

**THE BY-LAWS OF THE
MERRIMACK VALLEY SOCCER LEAGUE**

ARTICLE 1 - NAME

1.1 NAME

The name of this corporation shall be the Merrimack Valley Soccer League, a non-profit corporation (hereinafter referred to as "MVSL") registered in the State of New Hampshire.

ARTICLE 2 - PURPOSES

2.1 PURPOSES

The exclusive objects and purposes for which this corporation is established are: (i) to promote the game of soccer for the recreation of children and young adults residing in the State of New Hampshire, primarily for youth soccer players under the age of twenty-one (21) and (ii) to use and to exercise all powers conferred from time to time by the laws of the State of New Hampshire upon similar corporations.

2.2 MISSION

The mission of Merrimack Valley Soccer League is to support individual player development through the promotion of the game of soccer for youth in the State of New Hampshire by establishing the highest level of team play possible. MVSL advocates for excellence in the game of soccer by affiliated players, coaches, teams, officials and administrators.

2.3 DISCRIMINATION POLICY

Merrimack Valley Soccer League and its members are committed to a policy of equal opportunity and prohibit discrimination or harassment on the basis of race, color, creed, religion, sex, age, sexual orientation, national origin or disability. This in no way abridges MVSL's mission to promote the game of soccer for youth under age 21 in the State of New Hampshire.

ARTICLE 3 – MEMBERS

3.1 QUALIFICATIONS FOR MEMBERS

For all purposes of membership in this corporation, a member shall be a town or organization that desires to have teams participate in recreational soccer, and are approved by a simple majority of the membership. Each town or organization shall designate a person of their choosing to represent their town or organization. Each town or organization shall have one vote in corporate meetings.

3.2 MEMBERS OF THE CORPORATION

A. Initial Members.

From the inception of the corporation until its first annual general meeting, the members of the corporation shall consist of all teams participating in the informal MVSL.

B. Subsequent Membership.

From and after the first annual meeting, the members of the corporation shall consist of all towns and organizations desiring to participate in the MVSL and having received a simple majority vote of approval of the members, having paid any and all registration fees and dues that may be promulgated by the Board of Directors for a particular competition year. Such members shall be entitled to one vote at all meetings of the general membership during the year for which the registration is effective. For purposes of continuity, membership of a town or organization shall continue from the adjournment of an Annual Meeting of the membership for a competition year until the date upon which the first game sanctioned by the corporation shall have been begun in the next competition year, at which time and for all subsequent times within the next competition year, membership shall be predetermined based upon actual registrations for that next competition year.

3.3 ADMISSION

Membership in the corporation shall become effective upon acceptance of the application by the Board of Directors. Description of fields for home play (map) and the identification of team colors must accompany a new application for affiliation to the League. The Board of Directors has the discretion to disapprove fields.

3.4 REGISTRATION FEES AND DUES

The Board of Directors may establish, annually, reasonable registration fees, dues and other assessments or charges directly connected to the operation of soccer programs planned by the corporation. Payment of such fees, dues and other assessments or charges can be a prerequisite to participation of towns and organizations, and their respective teams, players and coaches, in programs sponsored by the corporation, upon such terms as shall be determined by the Board. The registration fees, dues and other assessments or charges shall be reasonably designed to cover the overhead operating expenses of the organization, but shall not be established so as to generate any extraordinary or regular profit.

3.5 TERMINATION OF MEMBERSHIP

Subject to the continuation of membership referred to in section 3.2 for continuity, membership for a particular town or organization shall terminate upon (a) the expiration of ten (10) days after delivery of written notice by the Chairperson of the corporation Board of Directors, or designee, to a town or organization that registration fees, dues or other assessments or charges are overdue; or (b) receipt by the corporation of a written notice from a member that such member is withdrawing its membership or participation in the programs of the corporation. Any town or organization may be suspended or expelled from MVSL by the Executive Board for good cause which shall be defined as: (a) serious disciplinary sanctions levied against a member town or organization; (b) serious violations by a member town or organization of any provision of this Constitution, Bylaws, or rules related thereto, or the NHSA Coaches Code of Conduct.

Any suspension, or expulsion levied hereunder by the MVSL Board of Directors shall be subject to appeal by the member club.

