

BY-LAWS of the WINCHESTER SOCCER CLUB

AMENDED and APPROVED on 2/15/2012 from 3/20/2008 version

ARTICLE I

NAME, SEAL, OFFICES and GENDER REFERENCE

1. Name

The name of this Corporation is the Winchester Soccer Club, Inc. (hereinafter, the “Club” or “WSC”).

2. Purpose

The purpose of the Club is to administer and organize the game of soccer for its members, to actively participate in or collaborate with organizations that have similar objectives, and to promote, develop, and enhance the game of soccer within Winchester.

3. Offices

The principal office of the Club shall be at P.O. Box 421, Winchester, Massachusetts, 01890. The Club may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Club may require.

4. Seal

The seal of the Club shall bear the name of the Club and the date of incorporation. The seal may be altered or modified by vote of a majority of the Board of Directors.

5. Gender Reference

All references in these BY-LAWS to the pronoun he shall be interpreted to be a person of either gender.

6. Player Placement

The WSC Board of Directors advocates placements/tryouts for travel teams to be conducted once yearly in a fair and independent manner. The Club's goal is to place players on a team consisting of players with similar skill levels, following skills assessment and coach evaluation. Movement of players to different teams is not uncommon and is based on the player's soccer skill development as assessed by the placement/tryout process and coaches evaluations. The Standing Placement Committee oversees and administers the tryouts for all applicable age groups and recommends placements to the appropriate Age Group Coordinators (AGC's) based on on-field tryouts and coaches evaluations.

ARTICLE II

MEMBERS AND MEETINGS OF MEMBERS

1. Membership Eligibility

Membership shall be open to any and all persons over the age of eighteen (18) who are residents of the Town of Winchester, or who are a parent or guardian (one from each family) having a player or players under the age of eighteen (18) who attend an educational school (public or private) in the Town of Winchester, or who are a parent or guardian of a player or players under the age of eighteen (18) who are residents of Winchester but attend an educational school (public or private) outside of the town of Winchester. For the purpose of determining eligibility for membership in the Club, "players" shall mean individuals who play, or have played on a Club sponsored team for at least one season (Fall or Spring) during the current Club year, except for exceptions as noted elsewhere in the By-Laws. For the purpose of determining eligibility for membership, the current Club year shall be concurrent with the Winchester public school system academic "year" (from September 1 to August 31) and, as such, includes the Fall season and/or the following Spring season.

Sachems FC: Sachems FC is a program of the Winchester Soccer Club, as set forth in Article XIII, and shall be governed by the By-Laws of the Winchester Soccer Club and shall be subject to the oversight of the WSC Board of Directors. Parents or guardians of Sachems FC players who are not Winchester residents and who do not attend a Winchester educational school are not eligible for membership in the Club.

2. Rights of Members

The right of a member to vote and all his right, title and interest in or to the Club shall cease on the termination of his membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the Club.

3. Voting Members

Voting members shall consist of the following: (i) Directors & Officers of the Club, (ii) one parent or guardian from each family having an eligible player or players (who have registered and paid in full the appropriate fees for at least one season during the current Club year), (iii) all volunteer coaches and assistant coaches of Club Sandlot and Travel teams sponsored by the Club during the current Club year, and (iv) all coaches of Winchester public school soccer teams. In addition, the following town employees shall be considered voting members: (i) Recreation Department Director, (ii) Town Manager, and (iii) Director of the Winchester Department of Public Works. Non-resident parents or guardians of Sachems FC players are not eligible for membership in the Club and, as such, may not vote, unless the parent or guardian has a player enrolled in a Winchester school (public or private) during the current Club year.

At every meeting of Club members, each voting member of the Club shall be entitled to vote and must do so in person. Each voting member of the Club shall be entitled to one vote, and in no event shall there be more than one vote per member family. The vote for Directors and, upon the demand of any voting member, the vote upon any question before the meeting shall be by ballot, if requested. Otherwise, the votes shall be tallied by a simple count of votes. All elections shall be had and all questions decided by a majority vote of the eligible voting members who are present in person, subject to quorum as defined below.

The Secretary shall keep a list of all current voting members in good standing to be voting members of the Club. The Secretary, or in the Secretary's absence, another Board member appointed by the President, shall conduct the voting in accordance with the By-Laws. Inactive members shall be removed from the voting list prior to the Annual Meeting. Members who have been suspended or removed from the Club forfeit all voting rights immediately upon removal. Board members suspended or removed from the Club forfeit any and all voting rights that accompany said board position.

4. Annual meetings

The annual meeting of the members of the Club shall be held in January of each year. The Board of Directors shall be elected at the annual meeting. The newly elected Board of Directors shall take office beginning with the next monthly meeting in February, or thereafter by approval of the Board.

5. Nomination of new Board members:

The annual slate of Board nominees shall be determined by the following processes:

- 1) The nominating committee shall present a list of nominees for open Board positions at the November meeting for approval of the Board. The approved list of nominations will be posted to the Club website no later than two (2) weeks following the November meeting.

2) Nominations of interested parties for open Board positions, to be voted on at the annual meeting, must be received in writing by the current Board Secretary, or acting Secretary, at least four (4) weeks prior to the annual meeting. To be considered for the Board, a person must provide a petition signed by 25 voting members in good standing, as defined in Article II Section 3, supporting that person's nomination. A maximum of one voting member per family may sign said petition. An updated list of nominees, to include any valid nominees proposed by members, shall be posted to the Club website no later than two weeks prior to the annual meeting.

