

**BY-LAWS OF THE
COHASSET SOCCER CLUB, INC.**

As amended and approved Jan. 2, 2026

ARTICLE I

The name of the corporation shall be the "Cohasset Soccer Club, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

Purposes

The purpose of the Corporation is to organize, promote, and administer youth soccer programs in the Town of Cohasset, providing children with opportunities for skill development, teamwork, and healthy recreation.

The Corporation is organized exclusively for charitable, educational, and recreational purposes. It is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its Directors, Members or Officers as provided by General Laws Chapter 180 and Internal Revenue code Section 501(C)(3). No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate or public office. No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II. It is intended that the corporation shall be entitled to exemption from federal income tax under Section 501 (c) (3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code.

ARTICLE III

Basic Policies

The following are the basic policies of the Corporation:

- a. The Corporation shall be tasked with general administration of the Cohasset Soccer Club youth soccer program for Cohasset residents, including any in-town program and oversight and administrative responsibilities for travel team play.
- b. The Corporation shall be noncommercial, nonsectarian, nonpolitical, and nonpartisan.
- c. The name of the Corporation or the names of any Members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the corporation.

ARTICLE IV

Board of Directors

Section 1: Powers. The general management of the affairs of the Corporation shall be vested in a Board of approximately no fewer than nine (9) Directors and approximately no more than thirteen (13) Directors, at the discretion of the Directors. The numerical composition of the Board may not always be within that exact range and may fluctuate from year to year depending on the needs of the Corporation.

Section 2: Term. The general expectation is that Board Directors will serve a three-year term but there is no formal cycle of election or calls for volunteers. From time to time at the discretion of the Board based on the needs of the Corporation, volunteer interest in the Board shall be solicited from the entire community the Corporation serves. New Board Directors will be added upon a majority vote by then current Board Directors.

Section 3: Resignation. Any Director may resign at any time by giving written (electronic, via phone or e-mail) notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Director acting as then Secretary or otherwise monitoring the electronic correspondence on behalf of the Corporation.

Section 4: Removal. A Director may be removed or suspended for cause by an affirmative vote of a majority of the Directors present and entitled to vote at a special meeting of the Board of Directors called for that purpose, provided that such Director shall be given at least seven (7) days' notice of the proposed removal and the reason therefore, and is given an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting.

Section 5: Vacancies. Subject to earlier Sections herein, the Board of Directors may elect new Directors to fill any vacancies at any meeting of the Directors to best meet the needs of the Corporation.

ARTICLE V

Meetings

Section 1: Meeting of the Board of Directors. The Board of Directors shall meet regularly in line with the general administrative needs of the Corporation. Regular meetings shall be at such place and time as the Board of Directors may from time to time determine. Special meeting of the Board of Directors may be called by any two (2) Directors or by the President.

Section 2: Notice. Board of Directors shall be given reasonable notice of all meetings.

Section 3: Quorum and Voting. A majority of Directors shall constitute a quorum at all meetings of the Directors. When a quorum is present, voting at any meeting shall be by majority vote of those Directors present except as otherwise required.

Section 4: Action Without a Meeting. Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing, or by email, or by text, and

if the written, email or text consents are filed with the electronic or other records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5: Telephonic & Videoconference Participation in Meetings. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call or similar videoconference method 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 the meeting. Any recordings shall be maintained in the usual course of business in a secure electronic environment.

Section 6: Waiver of Notice. Whenever any written notice is required to be given by these by-laws, a waiver of notice signed either before or after the action for which notice is required shall have the effect of written notice.

Section 7: Subcommittees. Whenever deemed necessary and appropriate, the Board may form subcommittees at its discretion to carry out the administrative functions of the Corporation.

ARTICLE VI

Officers

Section 1: Enumeration. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time appoint. All Officers shall also be Directors.

Section 2: Election and Term. The Directors at their meetings shall elect all Officers, with an expectation that such Officers shall hold that elected Officer position for at least one year, in accordance with the flexible needs of the Corporation and year-to-year composition of the Board.

