



## **Constitution and Bylaws**

**United Soccer of Auburn. Inc.**

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### **Board of Directors**

- **President**
- **Vice President**
- **Treasurer**
- **Secretary**
- **Director of Programs**
- **Boys Travel Coordinator (U10 and above)**
- **Girls Travel Coordinator (U10 and above)**
- **U4-U6 Coordinator**
- **U8 Coordinator**
- **The Outreach Program for Soccer (TOPS) Coordinator**
- **Registrar**
- **Field Coordinator**
- **Equipment Manager**
- **Director of Development**
- **Sponsorship & Fundraising Director**

### **Other Staff - Non-Voting**

- **Immediate Past President**
- **Chairperson Grievance Committee**
- **Chairperson Appeals Committee**
- **Chairperson Rules Committee**

## SECTION 100 - CONSTITUTION AND BYLAWS

### Preamble

**NAME** - The name of this Corporation shall be the UNITED SOCCER OF AUBURN, INC. Its initials are USA.

**PURPOSE** - Its purpose is to promote and enhance the game of soccer for the youth of Auburn. USA is affiliated with and complies with the authority of the Massachusetts Youth Soccer Association (MYSA) and United States Youth Soccer (USYSA).

**CORPORATION** - The Corporation shall perform this purpose according to the laws of the Commonwealth of Massachusetts for a charitable Corporation, organized under Chapter 180.

**CORPORATE RECORDS** - The Constitution and Bylaws, records of Board Meetings, records of General Meetings, and the Corporation's Membership records shall be kept by the Secretary. They shall be available at all reasonable times for inspection by any Member of the Corporation for any proper purpose.

**ARTICLES OF ORGANIZATION** - All references in this Constitution and Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

### ***Section 100. Federation Dominance***

United States Youth Soccer (USYSA) articles of incorporation, bylaws, policies and requirements take precedence over and supersede the governing documents and decisions of the Massachusetts Youth Soccer Association, Incorporated (MYSA) and its Members to the extent applicable under Massachusetts law. MYSA and its Members will abide by the USYSA articles of incorporation, bylaws, policies and requirements.

USA will not join or affiliate with any Organization that has requirements that conflict with MYSA's or USYSA's articles of incorporation, bylaws, policies and requirements.

### ***Section 101. Reserved***

### ***Section 102. Submission of Documents***

USA will annually submit a list of its Board Members and a copy of its current Constitution, Bylaws and other rules to MYSA. This should be done by the Secretary within 30 days of the elections.

### ***Section 103. Audit***

MYSA may review USA's Constitution, Bylaws and other rules to determine compliance with MYSA and USYSA requirements.

**Section 104. MYSA Registration**

All USA registered players, coaches, teams and administrators will be registered annually with MYSA.

**Section 105. Definitions**

1. Executive Board – President, Vice President, Treasurer and Secretary
2. Board of Directors (BOD) – All elected USA Board positions
3. Members/Voting Members – Persons eligible to vote at corporate meetings as outlined in Section 110.
4. Delegates – BOD and eligible voting members actually present and/or participating at a given corporate meeting
5. Seasons
  - 1 Spring season is considered January 1 – June 30
  - 1 Fall season is considered July 1 – December 31

**Sections 106 - 109. [Reserved]****SECTIONS 110 - 119: MEMBERSHIP****Section 110. Voting Membership**

The Voting Membership of the Corporation shall include all Board Members and two coaches from each team competing in the current season and one playing season prior, maximum two votes per team.

1. An individual who serves multiple roles has only one total vote.
2. For purposes of membership, the Spring season is defined from February 1st -July 31st, and the Fall season is defined from August 1st - January 31st.
3. When a team has more than two coaches, the Coordinator shall resolve which two have voting membership status.
4. It is the responsibility of the Secretary to maintain a current membership list.
5. Seasons; Spring season is considered January 1 – June 30, Fall season is considered July 1 – December 31

**Section 111. Disciplinary Action**

1. Disciplinary action against anyone associated with United Soccer of Auburn may be taken by the Grievance Committee, or by the Executive Board subject to 111§6.
2. The process is initiated when a Board Member receives a written and signed complaint. It is permissible for a Board Member to author the complaint. Electronic message is acceptable as long as the author of the message is identifiable in the communication. Anonymous complaints will be reviewed, but action may not be possible without corroborating evidence.
3. The complaint is given to any member of the Executive Board who in turn gives it to the Grievance Committee Chairperson.



