

MASSACHUSETTS STATE SOCCER ASSOCIATION, INC.

**CONSTITUTION
Effective 05/27/20**

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ARTICLE 1

Article 1.1 Name

The organization shall be known as the Massachusetts State Soccer Association, Inc. (hereinafter referred to as MASS).

Article 1.2 Terms

The following terms in these Constitution and By-Laws shall be defined as set forth below:

- "MASS" or the "Association", whether or not capitalized shall refer to the Massachusetts Adult State Soccer Association, Inc.;
- "MYSA", shall refer to the Massachusetts Youth Soccer Association, Inc.;
- "USSF" shall refer to the United States Soccer Federation;
- "USASA" shall refer to the United States Adult Soccer Association, Inc.;
- "FIFA" shall refer to the Federation de Internationale Football Association;
- "BOD" shall refer to the board of directors of MASS;
- "Member" shall refer to any league, club, organization, or individual who has met the membership requirements of the Massachusetts State Soccer Association.

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ARTICLE 2

Article 2.1 Purpose

The purpose of this organization is to promote and administer soccer for all adult players in the Commonwealth of Massachusetts, in accordance with the constitution and regulations of the United States Soccer Federation (USSF). Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Article 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Article 2.2 No Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 2.3 No Exempt Activities

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

Article 2.4 Dissolution

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article 2.5 Headquarters and Location of Meetings

The headquarters of MASS shall be within the boundaries of the Commonwealth of Massachusetts. Place and time of meetings will be determined by the MASS's Executive Board. It is the intent of this constitution and by-laws that the places of such meeting shall be insofar as possible geographically convenient.

Article 2.6 Voluntary Nature of Offices

Holding an office in MASS is on a strictly voluntary basis. No officer or director shall receive compensation of any type at the expense of the MASS's treasury, except as approved by the board of directors and further any member, officer or director may be reimbursed for allowable expenses incurred by them on behalf of MASS.

Article 2.7 Affiliation

Any properly constituted soccer league with four or more teams that has a schedule with a minimum of 8 games per team and a season not less than 30 days duration, and being headquartered in Massachusetts, may apply for affiliation. Such affiliation shall constitute affiliation with USSF. Affiliation confirmation is obtained by a majority vote of the Board of Directors.

Article 2.8 Fiscal Year

The MASS fiscal year will begin on January 1 and end on December 31st of each year.

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ARTICLE 3

Article 3.1 Governing Body

The governing body shall be the MASS officers and the delegates of the affiliated leagues of MASS and they shall meet at least twice a year.

Article 3.2 Executive Board, Officers Elections, Board of Directors

The delegates of the affiliated leagues shall elect four (4) officers who will comprise the Executive Board. The Executive Board shall consist of the President, Vice President, Secretary, and Treasurer and the most recent Past President.

Elections will be held at the Annual General Meeting each year. The President and Secretary will be elected in even numbered years. The Vice President and Treasurer will be elected in odd numbered years.

The Board of Directors shall consist of the chief executive officer of each affiliated league and the Executive Board.

Article 3.3 Duties and Powers of the Board of Directors

- I. The Board of Directors by majority vote of the entire voting membership shall:
 - A) approve the appointment of all committee members submitted to them by the President,
 - B) approve the annual budget and assumption of liabilities and
 - C) approve the acceptance of any league to MASS
 - D) may void or amend any action of the Executive Board
 - E) may ratify and affirm any action of the Executive Board
 - F) Amend the By-laws

- II. The Board of Directors by a two-thirds vote of the entire membership;
 - A) may remove any officer or committee member with good cause
 - B) may expel any affiliated league from MASS Soccer with cause
 - C) may vote to change the MASS constitution at the annual general meeting
 - D) may take any other action consistent with the purposes of MASS

Article 3.4 Duties and Powers of Executive Board

The Executive Board is empowered to conduct the business of MASS between meetings of the governing body. The Executive Board shall be empowered to:

- A) Exercise all of the enumerated powers of MASS Soccer
- B) Approve the transfer of funds within the budget
- C) Coordinate member discipline with the Disciplinary Committee
- D) Commence or defend litigation in the name of MASS
- E) Institute and negotiate contractual relationships not to exceed \$25K; or outside 10% of a budgeted line item.

Article 3.5 Resignation of Officers

An officer may resign by submitting a written resignation to the President. The resignation shall be effective when received. If an officer resigns, the remaining members of the Executive Board shall have the authority to appoint an interim officer. The term of the interim officer shall last until the next special, semi annual or annual meeting at which time an election will be held to fill the office.

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ARTICLE 4

Article 4.1 Robert Rules of Order

All meetings shall be conducted according to Robert’s Rules of Order except as otherwise provided in the Constitution and Bylaws.

Article 4.2 Method of Voting

No person may act as a qualified voting delegate for more than one league or officer.

All qualified delegates entitled to vote at a meeting or to express consent or dissent without attending a scheduled meeting may authorize another person(s) to act for them upon receipt of written notice by the Secretary of MASS no later than 5 days before the vote.

Article 4.3 Quorum

A quorum shall be defined as a majority of the total eligible votes in MASS to conduct business and elected officers. If a quorum is represented the vote of the majority present shall stand unless otherwise required by these bylaws.

Article 4.4 Voting Powers

A. Voting

1. The voting delegates shall be composed of the duly constituted representatives of the affiliated leagues playing the game of soccer within the territorial jurisdiction of MASS. The league and/or its delegate must be in good standing and not under suspension by MASS at the time of any vote.
2. The Secretary of MASS shall maintain the roster of all affiliated leagues.
3. Each affiliated league shall be entitled to representation at all meetings of MASS by a qualified delegate. A qualified delegate is a person who has attained the age of 18 years and who has been appointed by the league as its designee to represent the league for all purposes at meetings of MASS. The chief executive officer of each league shall be the league’s qualified delegate unless the league sends notice to MASS of alternate or additional qualified delegates. Each league may appoint up to two (2) qualified delegates to share its vote(s). Notice of the appointment, executed by the chief executive officer in the form specified by MASS, shall be placed on file with the Secretary not later than 5 days before MASS’ annual, semi-annual or special meeting is required to be sent and shall be effective until superseding notice has been filed with the Secretary by the designating league. MASS shall have the right to rely on the right of the delegate to act for the league until the Secretary receives superseding notice.
4. Each delegate shall be accorded the votes allocated to the league. The weighted voting strength of a league shall be determined by the number of registered players with MASS based on previous MASS fiscal year’s player registrations as determined by the Registrar and Treasurer and as indicated below. Exception; newly accepted leagues will be allocated a vote based on the schedule below.

League Registered Players:	Vote(s)
1-999:	1
1,000-1,999:	2
2,000-2,999:	3
3,000-3,999:	4
4,000-4,999:	5
5,000-6,999:	6
7,000 or more:	7

5. The maximum weighted voting strength of a league shall be twenty-five percent (25%) of the total of all votes allotted to the Board of Directors.

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6. All elections of members for the MASS Executive Committee shall be conducted by league delegates – Executive Committee members shall not have the right to vote in elections for Executive Committee positions.
7. The immediate Past President shall be a non-voting position.
8. In an event of a tie, the organization would follow Robert’s Rules of Order and hold repeat ballot.

B. Notice

1. Notice of an election must be given to all MASS members at least 30 days by e-mail prior to the election.
2. The voting strength of each voting delegate shall be certified by the Secretary prior to the annual meeting. This voting strength shall apply until the next annual meeting. The voting strength will be included in the meeting notification for the semi-annual and annual meetings.

C. Action without a Meeting

In the event the President may require approval from the Board of Directors for a specific action that cannot wait for the next scheduled meeting without calling for a special meeting, a vote may be taken via email, phone, or US Mail provided that all delegates receive sufficient information on the subject matter. The results of the vote cast by each league shall be distributed to each delegate and officer.

D. Proxies

All qualified delegates entitled to vote at a meeting or to express consent or dissent without a meeting may authorize another person(s) to act for them upon receipt of notice by the Secretary of MASS no later than 5 days before the vote.

Article 4.5 Rules and Revisions

The duties and powers of the Rules and Revisions Committee shall be as follows:

1. It shall pass upon all constitutions, by-laws or rules of Associations and Leagues applying for affiliation with this Association.
2. Review all amendments to this Association’s constitution.
3. All matters concerning this Association’s rules must be referred through this committee.
4. A member of this committee shall act as parliamentarian at all general meetings in the absence of the Vice President.
5. All rules for this body, as well as other bodies in the Association, must be in accordance with the United States Soccer Federation’s Constitution and By-Laws.
6. All amendments and changes to this constitution shall be presented to this committee for recommendations prior to presentation at an annual meeting whenever possible.
7. The study, review and revision of these by-laws shall be an ongoing process.

Article 4.6 Majority Vote and Prior Notice

A two thirds vote of the entire membership is required to repeal or amend the Constitution and a majority vote to repeal or amend the Bylaws. The amendment or repeal of any of the Constitution may be done at the Annual General Meeting and to the By-laws at any semi-annual, annual or special meeting. Any proposed Amendment to the Constitution and Bylaws must be received by the Rules Committee at least 14 days before any MASS meeting. The subject matter of any proposed change shall have been set forth in the notice of the meeting and the actual wording of any proposed amendment shall be sent to all voting members prior to said meeting whenever possible.

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ARTICLE 5

Article 5.1 Governing Effect of USSF

The USASA/USSF articles of incorporation, bylaws, policies, rules, regulations and requirements take precedence over and supersede the governing documents and decisions of MASS and its members to the extent applicable under state law, and MASS and its members will abide by those articles, bylaws, policies, rules, regulations and requirements.

Article 5.2 Submission of Documents

MASS will provide annually to the USASA copies of MASS's Articles of Incorporation, Bylaws and other governing documents and submit changes to those to the USASA for approval no later than ninety (90) days after adoption. Copies of all these documents will be made available to its members.

Article 5.3 Tax-Exempt status

MASS shall at all times maintain its tax-exempt status under the Internal Revenue Code.

Article 5.4 USSF Oversight

MASS will allow the USASA or USSF to review the documents and procedures of MASS on request, to determine compliance with the bylaws and articles of USASA or USSF.

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ARTICLE 6

Article 6.1 Withdrawal, Suspension, Expulsion

A. Withdrawal/Suspension or Expulsion of an Affiliate, Delegate, and Officer

1. The affiliation of any league shall cease upon withdrawal of the league by means of a written notice of resignation supplied to the Secretary or removal from MASS.
2. The Board of Directors shall have the power to expel or suspend an affiliate, delegate or officer for good cause. Any resolution calling for suspension or expulsion shall require the affirmative vote of two thirds of the entire voting membership of the Board of Directors. The affected individual or affiliate shall not be entitled to vote in consideration of such action. The affected individual or affiliate shall be furnished with written notice of the proposed action being considered by the Board of Directors and the reason(s) therefore. That notice shall be mailed by first class US Mail and E-mail, to the address of record filed with MASS, not less than 14 days prior to the meeting of the Board of Directors at which the action will be discussed. At the meeting, the affected individual or affiliate shall be afforded the opportunity for a hearing concerning the proposed action prior to any vote thereon. The suspended or expelled individual or affiliate shall have the right to appeal such action to USASA in accordance with the appeal rules of USASA and USSF.
3. A suspended individual or affiliate shall be deemed in bad standing with MASS during the period of suspension and not entitled to partake in any meeting, game, tournament or other event sanctioned by MASS.

Article 6.2 Grievances and Appeals

MASS will provide equitable and prompt hearing and appeal procedures to guarantee the rights of individuals to participate and compete. Those procedures shall include that all grievances involving the right to participate and compete in activities sponsored by the USASA and USSF, MASS and its members may be appealed to the USASA appeals committee that shall have jurisdiction to approve, modify or reverse a decision.

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ARTICLE 7

Article 7.1 Corporate Seal

MASS's seal shall be maintained by the State Secretary