

Amended and Restated BY-LAWS of the LYNNFIELD YOUTH SOCCER CLUB

AMENDED and APPROVED on May 1, 2012

REVISED and APPROVED on May 7, 2013

REVISED and APPROVED on June 17, 2014

REVISED and APPROVED on June 22, 2015

ARTICLE I

NAME, SEAL, OFFICES and GENDER REFERENCE

1. Name

The name of this Corporation is the Lynnfield Youth Soccer Club, Inc. (hereinafter, the “Club” or “LYSC”).

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 the Town of Lynnfield.

3. Offices

The principal office of the Club shall be at P.O. Box 323, Lynnfield, Massachusetts, 01940. 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 LYSC 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.

Player Development will oversee and administer the tryouts for all applicable age groups every spring (typically in June). Multiple Placement Committees for each age/gender division will be elected by the Board every year (typically in June) to establish placements based on on-field tryouts and coaches evaluations; provided that, each Placement Committee is strongly advised to obtain direct input from each coach from the previous season. Each Placement Committee will serve for an entire year to recommend the rosters for the fall and spring seasons to the Board for approval. The final rosters shall be determined by a majority vote of the Board.

Coaches for all travel teams and U8 (spring only) are responsible for completing a coach's evaluation form for all members of their roster. The coach's evaluation will be used as a reference for the relevant Placement Committee placements. All players will be placed on a team following the relevant ECYSA or MYSA age guidelines.

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 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.

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 Lynnfield, and who are a parent or guardian of a player or players under the age

of eighteen (18) participating in the Club. 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 run from August 1 to July 31 and includes the Fall season and/or the following Spring season.

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), and (iii) all volunteer coaches and assistant coaches of Club U6 and U8 and Travel teams sponsored by the Club 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 June 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 July, 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 Chairman, Secretary and President shall present a list of nominees for open Board positions at the June meeting for approval of the Board.
- 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. 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 LYSC website and in the Lynnfield Weekly 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 thirty three (33) 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 at least 20 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 25 voting members.

Monthly Board Meetings: At all monthly meetings of the Board of Directors, there must be seven (7) voting Directors in good standing to start a meeting with either the President or Chairman among the seven (7) 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, Director or member 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, Director or member 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.

3. Number

The Board of Directors shall consist of up to 21 Directors, each of whom shall hold a specific position as follows: President, Chairman, Secretary, Treasurer, Registrar, Travel Director, U14 Director, U12 Director, U10 Travel Director, U8 Director, U6 Director, Equipment Director, Fields Director, Director of Coaching & Player Development, Website Director, Indoor Director, and Cori Director.

The Officers of the Club shall be the President, Chairman, 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.

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 President, Chairman and Secretary 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 May meeting; provided, any Director may nominate an individual for a position at such meeting. 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 two (2) 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 Chairman or President shall preside. In the absence of either of the above Directors, any Vice President, 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 August 1 through July 31.

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; (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.

16. Electronic Vote. In such instances where deemed necessary an electronic vote may be taken. Electronics votes will only be taken if issue resolution is required before the next scheduled meeting. A minimum of 75% of directors must vote on any individual action. All electronic votes require a response within 48 hours. A majority vote is required to determine rule. The Secretary will tabulate the results of any electronic vote and present them via email within 72 hours of vote. Vote results recorded in the minutes of the next scheduled board meeting. All electronics votes must be approved by the President or Chairman.

17. Confidentiality. All members of the Board of Directors shall review, agree to and sign the Confidentiality Agreement attached hereto as Appendix C.

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 *\$1,000*.
2. Expenditures in excess of \$1,000 require the approval of the Board and the signature of both Treasurer and President.
3. 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 ECYSA 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. Such authority to purchase equipment shall not be inconsistent with the Controls provisions of Appendix B of these By-Laws.

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.

ARTICLE VI

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 its 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 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 LYSC TRAVEL TEAMS

It is the goal of the Club to provide opportunities to Lynnfield residents above all other players. However, if not enough Lynnfield players are available to form a travel team in such numbers as may be necessary to provide a playing opportunity for Lynnfield residents, a Club travel team may include a certain number of non-residents as determined by a majority of the Board, assuming a waiver is approved by the appropriate league. This will also require the explicit permission of the appropriate Travel Director and the President of the Club.

ARTICLE XIII.

GENERAL

Any circumstance, rule or regulation not covered herein, shall fall under the jurisdiction of the Board of Directors.

ARTICLE XIV.

CERTIFICATION

We, the undersigned, representing at least a quorum of the Board of Directors of the Lynnfield Youth Soccer Club (LYSC) do hereby attest that the by-laws contained within this document, are the latest rev[ision of the Lynnfield Youth Soccer Club By-laws, as voted by the general membership of the Association on June 22, 2015.

