

**Mass Youth Soccer Association Annual General Meeting  
March 22, 2014  
Doubletree by Hilton Hotel – Leominster, MA**

David Amidon, Executive Vice-President of Mass Youth Soccer, called the meeting to order at 10:13 AM. There were 39 delegates present, representing 152 votes. A quorum was determined to be present to conduct business. David made welcoming remarks, introduced Mass Youth Board Members who were present, and acknowledged the many league presidents in attendance. David explained to the membership that normally Mass Youth President Ted Ritchie would chair the AGM Meeting, however, Ted was attending an important US Youth Soccer governance summit meeting being held in Chicago. The US Youth Soccer meeting had been scheduled after Mass Youth Soccer had posted the AGM date.

David then asked for a credential report. The total membership represents 370 voting members (organizations), 857 votes representing organizations, leagues and board members. Attendance of 7.5% of voting members, 28 members, represents a quorum. There were 39 delegates present in the room, representing 152 votes. A majority vote requires 77 votes and a 2/3 majority requires 102 votes.

**Approval of last year's minutes**

**Nancy Hart moved, seconded by Dan Bielenin, that the membership approve the minutes from the March 2013 AGM. The minutes were approved by a voice vote.**

**Unfinished Business**

David explained that the only unfinished business to discuss were the proposed changes to the Roles and Responsibilities section of the By-Laws, tabled by the membership at the 2013 AGM. Discussion of those changes is now moved to the By-Law Change Proposals line item of the 2014 AGM Agenda.

**Reports of Officers, Directors, and SYRA**

**Financial Report**

Derek Smith, Treasurer presented the Financial Report and reviewed the statement of activity & proposed budget. The Financial Report was divided into three segments: the audited report for the fiscal year ending August 31, 2013, the unaudited report for the two month period, September 1 – October 31, 2013 (based on Board & membership 2013 approved change to a fiscal year ending October 31), and, the Board approved budget for fiscal year 2014. Discussion from the floor pointed out that \$3.00 portion of the membership fees that is being allocated to the field complex debt retirement was not being shown as a separate line item as previously decided by the Board & membership. Derek noted the discrepancy and agreed to correct moving forward.

**John Linnehan moved, seconded by Dave Martinez to approve the financial presentation for the audited report ending August 31, 2013. Motion was approved by a voice vote.**

**Brad Shores moved, seconded by Jeff Chambers to accept the financial presentation for the unaudited report for the two-month period September 1 – October 31, 2013. Motion was approved by a voice vote.**

**Steve Harris moved, seconded by Randy Ellis to approve the financial budget for fiscal year 2014. Motion was approved by a voice vote.**

### **Directors' Reports**

It was noted that the reports appear in the booklets that were distributed at the registration desk.

Additions to the reports were offered from the floor as follows:

Under Outreach, Ray Robinson reported the TOPSoccer Program is working very well overall, however, the program is struggling with creating new opportunities in the western part of the state. Ray requested assistance from the membership to reach this under served area of the state.

### **Executive Director's Report**

The ED Report is located in the AGM booklet. In addition, Mike Singleton spoke to the membership about his pending departure as Executive Director. Mike thanked the membership, especially the league presidents, for all the support during his tenure. Mike introduced two of the major partners with Mass Youth Soccer, Matt Olivari, Managing Partner of N.E.P.A. Blue Heron, our promotions and apparel partner, and, the most recent partner to join the Mass Youth community, Sports Authority. Lani Hall, Regional Marketing Manager for Sports Authority spoke briefly to the membership about the company's plans to promote their partnership with Mass Youth. Mike also highlighted several accomplishments during the past year:

- All litigations involving Mass Youth Soccer have been resolved as of the first week in November 2013. It has been a number of years since Mass Youth has been in this position.
- CORI check process is more streamlined. Backlogs have been reduced and status is now updated daily.
- Mass Youth has implemented an investment policy, consolidating savings for future capital projects from multiple bank accounts into a single investment account to earn a higher rate of interest.