6. Notice of annual meetings

Notice of the time, place and purpose(s) of the annual meeting shall be published on the WSC website and in the Winchester Star or other local newspaper. A minimum of two (2) weeks' notice is required prior to the date of the annual meeting.

7. Special meeting of the membership

Special Meetings of the members, other than those regulated by statute, may be called as follows:

- a. at any time by a minimum vote of 1/3 of all the Directors,
- b. upon receipt of the written request of fifty (50) voting members of the Club who are in good standing.

8. Notice of special meetings

Notice of a Special meeting stating the time, place and purpose(s) thereof shall be published on the Club's website and via an email broadcast to the current membership. A minimum of two (2) weeks' notice is required prior to the date of any Special Meeting.

9. Quorum

The number of voting Members or Directors present at any meeting and required to constitute a Quorum varies based on the type of meeting, and shall be defined as follows:

Special Meetings of Members: At a special meeting of members of the Club the presence of 20% of the voting members shall be necessary to constitute a Quorum for all purposes except as otherwise provided by law, and the act of the majority of the members present at any meeting at which there is a Quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws.

Annual meeting: A Quorum shall be 30 voting members if there are contested positions. If there are no contested positions, 15 votes shall constitute a quorum.

Monthly Board Meetings: At all meetings of the Board of Directors, a majority (minimum of 51%) of the voting Directors shall be necessary and sufficient to constitute a Quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a Quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a Quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director. In the event that any Board Member(s) shall not be present at two consecutive meetings, the number of Board members used for the calculation of a Quorum shall be reduced by that number until those Board members attend another Board meeting.

10. Removal of Directors, Officers, or Members

Any Officer or Director may be removed from the Board of Directors by the affirmative vote of two-thirds of all Directors present at a special meeting of the Board of Directors called for that purpose, for one or more of the following reasons: (i) conduct detrimental to the interests of the Club, (ii) lack of sympathy with the Club's objectives, (iii) refusal to render reasonable assistance in carrying out the Club's purposes, or (iv) behavior antagonistic to the objectives of the Club. Any such Officer or Director 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.

ARTICLE III

OFFICERS and DIRECTORS

1. Election

The business and property of the Club shall be managed and controlled by a Board of Directors, who shall be elected annually by a majority vote of the voting members present at a duly called annual meeting. It is expected that each Board Member shall attend all monthly meetings, but at a minimum 75% of regularly scheduled monthly meetings during the Club year. Failure to attend the minimum number of meetings may constitute sufficient reason to consider exclusion of that board member from the next years' slate of nominees for the Board. Directors and Officers are required to notify the Secretary and keep him informed of their current mailing and email address.

2. Term of Office

All Officers and Directors shall serve a minimum term of one year or until the election and qualification of their successors. However, the President, Vice President, Secretary, Treasurer, Boys Commissioner, Girls Commissioner, and Sandlot Commissioner shall serve a term of two years. The one non-member of the Sachems FC Executive Committee shall serve a term of one year or until the appointment and qualification of their successor.

3. Number

The Board of Directors shall consist of up to twenty-five (25) Directors, each of whom shall hold a specific position as follows: (1) President, (2) Vice President, (3) Secretary, (4) Treasurer, (5) Registrar, (6) Girls Commissioner, (7) Assistant Girls Commissioner, (8) Boys Commissioner, (9) Assistant Boys Commissioner, (10) Sandlot Commissioner, (11) Assistant Sandlot Commissioner (12) Equipment Manager, (13) Fields Coordinator, (14) Assistant Fields/Equipment Coordinator, (15) Referee Coordinator, (16) Director of Coaching & Player Development, (17) Training Coordinator, (18) Communications Director, (19) Sportsmanship Committee Chairman, (20) Tournament Coordinator, (21) TOPS Coordinator, (22) BAYS League Representative, and (23-25) no more than three (3) at large Directors, one of whom shall serve as the at large "Assistant Fields Commissioner." If appointed, the remaining two "at large" Directors shall hold no specific office. A description of each Director's primary responsibilities and duties shall be set forth in Appendix A, which shall periodically be reviewed by the Board and modified, as necessary.

The Officers of the Club shall be the President, Vice President, Secretary, and Treasurer and such other Officers with such powers and duties not inconsistent with these By-Laws as may be appointed and determined by the Board of Directors. No person shall hold more than one Officer position at the same time.

4. Voting Status

Each Officer and Director of the Club shall be entitled to one vote, consistent with the requirements of Article II of these By-Laws.

5. Nomination/Election

The Nominating Committee of the Club must select a slate of Directors to include the name of the nominee Director and the specific Board position for which the nominee Director is a candidate. Such slate shall be presented to the Board at the November meeting to be presented to the Board at the November meeting. The Nominating Committee will also work with the current Sportsmanship Chairman to present, for approval at the Annual Meeting, an ongoing Sportsmanship Committee, including new members. The Nominating Committee shall consist of five (5) members in good standing in the Club and shall be proposed by the President and approved by vote of the Board.

