

BY- LAWS
Of
ESSEX COUNTY YOUTH FUTSAL LEAGUE, INC.

ARTICLE I

Purposes

Section 1. Purposes. The purpose of the Essex County Youth Futsal League, Inc. (the “League”) is to promote the game of futsal for the youth of Essex County, Massachusetts, and its surroundings, 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 League as constituted and in effect from time to time.

The League shall be 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 League 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 League shall be affiliated with the Massachusetts Youth Soccer Association, with the United States Youth Soccer Association, and with the United States Soccer Federation, and shall be bound by their rules and regulations.

ARTICLE II

Directors

Section 1. Powers. The Board of Directors shall have the entire charge, control and management of the League 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 III, and each Official or other person shall become a director by virtue of and immediately upon their election to office by the Board of Directors, in accordance with the provisions of Article III.

The initial Board of Directors shall be constituted of those individuals so named in the Articles of Organization.

Section 3. Vacancies. Any vacancy, at any time, existing in the Board of Directors shall be filled in accordance with the provisions of Article III, 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 League in accordance with the provisions of Article III, 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 the Directors, 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 League designated official (a) by e-mailing to them at the address as stated on the books of the League 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 League'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 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 III

Officers/Officials

Section 1. Enumeration. The League shall have one President, one Vice-President, one Treasurer and one Secretary (each individually, an “Officer,” and collectively the “Officers”). The League shall also have up to three 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 Officials at the annual meeting of the League, or at a special meeting called for such purpose. Officials shall be entitled to provide nominations for Official positions to be elected at an upcoming meeting of Officials, 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 League) not more than 4 weeks nor less than 1 week prior to such meeting.

Except as otherwise provided by law, by the Articles of Organization or by these By-laws, Officials shall serve terms of two years, and until their successors are chosen and qualified.

Section 3. Qualification. The Secretary shall be a resident of Massachusetts unless the League 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 League in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the League.

No member shall hold more than one Official position at the same time, however service as an Official does not preclude appointment by the Board of Directors to compensated staff positions as listed in Article III Section 12 of these Bylaws, or any similar position as approved by the Board of Directors in the future. Said Officials serving in staff positions shall abstain from voting in decisions related to those positions, either in writing to the Secretary or verbally to be recorded in the meeting minutes, prior to the taking of such vote.

Section 4. Resignation. Any Official may resign by delivering their written resignation to the League 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 Officials 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 Officials 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 Officials 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 Officials at a regular or special meeting.

Section 7. President. The President when present shall preside at all meetings of the Directors. The President shall be the chief executive officer of the League 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 League 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 League and shall cause to be kept accurate books of accounts. The Treasurer shall have custody of all funds, securities, and valuable documents of the League, 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 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. Vice-President. The Vice-President shall preside at meetings of the Board of Directors in the absence of the President. The Vice-President shall perform and exercise those duties and powers that ordinarily pertain to the vice-president of a nonprofit youth organization, and shall perform such duties and have such powers additional to the foregoing as the Directors shall designate.

Section 11. Director At Large Positions: A Director At Large shall have such powers as any other voting member of the Board of Directors. The Directors At Large will collectively form the Governance Committee to provide oversight and guidance of the Officers and Staff of the League.

Section 12. Staff Positions/Contractors: The following positions shall be appointed by the Board of Directors by majority vote, and shall remain in such position until removed or voluntarily departed. Staff positions/contractors may be compensated at a rate or fee structure determined and approved by the Board of Directors. Individuals may be appointed to multiple positions, and positions may be shared among individuals.

Program Director(s): The League's Program Director will be responsible for the day-to-day business operations of the League, including but not limited to team recruitment and placement, match and facility scheduling, facility acquisition, non-referee facility staffing, partnerships, sponsorships and League email and website management.

