



CHARLTON YOUTH SOCCER, INCORPORATED CONSTITUTION AND BYLAWS

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ARTICLE I Name

The name of this organization shall be CHARLTON YOUTH SOCCER, INCORPORATED, and is also referred to as the “Organization”, Charlton Youth Soccer, or CYS.

ARTICLE II Definitions

- Organization: Charlton Youth Soccer, Incorporated
- Executive Board: President, Vice President, Secretary, Treasurer, Registrar
- Board of Directors (BOD): All elected CYS Board positions
- Officer or Director: Person holding a position on the Board of Directors
- Seasons
 - Spring season is considered Jan 1st - June 30th
 - Fall season is considered July 1 - December 31st.

ARTICLE III Corporate Purpose and Affiliation*Specific Purpose*

Charlton Youth Soccer, Incorporated, is a non-profit organization formed and established to provide for the advancement of amateur soccer in the town of Charlton and neighboring towns. It will arrange, promote, organize and supervise amateur soccer competition involving persons four- and one-half years of age and older, who reside in Charlton and neighboring towns. The following goals will guide the Organization in its various activities:

- To allow children to have fun and enjoy the game of soccer;
- To teach the skills of the game of soccer;
- To teach the laws of the game;
- To provide and encourage constructive coaching;
- To gain for each participant the following benefits:
 - To learn to work with others in a team endeavor.
 - To learn to be gracious in victory as well as defeat.
 - To obtain a level of physical fitness and coordination that will benefit them in later life.
 - The knowledge that winning is not a life-or-death situation.

The Organization will always be willing to explore new ideas and ways of providing an opportunity for children of all ages and genders to participate in a healthy and active sport.

Non-Profit Purpose

This corporation is organized exclusively for charitable, Religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Charitable Purpose: On Discrimination

Charlton Youth Soccer, Inc is organized to develop, promote and administer the game of soccer among youth (under nineteen years of age) within Charlton, Ma. The program shall be offered without regard to race, color, religion, sex or national origin.

Prohibition Against Private Inurement

No part of Charlton Youth Soccer, Inc's net earnings shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that Charlton Youth Soccer, Inc shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Charlton Youth Soccer, Inc's purposes.

Required Prohibition Against Political Activity

Charlton Youth Soccer, Inc will not endorse any candidate, make donations to his or her campaigns, engage in fundraising, distribute statements, or become involved in any other activities that may be beneficial or detrimental to any candidate. Charlton Youth Soccer, Inc will not engage in any activities that encourage people to vote for or against a particular candidate.

Affiliations

This Organization shall be an affiliated branch of, and comply with the authority of Massachusetts Youth Soccer, Central Mass Youth Soccer, US Youth Soccer (USYS) and the United States Soccer Federation (USSF). To the extent permissible under applicable law, this Constitution and Bylaws shall be consistent with Massachusetts Youth Soccer, USSF's and USYS's articles of incorporation and bylaws. To the extent permissible under applicable law, (i) this Association and its members shall abide by Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation and bylaws, and 5 (ii) Massachusetts Youth Soccer's, USSF's and USYS's articles of incorporation, bylaws, policies, and requirements take precedence over, and supersede the governing documents and decisions of Charlton Youth Soccer, Incorporated.

ARTICLE IV Membership

Eligibility for Membership

The children of any resident or non-resident shall be entitled to participate in activities of the corporation, provided that the parents or legal guardians of any minor child sign such documents and releases and accept the terms and conditions as may be established from time to time by the Board of Directors and will be considered a Member of Charlton Youth Soccer, Incorporated upon good standing with the corporation.

Any resident or non-resident coaches shall be entitled to participate in activities of the Corporation, provided they sign such documents and releases and accept the terms and conditions as may be established from time to time by the Board of Directors and will be considered a Member of the organization name upon good standing with the Corporation.

Members of the Organization are the participants who are: (1) the officers of the organization (the board of directors), (2) coaches, assistant coaches, managers or trainers of the respective teams and (3) parents or guardians of participating players.

