



Townsend-Ashby Youth Soccer Association

Bylaws

P.O. Box 589
Townsend, MA 01469

Revision: 3.0
Revision Date: December 19, 2017



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1.0 Revision History

Rev 1.0 (December 4, 2004) - Initial release

Rev 2.0 (January 16, 2014) - Compensation updates

Rev 3.0 (December 19, 2017) - Consistency with Policies and Procedures

2.0 Name

The name of this Corporation shall be **Townsend - Ashby Youth Soccer Association, Inc.** Hereinafter referred to as TAYSA or the Association.

2.01 Associations

The TAYSA is affiliated with the Massachusetts Youth Soccer Association, hereinafter referred to as MYSA and is a member of Nashoba Valley Youth Soccer League, hereinafter referred to as NVYSL.

3.0 Purposes

The purposes for which the Association as formed are those set forth in the Articles of Incorporation. Namely, to provide education in the fundamentals of the game of soccer to the youth of Townsend and Ashby. The Association is not formed for pecuniary or financial gain, and no part of its assets, income, or profits shall inure to the benefit of its officers, or members. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

3.01 Mission Statement

Our efforts and energies are directed to the following objectives: We strive to develop players at all levels of play - recreational and competitive - by building and improving their skills, confidence, fitness, initiative and a sense of teamwork for all players. We are committed to developing coaches to the highest level through a quality instructional program. We promote and encourage high standards of sportsmanship and fair play. We continually advocate for more and better playing and practice fields throughout the town.

4.0 Offices

4.01 Location

The principal office of the Association shall be located in Townsend, Middlesex County, Massachusetts.

4.02 Address

The mailing address for the Association shall be P.O. Box 589, Townsend, Massachusetts 01469.

4.03 Web Address

The electronic address for the Association shall be <http://sports.bluesombrero.com/taysa>.

5.0 Fiscal Year

The fiscal year of the Association shall begin on the first day of December of a calendar year and shall end on the last day of November in the following calendar year.

6.0 Membership

6.01 Membership

Membership is for the period after registration is accepted and paid, and runs until the first day of the following eligible season. Each parent or guardian of a child or children enrolled in the TAYSA program shall become a member in good standing by either:

- A. Payment of a registration fee for an enrolled child in the Association.
- B. Majority vote of the Executive Board of Directors to fulfill a duty such as coaching or volunteering.

6.02 Policy

The Association shall be non-profit, nonpartisan, and nonsectarian. The full rights and privileges of membership shall be in accorded to and made available to all members regardless of race, sex, or religion.

6.03 Voting

Each legal address at which enrolled children reside shall be accorded one vote, regardless of the number of enrolled residing at said address. Any parent or guardian of the children residing at said address may exercise the vote if they are a member in good standing. In the event that more than one member is entitled to vote on behalf of a particular address and said members cannot agree on the vote to be cast then their votes shall be discounted.

6.04 Voting Privileges

During the Annual meeting, the members at large may vote on the following items:

- A. Election of Executive Board of Directors
- B. Bylaw changes
- C. Large expenditures, in excess of \$10,000, of the Association

7.0 Meetings

7.01 Annual Meeting of Members

The annual meeting of the members of the Association shall be held in the month of December of each year.

7.02 Regular Meetings of the Members

The regular meetings of the members of the Association shall be held monthly at a public location.

7.03 Special Meetings of the Members

Special meetings of members of the Association may be called by the President at any time on their own initiative or shall be called by the President or Secretary upon the written request of the majority of the Board of Directors or any ten (10) members of the Association.

7.04 Quorum for Members' Meetings

At all meetings of the Association, either annual, regular, or special, fifteen (15) members in good standing shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by them and any number of members present at said rescheduled meeting shall constitute a quorum.

7.05 Notice of Members' Meetings

Notice of annual, regular, and special meetings of the Association shall be published in the publication serving the areas of Townsend and Ashby and designated by the Executive Board of Directors not less than ten (10) days before the date of said meeting.

7.06 Meeting of the Executive Board of Directors

Meetings of the Executive Board of Directors shall be called by the President on their initiative whenever in their judgement it may be deemed necessary, or by the Secretary upon request of any two (2) Board members. The Executive Board of Directors shall meet at least four (4) times each year, once during each calendar quarter.

7.07 Quorum for Executive Board of Directors Meetings

A majority of the Executive Board of Directors shall constitute a quorum.

