

NASHOBA UNITED SOCCER CLUB, INC.

NONPROFIT CORPORATE BYLAWS

ARTICLE I

NAME

1.01 Name

The legal name of this corporation shall be Nashoba United Soccer Club, Inc. The business of the corporation will be conducted as Nashoba United Soccer Club, Inc.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

Nashoba United Soccer Club, Inc. – hereafter referred to as “The Corporation” is a non-profit corporation and shall be operated 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.

Nashoba United Soccer Club, Inc.’s mission is to promote the physical, mental, and emotional development of our area's youth through their participation in a safe, healthy, and affordable soccer program that is fun and rewarding for all.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the Board of Directors, we may provide internships or volunteer opportunities which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

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.

(a) Nonprofit Legal Status. Nashoba United Soccer Club, Inc. is a Massachusetts non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(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 Nashoba United Soccer Club, Inc., 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. Distributions should be made to cover initial investments from Stow and Lancaster first. Remaining assets should be distributed equally between Stow and Lancaster Youth Soccer Programs. In the event that the total amount to be distributed is less than the combined initial investments from Stow Soccer Club, Inc and LYSA, money will be divided such that each organization receives the same percentage of their initial investment.

The organization to receive the assets of Nashoba United Soccer Club, Inc. 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, or such other court of appropriate jurisdiction, filed in a court of proper jurisdiction against Nashoba United Soccer Club, Inc., 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 Massachusetts.

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 Nashoba United Soccer Club, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Massachusetts to be added to the general fund.

ARTICLE III

MEMBERSHIP

Members shall be parents or legal guardians of any player registered during the current year, “Board Members,” and all volunteers whether or not they have children enrolled in the Corporation.

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 Players

Membership for players shall be open to any and all Stow and Lancaster residents who are between the age of 4 and 19. Anyone seeking to participate from an outside town needs board approval. The children shall be entitled to participate in the activities of the Corporation, provided that parents or legal guardians of any minor child sign such documents and releases and accept such terms and conditions as may be established from time to time by the Board of Directors.

3.03 Registration

The Board of Directors reserves the right to decide upon a final registration cut-off and late fee which will be binding upon the program.

3.04 Conduct

The Board shall have the authority to suspend any individual member whose conduct is considered detrimental to the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Composition of the Board

Nashoba United Soccer Club, Inc. shall have a Board of Directors consisting Board Members. Board Members consist of elected Officers and appointed Directors. Voting Members are Board Members who hold Voting Positions.

Officer positions are always Voting Positions and are listed below. Director positions are Non-Voting Positions except in the following circumstance. . The goal is for nearly equal representation from both Stow and Lancaster within the Officers. Nearly equal representation means each town holds the same number of Officer positions or one town holds one more Officer position than the other town. If the number of Officer positions held by either town is two or more greater than the number held by the other town, then Director positions immediately become Voting Positions and remain so until the distribution of Officer positions between towns is restored to nearly equal.. The officers will be also referred to as “Executive Board.”

Officers:

President

Vice President

Treasurer

Secretary

Registrar

Risk Coordinator

Player Development Coordinator

Officers may increase or decrease the number of Directors serving on the Board. Directors may include, but are not limited to the following:

Munchkin & Transitions Coordinator for each Stow and Lancaster

Girls Grade 1 and 2 Coordinator for each Stow and Lancaster

Boys Grade 1 and 2 Coordinator for each Stow and Lancaster

Girls Grade 3 and 4 Coordinator

Boys Grade 3 and 4 Coordinator

Girls Grade 5 and 6 Coordinator

Boys Grade 5 and 6 Coordinator

Girls Grade 7 and 8 Coordinator

Boys Grade 7 and 8 Coordinator

High School Coordinator

Field Coordinator from each Stow and Lancaster

Marketing and Events Coordinator

Equipment Manager

Referee Assignor

Referee Training Coordinator

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of Nashoba United Soccer Club, Inc. shall be managed under the direction of the Board, except as otherwise provided by law.

Each Board member 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 members. One person may hold two or more Board positions (including officer and Director positions), but no Board member may act in more than one capacity where action of two or more members is required.

4.03 Terms

(a) All Officers shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.

(b) All Directors shall be appointed to serve a one-year term; however, the term may be extended until a successor has been appointed.

(c) Board Members may serve terms in succession.

