

EASTERN MASSACHUSETTS WOMEN’S SOCCER LEAGUE, INC.

CONSTITUTION

**ARTICLE I.
NAME**

Section 1.1. Name. The name of this organization shall be: Eastern Massachusetts Women’s Soccer League, Inc. (hereinafter referred to as “*EMWSL*”).**Formation and Organization.** EMWSL is a non-profit organization existing under the laws of The Commonwealth of Massachusetts.

**ARTICLE II.
PURPOSE AND OBJECTIVES**

Section 2.1. Purpose and Objectives. The purpose and objectives of EMWSL are to promote women’s participation in soccer by organizing and supporting fair and competitive soccer, promoting women’s health and fitness, actively developing and nurturing new players, and fostering involvement in the broader Boston metropolitan soccer community; to raise and distribute funds for such purposes; and to engage in any and all activities in furtherance of, related to, incidental to, or conducive to the attainment of the foregoing purposes, or any of them, which may lawfully be carried on by a corporation formed under Chapter 180 of the Massachusetts General Laws. EMWSL shall offer soccer programs without regard to, or discrimination on the basis of race, creed, color, nationality, national origin, religion, age, sexual orientation, gender identity, gender expression, sex, physical or mental ability or marital status.

Section 2.2. Prohibition Against Private Inurement. No part of EMWSL’s net earnings shall inure to the benefit of, or be distributable to its members, directors, officers, administrators or other private persons, except that EMWSL shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of EMWSL’s purposes.

Section 2.3. Prohibition Against Political Activity. EMWSL will not endorse any candidate, make donations to their campaigns, engage in fund raising, distribute statements, or become involved in any other activities that may be beneficial or detrimental to any candidate. EMWSL will not engage in any activities that encourage people to vote for or against a particular candidate.

**ARTICLE III.
POWERS**

EMWSL shall govern all divisions, teams, officials, players, and non-EMWSL members affiliated with a team, duly registered or otherwise, participating in any and all activities of EMWSL. EMWSL shall be affiliated with the Fédération Internationale de Football Association (“*FIFA*”), the United States Soccer Federation (“*USSF*”), the United States Amateur Soccer Association (“*USASA*”), the Massachusetts State Soccer Association (“*MassSoccer*”), and will recognize the authority of the FIFA, USSF, USASA and MassSoccer.

ARTICLE IV. MEMBERSHIP

Section 4.1. Membership. The membership of EMWSL shall consist of those teams admitted into membership by majority vote of the members voting at a regular or special meeting. Prospective membership is open to those teams engaged in adult women's soccer within the Greater Boston metropolitan area, the precise boundaries of which to be determined from time to time by the Board of Directors, and which agree to be bound by the Constitution, Bylaws and League Rules of EMWSL and which shall be admitted to membership in accordance with the EMWSL Bylaws.

Section 4.2. Affiliates of Members. For clarity, no individual player, coach, manager or administrator of member teams, nor any elected officer of EMWSL, shall be a member of EMWSL by virtue of their affiliation or association with a member team.

Section 4.3. Members Responsibility. All members, and their respective teams and players, shall abide by the Constitution and Bylaws of EMWSL, and the constitution and bylaws of USSF, USASA and MassSoccer; all general procedures and specific rules as set forth by the Board of Directors; and all applicable rules and regulations of USSF, USASA or MassSoccer. Each member shall be responsible for governing those persons and their actions associated with its team and operations.

Section 4.4. Probationary Membership. Non-member teams may be admitted on a probationary basis by the Board of Directors for league play, and shall be eligible for consideration to become a member after one (1) season of play and simultaneous with, but not preceding, the attendance of a team representative at two (2) EMWSL regular meetings. Each such non-member team shall have non-voting status pending its admission to EMWSL as provided herein.

Section 4.5. Member Representatives. Each member team shall designate to the Board of Directors from time to time a representative (who may be a player, coach or manager) to exercise such member's rights as an EMWSL member.

Section 4.6. Revocation of Membership. Membership shall continue unless revoked by the Board of Directors (a) for a member's failure (i) to play three (3) consecutive seasons in the league, or (ii) to attend, through its designated representative, two (2) consecutive regular meetings; or (b) for good cause, as determined in the reasonable discretion of the Board of Directors and after such member is afforded reasonable notice and opportunity to be heard, which may take the form of suspension or expulsion, as so determined by the Board of Directors.

Section 4.7. Resignation of Member. In addition, a member may resign by delivering its written resignation to the Board of Directors or the President. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

**ARTICLE V.
ADMINISTRATION**

Section 5.1. Governance. EMWSL shall be governed by its Constitution, Bylaws and League Rules; any specific rules and procedures adopted by the Board of Directors; and the rules established by USSF, USASA or MassSoccer.

Section 5.2. Board of Directors. The governing authority of EMWSL shall be vested with the Board of Directors and officers of EMWSL.

Section 5.3. Board Authority. The EMWSL Board shall have the authority from time to time to issue policies or instructions necessary to interpret, clarify or further define this Constitution, its Bylaws, and its League Rules.

Section 5.4. Governance Documents. Copies of EMWSL's Constitution, Bylaws, League Rules and other governing documents shall, upon reasonable request, be made, available to its members.