4. If no rule was broken or no misconduct occurred, even if the allegations proved true, the Chairperson may dismiss the case by notifying the President and Author in writing.
5. If there is just cause, the Chairperson should schedule a disciplinary hearing with the Subject as soon as practical.
6. The Executive Board may take immediate disciplinary action in cases deemed to be urgent and/or potentially harmful to players, coaches, parents, spectators, Board members, or United Soccer of Auburn. Such action may be in response to observation by a board member of the offending behavior, or to a verbal or written complaint. Such action taken by the Executive Board must be detailed in writing and communicated to the person against whom disciplinary action is taken within 24 hours of the action. The written complaint must be submitted to the Grievance Committee Chairperson within 48 hours of an incident. The Grievance Chairperson should then proceed with the grievance process as outlined in Section 111§1-5.
7. Any disciplinary action taken against a United Soccer of Auburn coach, board member, parent, spectator or associate by affiliate organizations – Midland Area Youth Soccer (MAYS), Massachusetts Youth Soccer, or US Youth Soccer – will be matched by United Soccer of Auburn without additional consideration by the United Soccer of Auburn Board of Directors, Grievance Committee or Appeals Committee.
8. Decisions by the Grievance Committee may be appealed to the Appeals Committee within five (5) business days of the Grievance Committee notifying the Author and Subject of its finding.

***Sections 112 - 119. [Reserved]***

## SECTIONS 120 - 129: CORPORATE MEETINGS

### ***Section 120. Annual General Meeting***

1. The Annual General Meeting (AGM) will be held in November to hear the reports of the Board of Directors and Program Managers, review the Corporation's financial reports and to conduct other Corporation business as is deemed necessary.
2. No change in the date of the AGM may be made within fourteen (14) days of the specified date unless approved at a Board of Directors meeting by a 2/3 majority.

### ***Section 121. Special Corporate Meeting***

1. A Special Corporate Meeting shall be hold on the second Sunday in June.
2. A Special Corporate Meeting may be held in the absence of the AGM for the purpose of transacting business required at the AGM or for any other purpose.
3. Special Corporate Meetings may be called at any time by the President or four (4) BOD Members.
4. Special Corporate Meetings may also be called upon written application to the Secretary/Clerk by at least twenty (20) Members.

### ***Section 122. Notice of Meetings***

Written notice of every meeting of the Corporation shall be sent to each known voting Member at the address of record. Notices shall be sent by 1st class mail or email and shall be sent out at least 14 days prior to, the AGM and at least 7 days before a Special Corporate Meeting. The notice shall state the agenda, the place, the date, and hour of the meeting. There shall be at least two corporate meetings per year including the AGM.

### ***Section 123. Reserved***

### ***Section 124. Delegates by Proxy***

Proxy votes are not allowed.

### ***Section 125. Quorum***

Twenty (20) voting Members, at least three (3) of whom are Corporate Directors, must be present to constitute a quorum for the transaction of any and all business at any Corporate Meeting.

***Section 126. Voting***

Each Member shall have only one (1) vote. Members of the BOD have one (1) vote. Voting shall be based on one person, one vote. The President only votes in case of a tie.

***Section 127. Action at Meetings***

A majority vote shall be sufficient to decide any and all matters except when specified by Law, the Articles of Organization, or by the Constitution and Bylaws.

***Section 128. Action by Consent***

Action may be taken by consent without a Corporate Meeting. Two-thirds of members must agree in writing (email permissible). Such consent constitutes as a vote at a meeting and is filed with the records of USA.

***Section 129. Meeting Procedure***

Matters of procedure will be decided based on the current version of Robert's Rules of Order. The President will appoint a Parliamentarian to referee all matters of procedure.

