

BY-LAWS OF THE BELMONT SOCCER ASSOCIATION AMENDED and APPROVED ON MAY 21, 2024

ARTICLE I

NAME, OFFICES, PURPOSE and MEMBERSHIP

1. Name

Belmont Soccer Association (hereinafter, the “BSA” or “Association”).

2. Offices

The principal address of the BSA shall be P.O. Box 520, Belmont, Massachusetts, 02478. The BSA may also have offices at such other places as the Board of Directors may from time to time appoint, or the purposes of the BSA may require.

3. Purpose

The purpose of the BSA is to promote and develop the sport of soccer within the community, providing opportunities for children and adults to learn and participate in a safe, inclusive and enjoyable environment

4. Membership

Membership shall be open to any and all persons over the age of eighteen who are a resident of Belmont. For the purpose of determining eligibility for membership, the current BSA year shall be concurrent with the fiscal “year” and, as such, includes the Fall season and/or the following Spring season.

5. Fiscal Year

The fiscal year of the BSA shall run from July 1st to June 30th.

ARTICLE II

GOVERNANCE

The management of the BSA is governed by its Board of Directors (the “Board” or “General Board”). The management of the Board is by an Executive Board (“Executive Board”), a part of the overall Board , as outlined below.

1. Board Make-Up

The Board shall have no less than three (3) nor more than nineteen (19) members. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present.

Each member shall hold office for a three-year term, subject to renewal by a majority vote of the Board. Newly elected members of the Board of Directors who have not served before shall serve an initial one-year term. At the conclusion of the initial one-year term, such members of the Board of Directors may serve a three-year term, subject to renewal.

Each member of the Board of Directors shall attend at least three (3) meetings of the Board per year.

The Board shall consist of the following positions, which are subject to change from time to time depending on the ongoing needs of the BSA.

President
Vice President
Secretary
Treasurer
Travel Director
Intown Director
Field / Ops Director
Referee Director
Registrar
Kindergarten Coordinator
1st Grade Coordinator
2nd Grade Coordinator
3rd/4th Grade Town Coordinator
3-5th Girls Coordinator
3-5th Boys Coordinator
6-8th Girls Coordinator
6-8th Boys Coordinator
Practice Coordinator
Rogue League Coordinator

The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, Registrar, Travel Director, Town League Director, Field / Ops Director, Referee Director and an At- Large Member (must be a member of the Board).

In addition to the roles and responsibilities of their respective offices, the role of the Executive Board shall be to oversee the general functions of the Board, but more specifically focused on the detailed financial operation of the BSA, and to manage special projects as may come before the Board.

In addition to the roles and responsibilities of their respective offices, the role of the General Board shall be to oversee all functions of the BSA, including a general financial overview and the day-to-day operation of the program.

2. By-Laws

The Board shall have the power to make, alter, amend and repeal the By-Laws of the BSA by the affirmative vote of a two-thirds (2/3) majority of a quorum of the Board present at a General Board meeting, provided, however, that the action is proposed at a General Board meeting, and adopted at a subsequent General Board meeting, except as otherwise provided by law or in other sections of these By-laws.

3. Annual and Regular Meetings

The Board of Directors may provide by resolution the time and place for the holding of the Annual Meeting, as well as quarterly meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President, the Executive Committee, or of any three (3) Directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice.

4. Resignation

Any Board Member may resign at any time by giving written notice of such resignation to the Board or the Secretary. In the event that the President resigns and in the absence of a Board Member serving as Vice President, then, if necessary, the Secretary shall become the President Pro-Tem to act in the President's place until an interim President can be elected by the Board from amongst their number.

5. Vacancies

Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of Board Members made by the Board, may be filled for the unexpired portion of the term by the Board Members then serving. (Any Board Member can serve two positions for the interim period, until a new Board Member is approved.) Any Board Member so elected by the Board shall hold the position in the BSA until the election and qualification of a successor. Persons nominated to fill a vacant Board position shall be nominated by the Nominating Committee or any current Board Member at any General Board meeting, and shall be voted upon at a subsequent General Board meeting. If approved by Board vote, the new Board Member shall assume their role immediately.