At the conclusion of the Executive Director's remarks, David Amidon took the podium and delivered a tribute to Mike, thanking him for all his hard work for the Mass Youth Soccer Association over the past eleven years and wishing him the best of luck in his new position as associate professor and men's varsity soccer coach at Washington & Lee University. The membership joined in with a resounding round of applause in recognition of Mike for his years of service to the organization.

### **Election of Officers**

David Amidon turned the meeting over to Bob Trudeau, chairman of the Nominations Committee, who, after identifying the members of the committee, presented the slate:

The committee members are: Fred Corey, Maureen Doyle, Randy Ellis, Tom Rivet, and Bob Trudeau.

The following are the positions to be elected and candidates for the position:

Executive Vice-President (three year term) – David Amidon  
Director Instructional Programs (three year term) – Howie Blatt  
Director Leagues Committee (three year term) – John Linnehan, candidate by petition  
Director Recreational Programs – Nancy Hart and David Lauffer  
Director At Large – District 3 (three year term) – Terence Ciavarra and Caryn Goulet  
Director At Large - District 5 (three year term) – Mike Borislow, Maurizio Fabbo and Scott Kelley

Each uncontested candidate made a brief statement to the membership. **Jeff Chambers moved, seconded by Steve Smoller, to direct the Secretary to cast one ballot for each of the uncontested candidates. Motion passed by a voice vote.**

The election proceeded to the three contested positions. Each candidate was allowed to make a brief statement to the membership and then a vote by ballot was taken.

Director Recreational Programs. Nancy Hart made a statement to the membership. David Lauffer was not present to make a statement.

Director At Large – District 3. Terence Ciavarra and Caryn Goulet both addressed the membership prior to the election.

Director At Large – District 5. Mike Borislow and Maurizio Fabbo both addressed the membership prior to the election. Scott Kelley was not present to make a statement.

Ballots were collected and counted by Jared Scarpaci and Tucker Reynolds. Elected to the three contested positions were:

**Director Recreational Programs – Nancy Hart**  
**Director At Large – District 3 – Caryn Goulet**  
**Director At Large – District 5 – Mike Borislow**

**Dan Bielenin moved, seconded by Dave Martinez that the election ballots be destroyed. Motion passed on voice vote.**

### **Amendments to the Constitution and By-Laws**

David Amidon again turned the meeting over to Bob Trudeau, Secretary/Clerk, to present a number of proposed changes to the Mass Youth By-Laws and Policies and Procedures. The proposed changes included one proposal tabled at the 2013 AGM (Composition of the Board & Role Descriptions) and three proposals created during the 2013 calendar year (Nomination and Election of the Board, Director Emeritus and Term Limits). All change proposals presented were approved by the Board of Directors and were being presented to the membership for approval and adoption. As changes to By-Laws and Policies & Procedures, a majority vote determines the voting results. Each proposal was presented, discussed and voted by the membership individually.

#### 1.02/6.01 *Composition of Board Directors & Role Description Placement* Rationale

It was evident that there was little to no description of the roles of our Board Directors At-Large. This has led to confusion and frustration and needed to be addressed. To clarify these positions better a committee formed a Role Description for these positions which was board approved. Further, to avoid any confusion between the District Select Program and these positions we have changed the position title to Regional Representative. Lastly, after working with consultants during the past year it became clear we needed to consider the organization and role of board members more comprehensively. To allow us to improve our organizational board structure going forward we think it best to move all Board Descriptions, other than those descriptions of Officers, into the Policies section of our organizational documents. Doing so will allow us to keep improving these descriptions and refocusing as need be and the youth soccer environment demands. You can see edits in red below and all in green would be moving to the Policies Section of our organizational documents.