ARTICLE 4 – ADMINISTRATION

4.1 BOARD OF DIRECTORS

The general management of the affairs of the corporation shall be vested in a Board of Directors composed of seven (7) Directors, who shall be Officer Directors or At-Large Directors, subject to the Classification of Directors set forth in Section 4.2. At all times a Director shall be elected for a two-year term expiring at the end of the second annual meeting of the members at which a Director was elected; provided, however, that initial terms of one year and two years for a portion of the original Directors to insure that approximately one-half of the Directors shall have terms expiring at the end of the annual meetings in 2008 and 2009; and further, that such staggered terms shall be reasonably allocated within each classification set forth in section 4.2. The governing authority of MVSL shall be vested in this Board of Directors, which shall transact all business of the League and shall have power to enforce the laws of the game as well as rules promulgated by FIFA and as modified by MVSL. The Board of Directors' other powers and authority shall be designated also in the Bylaws.

4.2 CLASSIFICATION OF DIRECTORS

At all times the Directors shall be elected by classes, which are described in this Section 4.2. No individual may be elected in more than one classification at the same time. No individual may serve more than three consecutive terms as a Director, either At-Large or Officer Director, in the same classification, but may serve as a Director in another classification, even if such service would result in a consecutive service on the Board for a period of longer than six years without interruption. No more than one Director in each classification may be affiliated with the same town or organization, which term shall mean that the individual is a director, officer, trustee, coach, assistant coach or parent of a player affiliated with such town or organization.

A. OFFICER DIRECTORS

The **Officer Directors** of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, a Scheduling Coordinator and such other officers as the Board of Directors may determine, including other officers holding the title of vice-chair related to a specific function or role. No two offices, volunteered or paid, may be held by the same individual at the same time. All Officer Directors serve on the Executive Committee. Officer Directors shall be elected from the general membership.

B. AT-LARGE DIRECTORS

Two (2) **At-Large Directors** to be elected each year at the annual meeting of the members. At-Large Directors shall be elected from the general membership provided, however, that no town or organization shall have representatives serving as Officer Directors and as At Large Directors concurrently. The terms of the At-Large Directors shall expire in alternating years.

C. ANNUAL MEETING

The **Annual Meeting** of the Board of Directors shall be held immediately following the Annual Meeting of the membership to conduct such organizational business as may be appropriate provided, however, that at such time the Board may vote to transact such business at another place and at another time as the Board shall designate.

F. REGULAR MEETINGS

The Board of Directors at their annual meeting shall establish, and at any subsequent meeting may amend, a schedule of **Regular Meetings** of the Board for the period ending with the next annual meeting of members. No notice of meetings shall be required unless such amendments occur, at which time notice to all members shall be given of not less than ten (10) days prior to the regular meeting in question.

G. SPECIAL MEETINGS

Special Meetings of the Board shall be held upon the call of the Chairperson or upon the written request of four or more Directors directed to the Secretary. The Chairperson or requesting Directors shall specify the place, date and time of such meeting. The Secretary shall furnish the Directors with written notice of the meeting at least five (5) days prior to such meeting.

4.3 **QUORUM AND VOTING**

At any meeting of the Board of Directors, the presence of a majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may recess the meeting to some further time, not more than 14 days later. At all meetings of the Board of Directors, each Director shall have one vote.

A. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by 2/3 of the Directors and such written consent is filed with the minutes of its proceedings, specifying the date as of which such action is considered to be effective.

4.4 **VACANCIES**

All vacancies in any office shall be filled promptly by the Executive Committee either at a regular meeting or at a special meeting called for that purpose. In the event that a vacancy occurs with the remaining term being for at least one year beyond the next annual meeting, then such vacancy may be filled temporarily subject to an election at the next annual meeting to fill the remaining portion of the term of such office.

4.5 **RESIGNATION**

Any Director may resign office at any time; such resignation is to be made in writing and to take effect immediately without acceptance.

4.6 **COMPENSATION**

The Directors shall be entitled to no direct compensation, but all out-of-pocket expenses incurred by such Directors may be reimbursed in such amounts and for such expenses as shall be determined by the Board of Directors from time to time. Mileage is not a reimbursable expense. As MVSL shall maintain its tax-exempt status under the Internal Revenue Code, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers or other private persons except as necessary to pay reasonable compensation for services rendered, through contract or incurred indebtedness by the corporation.

4.7 ELECTION

All Officer Directors and At Large Directors of the corporation shall be elected by the members at the annual meeting at which the prior officer's term shall expire. A separate ballot shall elect each officer. Candidates for each office shall include those announced prior to the annual meeting and those nominated from the floor. Those candidates having a majority of all votes cast for an office shall be elected to that office; provided that if on any ballot one candidate does not have a majority of all votes, the candidate receiving the least number of votes shall withdraw and a revote shall be taken, such procedure to be repeated until one candidate has a majority of all votes cast for the office. In the event of a tie vote for all other officers, the Chairperson shall cast the deciding vote. In the event that the Chairperson position is up for election and a tie vote ensues, the office will be decided by the majority of officers currently elected and vested.

