

ARTICLE I

SECTION 1 – NAME:

This organization is incorporated under the laws of the State of New Hampshire as the MT. WASHINGTON VALLEY SOCCER CLUB and registered as doing business under the trade name “MWV SOCCER CLUB” (hereinafter sometimes referred to as the “Club”).

SECTION 2 – FORM:

This organization shall be a voluntary, non-stock, non-profit, incorporated association. Members of the Association shall consist of all registered players, their parents and/or guardians, coaches and other active volunteers. Voting members at annual meeting must be 18 years of age.

SECTION 3 – PURPOSE:

The primary objectives of the MT. WASHINGTON VALLEY SOCCER CLUB are:

- A. To promote competitive soccer in Eastern New Hampshire and Western Maine, which shall include the Towns of Albany, Bartlett, Berlin, Brownfield, Chatham, Conway, Denmark, Eaton, Freedom, Fryeburg, Gorham, Hart’s Location, Jackson, Lovell, Madison, Randolph, Tamworth and Whitefield, as well as such other communities that may desire to participate in a soccer league; and
- B. To provide coaches, equipment and other resources necessary to develop and promote youth soccer skills and competition; and
- C. To raise funds by contributions, donations, membership subscriptions, grants, event fees and direct appeal for the purposes of promoting participation in soccer and, in particular, encouraging competitive participation in soccer by youths in Eastern New Hampshire and Western Maine; and
- D. To promote and encourage interest in development and maintenance of soccer facilities throughout Eastern New Hampshire and Western Maine; and
- E. To collect and disseminate information regarding soccer in Eastern New Hampshire and Western Maine for the purpose of encouraging youth participation in such activities; and
- F. To purchases or accept by gifts such facilities, property and equipment as the directors and members of the Club may determine are beneficial and necessary to further the objectives of the Club as hereinabove set forth; and
- G. To have and exercise all the rights, powers and privileges appertaining to voluntary associations under the laws of the State of New Hampshire, which have no capital stock, and for which the objective is not a division of profits; and
- H. To operate solely for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and
- I. To establish and maintain a not-for-profit organization established exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax

- code, whose activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, Officer, or other individual; and
- J. To support young athletes and to help them grow as players by providing positive, challenging soccer experiences; and
 - K. To promote all soccer opportunities in the Mount Washington Valley; and
 - L. To work in conjunction with town recreation and school programs to further local soccer through tournaments; and
 - M. To provide assistance to coaches and elevate the instruction level through coaching clinics.

SECTION 4 – LIMITATION OF METHODS:

The MT. WASHINGTON VALLEY SOCCER CLUB shall adhere to all federal, state and local laws and regulations governing non-profit organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 5 – ASSOCIATION SEAL:

The seal of the Club, subject to alteration thereof by the Board of Directors, shall consist of a flat faced circular die with the words and figures “MT. WASHINGTON VALLEY SOCCER CLUB” cut or engraved thereon.

SECTION 6 – FISCAL YEAR:

The fiscal year of the MT. WASHINGTON VALLEY SOCCER CLUB shall close on August 31st of each year.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1 – GENERAL POWERS:

The business and affairs of the Club shall be managed by a Board of Directors (the “Board”) of no less than five and no more than nine persons as described in its Articles of Agreement. The Directors shall, in all cases act as a Board and they may adopt such rules, regulations, policies, objectives and goals for the conduct of their meetings and the management of the Club, as they may deem proper, not inconsistent with these By-Laws and the laws of the State of New Hampshire.

SECTION 2 – COMPENSATION:

No Director shall receive compensation for services rendered to the Club nor shall any Director be an employee of the Club. Directors may receive reimbursement for actual out-of-pocket expenses incurred in furthering Club business. Any Director receiving compensation as an independent contractor or having any relationship with an organization receiving compensation

as an independent contractor shall comply with the conflict of interest provision of these By-Laws and New Hampshire Revised Statute Annotated RSA 7:19, II as amended.

SECTION 3 – INITIAL BOARD OF DIRECTORS:

The initial Board of Directors shall be appointed, and serve staggered terms.

SECTION 4 – VACANCIES:

Vacancies on the Board of Directors may be filled by a majority vote of the members of the Board. All members of the Board of Directors shall be elected for three (3) year terms and shall assume their posts at the Annual Meeting. The terms of the Board of Directors shall expire on a rotating basis, with no more than one third (1/3) of the directors' terms expiring at any one time.

