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BY-LAWS
of
Massachusetts State Referee Committee, Inc.
(MSRC)

Section 1. ARTICLES OF ORGANIZATION AND GENERAL PROVISIONS

The name and purposes of the corporation shall be as set forth in the Articles of Organization. These By-laws, the powers of the corporation and of its directors, officer and members, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to the Bylaws, Rules Regulations and policies of the United States Soccer Federation incorporated by reference herein and to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.1 Definitions.

Articles of Organization. The term “Articles of organization” mean the restated Articles of Organization filed with the Secretary of the Commonwealth of Massachusetts on the 1st Day of January, 2010

Board. The term “Board” shall mean the Board of Directors of the corporation as set forth in Section 3 hereof.

(Board) Committee. The term “Board Committee” shall mean a body whose numbers are elected or appointed by the Board and may be authorized to exercise a designated portion of the authority of the Board as a group or as individual members as the Board may so designate they are not in session, or to act as consultant or advisor to the Board at any meeting so designated within the meaning of the Bylaws.

Bylaws. The term “Bylaws” shall mean the Bylaws of this corporation, except where the reference is specifically made to the Bylaws of another entity or unit

Corporation. The term “corporation” shall mean the Massachusetts State Referee Committee, Inc., (MSRC) a Massachusetts charitable non-profit corporation.

Corporate Member. The term “corporate member” shall mean the Massachusetts State Referee Committee, Inc. in the capacity of sole member of any non-profit membership corporation.

Director. The term “Director” shall mean any member of the Board of Directors as set forth in Section 3, hereof.

Member. The term “member” shall refer either to a person who is a participant on an organized unit of the corporation such as the Board of Directors or Board Committee, or to a member of the corporation provided for in Section 3.4 & 4.1, herein, Otherwise the corporation shall have no members for the purpose of Massachusetts General Laws Chapter 180, as amended, or any other law, rule or regulation. Any action or vote otherwise required or permitted by Chapter 180 or any other law, rule or regulation to be taken by the members as defined herein shall be taken by action or vote of the same percentage of the directors of the corporation.

Officer. The term “officer” shall mean one or more of those officers as set forth in Section 4 hereof.

Section 2. MEETINGS

2.1. Annual Meeting. The annual meeting of the corporation shall be held at 7:00 p.m. on the first Wednesday in April in each year (unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held on the next succeeding day not a legal holiday) or at such other date and time as shall be determined from time to time by the board of directors. Purposes for which an annual meeting is to be held, additional to those prescribed by law, by the Articles of Organization or by these By-laws, may be specified by the president or by the directors.

2.2 Regular Meeting. Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice.

2.3. Special Meetings. A special meeting may be called at any time by the president, a vice president, the treasurer or by the directors, a minimum of two or more. Each call of a meeting shall state the place, date, hour and purposes of the meeting. Notice of all special meetings of the directors shall be given to each director by the clerk, or in the case of the death, absence, incapacity or refusal of the clerk, by the officer or one of the directors calling the meeting. Such notice shall be given to each director in person or by telephone, telegram, facsimile or electronic mail sent to each director’s business or home address at least 24 hours in advance of the meeting or by mail postmarked at least 48 hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (1) to any director who either before or after the meeting delivers a written waiver of notice, executed by the director, which is filed with the records of the meeting; (2) to any director who attends the meeting and who, either prior to the meeting or at its commencement fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the recommended removal, removal or sanctions against a director or officer.

2.4. Place of Meeting. All meetings shall be held at the principal office of the corporation in Massachusetts or, to the extent permitted by the Articles of Organization, at such other place within the United States as shall be fixed by the president or the directors. Any adjourned session of any meeting shall be held at the same city or town as the initial session, or within Massachusetts, in either case at the place designated in the vote of adjournment.