Voting Rights of Members

All individuals listed in Section 1, exclusive of the President, shall be entitled to vote to elect appropriate leaders (Board of Directors) of the organization. The following provisions, however, apply: there shall not be more than two votes per team, with the order of priority as set forth in Section 1 and with the coach to designate which of the assistant coaches, managers or trainers is to have the other vote. No person shall cast more than one vote, and parents/guardians of registered players shall be entitled to one vote per household. Voting to elect the Board of Directors will occur annually, in-person (unless a remote meeting is agreed upon due to unforeseen circumstances), at the Annual Meeting in November. Members who

wish to vote are required to attend the meeting. Decisions shall be by majority vote. The President casts a vote only in case of a tie vote. The Secretary of the Organization is responsible for maintaining a current membership and voting list of the Organization.

Compliance

This Organization shall be governed by its Articles of Organization, Constitution, and Bylaws any specific rules and procedures adopted by the Board of Directors; and the rules established by Central Massachusetts Youth Soccer League, Massachusetts Youth Soccer, USYS and USSF.

ARTICLE V Meetings

Annual Meeting

The Annual Meeting shall be held in the month of November, no later than the 30th day of November, at the place and at the hour fixed by the President or Executive Board and stated in an announcement. In the event of unforeseen circumstances (inability to secure meeting location, weather challenges, etc), the Board of Directors can agree to hold the Annual Meeting remotely.

No change in the date of the Annual Meeting may be made within 14 days of the specified date unless approved by a 2/3 majority vote.

Special Meetings

Special Sessions of the Executive Board may be called by the President, Vice President, Division Directors, Secretary or Treasurer. The call must state the exact purposes of the session and the business at the session is limited to the stated purpose. Notice of the special session must be given to all members of the Executive Board at least one week in advance. If the person(s) issuing the call certify that the business to be considered is of an emergency nature, advance notice need only be given 24 hours before the session, provided that as the first item of business, the majority of the voting members present at the special session verify that an emergency does exist with respect to the specified subject matter. The Secretary; or Vice President or Registrar in the Secretary's absence, will attend to record minutes.

All information, conversations and discussions held during said executive session must remain with the Executive Board members who are present during that session. If any board member speaks to anyone, other than those present at said executive session, of any discussion that takes place during the executive session portion of an Executive Board meeting, then that board member may be subject to the removal from the Executive Board by a 2/3 vote from the remaining Executive Board members. A discussion will take place in its regard, after which the vote will take place.

Regular Board of Directors Meeting

The Board of Directors shall hold meetings, with a goal of meeting monthly during each of the Spring and Fall seasons. Meetings will also occur in between seasons but may decrease in frequency. A notice of every meeting of the BOD shall be sent to each director at least 7 days before such meeting. The notice shall state the place, date, and time of the meeting. Announcement of intent to hold a future meeting given at a prior meeting of the BOD fulfills all the requirements of notifications.

Provision for joining in-person meetings through remote communication:

Any Director may participate in a regular or special meeting by any means of remote communication by which all Directors participating may simultaneously hear and speak with each other during the meeting. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Process for Voting Via Teleconferencing or Other Electronic Methods:

A Director must indicate to the President or their designee in advance their intent to vote by teleconference or other electronic methods as may be available. A Director must be on the line during discussion of the issue to be voted. In the instance of a ballot vote, a Director may, at their discretion, opt to text or telephone their vote to the person assigned to count the votes.

If this privilege is extended to any Director for any particular issue, the same opportunity must be made available to any other Director who is unable to attend in person to vote, so long as the Director follows steps 1-3 above.

Quorum

51% of the Board of Directors and at least 2 Executive Board Members must be present to constitute a quorum for the transaction of any and all business at any and all BOD meetings. Please see number 5 (Action at Meetings) below for provisions for electronic voting amongst the Board of Directors.

Action at Meetings

Matters shall be decided by a vote of the majority of the Directors present at any meeting duly called and held, except when specified by Law, the Articles of Organization, or by the Constitution and Bylaws. Each Director has only one vote regardless of the number of offices they hold. The President only votes to break a tie. Voting electronically may occur for matters that are deemed non-controversial. Electronic voting may occur via survey software or through email, with all Board of Directors given the opportunity to cast their vote within a specified deadline. Quorum must be established within the identified deadline for an electronic vote to be confirmed.

Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order. Matters of procedure will be decided based on the current version of Robert's Rules of Order in all cases in which they do not conflict with the Constitution, Bylaws, general procedures, and/or specific rules of this Association, Charlton Youth Soccer, Inc; Massachusetts Youth Soccer; USYS and USSF.