SECTION 5 - RESIGNATIONS:

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

SECTION 6 – REMOVAL OF DIRECTORS:

Any individual serving on the Board of Directors may be removed by majority vote of a quorum of members present at a duly-noticed annual or special meeting of the membership. Successors to Directors removed by the members shall be elected by the members at the meeting which resulted in the removal of the Director. Any Director appointed by the members shall serve the remainder of the unexpired term of the predecessor Director.

SECTION 7 – NOTICE:

Notice of meetings shall be given at least seven days in advance of the meeting and may be delivered personally, by email, by facsimile, by telephone, or by mail. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 8 – QUORUM:

At any meeting of the Directors, a majority of the Directors in office shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may, without further notice, adjourn the meeting to another time.

SECTION 9 – MANNER OF ACTING/VOTING:

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors unless otherwise specified by these By-Laws.

SECTION 10 – PRESUMPTION OF ASSENT:

A Director of the Club who is present at a meeting of the Directors at which action is taken on any Club matter shall be presumed to have assented to the action taken unless the Director files written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Club immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 11 – MEETINGS:

The Board of Directors shall, at a minimum, hold quarterly meetings at a time and place to be designated by resolution of the Directors. Special meetings of the Directors may be called by or at the request of the President or any two (2) of the Directors. The person or persons authorized to call special meetings of the Directors may fix the time and place for holding any special meetings of the Directors called by them. All meetings shall be open to the public until such time it is decided to go into closed session.

SECTION 12 – ANNUAL MEETING:

The Annual Meeting of the members of the Club shall be held on the second (2nd) Tuesday of June or such other time as may be determined by the Board. The annual meeting shall be opened to members of the Club unless a majority of the Directors present at the meeting determines that participation of members is not in the best interest of the Club, in which case the meeting may be closed to members.

SECTION 13 – SPECIAL MEETINGS:

Special meetings may be called by a majority of the Board of Directors or by written petition of fifteen Members of the Club.

SECTION 14 – ORDER OF BUSINESS:

The order of business at all meetings of the Board of Directors shall, to the extent applicable, be as follows:

- A. Reading of the Minutes of the Preceding Meeting.
- B. Reports of Officers.
- C. Reports of Committees.
- D. Reports of Directors.
- E. Election of Officers (annual meeting only).
- F. Unfinished Business.
- G. New Business.

SECTION 15 – COMMITTEES:

The Board of Directors may create committees when and as needed. Each such committee shall service at the pleasure of the Board. Such committees will receive from the Board a set of guidelines and objectives and will only act in an advisory capacity to the Board. The Board shall have representation on all committees. At any committee meeting a quorum shall consist of a

majority of the elected or appointed members of that committee. Committee examples include, but are not limited to the following:

- A. Resource and Budget Committee
- B. Publicity Committee
- C. Registration Committee
- D. By-Law and Policy Committee
- E. Spring Activities Committee
- F. Membership Committee
- G. Coaching Committee
- H. Tournament Committee
- I. Field Committee
- J. Summer Activities Committee
- K. Fundraising Committee

SECTION 16 – APPOINTED POSITIONS

A. EXECUTIVE DIRECTOR:

The Executive Director is a salaried position with an annual evaluation. The duties of the Executive Director include overseeing recruitment, selection of and assisting with the training of MWVSC coaches, assistance in conducting coaching clinics for Valley recreation and school coaches, coordinating referees for home games and tournaments, coordinating tournaments, scheduling games, recruiting players, overseeing travel team tryouts, conducting player trainings, assistance in giving tactical and technical direction, assuming coaching duties for games and tournaments in the absence of the coach, supervising Spring Sunday recreation soccer and maintaining a weekly presence, registration of travel teams with leagues, scheduling of fields for games and practices, attending NHSYSL or other league meetings, overseeing advertising of club activities in appropriate publications, scheduling and overseeing fundraising activities and other duties as may be needed for the promotion and operation of the Club.

The Executive Director sits on the Coaching and Tournament Committees and provides input as needed for the Field Committee. The Executive Director does not serve as a Board member, but may contribute at Board meetings.