**ARTICLE VI.
ANNUAL GENERAL MEETING**

Section 6.1. Annual General Meeting. During the month of February of each year (a specific date to be determined by the Board of Directors, and initially set as the second Tuesday of that month), the general membership of EMWSL shall meet (the "**AGM**") to elect the Board of Directors and officers in accordance with the election provisions defined by the EMWSL Bylaws, and to conduct such other business as may be necessary or appropriate.

Section 6.2. Quorum. A majority of the members then in Good Standing (as defined in the EMWSL Bylaws) shall constitute a quorum for the transaction of business at an AGM and a special meeting of the membership. At an AGM or a special meeting of the members at which a quorum is present, a majority of those members present and voting shall decide any matter, unless a different vote is specified by law, or the EMWSL Constitution or Bylaws.

Section 6.3. Action in Lieu of Meeting. To the extent and in the manner permitted by the law, any action required to be taken or which may be taken at an AGM or a special meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the designated representatives of the members collectively having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Such consent constitutes as a vote at a meeting and shall be filed with EMWSL's records as such.

**ARTICLE VII.
SPECIAL MEMBERSHIP MEETING**

Section 7.1. Special Meeting. The President, individually, any four (4) Directors, or no fewer than ten percent (10%) of the members then in Good Standing, may call a special meeting of the Members to be held not less than ten (10) days nor more than thirty (30) days from the date

of the call of the meeting. Not less than ten (10) days before the meeting, each member and each director and officer shall be given written notice of the date, time, place and purpose of the meeting. The purpose of the meeting may include transacting business required at the AGM; consideration of proposed changes to the EMWSL Constitution, Bylaws or League Rules approved for proposal by a two-thirds (2/3) vote of the Board of Directors; or for any other proper purpose.

Section 7.2. Voting at Special Meeting. Voting at, and quorum requirements of a special membership meeting shall be as specified in Section 6.2.

ARTICLE VIII. REMOTE COMMUNICATION

Section 8.1. Remote Communication. The Board of Directors, in its sole discretion, may determine that any membership meeting shall not be held at any place, but may instead be held solely by means of remote communication. Subject to guidelines and procedures as the Board of Directors may adopt, Members and Directors not physically present at a membership meeting may participate, by means of remote communication, in a membership meeting and be deemed present in person and vote at a membership meeting whether such meeting is to be held at a designated place or solely by means of remote communication; *provided*, that (a) EMWSL shall implement reasonable measures to verify that each person deemed present and permitted to vote at a membership meeting by means of remote communication is a properly credentialed authorized representative of a Member, or Director; (b) EMWSL shall implement reasonable measures to provide each properly credentialed authorized representative of a Member, or Director a reasonable opportunity to participate in the meeting and to vote on matters submitted for vote of the Members and Directors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (c) if any authorized representative of a Member, or Director votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by EMWSL.

ARTICLE IX. AMENDMENTS

Section 9.1. Submission of Amendments. Any member or director may submit proposed amendments to the existing EMWSL Constitution or Bylaws, or any specific rule and/or procedure adopted by the Board of Directors. Any such proposed amendment must be submitted in writing to the EMWSL office and the Secretary/Clerk at least sixty (60) days prior to the date of the meeting at which such proposed changes are to be considered.

Section 9.2. Adoption of Amendments. Amendments to the EMWSL Constitution and Bylaws shall be made at the AGM, or any special membership meeting called for such purpose, except in such cases as specified in the Bylaws of EMWSL, USSF, USASA and/or MassSoccer. An amendment to the EMWSL Constitution shall be deemed adopted by an affirmative vote of two-thirds (2/3) voting interest of the members present and voting at the meeting. An amendment to the EMWSL Bylaws or any specific rule and/or procedure adopted by the Board of Directors shall be deemed adopted by an affirmative vote of a majority in voting interest of the members present and voting at the meeting.

Section 9.3. Effective Date of Amendment. Any and all amendments to the EMWSL Constitution or Bylaws, adopted at an AGM, shall become effective immediately following the AGM, unless otherwise designated in the action adopting such amendment.

**ARTICLE X.
PARLIAMENTARY PROCEDURES**

Section 10.1. Parliamentary Procedures. 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 EMWSL Constitution, Bylaws or League Rules, and/or specific rules of EMWSL, USSF, USASA and/or MassSoccer.

**ARTICLE XI.
RULES OF PLAY**

Section 11.1. Rules of Play. Except as provided by EMWSL’s League Rules or by USSF and USASA and their respective affiliates, the FIFA “Laws of the Game” shall apply to any and all EMWSL-sponsored competitions.

**ARTICLE XII.
HEADQUARTERS**

Section 12.1. Association Office. The office of EMWSL shall be located within Massachusetts. The Board, acting through the appropriate officers, shall keep at the office any and all data pertaining to its members, and their respective coaches, managers, players, officials, administrators, etc., pertinent to performance of their duties and EMWSL’s interests. The office shall maintain player and team registration records.

Section 12.2. Corporate Records. The original, or attested copies, of the Articles of Organization, the EMWSL Constitution, Bylaws and League Rules, records of all meetings of the members, Board of Directors, and committees, and EMWSL’s membership records, shall be kept in Massachusetts at the EMWSL office.

The material contained herein is extracted from the official Constitution of Eastern Massachusetts Women’s Soccer League, Inc. as maintained at EMWSL headquarters. If any differences exist between such official Constitution and as described above, then the provision(s) as stated in the official Constitution shall govern.