9. Terminations, Removal of Board Members

Any Board Member may be removed from the Board upon recommendation of the Executive Board, followed by the affirmative vote of two-thirds of all General Board Members, for one or more of the following reasons: (i) conduct detrimental to the interests of the BSA, (ii) lack of sympathy with the BSA's objectives, (iii) refusal to render reasonable assistance in carrying out the BSA's purposes, or (iv) behavior antagonistic to the objectives of the BSA. Any such Board Member proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

10. Confidentiality

Board Members shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes or can reasonably be expected to benefit the Organization. Members shall use discretion and good business judgment in discussing the affairs of the Organization with third parties.

ARTICLE III

BOARD RESPONSIBILITIES

1. Overview

The business and property of the BSA shall be managed and controlled by the Board. The Board shall consist of two sub-groups: the Executive Board, consisting of the President, Vice President, Secretary, Treasurer, Boys Travel Director, Girls Travel Director, Town League Director, Registrar and one At-Large Board Member. The General Board shall consist of the Executive Board members, plus all other Board Members as outlined in Article II, subject to change from time to time.

2. Chairman

At all meetings of the Board, the President or Vice-President shall preside. In the absence of either of the above, the Secretary, or President or Vice-President Pro Tem, shall preside.

3. Budget Review and Approval

The Executive Board shall meet once a year to develop a budget to be ratified by the General Board.

4. Advisory and AD Hoc Committees

The Board may appoint from its number or from among such persons as it may see fit, one or more Advisory or Ad Hoc Committees, and at any time may appoint additional members thereto. The members of any such Committee shall serve at the request of the Board. Such Advisory or Ad Hoc Committees shall advise with and aid the BSA in all matters designated by the Board. Each such Committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the Committee and other matters relating to its procedure.

The members of any Advisory or Ad Hoc Committee shall not receive any stated salary for their services. The Board shall have power in its discretion to contract for and to pay any member of any Advisory or Ad Hoc Committee rendering unusual or exceptional services to the BSA, and such special compensation must be appropriate to the value of such services.

6. Powers

All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the Commonwealth of Massachusetts, shall be and are hereby vested in and shall be exercised by the Board.

The Board will establish policies of the BSA which may include, but are not limited to (1) fees to be charged, (2) roster sizes, (3) playing time, (4) team selection, (5) tournament play, and (6) coach selection.

7. Conflict of Interest

Recognizing that the BSA may conduct business with members of the Board, and that the appearance of impropriety may arise, the following safeguards will be followed. All Members of the Board are to deal fairly in business interests that may arise with the BSA. When an issue comes before the Board in which an individual Board Member has an interest, that Member shall state such interest and abstain from voting on the matter. The Secretary of the BSA shall send out a form to all prospective and returning Board Members in the month prior to the monthly Meeting requiring Board Members to disclose any conflict of interest held by themselves or their immediate family. These forms will be reviewed by the President and Vice-President and will be filed in the BSA's repository by the Secretary.

Failure to disclose conflicts shall be considered sufficient grounds for removal of the Board Member from the Board, as well as exclusion from doing further business with the BSA.

8. Annual Financial Report

The Board shall present at the annual meeting financial report, verified by the President and the Treasurer or by a majority of the Board, showing in appropriate detail the following: (a) the assets and liabilities of the BSA; (b) the principal changes in assets and liabilities of the BSA during the year immediately preceding the date of the report; (c) the revenue or receipts of the BSA, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and (d) the expenses or disbursements of the BSA, for both general and restricted purposes during the year immediately preceding the date of the report. The annual report of the Board shall be filed with records of the BSA and an abstract thereof entered in the minutes of the meeting of the proceedings of the annual meeting.

ARTICLE IV

AGENTS and REPRESENTATIVES

The Board may appoint such agents and representatives of the BSA with such powers and to perform such acts or duties on behalf of the BSA as the Board may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

ARTICLE V

FINANCIAL REVIEWS

1. Budget

The budget shall be developed by the Executive Board and approved by the General Board during the first quarter of the calendar year (3rd quarter of the fiscal year).

Board Members shall not receive any stated salary for their services as such. The exceptions are as follows: the Registrar is currently paid an annual salary as recommended by the Executive Board and agreed to by the General Board; the Referee Schedulers are paid a stipend per season, as recommended by the Executive Board and agreed to by the General Board. Referee Schedulers are also paid a nominal stipend per game by BAYS. This BAYS stipend is outside of the jurisdiction of the BSA.