If there is more than one candidate for any position, election will be by written ballot consistent with the requirements of Article II of these By-Laws.

6. Resignation

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

7. Vacancies

Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Club or until the election and qualification of his successor. Persons nominated to fill a vacant Board position shall be nominated by the Nominating Committee at any Regular Meeting of the Board, and shall be voted upon at a subsequent regular meeting. If approved by Board vote, the new Director shall assume the role of Director immediately.

8. Annual Meetings

Immediately after each annual election, the newly elected Directors may meet forthwith for the purpose of organization, and the transaction of business, and, if a Quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.

9. Special Meetings of the Directors

Special Meetings of the Board must be called by the President, or other Board member designated by the President, upon agreement of at least 1/3 of the voting Directors of the Board (rounded to the next higher integer).

10. Notice of Special Meetings of the Directors

Notice of Special Meetings of the Directors stating the time, place and purpose or purposes thereof shall be served personally or by mail, or email, upon each director, not less than five (5) nor more than forty (40) days before such meeting and, if mailed, such notice shall be directed to each such Director at his address as it appears on the books of the Club, unless he shall have filed with the Secretary of the Club a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request. Provided, however, that regular meetings of the Board of Directors may be held without notice of such time and place as shall be determined by the Board at a previous meeting. Any business of the Club may be transacted at any Directors meeting.

11. Chairman

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

12. Compensation

Directors shall not receive any stated salary for their services as such. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Club special compensation appropriate to the value of such services.

13. Powers

All the corporate powers, except such as 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 of Directors. The Board of Directors may by general resolution delegate to committees (consisting of Board members, Officers, members, or non-members of the Club approved by the Board), or to individuals (Board member, Officer, member, or non-members of the Club approved by the Board), or to Officers of the Club such powers as it may see fit.

The Board of Directors will establish policies of the Club 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.

14. Fiscal Year

The Fiscal Year of the Club shall run from November 1st through October 31st.

15. Annual Report

The Board of Directors shall present at the annual meeting of members a report, verified by the President and the Treasurer or by a majority of the Directors, showing in appropriate detail the following: (a) the assets and liabilities of the Club, including the trust funds of the Club as of the end of the Fiscal Year immediately preceding the annual meeting, which shall be not more than four (4) months prior to such meeting; (b) the principal changes in assets and liabilities of the Club, including trust funds, during the year immediately preceding the date of the report; (c) the revenue or receipts of the Club, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Club, for both general and restricted purposes during the year immediately preceding the date of the report. The annual report of the Directors shall be filed with records of the Club and an abstract thereof entered in the minutes of the meeting of the proceedings of the annual meeting of the members.

ARTICLE IV

AGENTS and REPRESENTATIVES

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

ARTICLE V

CONTRACTS

No Officer, agent, or employee shall have any power of authority to bind the Club by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount, except that the Board of Directors, except as in these By-Laws otherwise provided, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to a specific instance; and unless so authorized by written directive or by approval noted in the minutes of a Board of Directors meeting,.

Notwithstanding the above provisions, Officers may from time to time act on the Club's behalf, with the following provisions:

1. The Treasurer can approve expenditures and make commitments, consistent with past expenditures and with the approved budget, not to exceed \$5,000.
2. Expenditures in excess of \$5,000 require the approval of the Finance Committee and the signature of both Treasurer and President.
3. Expenditures in excess of \$10,000 require the approval of the Board and the signature of both Treasurer and President.
4. These caps on expenditures are subject to revisions based upon review of the Board of Directors and shall be further defined under the description of roles and responsibilities of the appropriate Directors, contained in Appendix A.

The following exceptions shall apply:

- The Treasurer may make league and MYSA membership renewal payments in excess of the above guidelines, as long as said payments are consistent with previous renewal payments.
- The Equipment Manager shall have the authority to purchase equipment in advance of the Fall and Spring seasons, consistent with past equipment purchases, and within the annual budget for equipment as approved by the Treasurer. Purchase Orders shall be required for all equipment purchases. Such authority to purchase equipment shall not be inconsistent with the Controls provisions of Appendix B of these By-Laws.
- The Tournament Director shall have the authority to make commitments and purchases on behalf of the Club for the annual Veterans Day tournament, consistent with past purchases, and within the annual tournament budget as approved by the Treasurer. Such authority to make commitments and purchases on behalf of the Club for the annual Veterans Day tournament shall not be inconsistent with the Controls

provisions of Appendix B of these By-Laws.

The Treasurer will prepare a monthly report, no later than the 15th of each month, including all prior month revenues and expenses and a Bank reconciliation, for review by the Finance Committee.

Any paid employee or member of the Club shall be expected to provide the Club, under the direction of the Secretary, any and all documentation produced by them on behalf of the Club.

An annual audit by an independent, outside entity shall be performed.

ARTICLE VI

STANDING COMMITTEES

In addition to committees that shall be formed from time to time, the following Standing Committees are established and shall be constituted as defined below. For those committees whose membership is not specifically defined, the committee chairperson shall propose committee members to the Board for approval. Each Committee shall have a minimum of three (3) active committee members.