These By-laws shall supersede all other by-laws established before this date, and shall be the governing by-laws of the Lynnfield Youth Soccer Club until such time as the general membership of this organization shall elect to alter or amend them.

Chairman

President

Secretary

Treasurer

**END OF BY-LAWS of the LYNNFIELD
YOUTH SOCCER CLUB**

APPENDIX A: Roles and Responsibilities of Directors

President

The President or Chairman 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. The Registrar is also responsible for checking the Lynnfield Youth Soccer Club PO Box periodically and distributing mail to appropriate board members or committees.

Chairman

In the absence of the President, the Chairman shall preside at meetings, and shall fulfill the duties of President in his absence. In addition the Chairman 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 LYSC. Duties include managing all monies collected and disbursed, managing and reconciling Bank accounts, maintaining detailed financial records in accordance with recognized accounting principles, completing required tax and other regulatory filings, preparing an annual budget, and reporting to the Board on a regular basis on financial matters.

Registrar

The Registrar's primary role is to compile and submit to MYSA a report of all players, coaches, and administrators associated with the Lynnfield Soccer Club. 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.

U10 and above Directors and Travel Director

The role of the Travel Commissioner is to oversee the everyday operation of the U10 and above travel program from age group's U12 through-U18. 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 ECYSA prior to each season
- Make sure that all registered players are placed on a team in keeping with the placement guidelines of the Club.
- Serve on the applicable Placement Committee

The U10 and above Travel Director 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.

Equipment Director

Responsible for purchasing, distributing, and maintaining LYSC 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 Lynnfield. Order and erect new field equipment as directed by the LYSC president and board.

Fields Director

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 U6 and U8, town travel teams during all playing seasons and the Club's interests are best served. This position requires interacting with the Town of Lynnfield's assigned officials as well as other sports clubs in Lynnfield and outside communities on behalf of the LYSC.

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 Travel and U6 and U8 Directors 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

Website Director

The Website Director chairs the Website Committee, which communicates important events and dates, club news and LYSC 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 Website 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 Website Director ensures that the LYSC Board has a mechanism to communicate with the club membership. The Website Director shall also assist team coaches in setting up their respective team websites and communicating with members throughout the season.

APPENDIX B:

CONFLICT OF INTEREST

Recognizing that the Lynnfield Youth Soccer Club 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, are to deal fairly in business interests that may arise with the Lynnfield Soccer Club. When an issue comes before the Board of Directors in which an individual Board Member has an interest, that member shall state such interest and abstain from voting on the matter. 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.

APPENDIX C



Lynnfield Youth Soccer Club
P.O. Box 323
Lynnfield, MA 01940

Massachusetts registered 501C Non-Profit Organization

Confidentiality Agreement Policy

Purpose: The purpose of this policy is for LYNNFIELD YOUTH SOCCER CLUB Board of Directors to fairly and objectively implement our decisions, without the input of LYNNFIELD YOUTH SOCCER CLUB members who are not Board members, as such input would contain likely bias.

During the time that I serve on the Board of Directors of LYNNFIELD YOUTH SOCCER CLUB, I realize that I may gain access to information that is considered to be confidential and/or private. Such information may be but is not limited to; private member information, email addresses, and particularly details or decisions made with regard to player placements, team placements, player evaluations, coach evaluations, and any other placement issues related to the business of LYNNFIELD YOUTH SOCCER CLUB.

It is the policy of Lynnfield Youth Soccer Club that board members of LYNNFIELD YOUTH SOCCER CLUB may not disclose, divulge, discuss or make accessible confidential and/or privileged information belonging to, or obtained through their affiliation with LYNNFIELD YOUTH SOCCER CLUB to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom LYNNFIELD YOUTH SOCCER CLUB has authorized disclosure. Board members and employees shall use confidential information solely for the purpose of performing services as a board member for LYNNFIELD YOUTH SOCCER CLUB. This policy is not intended to prevent disclosure where disclosure is required by law.

Board members and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information.

At the end of a board member's term in office he or she shall return, at the request of LYNNFIELD YOUTH SOCCER CLUB, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession. LYNNFIELD YOUTH SOCCER CLUB Board of Directors strongly recommends

that all BOD members use a personal or private email account as opposed to a shared or family email account for any and all confidential and/or privileged information pertaining to LYNNFIELD YOUTH SOCCER CLUB.

I hereby certify that I have read and understand the Lynnfield Youth Soccer Club's policies as described in this statement, with respect to confidential information. I agree that I will not use, publish or disclose such information to anyone during or subsequent to my participation on the Board of Directors of Lynnfield Youth Soccer Club, and that I will preserve the restricted nature of this information. Violation of the above terms may result in disciplinary action, up to and including possible termination from Board of Directors.

Signature

Date