



BYLAWS

OF

**Bridgewater Youth Soccer
Association, Inc.**

**Modified
December, 2013**

BRIDGEWATER YOUTH SOCCER ASSOCIATION, INC.
INDEX TO BYLAWS

(Revised 12/2013)

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BRIDGEWATER YOUTH SOCCER ASSOCIATION, INC

Note: Any references to gender (e.g. he, she, him, her, etc.) in these Bylaws are to be considered as a reference to either gender.

1. ARTICLE 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL, FISCAL YEAR

- 1.1. Name and Purposes – The name and purposes of the Corporation shall be as set forth in the Articles of Organization.
- 1.2. Location – The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The Directors may change the location of the principal office in the Commonwealth of Massachusetts effectively upon filing a certificate with the Secretary of the Commonwealth. The mailing address of the Corporation shall be P.O. Box 562, Bridgewater, Massachusetts 02324.
- 1.3. Corporate Seal – The Directors may adopt and alter the seal of the corporation.
- 1.4. Fiscal Year – The fiscal year of the Corporation shall, unless otherwise decided by the Directors, end on September 30 of each year.

2. ARTICLE 2. MEMBERS

- 2.1. Number, Election and Qualification – The incorporator at his or her initial meeting shall elect the initial members of the Corporation. Unless members so designate by vote of a majority of those present and voting at a regular or special meeting of the Corporation to amend this Bylaw, there shall be no qualifications for members; in addition all members will be classified as an active member after having attended at least two general meetings during the calendar year prior to the annual elections. Until two (2) General Meetings have been held during the calendar year, those members who were active members for the prior calendar year will be considered active members for the first two (2) General Meetings. Those members not attending at least two meetings will be considered an inactive member. Only active members will be eligible to vote and only active members will be notified in cases of special, annual, or meetings requiring notification to all members deemed to mean active members. An inactive member may be elected to the Board of Directors.
- 2.2. Powers and Rights – In addition to the right to elect Directors as provided in these Bylaws, and such other powers and rights as are vested in them by law, the Articles of Organization or these Bylaws, the members shall have such other powers and rights as the Directors may designate.
- 2.3. Suspension or Removal – A member may be removed or suspended for cause only, after reasonable notice and opportunity to be heard. “Reasonable notice” herein shall be deemed to mean 10 days’ notice; “opportunity to be heard” shall be deemed to mean hearing before the Board of Directors; the Board of Directors shall thereafter report its recommendation at the next regular meeting following the Board of Directors meeting at which such “opportunity to be heard” is scheduled. Voting for suspension or removal of any member shall be voted by the majority of members present at that meeting.
- 2.4. Resignation – A member may resign by delivering his written resignation to the President, Treasurer or Recording Secretary of the Corporation, to a meeting of the members or Directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states
- 2.5. Omitted
- 2.6. Annual Meeting

2.6.1. Annual Meetings –The annual meeting of the members shall be held at 7:00 PM on the First Friday of December in each year or if that date is a legal holiday, in the place where the meeting is to be held, then at the same hour on the next succeeding Friday, not a legal holiday. The annual meeting may be held at the principal office of the Corporation or at such other place within the Commonwealth as the President, members or Directors shall determine, and shall be for the purpose of receiving reports of officers and committees, and for the election of officers and any other business that may arise. No change in the date fixed in these Bylaws for the annual meeting shall be made within sixty (60) days before the date stated herein. Notice of any change of the date fixed in these Bylaws for the annual meeting shall be given to all members at least twenty (20) days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting; and in such case all references in these Bylaws, except in this Article, to the annual of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Articles 2.8 and 2.9.

All Meetings of the Corporation, whether they are Annual, General, Board of Directors or Special must adjourn by 11:00 PM of the day of the meeting. Any business that might remain must be addressed at a future meeting.