7.08 Notice of Executive Board of Directors Meetings

Notice of Executive Board of Directors meetings of the Association shall be given in writing or by telephone to each Executive Board of Director not less than five (5) days before the date of said meeting.

7.09 Voting at an Executive Board of Directors Meeting

At each meeting of the Executive Board of Directors, each director shall have only one vote; the presiding officer shall vote only in the case of a tie.

7.10 Minutes

Minutes of all meetings of the Association and Executive Board of Directors shall be recorded and the minutes of the Executive Board of Directors meeting shall include the names of those attending. The minutes shall be made available to the members of the Association. This is upon written request to the Secretary or the President.

8.0 Election of Directors and Officers

8.01 Executive Board of Directors

The Executive Board of Directors shall have four (4) members, each Executive Director being a member in good standing of the Association at the time of their election. The Executive

Directors are the President, Vice-President, Secretary, and Treasurer. Hereinafter the Executive Board of Directors may be referred to as the Executive Board.

8.02 Election of the Executive Directors

The Executive Directors shall be elected by the members of the Association at the annual meeting. At the first annual meeting of the Association two (2) Executive Directors, President and Secretary, are elected for two-year terms and two (2) Executive Directors, Vice-President and Treasurer, are elected for a one-year term. Thereafter, at the expiration of each Executive Director's term, the new Executive Director shall be elected for two-year terms.

8.03 Replacement of Executive Directors

In the event that an Executive Director shall conduct themselves in a manner contrary to the provisions of these bylaws or shall fail to perform their duties as stated herein, the Executive Board of Directors, at an Executive Board meeting held with five (5) days written notice to said Executive Director and which said Executive Director may attend and be given an opportunity to be heard, shall by majority vote expel such Executive Director.

An Executive Director who is absent without good cause for three (3) consecutive Executive Board meetings shall be deemed to have resigned.

In the event that any Executive Director shall be expelled, shall be deemed to resign, or shall resign, the President, or the Vice-President if the President is no longer a member of the Executive Board, shall appoint an alternate member in good standing of the Association to replace the Executive Director for the remainder of the term.

8.04 Operating Board of Directors

The Operating Board of Directors shall consist of thirteen (13) members in addition to the Executive Board of Directors. Each member of the Operating Board of Directors shall be a member in good standing of the Association at the time of their appointment. The Operating Directors shall consist of the following:

- A. Registrar
- B. Travel Director
- C. In-Town Director
- D. Information Services Director
- E. Referee Director
- F. Fundraising Director
- G. Player Development Director
- H. Coach Development Director
- I. Field Director
- J. Equipment Director

- K. Publicity Director
- L. Uniform Director
- M. NVYSL Representative

8.05 Appointment of Operating Directors

The Operating Board of Directors shall be appointed by the President and ratified by the Executive Board of Directors for a one-year term coinciding with the fiscal year of the Association. At the discretion and majority vote of the Executive Board of Directors, a non-member may be appointed as an Operating Board Member for a one-year term.

8.06 Replacement of Operating Directors

In the event that an Operating Director shall conduct themselves in a manner contrary to the provisions of these bylaws or shall fail to perform their duties as stated herein, the Executive Board of Directors, at an Executive Board meeting held with five (5) days written notice to said Operating Director and which said Operating Director may attend and be given an opportunity to be heard, shall by majority vote of the Executive Board expel such Operating Director.

An Operating Director who is absent without good cause for three (3) consecutive Board meetings shall be deemed to have resigned.

In the event that any Operating Director shall be expelled, shall be deemed to resign, or shall resign, the Executive Board of Directors shall appoint an alternate member in good standing of the Association to replace the Operating Director for the remainder of the term.

9.0 Duties of Directors and Officers

9.01 Executive Board of Directors

The Executive Board of Directors shall supervise and have general control of all matters pertaining to the Association and shall be governed at all times by the provisions of these bylaws.

9.02 President

In addition to other duties set forth herein, the duties of the President shall be as follows:

- A. To perform the duties of the Treasurer in their absence.
- B. To preside at all meetings of the Association and of the Board of Directors.
- C. To appoint the Operating Board of Directors (subject to ratification).
- D. To appoint such committees as they or the Association consider expedient.
- E. To serve as a member on all standing committees.

- F. To coordinate the Operating Board of Directors as it relates to the NVYSL Representative.
- G. To supervise specific tasks as defined in the policy and procedures and shall be governed at all times by the provisions of these bylaws.