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

Registrar(s): The League's Registrar shall ensure that all rules, policies, and procedures adopted by the League and its sanctioning/affiliated bodies that relate to player or adult

registration and eligibility as applicable, are followed. As applicable, the Registrar shall be sure that the rules, policies, and procedures of the League are to be distributed to all participating organization coaches/team managers/registrars. The League Registrar shall serve as the League's designated CORI Submitter with Massachusetts Youth Soccer Association. The League's Board of Director's may require additional duties as required. Any and all registrar programs purchased or contracted by the League are owned by the League.

Development Director: The League's Development Director shall administer coach and player training via an approved curriculum, and will develop and publicize match play rules that promote player development in accordance with FIFA and USSF direction with regard to futsal.

Development Coaches: The League's Development Coaches shall work under the direction of the Development Director and Program Director to implement and conduct the training curriculum of the League.

Referees: Referees shall officiate the League's matches in accordance with the FIFA Fustal Laws of the Game as modified for League play. All referees must be USSF Certified with preference and appropriate additional compensation provided those who are USSF Futsal Certified.

Other: The Board of Directors may from time to time, by majority vote, authorize additional positions or eliminate above named positions in order to meet the business purpose and compliance obligations of the League.

Section 14. Voting of Board of Directors: Each voting member of the Board of Directors of the League 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 . Staff positions/Contractors may attend League meetings and participate in discussions as deemed appropriate by the League Board of Directors but said individuals do not carry a vote and do not count toward establishment of a quorum.

ARTICLE IV

Funds

Section 1. Fees and General Fund

Fees. Team/individual participation fees and payments are determined by the Board of Directors. All fees collected will go to the general fund. The general fund will be used to pay for: all operating costs; other appropriate services and programs to participants; and general administrative costs.

Section 2. Sponsorships and Donations: Sponsorships and donations may be developed to augment the League's operations. The Board of Directors, staff, contractors, or any other person authorized by the League may accept, on the League's behalf, any contribution, gift, bequest, or devise of money or property for its charitable purpose as set forth in the League'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 League's charitable purpose. Any designation of any contribution shall not be deemed legally binding upon the League 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 League 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 League and will be honored only if the condition imposed by the donor is consistent with the League'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 League shall be deemed for its general uses and purposes and may be co-mingled as such with all other League general funds except for those contributions deemed to be made subject to enforceable conditions subsequent. Each donation to the League shall be made by paying or transferring or otherwise delivering to the League the item or items of property representing such donation. Any donation to the League 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 3. Financial Responsibility. The League shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any participant.

ARTICLE V

Personnel

Section 1. Participants. All participants must be affiliated with Massachusetts Youth Soccer Association ("MYSA") through their home town/club organization, including, but not limited to, players coaches, assistant coaches, managers, administrators, helpers and in-house referees. Individuals not affiliated with MYSA may not participate in the League. Individuals who are not affiliated through their home town/club organization may become affiliated through ECYFL. Any associated expenses in establishing said affiliation will be born by the prospective participant.

Section 2. Criminal Offender Record Information ("CORI"). Each Adult participant is required to follow the regulations set forth by Massachusetts Youth Soccer Association in regards to submitting CORI checks through their home town/club organization. Said individuals may submit via ECYFL as part of the affiliation process described in Article V, Section 1.

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

ARTICLE VI

Inspection of Records

Books, accounts, documents and records of the League 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 League, 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 VII

Indemnification

The League shall, to the extent legally permissible, and only to the extent that the status of the League 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 participation in the League, 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 League; 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 League. Nothing contained in this Article shall affect any rights of indemnification to which Directors, Officials, employees and other agents of the League may be entitled by contract or otherwise by law.

ARTICLE VIII

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 IX

Fiscal Year, Seasonal Year

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

ARTICLE X

Amendments

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

ARTICLE XI

Dissolution

The League and associated Corporation may be dissolved by a majority vote of the Officials at the time at a special meeting called for that purpose. Such dissolution will be effective at the end of the fiscal year in which such vote takes place. Assets of the corporation at the effective date of dissolution shall be distributed to another like organization or sold to offset any outstanding liabilities.