

BOSTON AREA YOUTH SOCCER LEAGUE, Inc.

BYLAWS

1. Name

The name of the Organization shall be as set forth in the Articles of Organization, as they may be amended from time to time. As of the most recent amendment of these bylaws, the name is "Boston Area Youth Soccer League, Inc.," herein referred to as "BAYS." BAYS is affiliated with the Massachusetts Youth Soccer Association (Mass Youth Soccer).

2. Purposes and Philosophy

The purposes of BAYS are set forth in the Articles of Organization, as they may be amended from time to time.

The philosophy of BAYS is to provide an atmosphere of good sportsmanship to encourage all to compete, learn, and enjoy the game of soccer. In this spirit, all member organizations, BAYS Board of Directors, teams, coaches, managers, players, and spectators shall conduct themselves in a sportsmanlike manner and shall cooperate fully with the letter and the spirit of BAYS rules, Bylaws, policies, and procedures.

BAYS will not discriminate against any individual on the basis of race, color, religion, gender identity or expression, sexual orientation, or national origin.

3. Membership

Membership shall be considered from any Mass Youth Soccer-affiliated organization involved in the development and promotion of youth soccer. An organization's membership in BAYS becomes effective when the application is accepted by the BAYS Board of Directors.

In addition, individuals may be members of BAYS ("Individual Members") as set forth in Section 5 of these bylaws.

New Member Organizations

In addition to the membership criteria stated in the preceding paragraph, member organizations that desire to register teams for the first time in BAYS competition must register a minimum of three teams. This three-team minimum shall not be required for member youth soccer organizations representing residents of the City of Boston.

When a completed registration packet is received from an organization applying for new membership,

it will be reviewed by the League Administrator, and then referred to the Executive Committee. The Executive Committee will consider the application and will then submit the matter to the Board of Directors at their next meeting, along with the Committee's recommendation to accept or reject the new member application.

Sustaining Organizational Membership

If any current organization's team entries decline below three for two successive seasons (i.e. Fall and Spring, or Spring and Fall), its continuing membership privileges will be reviewed by the BAYS Board of Directors. This three-team minimum shall not be required for youth soccer organizations representing residents of the City of Boston.

Exclusions

BAYS shall not accept for membership, nor allow participation by, any player, team, or person responsible for a team, who is under suspension by Mass Youth Soccer or by any other Massachusetts soccer league or organization affiliated with Mass Youth Soccer or U.S. Youth Soccer.

Voting of the Members

At all meetings of the members, each member shall be entitled to one vote. In the case of an organizational member, the vote may be cast either by the Member Director representing it on the BAYS Board of Directors or by an elected officer of the member organization. No proxy voting shall be allowed.

4. Board of Directors

The Board of Directors controls and is responsible for the management of BAYS.

The number of Directors on the BAYS Board of Directors for any given year shall consist of no fewer than 10 nor more than the total number of BAYS member organizations plus the number of Elected Officers, Appointed Directors, and Directors-at-Large, all as defined below.

Compensation

Directors, other than Appointed Directors, shall not receive any compensation for their service as Directors. Appointed Directors may receive compensation at the discretion of the Board. No expenses shall be paid for or reimbursed to the officers or Directors for attending Board meetings.

Confidentiality

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

5. Officers and Directors

The governing body of BAYS shall be the Board of Directors (referred to as the "Board" hereafter) and shall consist of the following:

Elected Officers

The President, First Vice President, Second Vice President, Treasurer, and Secretary shall be elected by the members at the Annual General Meeting. The election is for a one-year term, and individuals are eligible for reelection. Terms begin upon election.

The Nominating Committee shall present a slate of officers for election at the Annual General Meeting. The presentation of these nominations shall in no way preclude further nominations from the floor. In the event of more than one person running for the same position, the person who gathered a majority of the votes cast will be named officer. In the event that there are more than two candidates, and no candidate receives a majority of the votes cast, the top two vote getters will participate in a runoff with the majority vote winner of the votes cast being named the officer.