- Finance Committee – to include the President, Vice-President, Treasurer, Secretary, and one additional Club member in good standing to be nominated and voted on by the Board of Directors.
- Nominating Committee – to be appointed by the President and approved by a majority Board vote. The role of the Nominating Committee shall be to consider interested individuals as candidates for Board membership, with the general objective of refreshing the Board with new members on a regular basis. Qualifications of nominees for the positions of President, Vice President, Treasurer, and Secretary must be thoroughly reviewed and expressly approved by the Nominating Committee in order to be placed on the slate of nominees for the Board.
- Communications Committee – Chaired by the Communications Director
- Fields Committee – Chaired by the Fields Coordinator

- Sachems FC Executive Committee - To be constituted as defined in Article XIII Section 3
- Placement Committee - The Placement Committee shall consist of 4 members: the Coaching Director, the Boys and Girls Commissioners and one other Director or member of the Club assigned by the Board of Directors. The Club strongly recommends the formation of an independent team of outside evaluators to conduct the on-the-field tryout/placement process. Tryout data will be submitted directly to the Placement Committee by evaluators and coaches evaluations will be assembled by the AGC's and sent to the Placement Committee prior to tryouts. The ultimate responsibility of the placement of a player on a team will be with the Placement Committee.
- Sportsmanship Committee

The roles and responsibilities of these Standing Committees shall be further defined in Appendix A.

ADVISORY AND AD HOC COMMITTEES

The Board of Directors 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 pleasure of the Board of Directors. Such Advisory or Ad Hoc Committees shall advise with and aid the Officers of the Club in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to it procedure.

The members of any Advisory or Ad Hoc Committee shall not receive any stated salary for their services. The Board of Directors 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 Club, and such special compensation must be appropriate to the value of such services.

ARTICLE VII

PROHIBITION AGAINST SHARING CORPORATE EARNINGS

No member, Director, Officer or employee of or member of a committee of or person connected with the Club, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Club, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Club in effecting any of its purposes as shall be fixed by the Board of Directors; 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 Club. All members of the Club shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Club, whether voluntary or involuntary, the assets of the Club, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors 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 VIII

INVESTMENTS

The Club 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 of Directors, as advised by the Finance Committee, without being restricted to the class of investments which a Director 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 Club 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 IX

AMENDMENTS

The Board of Directors shall have the power to make, alter, amend and repeal the By-Laws of the Club by the affirmative vote of two-thirds (2/3) majority of the Board, provided, however, that the action is proposed at a regular or Special Meeting of the Board, and adopted at a subsequent regular or Special Meeting, except as otherwise provided by law or in other sections of these By-laws. Any changes in the By-Laws proposed by the Board of Directors for consideration, only, at the Annual Meeting shall be inserted in the notice of the Annual Meeting. The Board of Directors shall report to the Annual Meeting any changes in the By-Laws it had duly enacted at any meeting held prior to the Annual Meeting.

A current copy of the By-Laws shall be kept by the Secretary and brought to all meetings. A copy of the current By-Laws shall also be posted on the Club's website.

ARTICLE X

INDEMNIFICATION of OFFICERS and DIRECTORS

1. Definitions

"Covered Persons" means an individual: (1) who is a present or former Director or Officer; and (2) who by reason of said position was, is or is threatened to be made 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 Director" means a Director 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 compromises or as fines or penalties, and expenses, including reasonable legal and accounting fees.

2. Action in Name of the Club

The Club 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 Club or any Director or Officer 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 Club, 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 Directors; or

(b) a special litigation/indemnification committee of the Board of Directors 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 Club, 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 Club 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 his status as such, whether or not the Club would have the power to indemnify him against such liability under these provisions.

6. Indemnification of Selected Others

Except as the Articles of Organization of By-Laws otherwise indicate, indemnification of any persons who are not Directors of the Club may be provided by it to the extent authorized by the Directors. Such indemnification may include payment by the Club of expenses incurred defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he shall be adjudicated to be not entitled to indemnification under this section which undertaking may be accepted without reference to the financial ability of such person to make repayment. Any such indemnification may be provided although the person to be indemnified is no longer an Officer, Director, employee or agent of the Club or of such other organization or no longer serves with respect to any such employee benefit plan.

7. Limitation on Indemnification

No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Club or, to the extent that such matter relates to services with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan. The absence of any express provision for indemnification shall not limit any right of indemnification existing independently of this section.

ARTICLE XI

PERSONAL LIABILITY of OFFICERS and DIRECTORS to the CLUB

The Officers and Directors of the Club shall not be liable to the Club 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.

ARTICLE XII

OUT OF TOWN PLAYERS ON WINCHESTER TRAVEL TEAMS

It is the goal of the Club to provide opportunities to Winchester residents above all other players. However, if not enough Winchester players are available to form a travel team in such numbers as may be necessary to provide a playing opportunity for Winchester residents, a Club travel team may include up to two (2) players who do not reside in Winchester, assuming a waiver is approved by the appropriate league. This will also require the explicit permission of the Boys or Girls Commissioner and the President of the Club. A U-16 or older 11v11 Winchester Soccer Club team may include up to three (3) players who do not reside in Winchester subject to the waiver and approval provision stated herein.

ARTICLE XIII

SACHEMS FC

1. Objectives

Sachems FC's mission is to provide an opportunity for advanced players who are interested in, and committed to, playing soccer at the highest level of competition, to benefit from high-level experienced professional coaching and to experience the benefits that come from competing and playing with other players with the same level of dedication to the game of soccer.

With a consistent message of the importance of individual development as well as teamwork and fair play, Sachems FC will strive to build and develop the necessary skills in all Sachems FC players to enable them to effectively contribute to the success of their teams, present and future, both on and off the field.

2. Sachems FC is a Program of the Winchester Soccer Club

Sachems FC operates under the By-Laws and supervision of the Winchester Soccer Club. Sachems FC is a division of the Club. The Club is the parent of Sachems FC, and has ultimate responsibility for and management of Sachems FC.

3. The Sachems FC Executive Committee

The day-to-day business of the Sachems FC shall be managed by a five member Executive Committee consisting of the following persons:

- President, and/or Vice President, of the Club,

- Treasurer of the Club,
- Two additional members who shall be appointed to the Sachems FC Executive Committee by the Club's Board of Directors. These members can be, however are not required to be, board members of the Club.

The formation of the Sachems FC Executive Committee runs concurrent with the Annual Meeting cycle of the Club. The Nominating Committee shall recommend a slate to the Board of Directors for approval at the Annual Meeting, held in January. No election will be held for these positions. Executive Committee members, with the exception of the President/Vice President and Treasurer (if reelected for their positions) shall serve no more than 2 consecutive terms

The Sachems FC Executive Committee shall designate a new Chairperson from its members on an annual basis. The Executive Committee shall meet on a regular basis. The Executive Committee may communicate, convene or meet on a more frequent basis, depending on the needs of Sachems FC. A representative of the Executive Committee, who is one of the members of the Executive Committee who is also a member of the Club's Board of Directors, shall report the status of Sachems FC, and any current issues, to the Club Board of Directors on a monthly basis at the regularly scheduled Club Board of Directors meetings.

Article V of these By-Laws, pertaining to contracts is effective and applicable to Sachems FC. Thus, the Executive Committee shall not have check-writing authority, nor shall it have authority to enter into contracts on behalf of Sachems FC in a manner inconsistent with Article V.

4. Oversight and Governance

a. Oversight

The oversight of Sachems FC is the responsibility of the Club's Board of Directors. The Executive Committee will, at all times, act at the direction, and under the authority of the Club's Board of Directors. The operations of the Sachems FC program shall be managed by the Sachems Directors, under the oversight of the Sachems Executive Committee. The Executive Committee's job is similar to that of a club Board in other Premier League clubs.

b. Governance

The Sachems FC program shall have two executives: a Director of Soccer, and an Administrative Director. Each of these Directors shall report on a monthly basis, or as otherwise requested or required, to the Executive Committee and to the Board of Directors of the Club.

c. The Director of Soccer

The Director of Soccer is a paid position. His duties will be selection and assignment of coaches, chairing coaches meetings, both assisting and participating in player recruitment efforts,

arranging for practice facilities, providing for ancillary training requirements such as goalkeeper training, planning and implementing a cohesive winter training program, assisting coaches with coaching and player issues. The Director of Soccer shall be hired for a one year contract term with annual review by the Executive Committee. The contract should run so as to be commensurate with the Club Year as defined in Article II, Section 1.

d. The Administrative Director

The Administrative Director will be responsible for all soccer and non-soccer related matters, such as establishing and implementing Sachems FC policies, financial matters of Sachems FC, communicating with leagues and league compliance, establishing rules, rostering, ordering uniforms and registration. The Administrative Director shall be hired for a one year contract term and subject to annual review by the Executive Committee. The contract should run so as to be consistent with the Club's Year as defined in Article II, Section 1 of these By-Laws.

The following provisions set forth the financial responsibilities of the Administrative Director:

1. The Administrative Director will work directly with the Winchester Soccer Club's Treasurer to establish an annual/seasonal budget, and establish fully-paid player requirements for each team. The Executive Committee must approve the annual/seasonal budget for the upcoming season at some contemporaneous with or soon after the tryout period for the upcoming season.
2. The Administrative Director is responsible for managing the budget approved by the Executive Committee.
3. The Administrative Director does not have check-writing authority, nor does he have authority to enter into contracts on behalf of Sachems FC, nor may he act in a manner that is inconsistent with Article V of these By-Laws.

e. Coach Hiring, Retention, and Review

The Administrative Director, after consulting with the Sachems FC Director of Soccer will submit a slate of coaches to the Executive Committee for the upcoming year, each spring.

f. Sachems FC Structure of Teams

1. Sachems FC teams may be formed to compete in league play in age groups between U10 and U18. Whereas Sachems FC operates as a division of the Winchester Soccer Club, in an effort to provide the opportunity for qualified Winchester players to compete with similarly competitive players from other towns, thereby providing all rostered players with the benefits of competing at a high level of play, the following guidelines apply to targeted minimum percentages of Winchester residents on team rosters:
 - U10 Age Group: 60% Winchester residents
 - U11/U12 Age Groups: 40% Winchester Residents

- U13/U14 Age Groups 30% Winchester Residents
- U15+ no minimum

Player placement shall be based on annual tryouts, overseen by Sachems FC coaches or other Sachems FC personnel. The Sachems FC teams are expected to be competitive, and the standings and conduct of each team shall be reviewed by the Executive Committee at the end of the fall and the spring seasons to evaluate whether for the next upcoming season a team in an age group should be dropped for that season.