2. Expenditures

Board Members may from time to time act on the BSA's behalf, consistent with past expenditures, within the approved budget, and within the caps on expenditures set forth below:

1. Expenditures less than \$2,000 require approval from the Treasurer.
2. Expenditures in excess of \$2,000 and less than \$10,000 require the approval and the signature of both Treasurer and President. These approvals should be documented in the Executive Board meeting minutes.
3. Expenditures in excess of \$10,000 require the approval of the General Board by majority vote (and documented in the Board meeting minutes) and the signature of both Treasurer and President. Typical expenditures in this category may include:
 - BAYS and MYSA membership renewal payments
 - Field Maintenance and Upkeep
 - Equipment and Uniforms

Any proposed capital expenditure over \$10,000 shall require a minimum of (3) bids solicited by the BSA and presented to the Executive Board, or its appointed subcommittee (e-mail is acceptable) prior to expense approval.

3. Contracts

No Board Member or agent of the Board shall have any power or authority to bind the BSA by any contract or engagement, or to pledge its credit, or render it financially liable for any purpose or to any amount, except as provided in these By-Laws.

4. Treasurer Reports

The Treasurer will prepare a report every quarter, to be distributed at the Executive Board meeting following the end of the quarter, including all prior quarter revenues and expenses and a bank reconciliation, for review by the Executive Board.

The Treasurer will prepare a summary report bi-annually (September and March), to be distributed at the General Board meeting, which will include a summary of income, expenses, and cash position of the BSA. This report will be reviewed and approved by the Executive Board.

A business checking account shall be established and shall be the only designated depository of the BSA. The President and Treasurer shall serve as signatories of the BSA's checking account.

5. Annual Tax Returns

The Board shall contract with a local, qualified tax specialist/accountant to complete the annual tax returns and state/federal requirements of a 501 (c)(3) organization.

6. Annual Accounting Review/Audit

The Board shall be responsible for contracting with a qualified professional with experience with 501 (c)(3) organizations for the purposes of conducting an annual accounting review. A full audit shall be completed every five years.

ARTICLE VI

PROHIBITION AGAINST SHARING CORPORATE EARNINGS

No Board Member, BSA member, or any other person connected with the BSA shall receive any of the net earnings or pecuniary profit from the operations of the BSA, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the BSA in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the BSA. All members of the BSA shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the BSA, whether voluntary or involuntary, the assets of the BSA, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board exclusively to charitable, religious, scientific, testing for public safety, literacy or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

INVESTMENTS

The BSA shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board without being restricted to the class of investments which the Board is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the BSA if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they may now exist or as they may hereafter be amended.

ARTICLE VIII

INDEMNIFICATION of BOARD MEMBERS

1. Definitions

"Covered Persons" means an individual who is (1) a present or former Board Member; and (2) who by reason of said position was, is, or is threatened to be, made a party to a proceeding.

"Proceeding" includes any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and any claim which would be the subject of such a proceeding.

"Disinterested Board Member" means a Board Member who is not a party to the Proceeding(s) in question.

"Expenses" means liabilities, including but not limited to amounts paid in satisfaction of judgments, in compromise or settlement of claims, or as fines or penalties, and expenses, including reasonable legal and accounting fees.

2. Action in Name of the BSA

The BSA shall and will indemnify any Covered Person to the fullest extent legally permissible against all expenses incurred in connection with the defense or disposition of any Proceeding by or in the name of the BSA or any Board Member in his capacity as such if a reasonable determination is made, based on a review of the readily available facts but without special investigation, that the covered Person acted in good faith, and in the reasonable belief that his action was in, or not opposed to, the best interest of the BSA, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. Such determination shall be made by:

- (a) the vote of a majority of Disinterested Board Members present or voting by proxy at a General Board meeting; or
- (b) a special litigation/indemnification committee appointed by the Board; or
- (c) independent legal counsel in a written opinion.

3. Presumption Upon Termination of Proceeding

The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a Covered Person did not act in good faith and in a manner which he reasonably

believed to be in, or not opposed to, the best interests of the BSA, or, with respect to any criminal proceeding, had reasonable cause to believe that his conduct was unlawful.

4. Indemnification Not Exclusive

The right of indemnification provided shall not be exclusive of or affect any other rights to which any such Covered Person may be entitled.

5. Insurance

The BSA may purchase and maintain insurance on its behalf and on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by him in any such capacity, or arising out of his status as such, whether or not the BSA would have the power to indemnify him against such liability under these provisions.

6. Indemnification of Selected Others

Except as the Articles of Organization or By-Laws otherwise indicate, indemnification of any persons who are not Board Members of the BSA may be provided by it to the extent authorized by the Board. Such indemnification may include payment by the BSA of expenses incurred defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, but only if the person being indemnified agrees in writing to make repayment if adjudicated as not entitled to indemnification under this section. Such agreement may be accepted without reference to the financial ability of such person to make repayment. Any such indemnification may be provided although the person being indemnified is no longer in the position that caused the Board to vote to indemnify such person.

ARTICLE IX

PERSONAL LIABILITY of BOARD MEMBERS to the BSA

The Board Members shall not be liable to the BSA or its Members for monetary damages for breach of fiduciary duty to the extent provided by law, with exceptions outlined in Massachusetts General Laws Chapter 180, Section 3 as amended from time to time.

END OF BY-LAWS OF THE BELMONT SOCCER ASSOCIATION

APPENDIX A: Roles and Responsibilities of Board Members

President

The President shall preside at all monthly Board meetings and annual meetings. S/he shall have and exercise general charge and supervision of the affairs of the BSA and shall do and perform such other duties as may be assigned to her/him by the Board. The President shall be a member of the Executive Board. In the event the President is unable to attend any meeting or attend to other duties on a temporary basis, then the Vice President shall act in her/his place and stead. Nominees for President must have served on the Board for a minimum of two (2) years to be eligible to be elected president.

Vice President

In the absence of the President, the Vice-President shall preside at monthly Board meetings and the annual meeting, and shall fulfill the duties of President in her/his absence. In addition the Vice President shall assist the President in the fulfillment of the President's duties. The Vice President shall be a member of the Executive Board.

Secretary

The Secretary shall have the charge of such books, documents and papers as the Board may determine and shall have the custody of any corporate seal. S/he shall attend and keep the minutes of all the meetings of the General and Executive Board meetings. S/he shall keep a record of the names, emails, and place of residence of all Board Members, and such book shall be open for inspection as prescribed by law. S/he may sign with the President, and in the name and on behalf of the BSA, any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board, s/he may affix the seal of the BSA. S/he shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned to her/him by the Board. The Secretary shall be a member of the Executive Board.

Treasurer

The Treasurer is responsible for all financial matters of the BSA. Duties include managing all monies collected and disbursed, managing and reconciling Bank accounts, maintaining detailed financial records in accordance with recognized accounting principles, conducting an annual financial audit, completing required tax and other regulatory filings, preparing an annual budget, and reporting to the Board on a regular basis on financial matters. The Treasurer shall be responsible for overseeing the filing of annual reports with the State of Massachusetts, for updating public records as necessary, and shall maintain a current copy of the IRS 501 (c) (3) form in the BSA records. The Treasurer is also responsible for checking the BSA PO Box periodically and distributing mail to appropriate Board Members or Committees. The Treasurer shall be a member of the Executive Board.

Registrar

The Registrar's primary role is to compile and submit to MYSA a report of all players, coaches, and administrators associated with the BSA. Submissions are required in the fall and spring seasons. The registrar assembles data from placements to be used by the Team Formation Committee. The registrar will also process all paper registrations and forward checks to the Treasurer, oversee the processing of credit card and check

refunds, and perform database adjustments for withdrawals and changes in programs or age groups. The Registrar shall be a member of the Executive Board.

Boys and Girls Travel Directors

The Boys and Girls Travel Directors oversee the everyday operation of their respective travel program from age groups U9-U18, work with the Age Group Coordinators, and attend Executive and General Board meetings. Prior to both the spring and fall seasons, the Boys and Girls Travel Directors will work with the appropriate Board Members on team formation.

Boys and Girls Age Group Coordinators (U9-U11 and U12-U18)

The Boys and Girls Age Group Coordinators' primary role is to aid their respective Travel Director in managing the travel program for the BSA. S/he assists the Travel Director in the areas of coordination, communication, and team formation.

Equipment Coordinator

The Equipment Manager is responsible for purchasing, distributing, and maintaining BSA game and practice equipment. S/he also maintains inventories of equipment, including but not limited to, balls, cones, uniforms, corner flags, ice packs, first aid kits, pinnies, etc.

Referees Coordinator

The Referees Coordinator oversees the recruitment, preparation, training, scheduling, and coordination of all referee related activities for BSA, and interacts with the referee scheduler to ensure coverage of all scheduled games. S/he also provides information for all candidates to find desired training as offered by MassRef, including informing all known referees with information regarding necessary annual recertification. The Coordinator recruits referees to provide an ongoing roster of 6 v 6 and grade 9 referees, as well as promote further training by all grade 9 referees to advance to grades 8 and 7 levels and should serve in a visible and active way in BSA events involving referees, including facilitating communication with current and prospective referees through BSA communications.

Referee Scheduler (11 v 11; 8 v 8; 6 v 6)

The Referee Scheduler oversees and schedules the referees for all games, including rescheduled games due to inclement weather, holiday, or other reasons. S/he works with the Field Coordinator with respect to rescheduling make-up games.

Town Liaison

The Town Liaison works with various town departments to secure funding, permits, insurance forms, and regular maintenance of fields.

Website Coordinator

The Website Coordinator develops and regularly updates a comprehensive website as a communication tool for coaches, BSA Board members, parents, and players.

Communications Coordinator

The Communications Coordinator develops improved communication tools for coaches, parents, and website postings and also serves as a consultant to communication regarding board member policies and procedures, such as written communication through bylaws.

Town League Director

The Town League Director oversees the everyday operation of the boys and girls town program for third and fourth graders, works with the Town League Coordinators, and attends Executive and General Board meetings. Prior to both the spring and fall seasons, the Town Director will work with the appropriate board members on team formation.

Boys and Girls Town League Coordinators

The Boys and Girls Town League Coordinators' primary role is to aid the Town Director in managing the boys and girls town programs for the BSA. S/he assists the Town Director in the areas of coordination, communication, and team formation.

Challenger Liaison

The Challenger Liaison helps Challenger coaches secure housing in the Belmont community with host families. S/he coordinates weekly practice schedules for BSA coaches and Challenger coaches, provides oversight/administration for all Challenger led clinics including Player Development Program, and facilitates communication between BSA and Challenger Program at both coach level and administration.

Nets/Goals Coordinator

The Net/Goals Coordinator is responsible for putting up the nets before each season, taking them down at the end of the season, periodically checking on the nets throughout the season, making any necessary repairs, and placing orders for new nets or supplies when needed.

Placements Coordinator

The Placements Coordinator secures the location, volunteers, and equipment needed to hold placements. During the 4 days of tryouts, the Placements Coordinator(s) sets up the drills, oversees the tryouts, and answers parent questions. The information gathered at placements is given to the Registrar, who assembles the data to be used by the Team Formation Committee.

College Clinics/Outreach Coordinator

The Coordinator identifies opportunities for Belmont players to attend clinics being held by local colleges. S/he works with local colleges to fill and/or staff clinics with BSA players.

BAYS Representative

The BAYS Representative serves as the Belmont representative on the BAYS Board of Directors. S/he attends BAYS board meetings and serves as a Division Director during the season. As a BAYS Division Director, s/he is responsible for validating rosters for all teams in the division, monitors the competitiveness of all sections that fall under his/her

division, periodically checks with Section Captains to ensure scores are being entered correctly, and helps resolve conflicts within sections as necessary.

Revolution/Breakers Liaison

The Liaison to the Boston Breakers and New England Revolution coordinates the distribution of BSA season tickets through raffles to the Belmont soccer community for both Revs and Breakers home games (8 Tickets – 4 per raffle per family). S/he also organizes the Belmont nights at the Revs and Breakers, the “Pro-soccer” night in Belmont with the Breakers, and helps promote the Breakers Soccer Clinic in Belmont to the Belmont community.

Liaison to Local Colleges

The Liaison to Local Colleges creates and maintains relationships with Boston area collegiate soccer programs. College programs are invited to host free "college guest clinics" for Belmont Soccer players during the spring season. In return, college coaches are invited to advertise their clinics and camps to players. Prominent links to collegiate websites are also featured on the BSA website. Over time, BSA seeks to grow its relationship with collegiate partners so that exchange between organizations remains consistent from season to season. This relationship can also include: featured Belmont Soccer Day at college home games, guest ball boy/girl for home games and coaches clinics.

Winter Clinic Coordinator

The Winter Clinic Coordinator is responsible for coordinating the winter indoor soccer clinics (Sundays, January - March). S/he works with other board members to secure a location and determine the registration process. Once they have the dates and times for the clinics, the Winter Clinic Coordinator announces the schedule to the BSA community and asks for volunteers to proctor the clinics.