4.8 DUTIES OF OFFICERS

The duties and powers of the Officer Directors of the corporation shall be as follows, and as shall hereafter be set by resolution of the Board of Directors:

A. The Chairperson

The Chairperson shall preside at all meetings of the membership and the Board of Directors; shall be the chief executive officer of the corporation; and shall perform such other duties as may be assigned by the Board of Directors.

B. The Vice Chairperson

The Vice Chairperson shall assume the duties of the Chairperson in the Chairperson's absence or of a vacancy in such office; shall be the facilitator for the annual meeting and elections; and shall serve as Ad Hoc Chairperson of special committees that may, from time to time, be convened by the Board of Directors.

C. The Secretary

The Secretary shall attend all meetings of the membership and the Board of Directors, record all votes and the proceedings of meetings and shall be the official keeper of a permanent record of the same. The Secretary shall give or cause to be given notice of all meetings of the membership and the Board of Directors including copies of minutes. The Secretary shall coordinate the annual update of the MVSL Handbook for distribution in August, and shall perform such other duties as may from time to time be prescribed by the Board of Directors under whose supervision the Secretary shall act.

D. The Treasurer

The Treasurer shall have custody of the corporate funds and other valuable effects, and shall keep full and accurate accounts of receipts and disbursements in books (or other format) belonging to the corporation and shall deposit all moneys and other valuable effects in the name and credit of the corporation in such depositories as may from time to time be designated by the Board of Directors. The Treasurer shall disburse funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors, at regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall prepare and maintain a manual of New Hampshire and federal non-profit corporation law. The

Treasurer may contract, with Board of Directors supervision and written approval, with professional entities, auditors or others, to review and/or maintain financial records of the corporation, or record receipts and disbursements, or to meet the requirements of State or Federal regulatory agencies.

E. Scheduling Coordinator

The Scheduling Coordinator, with Executive Committee supervision, shall be responsible for preparing game schedules for the various league divisions, or coordinating the assistance of others, to facilitate league play. The Scheduling Coordinator shall also assist with tournament schedules as necessary.

OTHER POSITIONS

F. Other Officers

Other officers shall perform such duties and have such powers as may be assigned to them by the Executive Committee.

4.9 COMMITTEES

The Board of Directors shall have the power to appoint committees to investigate, administer, evaluate or review any matter that the Board of Directors may from time to time deem appropriate or to meet the commitments of MVSL. Such committees need not meet physically as a body if its functions can be accomplished without such meeting. The Vice Chairperson or designee shall act as Chair of such committees, ex officio.

4.10 LEAGUE MEETINGS

The order of business of all official MVSL meetings shall be as follows: (1) Roll Call (2) Minutes of the previous meeting (3) Report of the Treasurer (4) Communications (5) Unfinished Business (6) Report of the Committees (7) Special Reports (8) New Business (9) Good of Soccer (10) Adjourn. Meetings of the corporation members may be called at any time by the Chairperson; and must be called by the Chairperson on receipt of the written request of the Board of Directors constituting more than forty percent (40%) of that body; or on receipt of the written request of members of the corporation constituting more than twenty-five percent (25%) of the then membership.

4.11 ANNUAL MEETING

The corporation shall hold an annual meeting of its members between 1 March and 1 June in each year, at a convenient hour and place designated by the Board of Directors, to consider the annual reports of the Chairperson, Treasurer and others; to elect the Board of Directors; and to transact such other business as may properly come before the meeting. The newly elected Board of Directors shall take office 1 June each year.

4.12 NOTICE OF MEETINGS

Notice of the time, place and purpose of each meeting of the corporation members shall be given by mail, phone or other electronic communication to each town or organization representative not less than fifteen (15) nor more than forty (40) days before the meeting.

4.13 QUORUM

At any meeting of the membership, twenty-five percent (25%) of the members, represented in person or by proxy, shall constitute a quorum. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the members present. No further notice is required for an adjourned meeting.

4.14 VOTING

There shall be one vote with regard to each member town or organization satisfying the requirements of Article III as of the date upon which the vote is taken. In all instances, a vote by a member shall be that cast by the town or organization's designee, as set forth on the registration form in effect with the corporation as of the date of the votes, or such individual as may hold a written proxy from such designee. Any designated proxy must be in writing and submitted to the secretary prior to, or at the meeting, on a form accredited by the Board of Directors for that purpose. Unless otherwise specified herein, all votes shall be by a simple majority of those present at the meeting.