**SECTIONS 130 - 139: BOARD OF DIRECTORS*****Section 130. Board of Directors***

The Board of Directors (BOD) of the Corporation shall consist of the following elected officers:

- President
- Vice President
- Treasurer
- Secretary
- Director of Programs
- Boys Travel Coordinator (U10 and above)
- Girls Travel Coordinator (U10 and above)
- U4-U6 Coordinator (U4/U5/U6)
- U8 Coordinator (U8)
- The Outreach Program for Soccer (TOPS) Coordinator
- Registrar
- Field Coordinator
- Equipment Manager
- Director of Development
- Sponsorship & Fundraising Director



**Section 131. Powers, Functions and Actions**

1. The business of the Corporation shall be managed by a Board of Directors (BOD) who exercise all powers of the Corporation, except as otherwise provided by Law, the Articles of Organization, or the Constitution and Bylaws.
2. The Board of Directors shall maintain a United Soccer of Auburn Policy manual that will include the procedures required to maintain effective operation of the organization as well as all league policies pertaining to players, coaches, volunteers, parents and other affiliated persons, not otherwise detailed in these bylaws.
  - a. The Manual shall also contain any “home rule” policies where USA may deviate from affiliated organization (MAYS, Mass Youth Soccer, or US Youth Soccer) guidelines, to the extent allowed under the rules of those organizations.

**Section 132. Executive Committee of the Board of Directors**

1. The Executive Committee of the Board of Directors shall consist of the President, Vice President, the Secretary and Treasurer.
2. A quorum of two is required to for this committee to act.
3. This committee is established specifically to deal with oversight, negotiate contractual arrangements, move funds between or within investment accounts and to make emergency decisions on behalf of the association when convening of a Board of Directors Meeting is neither possible nor practical.
4. The decisions of the Executive Committee are subject to the review and approval of the full Board of Directors at its next scheduled meeting.

**Section 133. Nomination and Election of BOD**

1. Nominations for BOD positions will be accepted beginning sixty (60) days prior to the Corporate meeting at which that position is elected. This will be approximately November 15 for Annual General Meeting (AGM) and June 15 for Spring Corporate Meeting.
2. Individuals may be nominated by any BOD member or voting Member or may self-nominate. All nominations must be submitted to the Secretary no later than 14 days before the corporate meeting at which the position is scheduled to be elected.
3. Nominees will have an opportunity to speak to the Members at the opening of the AGM or spring corporate meeting when the respective election takes place.
4. The Board of Directors will be elected according to the schedule and order provided below.

***Fall Annual General Meeting (November)***

<b>Odd Years</b>	<b>Even Years</b>
President Secretary Director of Development Sponsorship & Fundraising Director Field Coordinator	Vice President Treasurer Registrar Equipment Manager

***Spring Corporate Meeting (June)***

<b>Odd Years</b>	<b>Even Years</b>
Boys' Travel Coordinator U4-U6 Coordinator TOPS Coordinator	Girls' Travel Coordinator U8 Coordinator Director of Programs

Election will be made by written ballot. The Secretary will ensure the accuracy of ballots and verify the eligibility of anyone seeking to cast a ballot.

***Section 134. Qualifications***

Persons in good standing with USA and MYSA are eligible. In the event there is a vacancy, a person may act in more than one position, but Executive Committee positions shall be held by different people.

***Section 135. Tenure***

1. The term for all officers BOD positions is two years.
2. Any Director may resign by giving a written resignation to the BOD or to the Secretary/Clerk. Resignations are effective upon receipt unless otherwise specified and accepted by the BOD.
3. In the event that a director should miss three (3) consecutive meetings, the remaining majority Members of the Board may declare his/her position vacant.

***Section 136. Vacancies***

1. Any officer vacancy may be filled by the BOD until the time of the next Annual General Meeting or Spring Corporate meeting at which time the position shall be filled by election.