B. TECHNICAL DIRECTOR:

The Technical Director, if any, shall oversee all aspects of player development and coaching education through the offering of coaching and player clinics and through formal licensing opportunities. The Technical Director shall provide insight into the latest methodologies that relates to both player development and coaching education. The Technical Director does not serve as a Board member, but may contribute at Board meetings.

ARTICLE III

OFFICERS

SECTION 1 – NUMBER:

The Officers of the Club shall be a President, a Vice-President, a Treasurer, a Secretary and a Registrar, each of whom shall be appointed by the Directors at the first meeting after the annual meeting. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors by resolution. Of these officers, the President, Vice-President and Treasurer shall comprise the Executive Board which may conduct business on behalf of the Board between meetings of the full Board. Such actions shall be subject to ratification by the full Board at the next regular business meeting.

SECTION 2 – THE EXECUTIVE BOARD:

- A. Shall consider such matters of management or operational interest to the Club or Board as are brought before it.
- B. Appoint the members of any required hearing committee(s) for protests or complaints regarding conduct of coaches, spectators, parents, and/or players.
- C. Report all of the Executive Board's actions to the full Board for ratification at the full Board's next regular meeting.
- D. A quorum of the Executive Board shall consist of two-thirds of the members.

SECTION 3 – COMPENSATION:

Any officer also serving as a Director shall not receive compensation for services rendered and shall not be excused from full compliance with ARTICLE II, Section 2.

SECTION 4 – ELECTION AND TERM OF OFFICE:

The Officers of the Club shall be appointed at the annual meeting of the Directors.

SECTION 5 – REMOVAL:

Any Officer elected by the Directors may be removed by a two-thirds vote of the full Board of Directors whenever, in their judgment, the best interests of the Club would be served thereby.

SECTION 6 – VACANCIES:

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the Directors for the unexpired term.

SECTION 7 – PRESIDENT:

The President shall be the chief executive of the Club, charged with the duty of supervising all of its functions, subject to the orders and directions of the Board of Directors. The President shall have authority to sign checks and drafts on behalf of the Club.

The Board may also include an immediate past President who shall be a voting Director and will assist the President and aid in transition of new Board members.

SECTION 8 – VICE PRESIDENT:

The Vice President, in the absence of the President, shall preside at the meetings of the Directors, prepare to succeed the acting President and, in general, shall perform all duties incident to the office of the Vice President, and such other duties as may be prescribed by the Directors from time to time.

SECTION 9 – TREASURER:

The Treasurer shall have the care and custody of all funds and property of the Club, which shall be disbursed by him/her only upon the orders of the Board of Directors. He/She shall have check writing authority, together with the President of the Club. He/She shall submit a report for the preceding year at the annual meeting and shall render special reports whenever requested to do so by the Board of Directors. He/She shall deposit all funds in the name of the Club in such bank or banks as may be designated by the Board of Directors.

SECTION 10 – SECRETARY:

The Secretary shall conduct the correspondence of the Club, take minutes of the Club and Directors meetings, issue notices of all the meetings of the Club and of the Board of Directors, be custodian of the records, keep the roll of all members and discharge such other duties as may be assigned to him/her by the Board of Directors and these By-Laws. The Secretary may subject to approval by the Board of Directors, delegate responsibility for specified secretarial functions to other individuals.

SECTION 11 – REGISTRAR:

The Registrar shall be responsible for registering all accepted applicants within the Club, and registering those individuals with New Hampshire Youth Soccer when required. The Registrar shall certify birth dates as necessary and accept required forms and fees from Club participants. All fees shall be given to the Treasurer for deposit. The Board may appoint assistant registrars to help them in performing the Registrar's duties. The Registrar may be a member of the board.

SECTION 12 – SALARIES:

The Board of Directors shall fix all salaries and remuneration for Officers and Employees of the Club.

ARTICLE IV

MISSION STATEMENT

The Mt. Washington Valley Soccer Club's mission is to support young athletes so as to assist them in growing as players by providing positive and challenging soccer experiences. We shall promote all soccer opportunities in the Valley for players, coaches, parents and the community at large. We shall work in conjunction with town recreation and school programs so as to further any and all local soccer events and opportunities. We shall provide any and all assistance to coaches so as to elevate their ability to coach using the appropriate coaching methodologies.