9.03 Vice-President

In addition to other duties set forth herein, the duties of the Vice-President shall be as follows:

- A. To perform the duties of the President in their absence.
- B. To coordinate the Operating Board of Directors as it relates to the travel and in-town programs, player and coach development, and fields.
- C. To supervise specific tasks as defined in the policy and procedures and shall be governed at all times by the provisions of these bylaws.
- D. To perform other duties as assigned by the President.

9.04 Secretary

In addition to other duties set forth herein, the duties of the Secretary shall be as follows:

- A. To perform the duties of the Vice President in their absence.
- B. To keep minutes of all meetings of the Association and Executive Board of Directors.
- C. To notify the Executive Directors of Board meetings and to arrange for the publication of notice of meetings of the Association, both as determined by the President.
- D. To prepare and sign correspondences on behalf of both the Association and the Executive Board.
- E. To coordinate the Operating Board of Directors as it relates to registration, information services, referees, equipment, publicity, and uniforms.
- F. To supervise specific tasks as defined in the policy and procedures and shall be governed at all times by the provisions of these bylaws.
- G. To perform other duties as assigned by the President.

9.05 Treasurer

In addition to other duties set forth herein, the duties of the Treasurer shall be as follows:

- A. To perform the duties of the Secretary in their absence.
- B. To give a Treasurer's report at all regular meetings of the members.
- C. To prepare the annual budget for the annual meeting of the members.
- D. To collect, disburse and manage all Association funds as operational necessity dictates.
- E. To develop and monitor an internal control system to ensure proper handling of Association funds.
- F. To coordinate all matters pertaining to audit reports and tax returns.
- G. To coordinate the Operating Board of Directors as it relates to fundraising.
- H. To supervise specific tasks as defined in the policy and procedures and shall be governed at all times by the provisions of these bylaws.

- I. To perform other duties as assigned by the President.

9.06 Operating Board of Directors

The Operating Board of Directors shall report to the Executive Board of Directors and supervise specific tasks as defined in the policy and procedures and shall be governed at all times by the provisions of these bylaws.

10.0 Compensation

Active Board Members in good standing shall receive a scholarship for their child(ren) for each season in which they actively participate and fulfill all duties and responsibilities associated with their role in the TAYSA organization. No other compensation will be allowed for their services for TAYSA.

11.0 Indemnification of Directors and Officers

11.01 Indemnification

Each Director, officer, or agent of the Association shall be indemnified by the Association against any and all claims and liabilities including reasonable settlements to which they have or by reason of any action alleged to have been taken, omitted, or neglected by them as such Director, officer, or agent; and the Association shall reimburse each such person for all legal expenses reasonably incurred by them in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of their own willful misconduct or gross negligence.

11.02 Independent Counsel

Any question as to the application of the above rights and responsibilities as applied to individuals shall be determined by the Directors.

11.03 Advances

It is intended that reasonable advances may be made on such indemnity, and that the burden of proof of entitlement be on any objector. If any part of these provisions should be held ineffective, this shall not affect the balance, and in no case shall indemnification be less than provided or permitted to the full extent of the law.

12.0 Procedure

Robert's Rules of Order, as last revised, shall govern the proceedings of meetings of the TAYSA and the Board of Directors.

13.0 Insurance

The Executive Board of Directors shall arrange for the provision of liability insurance for the protection of its members, coaches, referees, agents, and Executive Board of Directors and shall take all actions necessary to assure that full coverage is provided under the terms of such liability insurance policy. The policy coverage shall be similar to that provided by the Massachusetts Youth Soccer Association insurance plan.

14.0 Membership Fee

14.01 Setting of Fee

The Membership fee shall be established by the Board of Directors and shall be reviewed and modified annually to reflect projected costs.

14.02 Notice of Fee

Members shall be notified of the amount of the fee each year as outlined in the Policies and Procedures or by publication chosen by the Board of Directors.

15.0 Amendments and Alterations

These bylaws may be amended or altered by vote of the majority of the members present at an annual meeting, or at any special meeting duly called for that purpose, provided that notices of such proposed amendments shall be communicated at least ten (10) days prior to the day for which the meeting is called. Proposed amendments shall be submitted in writing to the President at least twenty (20) days before the date of the annual or the special meeting. Any meeting considering such proposed changes or alterations may modify or amend the same, provided that such amendments or modifications relate to the subject matter of the original proposals.