***Section 137. Recall and Reprimand***

1. An Officer can be recalled for reasonable cause by due process and a 2/3 vote of the corporate Membership in attendance at a regularly scheduled or Special Corporate Meeting.
  - a. A petition for recall signed by at least twenty (20) voting Delegates must be presented to the Secretary/Clerk. He/She shall then call a Special Corporate Meeting if needed to deal with the recall matter.
2. An officer can be reprimanded for reasonable cause including, but not limited to nonperformance of duties and/or conduct improper or inappropriate to their position.
  - a. A reprimand can be given after due process and a 2/3 vote of the BOD at a regular or special BOD meeting.
  - b. A petition for reprimand must be signed by at least four voting Members of the BOD.
  - c. The results of any reprimand hearing will be communicated to the corporate Membership.
  - d. In the event that the officer in reprimand does not comply with the results of the hearing, they shall be suspended from their duties and their position shall be considered vacant.
3. Note the process outlined in section 111, disciplinary action, should be used for grievances against coaches, regardless of whether the coach happens to be a Board Member.

***Section 138-139 [Reserved]***

## SECTIONS 140 - 154: DUTIES OF DIRECTORS

### ***Section 140. President***

The President is the Chief Executive Officer of the Corporation, and, subject to the direction of the BOD, shall have general supervision and control of its business. He/She shall ensure that all orders and resolutions of the BOD and mandates voted by the general Membership at the AGM are carried out. He/She shall preside, when present, at all meetings of the Corporation and the BOD. The president shall be the principal contact with Leagues and MYSA.

### ***Section 140a. Immediate Past President***

1. The Immediate Past President shall be a member of the Board of Directors and may also be elected and serve in any other position after his/her term as President.
2. In the event that the positions of President and Vice President are both vacant, the Immediate Past President shall assume the leadership of United Soccer of Auburn until such time as a General Meeting of the membership shall elect a new President and/or Vice President.
3. The Immediate Past President shall have such duties as may be assigned to him/her from time to time by the President or by vote of a General Meeting.
4. The Immediate Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the organization. The Immediate Past President supports the president and the president-elect on an as-needed basis.
5. The term of the sitting Immediate Past President shall continue only so long as his/her immediate successor occupies the position of President.

### ***Section 141. Vice President***

6. In the absence of the President, the Vice President shall be vested with all of the powers and perform all of the duties of the President.
7. In case of disability, resignation, or other long-term absence of the President, the Vice President shall assume all presidential duties until the next AGM or any Special Meeting called for the election of a new President.
8. The Vice President, when directed by the President or BOD, shall be responsible for public relations activities of USA in addition to any other special assignments, which from time to time, may be given by the President or the BOD.

### ***Section 142. Treasurer***

1. The Treasurer, subject to the direction of the BOD, has general charge of the financial affairs of the Corporation.
2. He/She shall have custody of all funds, securities, and valuable documents of the Corporation and shall perform all the duties incident to the office of the Treasurer.
3. The Treasurer shall be chairperson of the Budget Committee.

**Section 143. Secretary/Clerk**

1. The Secretary/Clerk is the Clerk of the BOD and acts as Clerk at all meetings of the Corporation.
2. He/She keep all the records of the Corporation and perform all duties incident to the office of Clerk and have such duties and powers as from time to time may be delegated by the BOD or by the AGM.
3. He/She are empowered to publish and distribute any and all publications of the Corporation.
4. He/She shall cause a determination of needs for a smooth transaction of business for all Corporate officers and events.

**Section 144. Director of Development**

The Director of Development shall be responsible for arranging programs for the training of players, coaches and referees.

**Section 145. Director of Programs**

The Director of Programs shall be responsible for:

1. Organizing player evaluations for traveling teams prior to team selections for the subsequent season. U16 and above may be excluded at the Director's discretion.
2. Overseeing the age group coordinators to establish consistency across the programs.
3. Serve as Grievance Committee Chairperson
4. Official CORI representative to Mass Youth Soccer

**Section 146. Boys Coordinator (U10 and above)**

1. Responsible for coordinating all aspects of the Boys Program, including organization of team rostering, participation in coaching selections, and player evaluations, subject to Board approval.
2. Acts as conduit for information between the Board and Coaches.
3. The Coordinator may appoint assistants to help coordinate individual age groups.