ARTICLE V

COACHING PHILOSOPHY

In keeping with our commitment to the children we strive to educate those who work with them by providing training and licensing opportunities to our coaches. Mt. Washington Valley Soccer Club coaches understand that our primary obligation is to the child and we will make every effort to consistently create a positive and constructive experience for each child. We recognize that each child is unique in character and ability, and that ability alone does not qualify one for playing time. In competitive travel programs we will hold tryouts and be selective about player and team placement. Quality aptitude and attitude will be the criteria for team selection. We will model leadership and sportsmanship and balance all aspects of player and team development with winning games. We will devote our time and knowledge to age-appropriate training and in return we will expect a high level of player commitment. Every player who is dedicated and hard working will have earned his/her playing time during games and tournaments. All players will be treated as equally valued team members.

ARTICLE VI

GOALS

Short-Term

- Introduce NSCAA coaching education licensing courses to the Club.
- Establish a Mt. Washington Valley Soccer Club Coaches Manual which shall specifically outline the developmental stages, methodologies and overall training philosophy of the Club.
- Devise a membership oriented approach to all those in the community wishing to join the Club.
- Develop another annual fund raising event so as to generate additional funding for the Club.
- Establish and acquire our 501 (c) 3 non-profit status. This will allow tax write-offs to potential sponsors and donors as well as allow us to promote the Club through local and national appropriate businesses.
- Introduce and offer soccer coaching education courses through National Coaching organizations to educate and certify all coaches within and around the community.
- Collaborate with Kennett High School to develop a soccer boosters organization to aid in ancillary funding for high school soccer programs.
- Reach out to all potential youth recreation departments and establish relationships to encourage the next level of player development to enable each

child to achieve his/her highest potential. Provide opportunities for our coaches to be certified and encourage them to get their certifications.

- Develop an interest and reestablish Club awareness within the Mount Washington Valley and its surrounding communities through our recreation contact personnel and community offered soccer programs.
- Long-Term
- Have every coach certified and qualified with the appropriate licensure relative to the specific age level that person oversees.
- Establish a full MWVSC Board with potential for small committees in the areas of fundraising, budgeting, league and tournament representative, volunteer representative, legal and regulations representative, facility management coordinators and marketing and public relations.
- Design a home for the Mt. Washington Valley Soccer Club Field Complex. Work in conjunction with Recreation Departments and local area clubs that might utilize the same field area.
- Design a youth Development Academy for ages 6-12 (boy and girls) that runs throughout the summer months to gear up for the winter indoor season. The Academy will attract and promote the development of youth soccer within and around the community.
- Enter the Club in a league that will fit with the Club's youth team goals at the appropriate level of play to allow experience and exposure for the players.

ARTICLE VII

POLICIES

- All Mt. Washington Valley Soccer Club checks written must have two approved signatures.
- All payments must be received in full by the Registrar prior to the first session of the season.
- All tournament fees must be received in full by the Registrar prior to tournament participation.
- All financial aid requests must be received in writing, in advance and approved by the Executive Board. The Club will subsidize a maximum of fifty percent. The remainder of the fee must be received by the Registrar prior to the first session of the season. If this were to cause a financial hardship, the Club would consider an exchange of volunteer hours and/or solicitation of donations.
- Mt. Washington Valley Soccer Club will subsidize NHSA, USYSA and NSCAA coaching licenses for its Club coaches.
- Mt. Washington Valley Soccer Club will abide by NHSA/USYSA/US soccer rules. It is the intention of the Club to adopt the policies of the New Hampshire Soccer Association (NHSA). The objective is to conduct our club so as to be a member in good standing of the NHSA and to benefit from their insurance coverage, and

to have a firm commitment, whenever possible to have our coaches licensed to the level recommended by the U.S.Soccer Association and/or the NSCAA.

- Electronic e-mail shall be considered an authorized and approved means of communication within the organization for purposes of notices, communication of agendas, minutes, correspondence or any other business communication. Wherever the word "written" shall be used in our By-Laws or our Club documents, e-mail will be construed to have the same meaning and effect.

ARTICLE VIII

SCHOLARSHIP FUND

Mt. Washington Valley Soccer Club maintains a fund to provide book certificates for college bound players who have demonstrated exceptional commitment to the Club over several years. These certificates are designed to help defray the cost of textbooks and supplies at their school of choice.

It is also through this fund that Mt. Washington Valley Soccer Club offers need-based scholarships for Club endorsed soccer programs.

ARTICLE IX

NONDISCRIMINATION

The Club shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap, sexual orientation or ethnic origin.

ARTICLE X

LIMITATION OF LIABILITY

To the extent permitted by New Hampshire R.S.A. 508:16, the Board, the Directors and the Officers shall not be liable for bodily injury, personal injury or property damage if the claim for such damages arises from an act committed in good faith and without the willful or wanton negligence in the course of an activity carried on to accomplish the purpose of the Club. The Directors and Officers of the Club shall not be liable to the Club or to its members for monetary damages for breach of their fiduciary duties to the full extent permitted by New Hampshire R.S.A. Chapter 2925.

ARTICLE XI

INDEMNIFICATION AND HOLD HARMLESS

The Club shall indemnify and hold its Directors and Officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the Director or Officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived in improper personal benefit.

ARTICLE XII

CONFLICTS OF INTEREST

All Officers, Directors and members of the Advisory Board of Directors of the Club shall exercise judgment solely for the benefit of the Club, free of compromising influences and loyalties.

- A. A person should not accept membership on the Board of Directors if his/her personal interests or desires will, or there is a reasonable probability that they will, affect adversely the information proffered and advice to be given or services to be rendered to the Club.
- B. After accepting appointment as a member of the Board of Directors, a person should refrain from acquiring a property right or assuming a position that would tend to make his/her judgment less protective of the interests of the Club.

A Director shall refrain from participation and voting when he/she has a financial interest, either direct or indirect, on an issue being addressed by the Board of Directors. In any such circumstance the Director shall excuse him/herself and leave the table prior to any discussion taking place. Maintaining the independence of judgment necessary for a Director precludes the acceptance or continuation of employment by any Director with the Club.

- A. A direct interest would be one in which the Director him/herself has a pecuniary interest in the issue being discussed.
- B. An indirect interest would be one in which the Director has either related or professional involvement or has special confidential information regarding the issue being address by the Board.

Any possible conflict of interest on the part of any member of the Board, Officer or employee of the Club, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member, trustee or Officer exceeds Five Hundred Dollars (\$500) but is less than Five Thousand Dollars (\$5,000) in a fiscal year, a two-thirds (2/3) vote of the disinterested Directors is required. When the transaction involved exceeds Five Thousand Dollars (\$5,000) in a fiscal year, then a two-thirds (2/3) vote of the disinterested Directors and publication in the local newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself.

The board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292: 6-a) and all such laws are incorporated in full into and made a party of this policy statement. These requirements include, but are not limited to absolute prohibition on any loans to any director, officer or trustee of the Mt. Washington

Valley Soccer Club, and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from an officer, director, or trustee without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests as previously defined.

ARTICLE XIII

DISSOLUTION

The Club may be dissolved in accordance with the provision set forth in New Hampshire R.S.A. Chapter 292. In the event of a dissolution, the Club's assets shall be donated, without reservation or condition, as set forth in the Club's Articles of Agreement to a non-profit organization or association registered as a 501 (c) 3 organization with the Internal Revenue Service and engaged in pursuits whose purposes are, in the judgment of the Club's then Board of Directors, closely related to the purposes and objectives for which the Club was organized. The individual members of the Board of Directors shall not be held personally liable for the Club in the event of dissolution or the Club's inability to meet financial obligations absent gross negligence.

purposes.rposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding sec

ARTICLE XIV

AMENDMENTS

The By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by two-thirds (2/3) vote of the entire Board of Directors or by a vote of two-thirds (2/3) of the membership at the Annual Meeting or a special meeting, provided, however, that the text of any proposed amendment be mailed or electronically transmitted to each Director or voting member at least seven days in advance of such meeting. No amendment shall be made which would affect the Club's qualifications as a tax exempt organization pursuant to Section 501 (c) 3 of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XV

UNANIMOUS CONSENT

We, the undersigned, being all of the Directors of the Mt. Washington Valley Soccer Club, do hereby ratify and adopt the By-Laws of the Mt. Washington Valley Soccer Club, dated July 13, 2011.