



BRATTLEBORO YOUTH SOCCER ASSOCIATION

A Vermont Non-profit Corporation

BYLAWS

ARTICLE I

NAME

-Updated and adopted by Board of Directors, 02/05/2018.

1.01 Name

The name of this organization shall be the "Brattleboro Youth Soccer Association" (hereinafter referred to as the BYSA), a non-profit corporation. The business of the corporation may be conducted as Brattleboro Youth Soccer Association or Brattleboro Storm.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Brattleboro Youth Soccer Association (BYSA) is a voluntary, non-profit amateur athletic corporation and shall be operated exclusively for educational, scientific and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of the BYSA shall be as follows:

1. To foster, develop and operate a competitive youth soccer program in Brattleboro, VT and regional environs.
2. To provide for soccer playing and practice facilities for the operation of said soccer program.

3. To lease, hire, buy, mortgage, sell, and/or own real estate and personal property and to maintain, erect, and build on any such real estate, equipment or facilities which may be necessary and proper for the purpose of the corporation.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

Provided however, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this corporation, voluntarily or involuntarily, or by operation of law, the following provisions shall apply:

1. This corporation shall not have or exercise any power of authority, either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax as described in Section 501(3) (C) of the Code, or (b) by corporation, contributions to which are deductible for Federal Income Tax purposes under Section 170 thereof.
2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
3. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated for the purposes that are not exclusively charitable, scientific, literary or educational within the meaning of Section 501(C)(3) of the Code.
4. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to the members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
5. In the event of termination, dissolution or winding up of the corporation in any manner or for any reason whatsoever its remaining assets, if any shall be distributed to one or more qualifying organizations described in Section 50 I (C)(3) of the Code.

(a) Nonprofit Legal Status. BYSA is a state of Vermont non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code. BYSA shall operate exclusively for charitable, scientific, literary and/or educational purposes, defined in accordance with the applicable provisions of the Internal Revenue Code of the United States.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

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

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

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to BYSA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Vermont to be added to the general fund.

ARTICLE III

MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV **BOARD OF DIRECTORS**

4.01 Number of Directors

Brattleboro Youth Soccer Association (BYSA) shall have a board of directors consisting of at least 6 and no more than 11 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

The Association shall be governed by a Board of Directors consisting of a maximum of eleven (11) Directors.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Brattleboro Youth Soccer Association (BYSA) Shall be managed under the direction of the

board, except as otherwise provided by law.

4.03 Terms

Board members may succeed themselves if duly elected or appointed. Among the Directors, there shall be three (3) members elected to serve a three-year term, four (4) members elected to serve a two-year term, and four (4) members elected to serve a one-year term. The following officers shall be elected annually by the Board at the first Board of Directors Meeting after January 1: President, Vice-President, Treasurer, and Secretary.

The term of office shall be considered to begin January 1 and end December 31, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the Board of Directors. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.05 Vacancies

The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled board position, subject to the maximum number of Directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

4.06 Removal of Directors

Any member of the Board who neglects to promptly perform his or her duties may be removed from office by a two-thirds vote of the Board of Directors. If a Director fails to attend three out of any five consecutive meetings the member will be subject to removal from the Board by a two thirds ($\frac{2}{3}$) vote of the members of the Board of Directors present. The Secretary will be required to bring this absence to the Board's attention. At this meeting the Board will decide whether that member's absence is for an acceptable reason or not, and whether the absence is detrimental to the function of the Board. The Board will be required to vote on the dismissal of the member at this meeting.

4.07 Board of Directors Meetings.

(a) Regular Meetings. The Board of Directors shall have a maximum of ten (10) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days notice by electronic mail or by telephone. If sent electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other Directors of the Board of Directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose of the meeting.

(c) Waiver of Notice. Any Director may waive notice of any meeting, in accordance with Vermont state law.

4.08 Manner of Acting.

(a) Quorum. A simple majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the Board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(C) Hung Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

ARTICLE V **COMMITTEES**

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) take any final action on matters which also requires Board members' approval or approval of a majority of all members;
- (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (e) appoint any other committees of the Board of Directors or the members of these committees;
- (f) expend corporate funds to support a nominee for Director; or
- (g) approve any transaction;
- (i) to which the corporation is a party and one or more Directors have a material financial interest; or
- (ii) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its

members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.3 Informal Action By The Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI **OFFICERS**

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Removal and Resignation

The Board of Directors by a $\frac{2}{3}$ majority may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.03 Board President

The Board president shall be the chief volunteer officer of the corporation. The Board president shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties

incident to the office or properly required by the Board of Directors.

6.04 Vice President

In the absence or disability of the Board president, the ranking vice-president or vice-president designated by the Board of Directors shall perform the duties of the Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board president. The vice-president shall normally accede to the office of Board president upon the completion of the Board president's term of office or resignation.

6.05 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board president. The secretary may appoint, with approval of the Board, a Director to assist in performance of all or part of the duties of the secretary.

6.06 Treasurer

The treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The treasurer shall perform all duties properly required by the Board of Directors or the Board president. The treasurer may appoint, with approval of the Board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.07 Non-Director Officers

The Board of Directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

ARTICLE VII

**CONTRACTS, CHECKS, LOANS,
INDEMNIFICATION AND RELATED MATTERS**

7.01 Contracts and other Writings

Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board.

7.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

7.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a two-thirds ($\frac{2}{3}$) vote of a quorum of Directors at a Board meeting. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit

or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the Director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Vermont Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII **MISCELLANEOUS**

8.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, Directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of BYSA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds ($\frac{2}{3}$) vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE IX

CODES OF ETHICS AND WHISTLEBLOWER POLICY

9.01 Purpose

BYSA requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of BYSA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

9.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of BYSA is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

9.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

9.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity,

policy, or practice to the attention of BYSA and provides the BYSA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

BYSA shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of BYSA or of another individual or entity with whom BYSA has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

BYSA shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of BYSA that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

9.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

9.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE X **AMENDMENT OF ARTICLES OF INCORPORATION**

10.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Brattleboro Youth Soccer Association (BYSA) were approved by the Brattleboro Youth Soccer Association board of directors on 02/05/2018 and constitute a complete copy of the Bylaws of the corporation.

Jennifer Bogert, Secretary

Date: 02/05/2018