority vote of the Board of Directors, any such nominee will be appointed to the Board of Directors as a Director at Large. Each Director at Large position holds the same powers as any other voting member of the Board of Directors. The term of each Director at Large position is for one year, with no term limits.

Section 3. Vacancies. Any vacancy, at any time, existing in the Board of Directors shall be filled in accordance with the provisions of Article IV, Section 6 relating to vacancies in offices.

Section 4. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these by-laws, each Director's term of office shall coincide with their term as an Official of the Association in accordance with the provisions of Article IV, Section 2.

Section 5. Resignation and Removal. The resignation and/or removal of a Director shall be governed by the provisions of Article III, Sections 4 and 5.

Section 6. Annual Meeting. Immediately after each annual meeting of members, or the special meeting held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, there shall be a meeting of the Directors without notice; but if such a quorum of the Directors is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Directors, the annual meeting of the Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 7. Regular Meetings. Regular meetings of the Directors may be held at such times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of members, or the special meeting held in lieu thereof, and that if at any meeting of Directors, at which a resolution is adopted fixing the times or place or places for regular meetings, any director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing approved the resolution or seven days have elapsed after a copy of the resolution, certified by the Secretary has been e-mailed, to each such absent Director at their last known home or business address. A read receipt, among other means, will be accepted as proof of delivery of the e-mail.

Section 8. Special Meetings. Special meetings of the Directors may be called by the President or by a majority of the Directors, and shall be held at the place designated in the notice or call thereof.

Section 9. Notices. Notices of any special meeting of the Directors shall be given to each Director by an Association designated official (a) by e-mailing to them at the address as stated on the books of the Association at least forty-eight hours before the meeting at such address, or (b) by giving notice to such Director in person or by telephone at least forty-eight hours in advance of the meeting. Such notice may be a copy of the call of the meeting. A notice or waiver of notice of a Directors' meeting need not specify the purposes of the meeting.

Section 10. Quorum. At any meeting of the Association's Directors, a simple majority of the voting members of the Board of Directors then in office shall constitute a quorum for the transaction of business; provided always that any number of Directors (whether one or more and whether or not constituting a quorum) constituting a majority of voting members of the Board of Directors present at any meeting or at any adjourned meeting may make any reasonable adjournment thereof.

Section 11. Action at Meeting. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, the Articles of Organization, or these By-laws.

Section 12. Action by Written Consent. Any action by the Directors may be taken without a meeting if a written consent is provided by all the Directors and filed with the records of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes. A vote by e-mail shall be deemed to be a written consent for such purposes.

Section 13. Committees. The Directors shall, by vote of a majority of the number of Directors then in office, elect from their number, a protest/grievance and appeals committee and shall delegate thereto the powers necessary to enforce decisions of that committee. The Directors may, by vote of a majority of the number of Directors then in office, elect an executive or other committees and may, by like vote, delegate thereto some or all of their powers except those which by law, the Articles of Organization or these By-laws they are prohibited from delegating. Except as the Directors may otherwise determine, any committee established under this Section may make rules for the conduct of its business but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-laws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or disband, any such committee.

Section 14. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE IV

Officers/Officials

Section 1. Enumeration. The Association shall have one President, one Vice-President, Northeast Region, one Vice-President, North Shore Regions, one Treasurer and one Secretary (each individually, an “Officer,” and collectively the “Officers”). The Association shall also have one Boys Commissioner, one Girls Commissioner, one Education Director, one Director for Grade 10-PG Play, one director for each of the remaining girls’ and boys’ grade group divisions (“Grade Group Division Directors”), such other officers as the members shall approve, and up to five Directors at Large (together with the Officers, each individually an “Official” and collectively the “Officials”).

Section 2. Election and Term of Officers/Officials. Except as otherwise specifically provided herein, Officials shall be elected from and by the members at the annual meeting of members, or at a special meeting called for such purpose. Members shall be entitled to provide nominations for Official positions to be elected at an upcoming meeting of members, as well as proposals to be voted upon at such meetings, provided such nominations and/or proposals are received by the Secretary in writing (together with such supporting documentation as may be requested by the Association) not more than 8 weeks nor less than 4 weeks prior to such meeting.

Except as otherwise provided bylaw, by the Articles of organization or by these By-laws, officers shall serve terms of two years, and until their successors are chosen and qualified, except that age group division directors and the Statistician/Elections for Age Group Division Directors, Coaches Education Director shall be held every year. These positions are one year terms.

Elections for President, Treasurer, Boys Commissioner and Vice-President North Shore Region shall be held on even numbered years. Elections for Secretary, Girls Commissioner and Vice-President Northeast Region shall be held on odd numbered years. These positions are for two year terms.

Except as otherwise provided by the Articles of Organization or by these By-laws, a person may be elected to any particular Official position for a maximum of four consecutive years, at which time such person (the “Term Limit Official”) may not serve in such particular Official position for a period of one year; provided, however, that if the particular Official position should become vacant because no other person should run for election to such position or any person so elected should cease to hold such position, the President may appoint the Term Limit Official to hold such particular Official position until the next election of Officials, at which time the Term Limit Official shall again be eligible for election to such particular Official position for a maximum of four new consecutive years.

Director at Large positions: The Association holds the option of appointing up to five Director at Large Official positions each year after the General Election which is held at the Annual Meeting. The President of the Association may nominate a candidate for a Director at Large position to the Board of Directors. With a plurality vote, from the Board of Directors, the Director at Large will be appointed. The Director at Large

position holds the same powers as any other voting Official. The term of the Director at Large position is one year, with no term limits.

Section 3. Qualification. The Vice-President North East Region must be a resident of the Northeast region in order to be elected to such position. The Vice-President North Shore Region must be a resident of the North Shore region in order to be elected to such position. The Secretary shall be a resident of Massachusetts unless the Association has a resident agent appointed for the purpose of service of process.

Any Official may be required by the Directors to give bond for the faithful performance of their duties to the Association in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Association.

No member shall hold more than one Official position at the same time, with the exception of the position of the Tournament Director which position may be held by another Official.

Section 4. Resignation. Any Official may resign by delivering their written resignation to the Association at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 5. Removal; Suspension. An Official may be removed for good and sufficient cause upon the vote of two-thirds of the members (using the weighted voting described in Article I, Section 7) at a special meeting called for the purpose. There shall be a rebuttable presumption that good and sufficient cause exists for removal of any Official who fails to attend three consecutive meetings of the membership or Board of Directors without reasonable excuse. At any meeting at which the removal of an Official is considered, the subject Official shall be afforded a fair opportunity to be heard before the full membership.

An Official may be suspended for a period of up to twelve months for good and sufficient cause upon the vote of two-thirds of the Directors at a special meeting called for the purpose. At any meeting at which the suspension of an Official is considered, the subject Official shall be afforded a fair opportunity to be heard before the Board of Directors.

Section 6. Vacancies. Any vacancy, at any time, existing in any office may be filled for the remainder of the unexpired term by majority vote of the members at a special or annual meeting, or the President may appoint a successor who will succeed to the vacated office for the remainder of the unexpired term upon the affirmative vote of a majority of the Directors at a regular or special meeting.

Section 7. President. The President when present shall preside at all meetings of the members and of the Directors. The President shall be the chief executive officer of the Association except as the Board of Directors may otherwise provide. It shall be their duty and the President shall have the power to see that all orders and resolutions of the Directors are carried into effect. The President shall from time to time report to the Directors all matters within their knowledge which the interests of the Association may require to be brought to its notice. The President shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 8. Treasurer. The Treasurer shall subject to the direction of the Directors, have general charge of the financial affairs of the Association and shall cause to be kept accurate books of accounts. The Treasurer shall have custody of all funds, securities, and valuable documents of the Association, except as the Directors may otherwise provide. The Treasurer shall promptly render to the President and to the Directors such statements of the transactions and accounts, as the President and Directors respectively may from time to time require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the Directors may designate.

Section 9. Secretary. The Secretary shall record in books kept for the purpose all votes and proceedings of the members and of the Directors at their meetings. The Secretary shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 10. Regional Vice-Presidents. The Vice-President North East Region shall represent the Northeast region. The Vice-President North Shore Region shall represent the North Shore region. The Regional Vice-Presidents shall serve upon and co-chair the protest and grievance committee. In the absence of the President, the two Vice-Presidents shall preside at meetings of the Board of Directors and of the members. The Regional Vice-Presidents shall perform and exercise those duties and powers that ordinarily pertain to the vice-president of a nonprofit youth soccer organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 11. Commissioners. The Commissioners shall oversee and supervise the operation of the respective boys or girls group for which they were elected. They resolve scheduling and disciplinary issues. The Commissioners shall perform and exercise those duties and powers that ordinarily pertain to the Commissioner of a particular subgroup of a nonprofit youth soccer organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 12. Grade Group Division Directors. The Grade Group Division Directors shall keep track of all scores and statistics, and shall administer competition and other activities within their respective age groups. The Grade Group Division Directors shall perform and exercise those duties and powers that ordinarily pertain to the age group or division director of a nonprofit youth soccer organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 13. Education Director. The Education Director shall assist the grade group division directors in maintaining statistics on all age groups, shall organize all instructional courses and programs that may be designated by the Board of Directors and shall perform and exercise those further duties and powers as ordinarily pertain to the Education Director of a nonprofit youth soccer organization. The Education Director shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 14. Director At Large Positions: A Director At Large shall perform such duties as required by the Association's President and have such powers as any other voting member of the Board of Director.

Section 15. Other Non-Voting Positions: The following positions shall be nominated by a committee appointed by the Association's President and elected by the Board of Directors, and shall remain in such position until removed or voluntarily departed:

Referee Assignor: The Association's Referee Assignor shall be responsible for referee assigning for the Association's games, reports and any other duties relating to Refereeing. The Association's Board of Director's may require additional duties as required. Any and all refereeing programs (such as software or other technology purchased with Association funds or developed while performing duties on behalf of the Association) are owned by the Association.

Registrar: The Registrar shall ensure that all rules, policies, and procedures adopted by the Association that relate to player registration and eligibility be applicable, are followed. As applicable, the Registrar shall be sure that the rules, policies, and procedures of the Association are to be distributed to all member registrars. The Association's Board of Director's may require additional duties as required. Any and all registrar programs are owned by the Association.

Tournament Director: The Tournament Director shall operate the Association's playoff tournament, which shall be held after the Spring playing season each year, or at such time as the Directors may designate. The tournament will provide teams to play in the state playoff competition, The Tournament Director will arrange for all other competition that may be designated by the Board of Directors. The Tournament Director shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 16. Voting of Board of Directors: Each voting member of the Board of Directors of the Association carries one vote each (even if they should hold more than one position), provided that the President may only cast a vote in order to break a tie . The positions of Referee Assignor, Registrar, Scheduler, Technology Director, and Tournament Director are non-voting members of the Board of Directors and do not carry any votes and are not counted for purposes of determining a quorum.

Article V

Funds

Section 1. Fees and General Fund

Fees. Team membership fees and payments are recommended by the Board of Directors and approved by the Members before such fees and payments can take effect. If no action or agreement is reached regarding new fees or payments the existing fees or payments shall remain in effect. All team membership fees will go to the general fund. The general fund will be used to pay for: all operating costs stated in the ECYSA Operating Rules; other appropriate services and programs to member organizations; and general administrative costs. Any financial shortfalls incurred by self-funded Essex County

Youth Soccer programs may also be funded by the general fund. Any Association payment made in respect of such shortfalls shall be repaid to the general fund in subsequent years.

Section 2. ECYSA Field Fund

- (a) The Association has a field fund account. This account was established for the purpose of assisting in the acquisition of fields for use by the Association or any of its members. Use of this money by the Association or any of its members requires a majority vote of the Association's members at the Annual Meeting or a Special Meeting.
- (b) The field account funds can also be loaned to any member organization which is in good standing with the Association for the purposes of acquiring fields for such member organization. A request to borrow any such funds may be made to the Association's President, and the terms of any such loan will be determined by the Association's Treasurer. Any such loan will be subject to approval by a majority vote of the Board of Directors at a Regular or Special meeting of the Board of Directors.
- (c) Any changes to the spirit of this policy requires a majority vote of the members at an annual or special meeting of members.
- (d) The field account fund shall be kept separate from the general fund. Each year, after the close of the Association's fiscal year, the Treasurer will deposit 1/3 (33%) of any operating surplus from the general fund into the field fund. Absent extenuating circumstances, the deposit shall be made within 45 days after the Association's fiscal year has closed. The Treasurer, under the direction of the Board of Directors, will appropriately manage this account. The Treasurer, under the direction of the Board of Directors, can invest the field fund in any manner deemed fiscally responsible (such as by investing in money market funds, bonds or general savings accounts)

Section 3. Sponsorships and Donations: Sponsorships and donations may be developed to augment the Association's operations. The Board of Directors, employees, or any other person authorized by the Association may accept, on the Association's behalf, any contribution, gift, bequest, or devise of money or property for its charitable purpose as set forth in the Association's Articles or Organization or these By-laws or for any similar purpose. As provided by Code Section 501(c)(3), designations for donations will be honored only at the discretion of the Board of Directors and only if the designated purpose, project, or activity set out by the donor is in furtherance of the Association's charitable purpose. Any designation of any contribution shall not be deemed legally binding upon the Association unless the designation made by the donor is deemed to be a lawfully enforceable condition subsequent impressed upon the gift. If upon advice of counsel, it is determined that one or more contributions made to the Association are subject to an enforceable condition subsequent, requiring its use in the manner specified by the condition, and it is not deemed to be prefatory or discretionary as designated by such donor, the condition subsequent will be deemed to obligate the Association and will be honored only if the condition imposed by the donor is consistent with the Association's charitable purposes. If not, such contribution shall be returned to the donor or otherwise disposed of in compliance with the condition subsequent. All contributions received by the Association shall be deemed for its general uses and purposes and may be co-mingled as such with all other Association general funds except for those

contributions deemed to be made subject to enforceable conditions subsequent. Each donation to the Association shall be made by paying or transferring or otherwise delivering to the Association the item or items of property representing such donation. Any donation to the Association may be in the form of cash, or in the form of any type of check or any type of other instrument for the payment of money, or may be in the form of any type of securities or other property.

Section 4. Financial Responsibility. This Association shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, official, or referee from any member organization.

Article VI

Personnel

Section 1. Volunteers. All volunteers and all adults compensated by a member organization must be affiliated with Massachusetts Youth Soccer Association (“MYSA”), including, but not limited to, coaches, assistant coaches, managers, administrators, helpers and in-house referees. Individuals not affiliated with MYSA may not perform any role with a member organization.

Section 2. Criminal Offender Record Information (“CORI”). Each Member Organization is required to follow the regulations set forth by Massachusetts Youth Soccer Association in regards to submitting CORI checks.

Section 3. Liability Protection. All officials of this Association and officials of members shall be covered against personal liability claims by insurance carried by MYSA for performing acts and duties directly related to the work of this Association.

ARTICLE VII

Inspection of Records

Books, accounts, documents and records of the Association shall be open to inspection by any Director at all times during the usual hours of business. The original, or attested copies, of the Articles of Organization, By-laws and records of all meetings of the incorporators and members, and membership records which shall contain the names of all members and their record addresses, shall be kept in Massachusetts at the principal office of the Association, or at an office of the Secretary or the resident agent, if any, of the corporation. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any proper purpose but not to secure a list of members or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the corporation.

Article VIII

Indemnification

The Association shall, to the extent legally permissible, and only to the extent that the status of the Association as an organization exempt under Section 501(c) (3) of the Code is not affected thereby, indemnify each of its Directors, Officials, employees or other agents (and the heirs, executors and administrators of such persons) 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, or as counsel fees, which they have reasonably paid or incurred in connection with the defense or disposition of any action or threatened action, suit or other proceeding, whether civil or criminal, in which such person may be involved or with which they may be threatened, while in office or thereafter, by reason of membership in the Association, on the Board or on a committee of the Board, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Association; provided that any payment by way of settlement, compromise, or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Association. Nothing contained in this Article shall affect any rights of indemnification to which Directors, Officials, employees and other agents of the Association may be entitled by contract or otherwise by law.

ARTICLE IX

Checks, Notes, Drafts and Other Instruments

Checks, notes, drafts and other instruments for the payment of money drawn or endorsed in the name of the Corporation may be signed by any person or persons authorized by the Directors to sign the same. No Official or person shall sign any such instrument as aforesaid unless authorized by the Directors to do so.

ARTICLE X

Seal

The seal of the corporation shall be circular in form, bearing its name, the word "Massachusetts," and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other Official if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE XI

Fiscal Year, Seasonal Year

The fiscal year of the corporation shall be the year ending with August 31 in each year. The "Seasonal Year" of the corporation shall begin on the first day of September and shall end on the last day of August, in accordance with Massachusetts Youth Soccer Association and United States Youth Soccer Association rules.

ARTICLE XII

Amendments

These By-laws may at any time be amended by a majority vote of the members, provided that notice of the substance of the proposed amendment is stated in the notice of the

meeting. The Directors may also make, amend, or repeal these By-laws, in whole or in part, except with respect to any provision hereof which by law, the Articles of Organization, or these By-laws requires action by the members; provided that not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any By-law, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-laws. Any in order that any By-law adopted by the Directors may be amended or repealed by the members.

Amended and Restated as of November 14, 2018