**Section 147. Girls Coordinator (U10 and above)**

1. Responsible for coordinating all aspects of the Girls Program including organization of team rostering, participation in coaching selections and player evaluations, subject to Board approval.
2. Acts as conduit for information between the Board and Coaches.
3. The Coordinator may appoint assistants to help coordinate individual age groups.

**Section 148. U4-U6 Coordinator (U4/U5/U6)**

1. Responsible for coordinating all aspects of the U4, U5 and U6 Programs including coach selections, equitable team selections, game and practice scheduling, subject to Board approval.
2. The Coordinator may appoint assistants to help coordinate individual age groups.

#### ***Section 149. U8 Coordinator***

1. Responsible for coordinating all aspects of the U8 Boys and Girls Programs including coach selections, equitable team selections, game and practice scheduling, subject to Board approval.
2. U8 Coordinator is also responsible for maintaining a list of available, scheduling these referees for U8 and below games and working with the Treasurer to establish a payment process.
3. The Coordinator may appoint assistants to help with the age group.

#### ***Section 150. The Outreach Program for Soccer (TOPS) Coordinator***

1. Responsible for coordinating all aspects of the TOPS Programs including coach selections and practice scheduling, subject to Board approval.
2. The Coordinator may appoint assistants to help with the program.

#### ***Section 151. Registrar***

1. Responsible for organizing seasonal registrations, maintaining a USA database and providing necessary paperwork/documentation to MYSA and Leagues in which USA plays.
2. The Registrar may appoint an assistant registrar to help with the workload.

#### ***Section 152. Field Coordinator***

1. Responsible for obtaining field permits, interfacing with the Parks Department, High School, Middle School, and Recreation and Culture Department, lining fields and working with the equipment manager to ensure that USA has sufficient field equipment.
2. The Field Coordinator may appoint multiple assistants to help with the workload.

#### ***Section 153. Sponsorship & Fundraising Coordinator***

1. Responsible for establishing and coordinating team sponsors and fundraising efforts to keep USA affordable.
2. The Coordinator may appoint multiple assistants to help with the workload.

#### ***Section 154. Equipment Manager***

1. Responsible for ordering and managing equipment and uniforms.
2. The Coordinator may appoint multiple assistants to help with the workload.

## **SECTIONS 155 - 164: Standing Committees**

### ***Section 155. Committees***

1. USA shall have a Budget Chairperson, a Rules and Regulations Chairperson, a Grievance Chairperson and an Appeals Chairperson.
2. Appointed committee members shall have a one-year renewable term. They are appointed by the President and must be approved by the BOD.
3. Appointed Committee members need not be USA Members.
4. The BOD may establish other Standing Committees which are formed by a majority vote of the BOD and are responsible to the BOD. These Standing Committees shall develop and administer programs within their charter.

### ***Section 156. Budget Committee***

1. USA shall have a budget committee chaired by the current treasurer.
2. The committee shall be comprised of the Director of Development, Equipment Manager, and up to two (2) additional members.
3. Budget Committee members must be voting members within USA, and members in good standing.
4. The Budget Committee reviews budgets and combines them into an operating budget for the Corporation for presentation to the BOD.
5. The BOD is responsible for fiscal decisions and the budget committee should provide guidance to the BOD in fiscal matters.

### ***Section 157. Rules and Regulations Committee***

1. The President, with the approval of the BOD, shall appoint a Chairperson of the Rules and Regulations Committee.
2. The Chairperson is responsible for assembling a committee of from two to four Members, to be approved by the BOD. This Committee shall be responsible for assembling and maintaining a document of USA rules.
3. The Rules and Regulations Committee reviews all proposals involving any amendments to the Constitution and Bylaws. They shall give due and careful consideration to same and will submit such proposals to a Corporate meeting along with their recommendations.