In the event that an officer resigns, can no longer serve, or is removed, the vacancy shall be filled by a person nominated by the President, or highest ranking Vice President if the President has left office, upon confirmation by a majority vote of the Board present and voting at the next Board meeting.

The slate of nominees for office shall accompany the notice of the Annual General Meeting sent out in accordance with Bylaw 8.

By mutual written agreement, the President, and/or any of the other elected officers, may assume each other's duties and responsibilities during a temporary absence of one of these officers. Notification of this, and its reversal, must be posted on the BAYS website and also be provided to the Board of Directors within 48 hours.

Elected Officers automatically become Individual Members of BAYS if they do not already represent a member organization. Individual Members have all member rights and voting privileges.

Member Directors

Each member organization is required to appoint one individual to the Board of Directors. Individuals who are appointed by member organizations to be their representative on the BAYS Board shall be called "Member Directors" hereinafter. Terms begin upon official notification to BAYS and continue until the Member Director resigns, can no longer serve, or is removed by either the member organization or the BAYS Board. If the Member Director resigns, can no longer serve, or is removed by the member organization or the BAYS Board, the member organization shall appoint another individual to represent it on the Board of Directors, effective upon appointment. Appointment or removal is officially made by the President of the member organization, or its highest-ranking elected official, notifying the BAYS President and BAYS Secretary of the appointment or removal of its Member Director.

BAYS Member Directors are expected to contribute to the work of running the league by serving as a Division Director, participating on other Board committees as needed, and / or serving the league as an officer or appointed director. In addition, it is expected that each BAYS Member Director, or a MYSA credentialed representative appointed from their club volunteers at least once every 3 years at either the BAYS Presidents' Cup, BAYS Playoffs or MTOC).

Appointed Directors

The President shall appoint as Directors a Referee Director(s), an Ejection Director and a Waivers Chair.

At any time, the President may appoint additional Appointed Directors.

Appointed Director's terms begin upon appointment and continue until the next Regular Board meeting, when the Board shall vote on confirmation of the appointment. If confirmed, the Appointed Director's term continues until the next Annual General Meeting, at which time confirmation by the membership is required to continue the term. If membership confirms the appointment, the term shall continue until the Appointed Director resigns, can no longer serve, or the position and person is removed by the President or the Board. Vacancies shall be filled by this same procedure.

Appointed Directors automatically become Individual Members of BAYS if they do not already represent a member organization. Individual Members have all member rights and voting privileges.

Directors-at-Large

Any Past President of BAYS shall retain a seat on the BAYS Board as a Director-at-Large if they are confirmed each year for such position by the members at the Annual General Meeting.

Directors-at-Large automatically become Individual Members of BAYS if they do not already represent a member organization. Individual Members have all member rights and voting privileges.

Duties

In addition to their general duties and responsibilities as members of the Board, the specific duties and responsibilities of the Elected Officers and the Appointed Directors shall be as follows:

The President shall officially preside at all general meetings and board meetings; be the official representative of BAYS; advocate for its mission to internal and external stakeholders; be one of those to authorize payments and issue checks; and shall appoint all committee chairpersons except as those otherwise provided herein. The President shall be an ex-officio member of all committees. The President chairs the Executive Committee.

The First Vice President shall succeed to the office and powers of the President in that person's absence, or for the remainder of the term if the office is vacated for any reason. In the event of such vacancy, the Board shall elect a successor to the post of First Vice President. The First Vice President shall be the administrator of the Protest Board, the chairperson of the Playoff Committee, as well as a member of the Executive Committee and the Placement Committee.

The Second Vice President shall be the chairperson of the Sportsmanship Review Committee and the Zero Tolerance Committee and a member of the Executive Committee and Placement Committee.

The Treasurer shall have charge of the finances of BAYS and shall report on the condition of the same at Board and general meetings; submit a written report covering the prior year's activities at the first board meeting of the new fiscal year; be one of those authorized to make payments and issue checks. The Treasurer chairs the Finance Committee and shall be a member of the Executive Committee.