#### ***01.02 Composition of Board of Directors.***

The Board of Directors shall consist of the following elected Officers and other appointed or designated positions:

- President
- Executive Vice President
- Treasurer
- Secretary/Clerk
- Director – Instructional Programs
- Director – Olympic Development Program
- Director – Leagues Committee
- Director – National Championship Series
- Director – Outreach Programs / TOPSoccer
- Director – Recreational Programs

Director(s) Emeritus

In addition, seven (7) Regional Representative Directors shall be elected each representing a Region.

In addition, the Immediate Past President shall remain a Director for so long as his or her successor serves as President (or, if later, the meeting at which such successor's replacement is duly elected and qualified).

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## **01.24. – 01.34. OFFICERS and ROLES**

### ***President.***

The President is the Chief Executive Officer of the Association, ex-officio member of all Board committees (standing and ad hoc), and, subject to the direction of the Board of Directors, shall have general supervision and control of its business. He/she shall ensure that all orders and resolutions of the Board of Directors and mandates voted by the general Membership are carried out. He/she shall preside, when present, at all meetings of the Association and the Board of Directors. The President shall be the principal contact with regional, national, and international youth and senior soccer organizations.

### ***Executive Vice President.***

In the absence of the President, the Executive Vice President shall be vested with all of the powers and perform all of the duties of the President. In case of disability, resignation, or other long-term absence of the President, the Executive Vice President shall assume all duties and responsibilities of the President until the next AGM or any special meeting called for the election of a new President.

The Executive Vice President, when directed by the President or Board of Directors, shall be responsible for Mass Youth Soccer fund raising and public relations activities, in addition to any other special assignments which, from time to time, may be given by the President or the Board of Directors.

### ***Treasurer.***

The Treasurer, subject to the direction of the Board of Directors, has general charge of the Association's financial affairs. He/she shall keep, or cause to be kept accurate books of account. He/she shall submit an annual financial statement of the Association, prepared using generally recognized accounting methods, for the AGM. He/she shall have custody

of all funds, securities, and valuable documents of the Association and shall perform all the duties incident to the office of the Treasurer. The Treasurer shall chair the Budget Committee.

**Secretary/Clerk.**

The Secretary/Clerk is the Clerk of the Board of Directors and acts as Clerk at all meetings of the Association. He/she shall keep all the records of the Association, shall cause a determination of needs for a smooth transaction of business for all Corporate officers and events, and shall perform all duties incident to the office of Clerk and have such duties and powers as from time to time may be delegated by the Board of Directors. He/she is empowered to publish and distribute any and all publications of the Association.

**Remaining board roles are described in our Organization Policies.**

**Director – Instructional Programs.**

The Director – Instructional Programs shall function as a clinical, administrative, and managerial consultant to the Technical Director and Instructional Program Staff. His/her primary function will be to assist the Technical Director and Instructional Program Staff, in the development, implementation, and support of coach/player education and training programs.

**Director – Recreational Programs.**

The Director – Recreational Programs shall be responsible for determining, developing, and delivering recreational soccer programs to support the Organizations and affiliated Leagues within Mass Youth Soccer. In addition, he/she shall be responsible for the implementation of sportsmanship initiatives and the development and coordination of recreational soccer events. With the assistance of the Mass Youth Soccer Office, the District Select Program shall also be coordinated by this individual.

**Director – Olympic Development Program.**

The Director – Olympic Development Program shall chair the Olympic Development Program (ODP) Committee and is responsible for the ODP.