***Section 158. Grievance Committee***

1. The Grievance Committee is responsible for hearing and acting on grievances as outlined in Section 111, Disciplinary Action.
2. The Director of Programs will serve as the Committee Chairperson
3. Should a Grievance arise, the Chairperson, with the approval of the BOD, shall appoint four committee members.
4. A minimum of three committee members, one of whom may be the chairperson, must participate in any disciplinary hearing.
5. No sitting member on the Appeals Committee may be on the Grievance Committee.
6. This Committee has broad powers in reconciling grievances and differences that arise, and for dealing with rules violations.

***Section 159. Appeals Committee***

1. The President, with the approval of the BOD, shall appoint an Appeals Committee Chairperson
2. Should an appeal arise, the Chair shall appoint four Members.
3. The responsibilities of the Appeals Committee shall be to hear and act upon all appeals and that are made to USA.
4. When an outcome of the Grievance Committee is appealed, the Appeals Committee is responsible for reviewing the process.

***Section 160. Good Standing***

In all cases, volunteers in any capacity within United Soccer of Auburn must be in good standing with the organization and all affiliate/parent organizations

***Sections 161 - 164. [Reserved]***



## SECTIONS 165 - 174: REGULAR BOARD MEETINGS

### ***Section 165. Regular BOD Meetings***

The BOD shall hold meetings at least ten of the twelve months

### ***Section 166. Special BOD Meetings***

The BOD may hold Special BOD Meetings as they deem necessary. Special Meetings may be called by the Secretary/Clerk whenever requested by the President, or by three (3) or more Directors.

### ***Section 167. Notice of Meetings***

- A written notice of every meeting of the BOD shall be sent to each director at least seven (7) days before such meeting.
- The notice shall state the agenda, the place, the date, and hour of the meeting.
- E-mail is the preferred method of communication.
- Announcement of intent to hold a future meeting given at a prior meeting of the BOD fulfills all the requirements of notification.

### ***Section 168. Quorum***

Seven (7) directors constitute a quorum for the transaction of business at any meeting of the BOD.

### ***Section 169. Action at Meetings***

1. Matters shall be decided by a vote of the majority present unless a different vote is specified by Law, by the Articles of Organization, or by the Constitution and Bylaws.
2. Each Member of the BOD has only one vote regardless of the number of offices they hold.
3. The President only votes to break a tie.

### ***Section 170. Action by Consent***

1. The BOD may take action on any matter not covered by the Constitution and Bylaws without a meeting if a written consent (email permissible) thereto is signed by two-thirds of Directors entitled to vote and filed with the records of the BOD meetings.
2. Such consent shall be treated for all purposes as a vote at a meeting.

### ***Sections 171 - 174. [Reserved]***

## **SECTIONS 175: POST OFFICE BOX**

USA shall maintain a post office box for correspondence.

***Sections 176 - 184. [Reserved]***

## **SECTIONS 185 -194: FINANCIAL AND RISK MANAGEMENT ISSUES**

### ***Section 185. Financial Policy***

USA is a 501c3 recognized non-profit Corporation. USA shall conduct its business affairs so as to maintain its tax-exempt status under the Internal Revenue Code. The BOD is responsible for fiscal matters of USA.

### ***Section 186. Fiscal Year***

The fiscal year of the Corporation shall be January 1st to December 31st.

### ***Section 187. Bonding***

The President and Treasurer shall have check writing privileges and shall be bonded for the faithful performance of their duties in such amount and with such sureties as the Directors determine.

### ***Section 188. Personal Liability***

Members and Directors of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgement or decree, or of any money that may otherwise become due or payable to them from the corporation.

### ***Section 189. Indemnification and Insurance***

Officers shall be insured against liability for an amount deemed appropriate by the BOD.

***Sections 190 - 194. [Reserved]***

## **SECTIONS 195 - 199: AMENDMENTS TO CONSTITUTION AND BYLAWS**

### ***Section 195. Amendment Procedure***

The Constitution and Bylaws may be altered, amended, or repealed, by a vote of two-thirds (2/3) majority of those present at any Corporate Meeting. Any proposed changes to the Constitution must be presented in writing to the Secretary/Clerk at least 30 days prior to the date of the Corporate Meeting.

This Constitution and Bylaws are approved as last amended by the Corporation on 18-Nov-2018.