2.7. General Meetings General meetings of the members may be held at such places within the Commonwealth as the members may determine, on the first Friday of each month at 7:00 PM, or if that date is a legal holiday, in the place where the meeting is to be held, then at the same hour on the next succeeding Friday not a legal holiday. No General Meeting will be scheduled during the month of July. General Meetings shall be for the purpose of receiving reports of officers and committees and any other business that the members of the Corporation need to be made aware.

2.8. Special Meetings – Special Meetings of the members may be held at any time and at any place within the Commonwealth of Massachusetts. Special Meetings of the members may be called by the President or by the Directors, and shall be called by the Corresponding Secretary or in the case of the death, incapacity or refusal of the Corresponding Secretary by any other officer, upon written application of three or more members, as provided in Section 6A of M.G.L. Chapter 180.

2.9. Call and Notice

2.9.1. Annual and Regular Meetings – No call or notice shall be required for annual or regular meetings of members, provided that reasonable notice (I) of the first regular meeting following the determination by the members of the times and places for regular meetings shall be given to absent members, (II) of an annual meeting not held at the principal office of the Corporation shall be given to each member, (III) specifying the purpose of an annual or regular meeting shall be given to each member if either contracts or transactions of the Corporation with interested persons or amendments to these Bylaws, as adopted by the Directors or otherwise, are to be considered at the meeting and (IV) shall be given as otherwise required by law, the Articles of Organization or these Bylaws including Article 2.6.1.

2.9.2. Special Meetings – Reasonable notice of the time and place of special meetings of the members shall be given to each member. Such notice need not specify the purpose of a meeting, unless otherwise required by law, the Articles of Organization or these Bylaws or unless there is to be considering at the meeting (I) contracts or transactions of the Corporation with interested persons, (II) amendments to these Bylaws as adopted by the Directors or otherwise, (III) an increase or decrease in the number of members or Directors, (IV) removal or suspension of a member or Director.

2.9.3. Reasonable and Sufficient Notice – Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a(n) active member to send notice by mail at least two (2) days or by telegram at least 24 hours before the meeting, addressed to him or her at his/her usual or last known business address or residence address or to give notice to him/her in person by telephone or E-mail at

least 24 hours before the meeting. Reasonable and sufficient notice to inactive members is provided by placing a notice in the local newspapers, on broadcast or cable television, via email and/or Bridgewater Youth Soccer web site, or in a conspicuous place at the playing fields of the Corporation at least seven (7) days before the meeting.

2.9.4. Waiver of Notice – Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member, or member’s attorney thereunto authorized, before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.9.5. Standing Order Adopted by Board of Directors Annually as to Call and Notice – However, if the Board of Directors desires, it may direct the Corresponding Secretary to send reasonable notice of annual and regular meetings to all members as a matter of practice, reasonable notice as set forth in Article 2.6.1 herein; such directions to be in the form of a Standing Order of the Board of Directors to be adopted by the Board annually.

2.10. Quorum – At any meeting 10 (ten) members of voting membership then in office shall constitute a quorum. Whether present in person or duly represented by absentee ballot as specified in Article 2.13. Any meeting may be adjourned to such date or dates not more than 90 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.11. Action by Vote – Each active member shall have one (1) vote. When a quorum is present at any meeting, a majority of the votes properly cast by active members present in person shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

2.12. Action by Writing – Any action required or permitted to be taken at any meeting of the members or Directors may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meeting of the members and Directors. Such consents shall be treated for all purposes as a vote at a meeting. (Ch. 156B, sections 12 and 59).

2.13. Voting Privileges – Each active member shall have one (1) vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present or by absentee ballot in the case of annual elections, special elections or proposed changes to the Bylaws shall decide any question, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

3. ARTICLE 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Directors shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

3.1. Associate Board -- The President may appoint Associate Board Members to attend and act in an advisory capacity to the Board of Directors. Associate Board Members have no right to notice of or right to vote at any Board of Directors meeting. They shall not be considered for the purpose of establishing a quorum. Associate Board Members are not required to be active members of the organization at the time of appointment.

4. ARTICLE 4. BOARD OF DIRECTORS

- 4.1. Number and Election – The number of Directors shall be not less than fifteen (15). The Board of Directors shall consist of the elected officers of the Corporation and a sufficient number of additional members, if necessary who are elected at the Annual Meeting in order to maintain a Board of Directors of at least fifteen (15) members, or a larger number to comprise the Board of Directors if the membership so votes. However, at any special or regular meeting the members may increase the number of Directors and elect new Directors to complete the number so fixed; or they may decrease the number of Directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more Directors. Directors must be members of the Corporation.
- 4.2. Tenure – Each Director shall hold office until the next annual meeting of members and until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified.
- 4.3. Powers – The affairs of the Corporation shall be managed by the Directors who shall have and may exercise all the powers of the Corporation, except those powers reserved to the members by law, the Articles of Organization or these Bylaws.
- 4.4. Committees – The Board of Directors reserves the right to establish Committees for various purposes as deemed by the Corporation. These Committees may include, but are not limited to, a Rules Committee, a Membership Committee, Scholarship Committee, Bylaws Committee, and Nominating Committee and such other committees as the Corporation may designate. The Chairman of all Committees shall be appointed by the President, subject to Board approval. Members of said committees must be members of the Corporation. The Chairman of said temporary or standing committees may appoint such committee members from the membership as he/she deems necessary unless stated otherwise in these Bylaws, subject to Board approval.
- 4.5. Suspension or Removal – A Director may be removed with cause only after reasonable notice and opportunity to be heard. “Reasonable notice” herein shall be deemed to mean ten (10) days’ notice; “opportunity to be heard” shall be deemed to mean hearing before the Board of Directors; the Board of Directors shall thereafter report its recommendation at the next regular meeting following the Board of Directors meeting at which such “opportunity to be heard” is scheduled. Voting for suspension or removal of any Director shall be voted by the majority of members present at the meeting. “Cause” to include the absence of a Director from three (3) consecutive Board meetings without just cause.
- 4.6. Resignation – A Director may resign by delivering his written resignation to the President, Treasurer or Recording Secretary of the Corporation, to a meeting of the members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt, unless specified to be effective at some other time and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.7. Vacancies – Any vacancy in the Board of Directors, except a vacancy resulting from enlargement which must be filled in accordance with Article 4.1, may be filled by the Directors unless the term shall exceed six (6) months, then a Special Election shall be held. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 4.8. Regular Meetings – Regular meetings of the Directors may be held at such places within the Commonwealth as the Directors may determine on the second Tuesday after the first Friday of each month at 7:00 PM or if that date is a legal holiday, in the place where the meeting is to be held, then at the same hour on the next succeeding Tuesday not a legal holiday.
- 4.9. Special Meetings – Special Meetings of the Directors may be held at any time and at any place when called by the chairman of the board of Directors, or if there be no such chairman, the President, or by two or more Directors.
- 4.10. Call and Notice – No call or notice shall be required for regular meetings of Directors, provided that reasonable notice (I) of the first regular meeting following the determination by the Directors of the times and places for regular meetings shall be given to absent members, (II) specifying the purpose of a regular

meeting shall be given to each Director if either contracts or transactions of the Corporation with interested persons or amendments to these Bylaws are to be considered at the meeting and (III) shall be given as otherwise required by law, the Articles of Organization or these Bylaws. The Board of Directors, may, however, request the Corresponding Secretary, as a matter of practice, to mail 7 days' notice of Board meetings to the Directors.

- 4.10.1. Special Meetings – Reasonable notice of the time and place of special meetings for the Directors shall be given to each Director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these Bylaws or unless there is to be considered at the meeting (I) contracts or transactions of the Corporation with interested persons, (II) amendments to these Bylaws, (III) an increase or decrease in the number of Directors, or (IV) removal or suspension of a Director. The Board of Directors may, however, request of the Corresponding Secretary, as a matter of practice, to mail seven (7) days' notice of Special Meeting to the Directors.
- 4.10.2. Reasonable and Sufficient Notice – Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Director to send notice by mail, email and/or web posting at least 24 hours before the regular or special meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least 24 hours before the meeting.
- 4.10.3. Waiver of Notice – Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or his attorney thereunto. Authorized before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.
- 4.11. Quorum – At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 4.12. Action by Vote – When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of any officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.
- 4.13. Action by Writing – Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meeting of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.
- 4.14. Minutes – Minutes of all Board of Directors meetings shall posted on the Bridgewater Youth Soccer web site, and be read at the next general meeting.
- 4.15. Emergency Meetings – Emergency meetings, and corresponding votes taking place during those meetings, may be conducted electronically when deemed appropriate by the Board of Directors, with the approval of the President. A majority of the Board must be present at said meeting; “present” meaning they have voted on the issue(s) presented during the meeting.

5. ARTICLE 5. OFFICERS AND AGENTS

- 5.1. Number and Qualifications – The officers of the Corporation shall be a President, Vice President, Treasurer Recording Secretary, Corresponding Secretary, Registrar and such other officers, if any, as the Directors may determine. The past President, if any, shall be a nonvoting member of the Board of Directors for one (1) year to ensure a smooth transition when a new President takes office. The Corporation may also have such agents, if any, as the Directors may appoint. All officers shall be members

of the Board of Directors; all officers must be members of the Corporation. The Recording Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purposes of service of process. A person may not hold more than one office at the same time. If required by the Directors, any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Directors.

- 5.2. Election – The President, Vice President, Treasurer, Recording Secretary, Corresponding Secretary and Registrar shall be elected by ballot annually by the members at the annual meeting of the members. Other officers, who, if elected, shall be a non-voting member of the Board of Directors, if any, may be elected by ballot by the members at any time.
- 5.3. Tenure – Every such officer shall hold office until his/her successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.
- 5.4. Chairman of the Board of Directors – The President shall act as the Chairman of the Board of Directors, and shall preside at all meetings of the Directors, except as the Directors shall otherwise determine, and shall have such other powers and duties as may be determined by the Directors, as such Chairman.
- 5.5. President and Vice President – The President shall be the chief executive officer of the Corporation, and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Corporation. The President shall preside at all meetings of the members and the Board of Directors. In the absence of the President at any meeting, or if the office is vacant, the Vice President shall preside; in the absence of both, the Recording Secretary shall preside; in the absence of the President, Vice President, and Recording Secretary, the Treasurer shall preside.

The Vice President or Vice Presidents, if any, shall have such duties and powers, as the Directors shall determine. The Vice President, or first Vice President if there is more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his inability to act.

- 5.5.1. Qualification for Executive Office– For the office of President, Vice President or Treasurer, an active or inactive member may accept election to that office only if said member has served at least two (2) years on the Board of Directors or one (1) year on the Board of Directors and one (1) year as an Associate Board member.
- 5.6. Treasurer – The Treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He/she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall also be in charge of its books of account and accounting records, and of its accounting procedures, and shall furnish such reports to the Board of Directors and members as the Board and membership requests. He/she shall, if required by the Directors, give a bond for the faithful discharge of his duties, at the expense of the Corporation, with satisfactory sureties in such penal sum as the Directors may determine, if so required by the Directors. The Treasurer may perform such other duties as may be delegated to him/her by the Corporation or the Directors or may be imposed by law. Moneys received by the Treasurer shall be deposited any state or federally chartered financial institution within the Commonwealth in the corporate name, to be drawn on checks signed by the Corporation by two members: the President, Treasurer and/or Recording Secretary. When it is required, the Treasurer shall certify that the execution of any document is the free act and deed of the Corporation; shall issue notes of the Corporation only in the transaction of its business, and shall at the Annual Meeting, present a general report of the receipts and expenditures during the fiscal year.

The Treasurer shall submit a proposed operating budget for the Corporation for the succeeding fiscal year to the Board of Directors for review and approval prior to the end of the fiscal year. This approved fiscal year operating budget will be used to authorize the payment of items specified within. Any expenditure not authorized within the operating budget must have the approval of a majority vote of the Board of

Directors before they can be purchased and paid.

- 5.7. Recording Secretary – The Recording Secretary shall record and maintain records of all proceedings of the members and Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of the Recording Secretary or of its resident agent and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization, Bylaws, Fiscal Year Operating Budget, Rules of Play and Regulations, and names of all Directors and the address and telephone number of each. If the Recording Secretary is absent from any meeting of members or Directors, a temporary Recording Secretary chosen at the meeting shall exercise the duties of the Recording Secretary at the meeting.
- 5.8. Intentionally Deleted: Parliamentary
- 5.9. Suspension or Removal – An officer may be removed with cause only after reasonable notice and opportunity to be heard. “Reasonable notice” herein shall be deemed to mean ten (10) days notice. “Opportunity to be heard” herein shall be deemed to mean hearing before the Board of Directors; the Board shall thereafter report its recommendation to the full membership at the next regular meeting following the Board of Directors meeting at which such “opportunity to be heard” is scheduled. Voting for suspension or removal of any officer shall be voted by the majority of members present at the meeting.
- 5.10. Resignation – An officer may resign by delivering his written resignation to the President, Treasurer or Recording Secretary of the Corporation, to a meeting of the members or Directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.
- 5.11. Vacancies – If the office of any officer becomes vacant, the Directors may elect a successor unless the term shall exceed six (6) months, then a special election shall be held. Each successor shall hold office for the unexpired term, and in the case of the President, Treasurer and clerk Recording Secretary, until his successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or he becomes disqualified. The latter sentence also applies in the case of a Vice President.

6. ARTICLE 6. EXECUTION OF PAPERS

Except as the Directors may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, and other obligations made, accepted or endorsed by the Corporation shall be signed by the President and the Treasurer. Under Article 5.6 herein, the Treasurer shall issue notes of the Corporation. Treasurer shall also certify that the execution of any document is the free act and deed of the Corporation, when it is required. Any reasonable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President or Vice President and the other is the Treasurer or assistant Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

7. ARTICLE 7. PERSONAL LIABILITY

The members, Directors and officers 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, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

8. ARTICLE 8. UNIFORMS AND EQUIPMENT

The Board of Directors or a committee authorized by the Board of Directors will be responsible for selecting

equipment and uniforms to be worn for each season of play.

9. ARTICLE 9. "MAJORITY" AS USED IN THESE BYLAWS

Whenever "majority" is used in these Bylaws, it shall mean more than one-half of those present and entitled to vote.

10. ARTICLE 10. COMMITTEES

A Committee shall consist of a Chairman and a minimum of three (3) members; the chairman to be appointed by the President subject to Board approval, and the said Chairman to appoint the other members subject to Board approval.

10.1. Rules Committee – Occasionally, the Corporation shall create a Rules Committee. It shall be the duty of the Rules Committee to periodically review and recommend by quorum vote of Rules Committee members changes to the Corporation's Rules of Play and Regulations due to amendments or modifications of the laws or rules as specified by FIFA, USYSA or the SSSL or other matters of safety or for the benefit of the youth of Bridgewater to the Board of Directors for approval.

10.2. Scholarship Committee – On an annual basis, there shall be a scholarship committee whose chairman is appointed by the President subject to Board approval and four (4) other members chosen by the chairman. The duty of the scholarship committee shall be to review the applications of High School seniors living within Bridgewater who have been associated with Bridgewater Youth soccer for eligibility for scholarship(s) for higher learning. From those applicants that are eligible, the scholarship committee shall determine who will receive the scholarship(s).

10.3. Nominating Committee – On or before October 31st of each year, the President shall appoint a chairman of a committee for the Corporation consisting of five (5) members to be known as the Nominating Committee. A minimum of two (2) members of the said committee shall be members of the Board of Directors. The Nominating Committee shall contact via telephone all members to solicit nominations for any office. (N)ominations will close November 15, Article 10.4 herein. The duties of this committee shall be to receive nominations to any office and cause an official ballot to be prepared containing, in alphabetical order, the names of all nominees for each office. The ballot, in sufficient number for the Annual Meeting, shall be delivered to the Recording Secretary at least one (1) week prior to the date of the Annual Meeting, the nominating committee, shall mail a ballot marked "SAMPLE BALLOT", containing the names of the nominees, to each active member of the Corporation so that the active members will be aware of the nominees running for office at the Annual Meeting.

10.4. Consent of Nominee to be Secured – Consent of the nominee must be secured before the name is placed on the ballot by the Nominating Committee or from the floor at the Annual Meeting.

10.5. Review Committee – Prior to the end of each fiscal year the Treasurer, subject to Board approval, shall appoint an accountant to review the books of account and a short, written report of said review is to be requested from the accountant for submission to the Board of Directors for approval within two (2) months of the close of the fiscal year.

11. ARTICLE 11. Intentionally Deleted: SCHOLARSHIP COMMITTEE

12. ARTICLE 12. Intentionally Deleted: DUES - BYLAWS COMMITTEE

13. ARTICLE 13. Intentionally Deleted: NOMINATING COMMITTEE

14. ARTICLE 14. ELECTION OF OFFICERS

14.1. Election by Official Ballot – All elected offices of this Corporation shall be elected by official ballot at the Annual Meeting.

14.2. Balloting Procedure – A majority of the votes cast shall be necessary for the election of any officer. In the event any ballot cast does not show a majority for any one nominee for any office listed, the person having the lowest number of votes on the first ballot shall be eliminated, and on each succeeding ballot the person having the lowest number of votes shall be dropped; this procedure shall be followed until a majority shall have been received. Extra ballots should be available in the event they are needed.

14.3. Official Ballots – The Nominating Committee shall prepare and have ready at the Annual Meeting official ballot forms, not the “sample ballot”, with the names of nominees thereon, as provided in Article 13.1.

14.4. Nominations from the Floor at Annual Meeting – At the Annual Meeting nominations may be accepted from the floor with the consent of the nominees.

14.5. General Charge of Election of Officers – The Nominating committee shall have general charge of the election of officers.

15. ARTICLE 15. Intentionally Deleted: REVIEW COMMITTEE

16. ARTICLE 16. SUSPENSION OF BYLAWS

A Bylaw of the Corporation may be suspended in case of emergency by a majority vote of the members present at a regular meeting of this Corporation, but only for a single meeting.

17. ARTICLE 17. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, together with guide and commentary by Rachel Vixman, shall be the parliamentary authority where applicable and where there is no conflict between said Rules and the Bylaws and standing rules of order of this Corporation.

18. ARTICLE 18. ALTERATION, AMENDMENT, REPEAL OF THE BYLAWS

These Bylaws may be altered, amended or repealed at any Annual Meeting or Special Meeting of the members duly called for that purpose by the affirmative vote of two-thirds (2/3) of the members entitled to vote at such meeting. Notification must be provided to the active members of the vote for amendment alteration or repeal at least twenty-one (21) days before the meeting.

19. ARTICLE 19. DISTRIBUTION OF THE BYLAWS

Copies of these Bylaws shall be available to all members of this Corporation.

20. ARTICLE 20. RULES OF PLAY AND REGULATIONS

The Corporation shall have a set of “Rules of Play and Regulations” of the game of soccer as adopted by the Bridgewater Youth Soccer Association, Inc. These rules are FIFA rules amended by BYSA when necessary to benefit “Youth Soccer” in Bridgewater. The Rules Committee shall review the Rules of Play and Regulations annually and make recommendations to the Board of Directors for modifications, if any, due to changes by FIFA, USYSA, SSSL, or for matters of safety or for the benefit of the youth of Bridgewater. A majority vote of the Board of Directors is needed to make, change or amend the Rules of Play and Regulations.

21. ARTICLE 21. FINANCIAL CONFLICT OF INTEREST

The Board of Directors will act in the best interests of the Corporation at all times and will abstain from voting in such instances where a Director has a monetary interest in the voting outcome.