(d) The term of office for all Board positions shall be considered to begin July 1st and end June 30th of the first year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications of Board Members

In order to be eligible to serve as a Board Member, the individual must be 18 years of age.

4.05 Election of Officers

Officers may be elected at any Board meeting by the majority vote of the existing Board of Directors. The election of Officers to replace those who have fulfilled their term of office shall take place in June of each year at a public Board meeting. Any member over 18 is eligible to vote.

4.06 Appointment of Directors

Directors will not be elected, but will be appointed by the President. All appointed Directors shall be approved by a majority Board vote.

4.07 Vacancies

The Board of Directors may fill vacancies due to the expiration of a Board Member's term of office, resignation, death, or removal of a Board Member, or may appoint a new Board Member

to fill a previously unfilled Board position, subject to the maximum number of Board positions 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 Officer or Director being replaced.

4.08 Removal of Board Members

A Board Member may be removed by a majority vote of the Board of Directors then in office for cause or no cause. Before any meeting of the Board at which a vote on removal will be made, the Board Member in question is given electronic or written notification of the Board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the Board.

4.09 Board of Directors Meetings

(a) Regular Meetings. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or 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 Board Members. A special meeting must be preceded by at least 2-days notice to each Board Member of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any Board Member may waive notice of any meeting, in accordance with Massachusetts statutes.

4.10 Manner of Acting.

(a) Quorum. A majority of the Officers 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 unless a quorum is present.

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

(c) Single Vote Per Voting Member. Individuals may hold multiple Voting Positions, but each Voting Member receives only one vote regardless of the number of Voting Positions she/he holds.

(d) Voting By Email. The Board may conduct business by email. Any vote by email requires a majority of the entire Executive Board to pass. Any disciplinary action or changes to the by laws cannot be done by email.

(e) Any expense that is greater than \$1,000 (or an updated amount specified by the Board at the Annual Meeting) and that is not a Normal Operating Expense requires approval from the Board of Directors. Normal Operating Expenses and their estimated quantities must be listed by the Treasurer (or a delegate) at the Annual Meeting. Any Normal Operating Expense that is more than \$1,000 (or an updated amount specified by the Board at the Annual Meeting) above the expected, pre-specified amount also requires approval from the Board of Directors. The Board of Directors may specify the threshold amounts above at the Annual Meeting without amending the Bylaws. .

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

(g) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Board Members may participate in a regular or special meeting through the use of any means of communication by which all Board Members 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

Board Members shall receive no compensation for carrying out their duties as Board Members. The Board may adopt policies providing for reasonable reimbursement of Board Members 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 Board Members

Board Members 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 applicable state law or law of the U.S. territory.

ARTICLE V

COMMITTEES

5.01 Committees

The Board of Directors may, by the resolution adopted by a majority of the Voting Members then in office, designate one or more committees, each consisting of two or more Board Members, 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 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 Board Member; or
- (g) approve any transaction;
 - (i) to which the corporation is a party and one or more Board Members have a material financial interest; or
 - (ii) between the corporation and one or more of its Board Members or between the corporation or any person in which one or more of its Board Members have a material financial interest.

5.02 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 Board, 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.

5.03 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 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 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.

6.05 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.

6.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Board Members and committees of Board Members. 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 Board Members 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 Board Member to assist in performance of all or part of the duties of the Secretary.

6.07 Treasurer

The Treasurer shall be the lead Officer 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 Board Members, 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.

6.08 Registrar

The Registrar is responsible for setting up and maintaining all program registrations. In addition the registrar oversees and manages all roster and team submission to the NVYSL. Each season the registrar will complete and submit player and adult registrations to Mass Youth Soccer as well as the fee submission form.

6.09 Risk Coordinator

Risk Coordinator is responsible for ensuring all volunteers have completed the appropriate registrations, trainings and background checks and coaches receive their coaching credentials.

6.10 Player Development Coordinator

The Player Development Coordinator is responsible for helping improve and enhance the soccer environment within the organization. The coordinator is responsible for providing resources to coaches, players, and parents that help grow and retain youth soccer participation. The coordinator manages player evaluations, coach training and coaching curriculums.

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 resolution of the Board. Such authority may be general or confined to specific instances.