ARTICLE VI Board of Directors and Officers*Powers, Functions, and Actions*

The business of the Charlton Youth Soccer, Inc. (this "Organization" or "Charlton Youth Soccer") shall be managed by its Board of Directors, who shall exercise all powers of this Association, except as otherwise provided by law, or by the Articles of Organization, the Constitution, or the Bylaws. The Board of Directors, by majority vote, shall establish the Policies, Regulations and Procedures not inconsistent with the Articles of Organization, Constitution and By-laws, under which Charlton Youth Soccer shall operate.

Composition of Board of Directors

- President
- Vice President
- Secretary
- Treasurer
- Registrar

- Risk Management Director
- Equipment Director
- Age Level Directors (U6, U8, U10/12, U14-18)
- Coaching Director
- Field Director
- Fundraising Director
- Sponsorship Director
- Referee Director
- Girls Travel Director
- Boys Travel Director
- Website Director
- Communications Director
- Members At Large (3)

Nominations and Elections

Officers are elected annually at the Annual Meeting of the Organization, by the majority vote of those members present and voting. The Organization Secretary shall certify and publish the election results no later than seven (7) days after the election, in such a manner as the Organization dictates, and the new officers shall take office at this time.

A person may become a candidate for office by submitting his/her name to the Organization Secretary. Submittal must be at least 7 days prior to the election and the Secretary must give notice of the names of all qualifying candidates for office. A person, including existing board members, may become a candidate for a position.

Nominees will have a chance to speak at the beginning of the Annual Meeting when the election takes place, in order to state their desire for the role in which they are pursuing.

Elections will be made at the Annual Meeting or by electronic voting. The secretary will ensure the accuracy of ballots and verify the eligibility of anyone seeking to cast a ballot.

Persons in good standing with CYS are eligible to be nominated/elected in the event there is a vacancy, a person may act in more than one position, but Executive Committee positions must be held by different people.

Tenure

The term for all officers on the Board of Directors shall be 1 year.

Any officer may resign by giving a written resignation to the secretary. Resignations are effective upon receipt, unless otherwise specified, and accepted by the Board of Directors.

In the event that an officer shall miss 3 consecutive meetings, the reigning majority Board of Directors may declare his/her position vacant.

Board to elect a successor according to such election procedures as the Organization establishes.

Recall

An officer of the Organization may be removed from office or the Organization for cause at a regular or special session, by a meeting requiring quorum, by a vote of $\frac{2}{3}$. The individual(s) in question must be provided with a written explanation of the reasons for such a vote being called for. Said person shall,

upon request, be given a hearing before the Executive Board, prior to any vote. If a person is so voted out of office, then that person ceases to hold that office as soon as the vote has been certified by the Organization Secretary, (or, if the officer is the Secretary, by a person appointed by the President to act as Secretary for this purpose).

Vacancies

If the office of the President becomes vacant due to death, resignation, removal, refusal to serve or loss of Organization membership, the Vice President shall assume the powers of the office as acting President until their successor qualifies. If the office of the Vice President, Secretary, Treasurer, Registrar, Girls Travel Director, Boys Travel Director, Age Level Directors, Referee Director, Equipment Director, Field Director, Coaching Director, Web Site Director, Members At Large becomes vacant in one of the above listed manners, the Board of Directors shall appoint an Organization member to assume the powers of the office by majority vote until a successor qualifies.

Duties of Directors

President

- The President is the Chief Executive Officer of the Organization and shall have general supervision and control of its business. He/she shall ensure that all orders and resolutions of the BOD are carried out.
- Presides at all sessions of the Organization, unless unable to attend and therefore appoints Vice President or other designee in their place.
- Sits as Organization representative (or his/her designee) with other leagues, (i.e. Charlton Youth Baseball) and organizations, (i.e. CMYSL), and the town of Charlton
- Communication with the Board of Directors, coaches, and/or community members as needed
- Acts as second signer on all disbursements in conjunction with the treasurer.
- Has such power to order for an executive session during an Executive Board meeting.
- Only may cast a vote in the case of a tie.
- Serves as Past-President for the year immediately after his/her term as President expires.
- Must have been on the Board of Directors for a minimum of 2 full calendar years before being elected to President as to have a full understanding as to how the league is run and full knowledge of the rules of the league.
- Sits on the Executive Board.