2.5. Notice of Meeting. A written notice of each meeting, unless otherwise designated in another subsection, stating the place, date and hour and the purposes of the meeting, shall be given at least seven days before the meeting to each director, officer entitled to vote, to each member who, by law, by the Articles of Organization or by these By-laws, is entitled to notice, by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, or electronic mail addressed to such director or, officer or member at his address as is appears in the records of the corporation. Such notice shall be given by the clerk or an assistant clerk or by an officer designated by the directors. Whenever notice of a meeting is required to be given under any provision of the Business Corporation Law of The Commonwealth of Massachusetts or of the Articles of Organization or these By-laws, a written waiver thereof, executed before or after the meeting by such director, officer or member authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

2.6. Quorum . At any meeting, a quorum as to any matter shall consist of a majority of the votes entitled to be cast on the matter, except when a larger quorum is required by law, by the Articles of Organization or by these By-laws. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.7. Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast upon any question or election to an office shall decide the question except where a different manner is required by law, by the Articles of Organization these By-laws, or the rules, regulations, Bylaws or policies of the United States Soccer Federation of the State Association as defined by the United Sates Soccer Federation.

2.8 Voting. A Director or officer entitled to vote shall have one vote according to the records of the corporation, unless otherwise provided by the Articles of Organization or the rules, regulations, Bylaws or policies of the United Sates Soccer Federation of the State Association as defined by the United Sates Soccer Federation. .

2.9. Action by Writing (Consent). Any action required or permitted to be taken at any meeting of the Directors and officers may be taken without a meeting if all Directors or officers entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings. Such consents shall be treated for all purposes as a vote at a meeting.

2.10. Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

2.11. Proxies. To the extent permitted by law or the rules, regulations, bylaws or policies of the United States Soccer Federation of the State Association as defined by the United States Soccer Federation, Directors or officers entitled to vote may vote either in person or by proxy. Except to the extent permitted by law, no proxy dated more than six months before the meeting named therein shall be valid. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting.

Section 3. BOARD OF DIRECTORS

3.1. Number. In accordance the rules, regulations, Bylaws or policies of the United States Soccer Federation of the State Association as defined by the United States Soccer Federation and the Articles of Organization and the Bylaws of this corporation at the annual meeting of Directors and officers a vote for the election and/or confirmation of directors shall fix the number of directors at two. The Directors shall be the Presidents of the Massachusetts Adult State Soccer Association and the Massachusetts Youth Soccer Association, or such other National State Associations as duly recognized by the United States Soccer Federation for the state of Massachusetts.

3.2. Tenure. Except as otherwise provided by law, by the Articles of Organization or by these By-laws, each director shall hold office until a successor is duly elected and qualified by the National State Association through their bylaws, or until he sooner dies, resigns, is removed or becomes disqualified.

3.3. Powers. Except as reserved to the United States Soccer Federation or the State Association through their Bylaws, the law, by the Articles of Organization or by these By-laws, the Board of Directors shall have the power to appoint officers of the Corporation.

3.4. Committees. The directors may, by vote of a majority of the directors then in office, elect from their number, and may combine from individuals or members outside their number, an executive committee and other committees and delegate to any such committee or committees, including standing committees, some or all of the powers of the directors except those which by law, by the Articles of Organization or by these By-laws they are prohibited from delegating. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these By-laws for the conduct of business by the directors.

Section 4. OFFICERS AND AGENTS

4.1. Enumeration; Qualification. The officers of the corporation shall consist of a president, vice president(s) a treasurer, a clerk, and such other officers, if any, as the incorporators at their initial meeting, or the directors from time to time, may in their discretion elect or appoint. The corporation may also have such agents or members, if any, as the incorporators at their initial meeting, or the directors from time to time, may in their discretion appoint. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

4.2. Powers. Except as reserved to the United States Soccer Federation or the State Association through their Bylaws, the law, the Articles of Organization and to the other provisions of these By-laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to his office and such duties and powers as the directors may from time to time designate.

4.3. Election. The president, the treasurer, clerk and other officers shall be elected or appointed biennially by the directors in accordance with the policies of the United States Soccer Federation.