The Secretary shall keep detailed minutes of all board and general meetings, attend to recordkeeping and communications of the Board of Directors, and shall attend to all correspondence pertaining to the general membership. The Secretary shall be a member of the Executive Committee.

The Referee Director(s) shall be the official contact between the BAYS Board and the Massachusetts State Referee Committee and will provide the Referee Assignors with the necessary information to assign qualified referees for the season.

The Ejection Director shall receive ejection notices submitted by referees, notify town officials of players/coaches ineligible for games in their respective area, provide reports of ejections to the Board of Directors as requested by the President, and notify the chairperson of the Sportsmanship Review

Committee of any ejection reports of a serious nature.

The Waivers Chair shall be the chairperson of the Waivers Committee and a member of the Executive Committee.

6. Committees

Standing Committees

Executive Committee

The role of the BAYS Executive Committee is to help the Board accomplish its work in the most efficient way. The Executive Committee hears waiver appeals

The BAYS President, all elected Vice Presidents, Treasurer, Secretary, Immediate Past President, Grade Directors, Referee Director(s), Ejection Director, and Waivers Chair are members of the Executive Committee. The President may include additional directors or employees to attend Executive Committee meeting(s), but in the event of any Executive Committee vote, the guest(s) may not vote.

The Executive Committee is able to make emergency decisions, subject to the constraints of existing BAYS policies, on behalf of BAYS when the convening of a meeting of the full Board of Directors is not possible or practical. Any actions that take place as a result of an Executive Committee vote must be disclosed to the full BAYS Board of Directors as soon as practicable, but not more than three days after, and then presented at the next Board meeting.

Finance Committee

The Finance Committee provides financial analysis, advice, and oversight of the organization's budget. It is responsible for ensuring the organization is operating with the financial resources it needs to provide programs and services to the community. The Finance Committee is tasked with setting the policies for total compensation of the staff and then reviewing and setting compensation on an annual basis. The Finance Committee shall monitor income and expenditures against budget and projections, ensure the organization operates with adequate internal controls and maintains financial records in accordance with standard accounting practices, regularly presents financial statements to the Board, proposes for Board approval a budget that reflects the organization's goals, Board policies, and accurately reflects the expected needs, expenses, and revenue of the organization. The Finance Committee shall recommend to the Board an independent auditor to conduct an annual audit of BAYS' financial operations and shall oversee the audit process and ensure its timely completion.

Placement Committee

The Placement Committee oversees all team placements and determines the level of competition to be offered. The First Vice President shall determine the makeup of the Placement Committee.

Protest Board

The Protest Board shall be responsible for resolving escalated disputes that arise in the actual playing of games, not otherwise resolved under BAYS rules and policies.

Rules Committee

The Rules Committee is responsible for the Playing Rules and Regulations that BAYS uses for its scheduled matches. This Current Rulebook includes the FIFA Laws of the Game with Mass Youth and BAYS modifications and BAYS Match Rules.

Sportsmanship Review Committee

BAYS shall maintain a Sportsmanship Review Committee (SRC) that shall be responsible for receiving, investigating, and resolving issues of sportsmanship and violations of the BAYS Bylaws, policies, rules, or procedures that arise before, during, or after BAYS games. The SRC may approve penalties as judged to be appropriate to the severity of the action that may include:

- a. Suspension of participation for up to the remainder of a season as well as participation in future seasons.
- b. Awarding of forfeits.
- c. The requirement that a game be replayed.
- d. The elimination of a game from a team's schedule.
- e. Reduction in a team's points.
- f. The suspension of a team for consideration in state play.
- g. Assessment of monetary fines.

Waivers Committee

The role of the Waivers Committee is to manage the waiver approval process in compliance with BAYS waiver policies. The President shall appoint a Waivers Chair.

Whistleblower Committee

BAYS shall maintain a Whistleblower Policy and Whistleblower Committee that shall be responsible for receiving and investigating all whistleblower complaint filings per the BAYS Whistleblower Policy.