Vice President

- Represents, or presides in place of, the President during meetings which the President is unable to attend.
- Assumes the office of President if the office becomes vacant due to death, resignation, removal, refusal to serve or loss of Organization membership status of the President.
- Communication with the Board of Directors, coaches, and/or community members as needed
- Sits on the Executive Board.
- Must have been on the Board of Directors for a minimum of 2 full calendar years before being elected to Vice-President as to have a full understanding as to how the league is run and full knowledge of the rules of the league.
- The Vice President, when directed by the President or BOD, shall be responsible for public relations activities of CYS, in addition to any other special assignments, which from time to time, may be given by the President or the BOD.
- Responsible for the solicitation, voting, and disbursement of any approved scholarship.

Secretary

- Keep all records of the Organization, (except financial records) including Organization bylaws and minutes of all meetings

- Supervises the tallying of all votes of the meetings and publicly announces their results.
- Manages and maintains the organization's email account, directing and/or responding to emails and inquiries from community members
- Communication with the Board of Directors, coaches, and/or community members as needed
- Should the secretary be unable to attend a meeting, the Vice President or Registrar will be available to take minutes.
- Sits on the Executive Board.

Treasurer

- Is responsible for all fiscal affairs of the Organization, as directed by the Organization.
- Keeps all financial records of the Organization.
- Shall be chairperson of the budget committee.
- Sits on the Executive Board.

Registrar

- Is responsible for coordinating player registration for both spring and fall sessions.
- Is responsible for the input of registrations into the current registration package and verifying the accuracy of the database information.
- Is responsible for getting each Age-Level coordinator a listing of all registered players, in a reasonable time before the start of a season, for team formation by the Age-Level coordinators.
- Is responsible for getting the Travel Coordinators and Travel Director try-out sheets for travel tryouts, in a reasonable amount of time before the travel try-outs occur.
- Is responsible for producing final rosters for In-town and Travel teams, to be handed out to coaches with registration forms.
- Reports all required information to the Massachusetts Youth Soccer Association, or other soccer association.
- Communication with the Board of Directors, coaches, and/or community members as needed
- May recommend to the Executive Board for approval a person(s) to perform administrative or computer services, the Executive Board will have final approval of this recommendation.

Risk Manager

- Ensures coaches complete all Adult Registration requirements through Massachusetts Youth Soccer Association or other soccer associations.
- Performs other Risk Management Responsibilities as required by Mass Youth Soccer, US Soccer and USOPC Policy and Commonwealth of Massachusetts and Federal Law.
- Communication with the Board of Directors, coaches, and/or community members as needed

Equipment Director

- Inventories all equipment for the Organization.
- Orders all equipment for the Organization.
- Communication with the Board of Directors, coaches, and/or community members as needed

Age Level Director for each of the in-town age divisions

- Creates team rosters, based on information provided by Registrar. Determines number of teams for season based on registration figures.
- Responsible for communicating team rosters and changes to Registrar.

- Secures all coaches for the number of teams represented by the Organization and recommends the appointment of the same to the Executive Board, which shall have the power to accept or reject any recommendation and to name a person in place of the rejected recommendation.
- Communication with the Board of Directors, coaches, and/or community members as needed

Coaching Director

- Provides trainings and/or materials as needed to coaches within the league, with an emphasis on teaching fundamental skills for the growth and development of our players.
- Identifies training plans and ideas for coaches as needed/requested, modified for the age of the team from which the request comes.
- Assists with concerns related to coaches, including but not limited to; concerns provided by the league, referees, and/or parents/community. This may include additional trainings for the coaches.
- Communication with the Board of Directors, coaches, and/or community members as needed

Field Director

- Secures all practice and game fields.
- Is responsible for deciding on field closure by 6am on weekend and by 7am on weekday and conveying this to the Executive Board, Risk Manager, and Communication Director.
- Shall be responsible for the maintenance of all fields including field layout and lining, and scheduling of all maintenance (sprinkler system, trash pickup, porta potties, mowing, fertilizing/annual maintenance)
- Communication with the Board of Directors, coaches, and/or community members as needed

Fundraising Director

- Coordinates those activities to raise funds for the Organization as approved by the Board of Directors to keep the Organization affordable.
- Shall not be a current vendor leveraged by the organization. There shall not be a conflict of interest, unless otherwise approved by the Board of Directors.
- The Director may appoint multiple assistants to help with the workload.
- Communication with the Board of Directors, coaches, and/or community members as needed

Sponsorship Director

- Responsible for establishing and coordinating team sponsors to keep the Organization affordable.
- The Director may appoint multiple assistants to help with the workload.
- Communication with the Board of Directors, coaches, and/or community members as needed

Referee Director

- Secures and assigns referees for matches in which Organization teams are involved, as league participation may dictate.
- Communication with the Board of Directors, coaches, and/or community members as needed
- Is responsible for coordinating referee training, ensuring that referees meet minimum qualification requirements for their match assignments and are informed of FIFA Law changes.
- Solicit coach and division directors feedback on referees and share with the CMYSL representatives.
- Ensure all in town and travel games have a referee present.

Girls Travel Director

- Shall have the same powers and duties as those defined by the Age Level Directors
- May hold tryouts as deemed necessary for each season, no later than June for the Fall season, and November for the Spring season.
- Shall represent the Organization at Massachusetts Youth Soccer Association (MYSA) and Midland Area Youth Soccer (MAYS) or any other affiliated soccer association as directed by the Organization.
- Collect uniform fees if such fees are deemed necessary by the Executive Board.
- Responsible for communicating team rosters and changes to Registrar
- Create pass cards for teams as required by affiliated association.
- Responsibility in conjunction with the referee director to ensure referees shall be present at all travel games.
- Communication with the Board of Directors, coaches, and/or community members as needed

Boys Travel Director

- Shall have the same powers and duties as those defined by the Age Level Coordinators
- May hold tryouts as deemed necessary for each season, no later than June for the Fall season, and November for the Spring season.
- Shall represent the Organization Massachusetts Youth Soccer Association (MYSA) and Midland Area Youth Soccer (MAYS) or any other affiliated soccer association as directed by the Organization.
- Collect uniform fees if such fees are deemed necessary by the Executive Board.
- Responsible for communicating team rosters and changes to Registration Coordinator.
- Create pass cards for teams as required by affiliated association.
- Responsibility in conjunction with the referee director to ensure referees shall be present at all travel games.
- Communication with the Board of Directors, coaches, and/or community members as needed

Website Director

- Shall create, maintain, and update a Website on behalf of the Organization.

Communications Director

- Updates and maintains the Organization's social media accounts, sharing messages from the BOD with community members.
- Promotes the league through social media, including posting pictures, schedules, game highlights, etc. This may also include acknowledging sponsors/donors, and individuals who help the league.
- Communicates with community members regarding Organization updates, weather-related delays or other issues that impact field playability, and anything else deemed necessary by the Organization.

Members At Large

- Shall assist any member of the Organization with any task as needed.
- Number of Members at Large positions should be limited to 2 or 3
- Shall sit on a committee as determined by the BOD

Executive Board

There is an Executive Board comprised of the President, Vice President, Secretary, Treasurer, and Registrar. The President and/or next highest ranking board member shall preside at all meetings.

The Treasurer shall receive and disburse all monies of the Organization at the direction of the Executive Board or the President.

The Secretary shall provide notice and minutes of all meetings.

The Executive Board shall respond to all communications within 7 calendar days to ensure timely communication and decision making.

The Executive Board appoints chairpersons to special committees as required

Chairpersons may attend Executive Board meetings but may not vote.

ARTICLE VII Amendments

These bylaws can be amended by a $\frac{2}{3}$ vote of those present and voting at a meeting or special meeting of the Organization called for that purpose on an annual basis, and further, only if notice has been given of the exact wording of the proposed amendment (s). Notice must be given at least 72 hours in advance of said meeting.

ARTICLE VIII Financial and Risk Management Issues

Financial Policy

Charlton Youth Soccer is a 501c3 recognized non-profit organization and shall conduct its business affairs so as to maintain its tax-exempt status under applicable law.

Fiscal Year

The fiscal year of the organization shall be from January 1st to December 31st.

Audit Policy

An audit of Charlton Youth Soccer's financial statements and results of operations shall be performed consistent with applicable laws. The Treasurer will select an independent auditor, to be ratified by the Board of Directors. The results of the audit shall be reported to the Membership at the next AGM following completion of the audit.

Financial Responsibility

Charlton Youth Soccer shall not assume, nor be liable for, the debts and/or the financial responsibilities, either implied or incurred, of any player, coach, manager, team assistant, official or referee from any member organization or affiliated league.

Personal Liability

Members and Directors of Charlton Youth Soccer shall not be personally liable for any debt, liability, or obligation of the organization. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against Charlton Youth Soccer may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

Dissolution

In the event of the dissolution of the Association, all property and assets available after the settlement of all liabilities shall be turned over to the USYS for the express purpose of the development of youth soccer.