Section 3: Powers. The Officers shall have the powers and perform the duties customarily belonging to their respective office, including the powers and duties listed below:

- a. The President shall preside at all meetings of the Board of Directors at which he or she is present. Except as otherwise provided by the Board of Directors or these by-laws, he or she shall sign for the Corporation all deeds, agreements, and other formal instruments. The President shall from time to time regularly consult with the Treasurer to stay abreast of financial decisions and status of finances, including facilitating regular updates by the Treasurer to the Board of Directors as to the financial state of the Corporation.
- b. The Secretary shall keep records of all meetings of the Board of Directors and make a report thereon and shall issue calls and notices of meetings. The Secretary shall stay abreast of email communication to the Corporation and ensure reasonably timely responses and record keeping.
- c. The Treasurer shall be the chief financial officer of the Corporation and shall be in charge of all funds and securities of any type. With the advice and consent of the Board of Directors, he or she shall have power to invest and reinvest surplus funds and should provide regular financial updates to the Board. He or she shall render to the Board of Directors at the annual meeting, and whenever else it so requests an accurate account

of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended.

Section 4: Resignation and Removal. Any Officer may resign, at any time by giving written notice of such resignation to the President. Any Officer may be removed from office either with or without cause by the affirmative vote of a majority of all the Directors at any meeting of the Board.

Section 5: Vacancies. A vacancy in any office shall be filled by the Board of Directors at any regular or special meeting called for that purpose.

ARTICLE VII

Compensation

No Director or Officer shall receive compensation for serving as such. Directors and Officers may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation as authorized by the Board.

ARTICLE VIII

Benefactors, Sponsors, Advisors, And Friends of the Corporation

The Board of Directors may from time to time designate certain persons, groups of persons, businesses or corporations as benefactors, sponsors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons or groups shall serve in an honorary capacity and, except as the Board of Directors designates, such persons or groups in such capacity shall have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE IX

Indemnification of Directors, Officers and Employees

The Corporation shall to the extent legally permissible indemnify each of its present and former Directors, officers, employee and agents and any person who serve or have served , at the Corporation's request, as Directors, officers, employees, and agents of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Agent") against all expenses and liabilities which he or she has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which he or she may be involved by reason of his or her being or having been an Agent, such expenses and liabilities to include, but not be limited to, judgments, court costs, and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matter as to which such Agent shall be finally adjudged good faith in the reasonable belief that his or her action was in the best interests of the participants or beneficiaries of such plan. The Corporation may reimburse an Agent for expenses incurred in defending a civil or criminal action or proceeding, regardless of the financial settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for the Corporation to the effect that such settlement or compromise is in the best interest of the Corporation and that such Agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or employee benefit plan, as the case may

be, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director, officer or employee may be entitled as a matter of law.

ARTICLE X

Personal Liability

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

ARTICLE XI

General

Section 1: Corporate Seal. The corporate seal shall be in a form determined from time to time by the Board of Directors.

Section 2: Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July and end on the last day of June, unless otherwise determined by the Board of Directors.

Section 3: Receipt and Disbursement of Funds. The Board of Directors may designate such other Officer or Officers who in addition to or instead of the Treasurer shall be authorized to receive and receipt for all moneys due and payable to the corporation from any source whatever, to endorse for deposit checks, drafts, notes or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks or with other such corporations, firms or individuals as the Board of Directors may from time to time designate.

ARTICLE XII

Amendments

These by-laws may be amended by a majority vote of the Directors present and voting at any meeting.

ARTICLE XIII

Rules and Regulations

The Corporation may adopt rules and regulations from time to time with respect to the operation, control, administration and disciplinary policy pertaining to programs under its auspices.

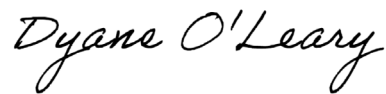
ARTICLE XIV

Prohibited Activities

The Corporation will not:

- a. Engage in legislative activity at any level of government.
- b. Act on behalf of any individual's campaign for political office.
- c. Allow funds or inure to the benefit of any private shareholders or individuals.
- d. Be involved in any activity not permitted to be carried on by an organization such that is exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue code.

Witness my hand and seal the 2nd day of January, 2026.



Dyane O'Leary

CSC Secretary (term ends Jan. 2026)