2. Coaches will be offered one year coaching contracts for fall, winter, and spring. Coaches will be hired on an annual basis. Coaches may be removed for cause. All coaches will be required to sign a written agreement stating, among other terms, compensation and an agreement to comply with the rules, as published of Sachems FC and the Winchester Soccer Club. Coaches will be expected to practice indoors during the winter, which will be part of the spring preparatory obligation.
3. Parent coaches shall not be allowed. Parent coaches are coaches who have a child in the age group in which they coach. Such parents may not coach, regardless of whether their child is on the team. The purpose of this provision is to ensure that there is fairness both in reality and in the perception of parents and players and to prevent conflicts with the tradition of parent volunteers in the WSC.
4. Coaches shall follow the Coaches Code of Conduct as well as the rules of the Winchester Soccer Club. The Winchester Soccer Club is the ultimate employer of all Sachems FC coaches, and the Club has supervisory responsibility over Sachems FC coaches. The Sachems FC coaches will be notified of expectations and may be disciplined by the Director of Soccer, or by the Administrative Director in consultation with the Executive Committee. The Executive Committee may also act on its own initiative regarding coaches, based upon third party (league, parent, board member) complaints.
5. Dual rostering shall be strongly encouraged, but is not mandated. Thus it is strongly encouraged that all Winchester Sachems FC players also be rostered and play for their Winchester travel team. However, this expectation is not mandated.
6. Practices for Sachems FC teams should be scheduled and design to complement the Winchester travel teams' practices. The optimal number of total practice/game days is 5 per week. Town travel and Sachems FC coaches are expected to strive to accommodate a 5 practice/game day schedule for Winchester players who play on both town travel, and Sachems FC teams, encouraging Sachems FC players to attend one town travel team practice per week, as well as Sachems FC practices.

7. Tournament attendance for Sachems FC teams should follow the MYSA guidelines: Memorial Day weekend tournament for Sachems FC teams; and, Columbus Day weekend tournament for town travel teams.
8. Time off Periods. Sachems FC players shall have a mandatory player time off period lasting at least four weeks during the summer to permit players to rest. The time off period would require that Sachems FC coaches schedule no activities during that period. Players would be free during the summer months to enroll in camps, play pickup and have other soccer related experiences but without formalized training under the supervision of their coaches. Following the Fall season, coaches may choose to enroll their teams in early winter league play beginning in December, however players shall have the option to opt out of December play at their sole discretion. In the event that players & coaches choose to play in December, such play shall be limited to no more than one session/game each week during the month of December to allow players a time-off period between the Fall season and indoor winter season which begins in January.

g. Sachems FC Academy

The Sachems FC Academy is overseen by the Director of Soccer. Under the direction of the Executive Committee, a separate Director of the Sachems Academy may be appointed. The Director of Soccer, or the Director of the Sachems FC Academy if appointed, shall be responsible for the oversight of the Sachems FC Academy and the Sachems FC Academy shall incorporate the following elements:

- Serve as a Premier development program for Girls and Boys for ages between U7 and U10, and is intended for players who show aptitude and interest to play at the Premier level;
- Open to all players, including Winchester residents and non-Winchester residents;
- Designed to be complementary to Winchester Soccer Club's U9-U10 Travel programs, and should be coordinated with WSC Travel programs. The goal is for academy participants to have no more than four (4) days of practices/games per week, including two (2) academy practices, one (1) town travel practice, and one (1) league match (with the occasional friendly match);
- All Sachems FC Academy players must be dual rostered in Sachems FC Academy and also Winchester Sandlot or Travel soccer, appropriate to the age of the player; and
- Staffed by qualified, non-parent coaches.

**END OF BY-LAWS of the WINCHESTER
SOCCER CLUB**

APPENDIX A: Roles and Responsibilities of Directors

President

The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Club and shall do and perform such other duties as may be assigned to him by the Board of Directors. The President shall be a member of the Board of Directors. 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 his place and stead. Nominees for President must have served either in two (2) other Club Board positions, or served for a minimum of two (2) years in a single position to be eligible to be elected president.

Vice President

In the absence of the President, the Vice-President shall preside as the Chairman at meetings, and shall fulfill the duties of President in his absence. In addition the Vice President shall assist the President in the fulfillment of the President's duties.

Secretary

The Secretary shall have the charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Club. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Club, showing their places of residence, and such book shall be open for inspection as prescribed by law. He may sign with President, and in the name and on behalf of the Club, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he may affix the seal of the Club. He shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him by the Board of Directors. The Secretary shall be a member of the Board of Directors and shall be responsible for filing annual reports with the State of Massachusetts, for updating public records as necessary, and shall maintain a current copy of the IRS 5013 © form in the Club repository

Treasurer

The Treasurer is responsible for all financial matters of WSC. 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 is a member of the Finance Committee and the Sachems Executive Committee.

Registrar

The Registrar's primary role is to compile and submit to MYSA a report of all players, coaches, and administrators associated with the Winchester Soccer Club including Sachems FC. Submissions are required in the fall and spring seasons. All lists must be de-duplicated so there is only one submission per player even if they participate in multiple programs. The registrar will also process all paper registrations and forward checks to the Treasurer, process credit card and check refunds, and perform database adjustments for withdrawals and changes in programs or age groups. The Registrar is also responsible for checking the Winchester Soccer Club PO Box periodically and distributing mail to appropriate board members or committees.

Girls Commissioner

The role of the Girls Commissioner is to oversee the everyday operation of the Girls travel program from age group's U9-U18 and also to select Age Group Coordinators. Additional responsibilities are as follows:

- Submit requests with the appropriate leagues for team placements for both fall and spring seasons.
- Verify all rosters, and approve and submit to BAYS prior to each season
- Make sure that all AGC's have placed every registered player on a team in keeping with the placement guidelines of the Club.
- Prepare Coach's packet to be distributed at the Coach's meeting prior to the above seasons. Packets consist of Rosters, referee's pay slips or checks and any other important coaching information.
- Pre-season and end of season AGC meetings are usually held to help coordinate the process.

The Girls commission works in collaboration with the Director of Coaching to insure that the proper instruction and training programs are available throughout the year. The position also entails the presentation of a year-end report to the board at the annual meeting.

Assistant Girls Commissioner

The Assistant Girls Commissioner's primary role is to aid the Girls Commissioner in managing the girls program for the club. He assists the Girls Commissioner in the areas of league coordination, team roster processing, age group coordinator communication, pass card processing and spring/fall coach meeting coordination.

As a member of the WSC Board of Directors, the Assistant Girls Commissioner represents the membership in issues/topics that come before the board at the monthly meetings. He participates in sub-committees which address issues and challenges before the club. The Assistant Girls Commissioner role will also serve as a training role with the intent of preparing the Assistant

Girls Commissioner to take on the role of the Girls Commissioner upon the Girls Commissioners end of term.

Boys Commissioner

The role of the Boys Commissioner is to oversee the everyday operation of the Boys travel program from age group's U9-U18 and also to select Age Group Coordinators. Additional responsibilities are as follows:

- Submit requests with the appropriate leagues for team placements for both fall and spring seasons.
- Verify all rosters, and approve and submit to BAYS prior to each season
- Make sure that all AGC's have placed every registered player on a team in keeping with the placement guidelines of the Club.
- Prepare Coach's packet to be distributed at the Coach's meeting prior to the above seasons. Packets consist of Rosters, referee's pay slips or checks and any other important coaching information.
- Pre-season and end of season AGC meetings are usually held to help coordinate the process.

The Boys commission works in collaboration with the Director of Coaching to insure that the proper instruction and training programs are available throughout the year. The position also entails the presentation of a year-end report to the board at the annual meeting.

Assistant Boys Commissioner

The Assistant Boys Commissioner's primary role is to aid the Boys Commissioner in managing the boys program for the club. He assists the Boys Commissioner in the areas of league coordination, team roster processing, age group coordinator communication, pass card processing and spring/fall coach meeting coordination.

As a member of the WSC Board of Directors, the Assistant Boys Commissioner represents the membership in issues/topics that come before the board at the monthly meetings. He participates in sub-committees which address issues and challenges before the club. The Assistant Boys Commissioner role will also serve as a training role with the intent of preparing the Assistant Boys Commissioner to take on the role of the Boys Commissioner upon the Boys Commissioners end of term.

Sandlot Commissioner

Assistant Sandlot Commissioner

Equipment Manager

Responsible for purchasing, distributing, and maintaining WSC field and practice equipment. Provide and distribute "coaches' bags" at the start of fall and spring seasons consisting of balls, penies, goalie gloves and shirts, cones/discs, ice packs etc.

Organize and manage work parties to move, repair and maintain goals, nets, flags and weight bags on the various soccer fields in Winchester. Order and erect new field equipment as directed by the WSC president and board.

Responsible for relocating field equipment for new seasons and all Winchester tournaments, both through club work party volunteers and purchasing moving services from private vendors when time or size of equipment being relocated does not allow safe movement by club volunteers.

Fields Coordinator

The Fields coordinator shall be the Chair of the Standing Fields Committee of three Board members (Fields Coordinator, Assist Fields/Equipment Coordinator, and At-Large (Fields) Director.

The Fields Coordinator main responsibility is to ensure that proper field space for the Club is obtained for Sandlot, town travel and Sachems FC teams during all playing seasons and the Club's interests are best served. This position requires interacting with the Town of Winchester assigned officials as well as other sports clubs in Winchester and outside communities on behalf of the WSC and Sachems FC.

Assistant Fields/Equipment Coordinator

Referee Coordinator

Oversee the recruitment, preparation, training, scheduling and club coordination of all referee related activities for Winchester Soccer Club. Interact with the referee assignor to ensure coverage of all scheduled games. Oversee need to provide referees for rescheduled or newly scheduled games not appearing on original schedules. Provide information for all candidates to find desired training as offered by MassRef, including informing all known referees with information regarding necessary annual recertification. Recruit referees to provide an ongoing roster of sandlot and grade 9 referees, as well as promote further training by all grade 9 referees to advance to grades 8 and 7 level. Serve in a visible and active way in club events involving referees, including facilitating communication with current and prospective referees through club communications. Oversee scheduling, publishing of scheduling and effective payment of all referees.

Director of Coaching and Player Development

The coaching director advises the Soccer Club's Board of Directors on all soccer related issues; advises and supports the Age Group Coordinators with their coaching and player development

issues; and supports, mentors, and models for all the coaching volunteers, and players, of the Soccer Club.

Specific Duties of the Coaching Director include:

- Planning, developing, and running winter clinics for all travel players
- Planning, developing, and teaching soccer courses for the Soccer Club's travel coaches
- Actively work with youth coaches and players each week day during the spring
- Observe and support youth games every spring weekend
- Participate in age group meetings before, during, and post season
- Help run Soccer Club's age group tryouts in post spring and fall season
- Report on the developmental progress of coaches and players at monthly meetings

Training Coordinator

The Training Coordinator plans and oversees training programs for coaches and players, to ensure ongoing training and license achievement for coaches, and also training programs for players' development. Specific duties include regular scheduling of Mass Youth Soccer coach licensing courses, coach and player mentoring sessions, off-season training & skills development.

Communications Director

The Communications Director chairs the Communications Committee, which communicates important events and dates, club news and WSC program updates to the club membership and the general public. This information is communicated via email, club websites, local media outlets and other methods as appropriate.

The Communications Director works in a pro-active manner to gather and communicate club news and essential information and is the publishing editor of these communications. The Communications Director ensures that the WSC Board has a mechanism to communicate with the club membership.

Sportsmanship Committee Director

The Sportsmanship Director handles any issues the club has with the behavior of our members (parents and players) that cannot be handled by the coaches, age group coordinators, boys and girls commissioners in that order. There are times where a conflict of interest is present – and an issue will be fast tracked directly to the Sportsmanship Director for resolution.

In addition the Sportsmanship Director proactively promotes through various means good behavior amongst our members and the community.

The Sportsmanship Director forms a Sportsmanship Committee that is called on officially one time per year to review nominations and vote on the Carl Ockerbloom Coach of the Year for

boys and girls coaches. The committee also convenes if an issue cannot be resolved by the Sportsmanship Director or there is a conflict of interest.

Tournament Coordinator

TOPS Coordinator

BAYS League Representative

Directors At Large (up to three) – At Large positions are reserved for Board members who have served in at least two (2) other Board positions, or in a single position for a minimum of three (3) years, and who bring organizational knowledge, WSC-specific expertise, community contacts and relationships that are of value to the Club.

- Participate in board meetings, voting as appropriate to represent the best interest of all Winchester youth soccer players.
- Serve on various committees of the Winchester Soccer Club as requested by the Club President.
- Provide guidance and insight to processes of the organization to newer board members specifically with regards to fields

APPENDIX B:

CONFLICT OF INTEREST

Recognizing that the Winchester Soccer Club, and its Division Sachems FC, may conduct business with members of the Club's Board of Directors, and that the appearance of impropriety may arise, the following safeguards will be followed. All Members of the Board of Directors, and all members of the Sachems FC Executive Committee are to deal fairly in business interests that may arise with the Winchester Soccer Club and with Sachems FC. When an issue comes before the Board of Directors in which an individual Board Member, or a member of the Sachems FC Executive Committee has an interest, that member shall state such interest and abstain from voting on the matter. The Secretary of the Club shall send out a form to all prospective and returning Board Members in the month prior to the Annual 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 Club's repository by the Secretary.

CONTROLS AND EXPENDITURES

1. A business checking account has been established at Winchester Savings Bank and is the only designated depository of the organization with the sole exception of the pre-existing capital investment fund. The President and Treasurer shall serve as executors of the Winchester Soccer Club checking account. The Winchester Soccer Club Board of Directors shall oversee the dissemination or usage of funds held within the capital investment fund. The capital investment fund's status will be reported by the treasurer to the board of directors on a quarterly basis. Only a vote by a 2/3 majority of the Board of Directors can approve or disapprove the usage or dissemination of capital investment funds.

The Board has the authority to enter the club into borrowing arrangements or bond financing agreements, with a two-thirds majority vote of the Board at two consecutive regular Board meetings.

3. The Fiscal Year of the Winchester Soccer Club shall begin on November 1 and end on October 31st.

4. The Treasurer shall present at each Annual Meeting an annual financial report and, if necessary or feasible, a recommended budget of line item expenditures for the ensuing fiscal year. In addition the Treasurer shall be responsible for preparing and distributing, at the Annual Meeting, a list of all payments made to companies and individuals in excess of \$1000 during the course of the previous Club Year.

5. Any proposed capital expenditure over \$20,000.00 shall require a minimum of (3) bids presented to the Board of Directors (e-mail is acceptable) prior to expense approval. Such purchases shall not be inconsistent with the contract provisions in Article V of these By-Laws, nor shall they be inconsistent with the guidelines in this Appendix B.

6. Upon the close of each Fiscal Year (October 31st) the Finance Committee shall be appointed, as outlined in Article IV, to review that fiscal year's financial records. Those financial records shall include both the records of the Club's operations, and also the operations of Sachems FC. Upon the completion of the Finance Committee's review, the records shall be sent to the Treasurer for tax filing purposes. An independent, qualified, certified public accountant, who shall have no affiliation with the Club or with Sachems FC, shall be utilized for tax filing purposes.

7. Failure to disclose conflicts shall be considered as sufficient grounds for removal of the Officer or Director from the Board, as well as risk of exclusion from doing further business with the Club.