7.05 Indemnification

(a) Mandatory Indemnification. The corporation shall indemnify a Board Member or former Board Member, 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 Board Member of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a Board Member or former Board Member made a party to a proceeding because he or she is or was a Board Member 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 Board Member, 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 Board Member, 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 Members, Agents and Employees. A member of the corporation who is not a Board Member is entitled to mandatory indemnification under this Article to the same

extent as a Board Member. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Board Member, consistent with the law of the state in which the non-profit is incorporated 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 July 1 to June 30 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 Board Member, employee, affiliate, or member of a committee with Board-delegated powers.

8.04 Nondiscrimination Policy

The Board Members, 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 Nashoba United Soccer Club, Inc. 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 Board Members. An amendment that does affect the voting rights of Board Members further requires ratification by a majority vote of a quorum of Voting Members at a Board meeting.

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

ARTICLE IX

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Nashoba United Soccer Club, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication entitled the "Voluntary Best Practice for U.S.-Based Charities," is not mandatory, Nashoba United Soccer Club, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Nashoba United Soccer Club, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X

DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this Document Retention Policy is to establish standards for document integrity, retention, and destruction, and to promote the proper treatment of records for Nashoba United Soccer Club, Inc.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the

files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. Where possible, the non-profit shall adopt a digital, non-paper filing and retention system.

From time to time, Nashoba United Soccer Club, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. Nashoba United Soccer Club, Inc. expects all Board Members, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all Board Members, and employees should note the following general exception to any stated destruction schedule: If you believe, or Nashoba United Soccer Club, Inc. informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 3. Minimum Retention Periods for Specific Categories

(a) **Corporate Documents.** Corporate records include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) **Tax Records.** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven (7) years from the date of filing the applicable return.

(c) **Employment Records/Personnel Records.** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three (3) years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three (3) years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten (10) years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three (3) years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three (3) years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents, trademarks, service marks, and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three (3) years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two (2) years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven (7) years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three (3) years. Any inventories of products, materials, and supplies and any invoices should be kept for seven (7) years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three (3) years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

(i) printed in hard copy and kept in the appropriate file; or

(ii) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI

Transparency and Accountability

Disclosure of Financial Information with the General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, Nashoba United Soccer Club, Inc. practices and encourages transparency and accountability to the general public. This Policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public,
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public, and
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this Policy are as follow:

11.02 Financial and IRS documents (form 1023 and the form 990). Nashoba United Soccer Club, Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

Nashoba United Soccer Club, Inc. may make “Widely Available” the aforementioned documents on its internet website to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the

original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Nashoba United Soccer Club, Inc. shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- (d) Nashoba United Soccer Club, Inc. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within seven (7) days for mailed requests.

11.04 IRS Annual Information Returns (Form 990)

Nashoba United Soccer Club, Inc. shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via hard copy or email at least ten (10) days before the Form 990 is filed with the IRS.

11.05 Board

- (a) All Board deliberations shall be open to the public except where the Board passes a motion to make any specific portion confidential.
- (b) All Board minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the Board when requested.

11.07 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that donor records shall be made available to the Board when requested.

ARTICLE XII

CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Nashoba United Soccer Club, Inc. requires and encourages Board Members, volunteers 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 Nashoba United Soccer Club, Inc. 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.

12.02 Reporting Violations

If any Director, officer, staff or employee reasonably believes that some policy, practice, or activity of Nashoba United Soccer Club, Inc. is in violation of law, a written complaint must be filed by that person with the Board President.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of a law or regulation 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 viewed as a serious disciplinary offense.

12.04 Retaliation

A person filing the aforesaid complaint is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Nashoba United Soccer Club, Inc. and provides Nashoba United Soccer Club, Inc. 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.

Nashoba United Soccer Club, Inc. shall not retaliate against any Board Member, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Nashoba United Soccer Club, Inc. or of another individual or entity with whom Nashoba United Soccer Club, Inc. 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.

Nashoba United Soccer Club, Inc. shall not retaliate against any Board Member, staff or employee who discloses or threatens to disclose to a supervisor or a public body, any activity, policy, or practice of Nashoba United Soccer Club, Inc. 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.

12.05 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.

12.06 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 Board Members, staff or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII

AMENDMENT OF Articles of Incorporation

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors, including non-voting Directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Nashoba United Soccer Club, Inc. were approved by the Board of Directors on _____, and constitute a complete copy of the Bylaws of the corporation.

Officer: _____

Date:

Officer: _____

Date: