

BROOKLINE HOLLIS YOUTH SOCCER LEAGUE ORGANIZATION BY-LAWS

ARTICLE I – NAME AND OFFICES

- 1.1 The name of this soccer club shall be the Brookline Hollis Youth Soccer League, also known as BHYSL. The principal office of the league shall be in the State of New Hampshire.
- 1.2 Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.
 - 1.21 The BHYSL shall not directly or indirectly participate or intervene in any way (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate, nor attempt to influence legislation.
 - 1.22 The BHYSL name or the names of any board members in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the Brookline Hollis Youth Soccer League.
- 1.3 No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization. Dissolution can only be completed by a two-thirds majority vote at an Annual Meeting.
- 1.4 In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to one or more New Hampshire organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, as selected by affirmative vote of a majority of voting members present.

ARTICLE II – PURPOSE

- 2.1 BHYSL is an independent, volunteer, non-profit corporation providing for the education of recreational soccer players in the Brookline-Hollis community. It was founded in 1992 and has grown to a player membership of over 600. The towns of Brookline and Hollis, and the school districts which serve the towns, provide the fields for the program. The spring season is typically played on Nichols Field in Hollis and the fall season at Brookline Ball Park. The purpose of the

BHYSL shall be to promote the development of soccer players, coaches and officials through training and recreational and competitive play by way of its many volunteers.

ARTICLE III – RECORD KEEPING

- 3.1 There shall be kept, at a location designated by the Board of Directors, records of membership and complete accounts of the activities and transactions of the BHYSL. These shall include, but are not limited to: Meeting minutes, a copy of its By-Laws and any associated amendments.
- 3.2 Any Board member shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes and records of members.

ARTICLE IV – JURISDICTION AND MEMBERSHIP

- 4.1 The BHYSL will be open to participants who reside within Brookline and Hollis, regardless of race, creed, gender or financial ability to participate. Non-resident exceptions may be made at the discretion of the Board when capacity allows.
- 4.2 There shall be two classes of Membership, voting and non-voting. Voting members shall be members of the Board of Directors, and the parents of players registered in the league in any given year, upon receipt of the registration fee, each of whom is allowed one vote. Non-Voting members shall be any person serving in the capacity of coach, assistant coach, referee or other volunteer who does not have a child enrolled in the league.
- 4.3 Members whose actions are judged to be damaging to the BHYSL may have their membership rights and all other association with the league terminated by a two-thirds majority vote of the Board of Directors at any regular or special meeting.
- 4.4 The eligible ages for membership will be based on the age of the participant as of January 1st of that calendar year, or will conform to any other date that may be set by the Board of the BHYSL at the start of the season. The age grouping for the calendar year will be determined by the Board based on the number of participants registered in each age range.

ARTICLE V – MEETINGS

- 5.1 An annual meeting of the BHYSL shall be held each year at a convenient time and place as determined by the Board of Directors.
- 5.2 Notice shall be published in the news media not less than two weeks prior to meeting date.
- 5.3 A quorum shall consist of the number of voting members present at the time of a meeting that has been properly called. A simple majority of the voting membership present at any meeting, properly called, shall be sufficient to conduct the transaction of any business.
- 5.4 Special meetings may be called, if deemed necessary by the Board of Directors, at such time and place as the President, with the approval of the Board of Directors, may designate.

ARTICLE VI – BOARD OF DIRECTORS

- 6.1 The general management of all affairs of the BHYSL shall be vested in the Board of Directors, also known as “the Board”. The Board shall be comprised of the following elected members, with the following duties:
- President
 - Shall be the Chief Executive Officer of the BHYSL
 - Shall preside over all meetings of the Board and general membership
 - Upon vacancy, shall appoint new members with approval of the Board
 - Shall perform other duties, as assigned
 - Vice President
 - Shall perform the duties of the President, if required
 - Shall perform other duties, as assigned
 - Treasurer
 - Shall collect, receive, disperse and record all BHYSL funds
 - Shall keep full and accurate accounts of receipt and disbursements
 - Shall deposit all monies in the name of the BHYSL and shall be authorized to sign checks
 - Shall render to the Board an account of all transactions
 - Shall perform other duties, as assigned
 - Secretary
 - Shall take the minutes of the Board and maintain a log of the same
 - Shall give notice of all meetings
 - Shall perform other duties, as assigned
 - Event Coordinator
 - Shall coordinate all league events (ie. Photo Day, Appreciation day)
 - Shall perform other duties, as assigned

- Referee Coordinator
 - Shall be responsible for assignment of referees for all league and interleague play
 - Shall perform other duties, as assigned

The number of Board members may be increased or decreased from time to time by election in accordance with these By-Laws, but shall never be less than 3.

- 6.2** Election of officers shall be determined by the highest number of votes received from voting members present. Elections shall be held at the annual meeting of the BHYSL and newly elected officers will officially assume their respective duties at the beginning of the subsequent season but will participate in all Board activities until that time.
- 6.2.1 Advisors to the Board may be appointed, by the Board, as necessary. These advisors are non-voting members of the Board.
- 6.3** Officer positions on the Board shall be limited to 2 year terms, however there are no term limits. In the event of sufficient volunteerism to allow for Director Level Board members, they will serve 1 year terms, with no term limits.
- 6.4** If a vacancy occurs in the Presidency, the Vice President shall assume the office until the term expires. In the event of a mid-term vacancy of any other role, the Board may fill that vacancy for the remainder of the term.
- 6.5** 3 BHYSL officers shall constitute a quorum. Proxy voting is not permitted at Board meetings.
- 6.6** The Board shall meet as often as deemed necessary by the Board of Directors, and shall appoint such rules consistent with the By-Laws as it may deem necessary to govern the BHYSL. The Board shall have final decision on all appointments made by the Directors, when applicable.
- 6.7** Removal of a Board member requires a unanimous vote by the full existing Board – not including the subject Board member.
- 6.7.1 Written notification of dismissal must be submitted to subject Board member.
- 6.7.2 Subject Board member has the right of written appeal within thirty (30) days of dismissal.

- 6.7.3 A new officer/director may be elected by the Board for the unexpired term of the officer/director removed from office at the same meeting at which such removal was voted, pending appeal.

ARTICLE VII – AMENDMENTS AND PARLIMENTARY PROCEDURE

- 7.1 These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a vote of the Board of Directors.
- 7.2 Proposed amendments of the By-Laws may be submitted by any voting member of the BHYSL, in writing to the Board of Directors, thirty (30) days prior to the annual meeting. The Board of Directors will notify members as to the proposed amendment.
- 7.3 The proposed amendment to the By-Laws will be valid by the assenting vote of a majority of the voting members of the BHYSL who cast their votes at the Annual Meeting and league elections.
- 7.4 Roberts' Rule of Orders, Revised, shall govern matters of parliamentary procedure at all meetings.

ARTICLE VIII – COMMITTEES

- 8.1 **Arbitration Committee:** The Arbitration Committee shall consist of the President, Vice President and at least three other members jointly selected by the President, Vice President and complaining party, whose duty it shall be to arbitrate and settle any problem relating to player placement, field assignments or other activities of the BHYSL.
- 8.1.1 There shall be special committees created as may be necessary or desirable at any time. The President shall, with the approval of the Board, appoint these committees from the membership.

ARTICLE IX – CONTRACTS, LEASES

- 9.1 No contract, lease, mortgage, deed, pledge or other instrument conveying or encumbering any of the BHYSL's property, or obligating the BHYSL in any manner, other than payments of any obligations for usual operating and maintenance expenses, shall be binding upon, or enforceable against, the BHYSL, unless it shall be in writing, executed by the President in the name of the BHYSL.

ARTICLE X – STANDING RULES

- 10.1** Standing rules may be adopted by a majority vote of the Board of Directors at any of their Board meetings. After they have been adopted, they cannot be modified or seconded/suspended during the current playing season without Board approval. No standing rule or resolution may be adopted that conflicts with these By-Laws.

ARTICLE XI – FISCAL YEAR

- 11.1** The BHYSL Fiscal Year shall run from July 1 – June 30.

ARTICLE XII – CONFLICTS OF INTEREST AND LIMITS OF LIABILITY

- 12.1** Each officer/director, prior to taking his or her position on the Board, and all present officers/directors shall submit, in writing, to the President of the Board, a list of all businesses, or other organization of which he is an officer, director, trustee, member, owner, shareholder, employee or agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the officer/director would have conflicting interests. The President of the Board shall become familiar with the statements of all officers/directors in order to guide his or her conduct should a conflict arise.
- 12.2** At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected officer/director shall make known the potential conflict, whether disclosed by his/her written statement or not, and after answering any questions that may be asked of him/her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected officer/director, nor any other officer/director with a pecuniary benefit with the corporation, shall vote on it.
- 12.3** The Board will comply with all the requirements of New Hampshire law where conflicts of interest are involved, including but not limited to, the requirements of a two-thirds vote where the financial benefit to the Director or Trustee is between \$500 and \$5,000 in a fiscal year and to the requirement of a two thirds vote and publication in the required news media where the financial benefit exceeds \$5,000 in a fiscal year. The New Hampshire statutory requirements are incorporated into and made a part of this conflict policy.
- 12.4** To the fullest extent permitted by law, no member of this organization shall be personally liable to the organization for monetary damages for breach of any duty owed to the organization. A member may be help personally liable for (i) breaches of duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or (iii) a transaction from which the member derives an improper personal benefit.