4.4. Tenure. Except as otherwise provided by the United States Soccer Federation or the State Association through their Bylaws, the law, law or by the Articles of Organization or by these Bylaws, the president, vice presidents, the treasurer and the clerk shall hold office until the first meeting of the directors following the next biennial meeting or until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next biennial meeting unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified, or until their respective successors are chosen and qualified. Each agent shall retain his authority at the pleasure of the directors.

4.5. Chief Executive Officer. The chief executive officer of the corporation shall be the State Referee Administrator (hereinafter, "SRA Massachusetts State Referee Committee, Inc." (MSRC, Inc)), and if no such designation exists at the time, the president or such other officer as is designated by the directors and shall have general charge and supervision of the business of the corporation and is responsible for the planning implementation and supervision of the state referee program and ensures compliance with the National Referee Development Program and the United States Soccer Federation. The chief executive officer shall preside, or designate the person who shall preside, at all meetings and of the board of directors.

4.6. The SRA shall have the duties and powers specified in the bylaws, rules regulations and policies of the United States Soccer Federations and the affiliated State Association as defined by the United States Soccer Federation, in these By-laws and shall have such other duties and powers as may be determined by the directors. The SRA shall preside, or designate the person who shall preside, at all meetings and of the board of directors.

4.7. President and Vice Presidents. The president (hereinafter also known as the “State Referee Administrator” (SRA)) shall have the duties and powers specified in the bylaws, rules regulations and policies of the United States Soccer Federations and the affiliated State Association as defined by the United States Soccer Federation, in these By-laws and shall have such other duties and powers as may be determined by the directors. The vice president shall have powers specified in the bylaws, rules regulations and policies, if any, of the United States Soccer Federations and the affiliated State Association as defined by the United States Soccer Federation, in these By-laws, and shall have such other duties and powers as may be determined by the president and the directors.

Any other officer of the corporation (hereinafter also known as “State Youth Referee Administrator” (SYRA), “State Director of Instruction” (SDI), “State Director of Assessment” (SDA), and “State Assignor Coordinator” (SAC), shall have such duties and powers as in the bylaws, rules regulations and policies of the United States Soccer Federations and the affiliated State Association as defined by the United States Soccer Federation, and such other duties and powers as may be designated from time to time by the president.

4.8. Treasurer and Assistant Treasurers. Except as the directors shall otherwise determine, the treasurer shall be the chief financial and accounting officer of the corporation and shall be in charge of its funds and valuable papers, books of account and accounting records, and shall have such other duties and powers as may be designated from time to time by the President.

Any assistant treasurers shall have such duties and powers as shall be designated from time to time by the President.

4.9. Clerk and Assistant Clerks. The clerk shall record or keep records of all proceedings of the meetings of the directors and give notices as are required by these bylaws, which records, or documents shall be kept at the principal office of the corporation or at the office or of its clerk and shall be open at all reasonable times to the inspection of any director. In the absence of the clerk from any meeting, an assistant clerk, or if there be none or he is absent, a temporary clerk chosen at the meeting, shall record the proceedings. If no secretary is chosen or appointed, the clerk shall keep a true record of the proceedings of all meetings of the directors and in his absence from any such meeting an assistant clerk, or if there be none or he is absent, a temporary clerk chosen at the meeting, shall record the proceedings thereof.

Any assistant clerks shall have such other duties and powers as shall be designated from time to time by the President.

4.10. Secretary and Assistant Secretaries. If a secretary is chosen or appointed, he shall keep a true record of the proceedings of all meetings of the directors and in his absence from any such meeting an assistant secretary, or if there be none or he is absent, a temporary secretary chosen at the meeting, shall record the proceedings thereof.

Any assistant secretaries shall have such other duties and powers as shall be designated from time to time by the President.