4.15 REMOVAL OF DIRECTORS

A Board Member may be removed by two-thirds (2/3) vote at any properly convened meeting at which a quorum is present for just cause, including any violation of the terms and conditions of the Bylaws as stated herein. A Board Member shall be removed from board membership for failure to attend three (3) contiguous regularly scheduled board meetings absent good cause. No vote of the board is required.

ARTICLE 5 – FINANCIAL POLICY

5.1 FISCAL YEAR

The fiscal year for the purposes of the corporation shall correspond to the calendar year. From the inception of the corporation until its first annual general meeting, MVSL shall maintain financial accounting of the existing informal league consistent with the new corporation Bylaws. At the end of the first annual meeting of the new corporation, all current balances, accounts, funds, receipts and disbursements of the new corporation shall be conjoined in a single operating budget for operational and reporting purposes, which will be designed to meet all mandated fiduciary responsibilities.

5.2 BUDGET

A proposed budget including registration fees for the forthcoming fiscal year shall be prepared by the Treasurer in consultation with the Board of Directors and approved by the general membership at the Annual Meeting by a simple majority vote.

ARTICLE 6 – RULES AND REGULATIONS

6.1 RULES AND REGULATIONS

The Board of Directors shall from time to time promulgate and thereafter regularly review and revise as appropriate, rules and regulations dealing with: (1) league seasons and tournaments; (2) modifications or additions to the FIFA Laws of the Game for use in league competition; and (3) codes of ethics for players, coaches, officials, fans, and MVSL Directors and members. In addition, the Board of Directors may promulgate from time to time other rules and regulations applicable to the activities of members in association with the corporation. In each case, upon the adoption of or amendment to the rules and regulations, the Board of Directors shall cause notice

to be given to each Club of the nature of the rules and regulations and the date from which rules and regulations, or amendments thereto, shall become effective.

ARTICLE 7 – PROTEST, APPEALS, DISCIPLINE, MISCONDUCT

7.1 COMMITTEE

From time to time, or as may be required by circumstance, the Chairperson, with approval of the Board of Directors, shall appoint from members of the corporation a Protest, Appeals and Discipline Committee comprising three members and a chairperson. In lieu of such appointment, the Board of Directors may act as the Committee. The Committee shall hear and decide on protests, appeals, and allegations of misconduct made on behalf of or otherwise involving members of the corporation. The Committee members shall have no conflict of interest in the matters being heard, and have no association with the principal parties in the matters. Committee members with such conflict shall excuse themselves from all components of the review process.

This Committee is specifically charged with the responsibility to review allegations of misconduct by organizations, players, coaches, other members of MVSL and attendees of any MVSL-sanctioned event, and to ensure that appropriate action is taken by the town or organization to address any incidents of misconduct. The Committee may not hear or adjudicate an allegation of an assault on a referee or assistant referee. Such allegation must be immediately submitted to the Board of Directors.

In addition, the Board of Directors shall have the power to appoint additional committees to investigate, administer, evaluate or review any matter that the Board of Directors may, from time to time, deem appropriate.

7.2 PROCEDURE

Each town or organization is responsible for investigating and acting upon allegations of misconduct occurring within their organization. In the event the misconduct occurs between teams of different organizations, the directors of each organization shall coordinate and cooperate in the investigation. The organization director(s) shall notify the Chairperson of each allegation within 72 hours of the event. Each organization shall take disciplinary action commensurate with the organization's conduct and disciplinary policy. If the organizations cannot reach consensus regarding appropriate action, they may request that the MVSL Board of Directors mediate the discussion. A written report of the findings of the investigation and any disciplinary action shall be forwarded to the Chairperson within 14 days of the event.

Upon receipt of a completed report, the Chairman shall distribute copies to the Board of Directors for review. The Board shall discuss the findings within 7 days either in person, by telephone or by e-mail. If the Board is satisfied with the finding and action in the report, the organization director(s) shall be notified of said concurrence immediately and place the report on file. The Board may request additional information from the organization director(s). If the Board decides that the report or actions taken (if any) are insufficient, the Board shall express such concerns in writing to the organization, requesting additional review and action. The organization's failure to adequately address the Board's concerns may result in sanctions against the organization, up to and including termination of membership.

Subjects of the investigation may appeal to the Board for a hearing of the case. Said hearing shall occur within 14 days of the request at a mutually agreeable location. Upon conclusion of the hearing, the Board may 1) take no action, 2) request additional information or action by the organization, or 3) sanction the organization(s).

