

**Marauder Soccer Association Bylaws**

Created December 2023

# ARTICLE I

## NAME

**1.01 Name.** The name of this Corporation shall be Marauder Soccer Association, Inc.

# ARTICLE 2

**DURATION**

**2.01 Duration.** The period of duration of the corporation is perpetual.

# ARTICLE 3

## PURPOSE

**3.01 Purpose.** Marauder Soccer Association (MSA) is a licensed, non-profit corporation and shall operate within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code:

1. Promoting, assisting, supporting and enhancing particularly the boys and girls soccer programs including financial support and assistance with regard to equipping and maintenance of the various Belmont High School soccer teams and their facilities for practices and games, social activities, awards nights and post-season banquets, other materials, uniform items, equipment and other efforts intended to enhance the educational, personal development, enjoyment and quality of the educational and soccer programs particularly at Belmont High School ;
2. To raise funds, by membership, charges and various fundraising activities, for the corporation’s purposes;
3. To maintain bank accounts and other accounts, and to invest funds and otherwise deal with funds in a manner consistent with the purposes of the corporation;
4. To do any and all other things and operate, conduct or carry on any other activity, necessary or incident to the above purposes, which might be calculated either directly or indirectly to promote or enhance any of the purposes, rights or objectives of the Corporation;
5. To allocate all funds equally, over an annual period, between the boys and girls soccer programs as long as the funds raised by each program is within 30% of the other program.
6. The corporation may also engage in other activities as authorized by the Board of Directors having a charitable purpose within the meaning of 501(c)(3) of the Internal Revenue Code.

**3.02 Non-Profit.** MSA will operate as a non-profit corporation.

# ARTICLE 4

## NON-PROFIT NATURE

**4.01 Non-Profit Nature.** MSA is organized exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. No part of the net earnings of MSA shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal tax code.

**4.02 Personal Liability.** No officer or director of this corporation shall be personally liable for the debts or obligations of MSA of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Neither the Board of Directors of this Corporation, nor any member (if any) nor officer, shall have power to bind individual members (if any) or the individual directors or officers of this Corporation personally. All persons, corporations or other entities extending credit to, contracting with, or having any claim against this Corporation shall look only to funds and property of this Corporation for payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due and payable to them from this Corporation, so that neither the members (if any) nor the directors nor the officers, present or future, shall be personally liable therefore.

**4.03 Indemnification by Corporation of Directors and Officers.**

No officer or director shall be personally liable to this Corporation or its members, if any, for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that this provision shall not eliminate the liability of an officer or director, to the extent such liability is imposed by applicable law, for (i) any breach of the officer’s or director’s duty of loyalty to this Corporation or its members, if any, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) any transaction from which the officer or director derived an improper personal benefit. No amendment to, or repeal of, this provision shall apply to, or have any effect on the liability or alleged liability of, any officer or director for or with respect to any acts or omissions of such officer or director occurring prior to such amendment or repeal.

**4.04** **Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

**4.05 Dissolution.** Upon termination or dissolution of the MSA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, or described in any corresponding provision of any successor statute, that have a charitable purpose, which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of MSA hereunder shall be selected by the discretion of a majority of the managing body of MSA. If its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against MSA by one (1) or more of its managing body, and shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Massachusetts.

**4.06 Prohibited Distributions.** No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Section 3.01.

**4.07 Restricted Activities.** No substantial part of the corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**4.08 Prohibited Activities.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

# ARTICLE 5

## MEMBERSHIP

**5.01 Membership**. The members of MSA (“Members”) shall consist of “Eligible Persons” (as defined below) who have signified their intent to become members of MSA for that year during the Enrollment Period (as defined below) by completing membership enrollment, which includes signing the member register, completing registration of MSA, and paying a membership fee, all of which can be found online.

The term of each Member shall be for one year expiring on the Thursday of tryout week each year, provided, however, a member continues to be an Eligible Person throughout that year. As long as they remain an Eligible Person, a Member can sign to be a member for additional successive terms. “Eligible Persons” shall consist of all persons designated in the records of MSA as legal guardians/parents of children participating in the Belmont High School soccer program, persons employed by the Belmont High School soccer program, and persons elected to the Board of Directors. The “Enrollment Period” shall commence on the Friday of try-out week each year, provided, however, if a person enrolls a child in a Belmont High School soccer program after the end of the Enrollment Period, such person shall have 30 days from the date of employment or enrollment to become a Member by completing membership enrollment.

**5.02 Additional Members**. In addition, the Board of Directors may from time to time elect to the membership of MSA persons who have demonstrated the ability to contribute to the corporation.

**5.03 Voting**. Members do not have the right to vote, but do have the right to attend all Special or Annual meetings.

**5.04 Additional Offices.** Members may be elected to the Board of Directors of MSA.

# ARTICLE 6

## MEETINGS OF THE MEMBERSHIP

**6.01 Place.** All meetings of MSA shall be at Belmont High School (221 Concord Avenue, Belmont, MA), via zoom, or at such other place in the Commonwealth of Massachusetts stated in the notice of the meeting, including an online platform.

**6.02 Annual Meeting**. The Annual Meeting of MSA shall be held annually on such date as may be determined by the Board of Directors.

**6.03 Notice**. Written notice of the date, time, place, and agenda of the Annual Meeting will be issued to every Member of MSA, at least fourteen (14) days before the date of such meeting.

**6.04 Purpose**. The purpose of the Annual Meeting shall be to hear and discuss the annual reports of the Board of Directors Chairperson, and the financial statement of the Treasurer, to elect members of the Board of Directors, and to transact other business as set forth in the notice of such meeting.

**6.05 Quorum**. At any Annual or Special Meeting, the presence (in person or by proxy) of two thirds of the Officers of the Board of Directors of MSA shall constitute a quorum and shall be necessary to conduct the business of the Corporation. The vote of a majority of those either present or voting by proxy as provided for in Section 5.03 at a meeting at which a quorum exists shall be sufficient to act upon matters brought before such a meeting, unless otherwise provided by law, Articles of Incorporation, or the by-laws.

**6.06 Voting.** At all meetings of MSA each Officer shall be entitled to one vote. Voting may be accomplished by ballot, voice vote, or proxy vote as provided for in Section 5.03.

**6.07 Special Meetings.** Special meetings of the Members of MSA shall be held twice annually or whenever called by a majority vote of the Board of Directors, at least fourteen (14) days before the requested date of such meeting.

**6.08 Notice.** Notice of Special Meetings shall be issued in writing to all members of MSA at least ten (10) days before the date of the meeting, stating the date, time and place, the reasons such meeting has been called, and the business to be transacted. No other business but that specified in the notice may be transacted at such Special meeting without the unanimous consent of all Members present at such a meeting.

#  ARTICLE 7

## THE BOARD OF DIRECTORS

**7.01 Powers of the Board of Directors**. The Board of Directors shall have all the rights, duties and responsibilities as Director within the meaning of G.L.C. 180. The Board of Directors will conduct affairs of MSA. The Board shall formulate policies and act as a liaison between MSA and the community at large. The Board of Directors shall secure financial support for MSA and shall create and approve the annual budget.

The Board of Directors may authorize such persons or officers it deems wise to sign checks, notes or drafts for MSA, or to do anything otherwise authorized under c. 180 and the Massachusetts General Laws.

**7.02 Number.** The authorized number of Board of Directors appointees shall be five (5) Officers. The Officers shall be a Chairperson, a Secretary, a Treasurer, the Boys Soccer Varsity Coach, and the Girls Soccer Varsity Coach. Any Member in good standing is eligible to be on the Board of Directors. Membership in MSA shall be a continuing qualification to hold a position on the Board of Directors. Any Officer who ceases to be a Member shall be deemed to have resigned from the Board of Directors and his/her position shall be deemed vacant.

**7.03 Representation.** At least 51% of the Officers on the Board of Directors must be women and/or members of a statutorily defined minority group.

**7.04 Nomination, Election and Term.** All those on the Board of Directors must be in good standing with MSA. The Chairperson, Treasurer, and Secretary are elected for a one-year term and may be re-elected for two additional, consecutive one-year terms. Members of the Board of Directors may, after a one-year absence from the Board, be re-elected to the Board of Directors for two additional two-year terms. New Officers will be appointed to the Board by a majority vote of the existing Officers at the annual meeting of the corporation. The Boys and Girls Varsity Soccer Coaches will be on the Board of Directors as long as they are employed as such with the Belmont High School soccer programs.

**7.06 Vacancies**.Any vacancy on the Board of Directors occurring for whatever reason, may be filled by the affirmative vote of a majority of the remaining Board of Directors at any regular meeting of the Board of Directors. Until the vacancy is filled, a majority of the remaining Board of Directors will constitute a quorum for transaction of business at any meeting.

**7.07 Removal**.Any members of the Board of Directors who are employees of the soccer program at Belmont High School will automatically be removed if their employment with Belmont High School is terminated.

# ARTICLE 8

## OFFICERS

**8.01 Officers.** The Officers of MSA shall consist of the Chairperson (President for

G.L.C. 180 purposes) of the Board, a Secretary (Clerk for G.L.C. purposes), a Treasurer, the Boys Soccer Varsity Coach, and the Girls Soccer Varsity Coach, and any such Officer as the Board of Directors shall, from time to time, deem necessary.

**8.02 Nomination, Elections and Terms.** The Officers are elected for a one-year term and may be re-elected for two additional consecutive one-year terms. No person may hold more than one office in the corporation at the same time. New Officers will be appointed to the Board by a majority vote of the existing Officers at the annual meeting of the corporation.

**8.03 Removal or Resignation.** Officers may be removed with or without cause before their term of office expires by a 60% (3/5) vote of the Board of Directors. Any Officer may resign by filing with the Chairperson or Secretary a written resignation which shall take effect immediately upon receipt or at such other time as specified.

**8.04 Chairperson.** The Chairperson is the chief operating officer of MSA. The Chairperson shall:

* Preside at all meetings of the officers of the corporation.
* Set goals and create policies and practices that align with the MSA values.
* Prepare the agenda for, and preside at any Special Meeting of the Corporation, the Annual Meeting of the Corporation and all meetings of the Board of Directors.
* Be an ex-officio member of all committees with voting privileges in the case of a tie vote.
* Engage in discussions, research and decision making that guides the short and long term outcomes of the school.
* Have custody of all contracts, records, books and other documents and papers of the corporation other than those for which the Treasurer is given custody.
	1. **Secretary.** The Secretary shall keep the minutes of all meetings of MSA, including Annual and Special Meetings, and shall keep all appropriate records of MSA in appropriate google drive. The Secretary shall issue notices to all members of MSA as required by law or the Bylaws of MSA, and as directed by the Board of Directors. The Secretary shall also sign official documents on behalf of MSA, which require signature of a Secretary or Clerk (as defined in G.L.C. 180).
	2. **Treasurer.** The Treasurer is the chief financial officer of MSA whose responsibility are:
* Facilitate all fundraising activities, including the deposit of funds into the MSA bank account.
* Disburse payments and sign all checks, as necessary, for all expenses as agreed upon by the Board of Directors.
* Financial statements are prepared for presentation at least bi-annually to the Board of Directors and annually to the members of MSA at the Annual Meeting.
* Attend all meetings of MSA, including Annual and Special Meetings.
* The Treasurer will sign official documents on behalf of MSA, which require the signature of the chief financial officer (as defined in G.L.C. 180).

**8.07 Boys and Girls Varsity Coaches.** The Varsity Coaches shall attend all meetings of MSA, including Annual and Special Meetings. The Varsity Coaches shall provide the Board of Directors with details regarding the needs of the Belmont High School soccer teams, including equipment, social activities, awards nights and post-season banquets, and other materials.

#  ARTICLE 9

##  MEETINGS OF THE BOARD OF DIRECTORS

**9.01 Regular Meetings of the Board of Directors**. Regular meetings of the Board of Directors shall occur at least five (5) times per year by standing order without written notice in addition to the business meeting following the Annual Meeting.

**9.02 Special Meetings of the Board of Directors**. Special Meetings of the Board of Directors may be called by any Officer of the Board of Directors.

**9.03 Notice of Special Meetings of the Board of Directors**. Notice of a Special Meeting of the Board of Directors shall be issued to each Officer, specifying date, time, place and purpose at least one (1) week before the meeting. All Officers of the Board of Directors must be notified in person, by telephone, or by other means, of the time, place, and purpose of such meeting. The Board may waive the requirement for advance written notice of a Special Meeting of the Board of Directors. Unanimous agreement by Officers that a Special Meeting of the Board of Directors is necessary constitutes a waiver of the requirement for advance written notice of the meeting. A quorum must be present in order to hold a Special Meeting of the Board of Directors.

**9.04 Meeting Attendance**. All meetings of the Board of Directors are open to all Members of MSA. A portion of any meeting may be designated as an Executive session, which is open only to members of the Board of Directors.

**9.05 Voting**. Each Board of Directors Officer has one vote at any meeting of the Board of Directors. Any vote to be taken by the Board of Directors may be taken without a meeting if one hundred percent (100%) of all Directors/Officers entitled to vote on the matter consent to the action in writing or record their vote on the matter, and the vote is filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at a meeting.

#  ARTICLE 10

##  COMMITTEES

**10.01 Standing Committees**. The Chairperson of the Board of Directors will appoint other members of MSA to the following standing committees. Committee Chairs will be nominated and elected as per Section 7.04:

**a. Equipment Committee Chair:** The equipment committee chair will be responsible for researching, for cost and quality, placing, and distributing all equipment orders for items as determined by the Board of Directors. This may include soccer balls, dry-fit shirts, soccer bags, and winter jackets.

**b. Banquet Committee Chair:** The banquet committee chair will be responsible for coordinating the banquets for the boys and girls varsity soccer teams, which may include freshman and junior varsity teams. Coordination will include establishing a banquet committee, securing banquet locations and dates, finalizing the agendas with the coaches, selecting a menu, communicating the dates and times with the players and parents, and creating banquet booklets.

**c. Web Manager:** The web manager will be responsible for making changes to the MSA website throughout the year. The web manager is also responsible for designing and updating the website as needed.

# ARTICLE 11

## AMENDMENTS

**11.01 By-laws**. Pursuant to Section 6.05, these by-laws may be amended by a majority vote of the Officers of MSA.

**11.02 Notice**. Written notice of a meeting at which each amendment is to be considered, together with a copy of the proposed amendment in full shall be posted for all Members of MSA at least ten (10) days prior to the meeting.

# ARTICLE 12

## MISCELLANEOUS PROVISIONS

**12.01 Books and Records**. MSA shall maintain current copies of the following, at its principal or registered office: (a) current copies of the Bylaws and Articles, if any; (b) copies of correct and adequate records of accounts and finances, including the approved budget; (c) minutes of the meetings of the Board of Directors, Members and any committees; (d) records of the name and address of each of the Members; and (e) such other records as may be necessary or advisable, including copies of all contracts of MSA.

**12.02 Fiscal Year.** MSA’s fiscal year shall end on December 31st.

**ARTICLE 13**

**CONFLICT OF INTEREST POLICY**

**13.01 Purpose of Conflict of Interest Policy.** The purpose of this conflict of interest policy is to protect this tax-exempt corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any “disqualified person” as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible “excess benefit transaction” as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supple­ment but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**13.02 Definitions**

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a “disqualified person” as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**13.03. Conflict of Interest Avoidance Procedures**

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

e. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

# ARTICLE 14

## ADDRESSES OF THE CORPORATION

**14.01 Corporate Address** The physical address is:

MSA

221 Concord Avenue

Belmont, MA 02478

The mailing address is:

MSA

221 Concord Avenue

Belmont, MA 02478

# CERTIFICATE OF ADOPTION OF BY-LAWS

We, the undersigned, do hereby certify that the above stated By-Laws of MSA were approved by the Board of Directors on XX, XX 20XX and constitute a complete copy of the By-Laws of MSA.

[Name, signature, and address of all Directors go here]

Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_