4.11 Evidence of Authority. A certificate by the clerk or secretary or an assistant or temporary clerk or secretary as to any matter relative to the Articles of Organization, By-Laws, records of the proceeding of the Incorporator, Stockholders, Board of Directors, or any committee of the Board of Directors, as to any action take by any person or persons as an officer or agent of the corporation, shall as to all persons who rely thereon in good faith, be conclusive evidence of the matters so certified.

Section 5. RESIGNATIONS, REMOVALS, SUSPENSION

Any officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the treasurer or the clerk or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time. The directors may remove any officer elected by them then in office with or without cause by the vote of a majority of the directors subject to any applicable provisions in the bylaws, rules, regulations, and policies of the United States Soccer Federations and the affiliated State Association as defined by the United States Soccer Federation. An officer may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him. No director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

The directors may censure or suspend any director, officer, member or agent for cause after giving such individual an opportunity to have a hearing before the entire Board of Directors. Censure, suspension or reinstatement shall require the unanimous vote of the Board of Directors, or as per the policies and procedures of the United States Soccer Federation.

Section 6. VACANCIES

The directors shall elect a successor if the office of the president or vice president, becomes vacant and may elect a successor if any other office becomes vacant, with the exception of the Treasurer and the Clerk, subject to the bylaws, rules regulations and policies of the United States Soccer Federations and the affiliated State Association as defined by the United States Soccer Federation. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify each of its directors and officers (including persons who serve at its request as directors, committee members, agents or appointees of directors, officers or trustees of another organization, or in any capacity with respect to any employee benefit plan) who have served at any time against all liabilities and expenses, including without limitation amounts paid in settlement payments, satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any threatened, pending or completed action, suit or other proceeding, whether civil or criminal or investigative, in which he may be involved, while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation (any person serving another organization in one or more of the indicated capacities at the request of the corporation who shall have acted in good faith in the reasonable belief that his action was in the best interest of such other organization to be deemed as having acted in such manner with respect to the corporation) or, to the extent that such matter relates to service with respect to any employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however that as to any matter disposed of by a compromise payment by such director or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interest of the corporation. Expenses, including counsel fees, reasonably incurred by any director or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such director or officer to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. As used in this section, the terms "director" and "officer": include the relevant individual's heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this section shall affect any rights to indemnification to which corporate personnel other than directors and officers may be entitled by contract or otherwise under law.

This section constitutes a contract between the corporation and all those who are indemnified. No amendment or repeal of the section which adversely affects the right of those indemnified under this section shall apply with respect to the acts or omissions of such indemnified individual(s) that occurred any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such indemnified individual(s).

Section 8. CORPORATE SEAL

The seal of the corporation shall, subject to alteration by the directors, consist of a flat-faced circular die with the word "Massachusetts", together with the name of the corporation and the year of its organization, cut or engraved thereon.

Section 9. CORPORATE RECORDS

The original, or attested copies of the Articles of Organization, By-Laws and records of all meetings of the Incorporators and Directors, committee meetings, shall be kept in Massachusetts at the principal office of its transfer agent or of its clerk or of its resident agent. Said copies and records need not be kept in the same office.

Section 10. EXECUTION OF PAPERS

Except as the officers may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president, a vice president or the treasurer, except as the directors may generally or in particular cases otherwise determine.

Section 11. FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

Section 12. AMENDMENTS

These By-laws may be altered, amended or repealed at any annual or special meeting of the directors and/or officers called for the purpose, of which the notice shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by vote of the directors. These By-laws may also be altered, amended or repealed by vote of a majority of the officers then in office, except that the directors shall not take any action which provides for indemnification of directors nor any action to amend this Section 12, unless voted by an affirmative vote of all existing directors and officers, and except that the directors shall not take any action unless permitted by law.

This writing shall be filed with the records of the meeting of Directors of the Massachusetts State Referee Committee, Inc. and for all purposes be treated as votes taken at a meeting.

CLERK, Massachusetts State Referee Committee, Inc.