Nominating Committee

The President shall appoint a Nominating Committee from among the Board of Directors. The Nominating Committee is responsible for preparing a slate of nominees for elected Officers for the next year, as well as a slate of directors to be elected for a one-year term at the Annual General Meeting. The Nominating Committee shall present a slate of officers at the Annual General Meeting. The slate of nominees should accompany the notice of the meeting sent out in accordance with Bylaw 8.

Committee Formation

The President may create additional committees as needed, such as playoffs, technology, communications, zero tolerance, or other ad hoc committees. These Committees are formed to assist and inform the President in their area that covers the everyday operations of the BAYS Organization.

7. Board of Directors Meetings

The Board of Directors shall meet not fewer than six times during the year.

Except as required by law, the Articles of Organization, or these Bylaws, all actions of the Board shall be decided by a majority of those Board members present and voting with a quorum present, 10 members constituting a quorum for a Board meeting.

Regular meetings shall be scheduled by the President and approved by the Board. The meeting

schedule shall be posted on the BAYS website, and a notice of the posting sent to all Directors.

Special or emergency meetings shall be called by the President as required, or in response to a written request of three Board members. The Secretary or President shall notify and provide the agenda to all Board members at least 48 hours before the scheduled time of the special or emergency meeting.

Whenever any written notice is required to be given to Directors, a waiver of notice given either before or after the action for which is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

Meetings of the Board or committees may be conducted, and members of the Board or committees may participate in such meetings, in person or by telephone conference call, videoconference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting. During a meeting, votes may be tabulated through an approved electronic format, such as but not limited to a conference call poll or Doodle poll.

Without a meeting, any action required or permitted to be taken by the Board may be taken only if every member of the Board votes in favor of the action. Written votes will be filed by the Secretary with the records of BAYS. Such votes may be given by electronic mail, facsimile transmission, or other means of written communications. Such votes shall be treated for all purposes as a vote at a meeting.

Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order, provided they do not conflict with the governing documents, rules, or policies of BAYS.

8. General Meetings of the Members

There shall be one Annual General Meeting of the Members during the year, in the fall.

The Annual General Meeting is when Officers will be elected and confirmation of Appointed Directors and Directors-at-Large will be voted on. Provided that no less than 20% of the member organizations are represented, 25 participants shall constitute a quorum for any General Meeting. All matters, unless required by law, the Articles of Organization or these Bylaws, shall be decided by a majority of those members present and voting at a meeting at which a quorum is present.

The Secretary or President shall present a written agenda for a General Meeting to all organization members and Board members at least two weeks in advance of the actual date of the meeting, such notification to include agenda, slate of officers and directors for whom confirmation is requested, and/or other information as applicable.

Special General Meetings, such as the preseason placement meetings, may be called by the Board, or in response to a written request by five members, as necessary. Notice of any Special General Meeting and a meeting agenda shall be given at least 48 hours in advance of the meeting by email.

Whenever any written notice is required to be given to members, a waiver of notice given either before or after the action for which is required shall have the effect of written notice. Attendance by

a member at a meeting without protest as to notice shall have the effect of waiver of notice.

9. Fiscal Policy

BAYS fiscal year shall begin on January 1 and end on December 31 of each year. A budget for the forthcoming year shall be prepared by the Treasurer and approved by the Board.

Members shall pay the stipulated rate for each team registered in a playing season to BAYS to cover referee and referee assignor payments, technology, accounting and recordkeeping expenses, playoff administrative costs and fees, and other expenses associated with operating BAYS. Team registration rates shall be recommended by the Treasurer, taking into account the cash balance and budgeted expenditures. Rates must then be approved by a majority of the Board present and voting at a Board meeting. Rates for the fall season shall be approved no later than the previous March and rates for the spring season shall be approved no later than the previous August.

Payments for team registrations are due by the dates published each season. Payments received after the published due dates will be subject to late penalty fees as set by the Board.

Members are responsible for all other costs of actually playing games, including, but not limited to, providing a properly marked field and a ball for home games.

The Board shall create and adopt policies regarding the hiring, management, compensation, and fringe benefits provided to BAYS staff.

10. Limitation of Liability

Directors shall not be personally liable for any debt, liability, or obligations of BAYS. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against BAYS may look only to the funds and property of BAYS for payment of any such contract, claims, or for payment of debts, damages, judgments, or decrees, or any other monies that otherwise may become due or payable to them from BAYS.

11. Indemnification

To the extent that BAYS has the power to indemnify any director or officer pursuant to Section 6 of Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as the same may be amended from time to time, such persons or persons shall be fully indemnified ("Indemnified Persons"), but only in accordance with and in compliance with the provisions and requirements of said section. The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person may be entitled. BAYS' obligation to provide indemnification under these bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by BAYS or any other person.

12. Conflict of Interest

BAYS shall maintain a Conflict of Interest Policy. All BAYS Directors, officers, and employees must comply with the BAYS Conflict of Interest Policy.

13. Suspension, Expulsion, and Removal of Members and Directors

Any BAYS Member may be suspended or expelled from BAYS, and any individual may be suspended or removed from his or her position as a BAYS Director or Officer, by a resolution passed by not less than two-thirds of Directors present and voting at a Board meeting with a quorum present. The officers of an organizational member, or of the organizational member whom the Director represents, who is facing such action shall be notified in writing of the intended action at least ten days in advance and may make a statement to the Board of Directors before the resolution is put to a vote.

The decision of the Board of Directors shall be binding.

All matters having to do with disciplinary actions, grievances, complaints, and appeals must follow the procedures as set forth by the BAYS bylaws, policies, rules, and procedures and to follow the procedures of our sanctioning body, the Massachusetts Youth Soccer Association. Those procedures can be found in the Massachusetts Youth Soccer Association website's section on guidance and governance.

14. Amendments to Articles of Organization, Bylaws, Playing Rules, and Policies

The BAYS Articles of Organization are filed with the Secretary of the Commonwealth of Massachusetts. Proposed changes shall be submitted in writing to the BAYS Secretary or President, who shall place the proposed amendments to the Articles of Organization on the agenda of the next Regular Board meeting. If the Board approves the proposed amendments by a two-thirds majority, then they shall be submitted to the members at the next Annual or Special General Meeting of the members with a recommendation for approval. Passage at that meeting must be by a vote of two thirds of all of the members (not just two-thirds of the members who vote).

Notice of such a meeting of the members and the details of the proposed amendment shall be sent to all member organizations at least one week before the meeting.

These Bylaws should represent the wishes of the BAYS Membership. Therefore, any new bylaws or changes to existing ones, whether proposed by a Board member or any other member of BAYS, shall be submitted in writing to the Secretary or President, who shall place the proposed amendments to the bylaws on the agenda of the next Regular Board meeting. If the Board approves the proposed bylaw amendments, provided they do not contravene the Articles of Organization, they shall take effect immediately but shall be submitted for confirmation, with a recommendation for approval, to the members at the next Annual or Special General Meeting of the members.

Notice of such a meeting of the members and the details of the proposed amendment shall be sent to all member organizations at least one week before the meeting.

The Board of Directors may from time to time approve at a Regular Meeting, by a majority of those present and voting, playing rules, policies, and procedures which, provided they do not contravene the BAYS Articles of Organization and these BAYS Bylaws, shall be binding upon all BAYS Members, member representatives, and Directors.

Adopted by the Members at a meeting held on: November 8, 2023

As approved at the League Charter Meeting and amended at the General League Meeting of January 1971, and at additional General League Meetings of:

October 1973, April 1981, January 1982, October 1982, January 1983, October 1983, October 1984, October 1985, April 1987, October 1987, February 1988, October 1989, February 1990, February 1991, February 1996, August 1997, February 1998, June 1999, June 2000, February 2001, March 2008, March 2009, August 2020, November 2020, November 2021, November 2022 and November 2023.