**Regional Representative Directors.**

***Each Regional Representative, being elected to a three year term by the whole organization at the AGM, plays a vital role in developing and***

*promoting the goals and objectives of the Massachusetts Youth Soccer Association in that Region and by extension, at the state level. Therefore, in order to maximize the effectiveness of the Regional Representative position, the Regional Representative should assume the following responsibilities:*

*At the Regional Level: The Regional Representative is expected to: assume a role of active participation in the activities of the Region's leagues, clubs and organizations; help to grow membership by creating and/or expanding soccer opportunities to underserved populations of the Region; demonstrate support for the Massachusetts Youth Soccer Association to the members of the Region by promoting its good work, generating goodwill for the organization, and encouraging support for its efforts; introduce the organization to new communities, corporate sponsors, foundations, media, helpful individuals and potential partners within the Region.*

*At the State level: The Region Representative is expected to: attend all Board of Directors meetings; contribute knowledge and skill in at least one area essential to Board governance by serving on Committees or task forces and/or accepting special assignments; attend Massachusetts Youth Soccer Association Program meetings, events and functions as requested by the President; help to develop new initiatives, a strategic vision and set long-term priorities for the growth of the Massachusetts Youth Soccer Association; actively engage in professional development opportunities; celebrate the successes of the Region through an annual "State of the Region" presentation to the Board of Directors.*

#### **Director – Leagues Committee.**

The Director – Leagues Committee shall chair the Leagues Committee. Working in conjunction with, and on behalf of the Leagues Committee, he/she is responsible for (1) all aspects of MTOC, (2) implementation of policies, procedures, and guidelines that pertain to play among affiliated Leagues and the towns in those Leagues, and (3) for applying Mass Youth Soccer and USYS rules and regulations.

#### **Director – National Championship Series.**

The Director – National Cup shall be responsible for aspects of the Massachusetts Youth Soccer State Cup Championship and for applying Mass Youth Soccer and USYS rules and regulations.

#### **Director – Outreach Programs / TOPSoccer.**

The Director – Outreach Programs / TOPSoccer shall be responsible for determining, developing, and delivering special soccer programs approved

by the Board of Directors to support the goals and objectives of Mass Youth Soccer. He/she shall oversee the TOPS Program and other such programs that may be assigned by the Board of Directors.

**Mike Borislow moved, Dan Bielenin seconded approval of the proposal, placing the changes on the floor for discussion.** Speakers, both pro and con, addressed the membership. Dick Penta, BAYS, advised that his review of the proposal indicated that some of the sectional references needed to be revised based on the sections being moved to Policies and Procedures. Dick had had sent an email to Ted Ritchie on the subject Friday evening. The Chair agreed to review the email and make section reference changes as needed. **A request from the floor was made to move the proposal. A voice vote was attempted, however, results were inconclusive. The Chair called for a ballot vote. Ballot counters were Jared Scarpaci and Tucker Reynolds. Motion passed by vote of 89-47.**

### **01.03 Nomination and Election of the Board of Directors**

#### 1.3.4.

The Nominating Committee shall consist of five (5) persons: Four (4) persons appointed by the President, at least two (2) of whom shall not be then-serving Directors, and one (1) person designated by the Leagues Committee, who shall not be a then-serving Director. The Nominating Committee shall designate its Chairperson from that number. The Nominating Committee shall report its slate of proposed candidates to the President and the Executive Director no later than ~~60~~ 45 days preceding the AGM. The Executive Director shall distribute the list of nominations to every Organization, affiliated League, and Director promptly following submission of the list of nominees by the Nominating Committee.

**Jeff Chambers moved, Nancy Hart seconded approval of the proposal. Minimal discussion, motion approved by voice vote.**

#### **Director Emeritus**

~~1.3.5 Upon completing at least 10 years service as a Director and at the time his/her tenure on the Board of Directors ends (or at the time this section is enacted for those already eligible), in recognition of this service to Mass Youth Soccer, each such Director shall become eligible, if he/she chooses to accept it, to become a Director Emeritus. This position will be non-voting, and carries a lifetime tenure.~~

1.3.5 Upon completion of ten or more years of service as a Director, members retiring from service on the Board may be offered Director Emeritus status in Massachusetts Youth Soccer.

The position of Director Emeritus is honorary, assumes permanent retirement, and is awarded for past meritorious service. This position will be non-voting, and carries lifetime tenure.

Director's Emeritus shall not actively participate in the Board meetings as Board members unless so requested by the President or Board Chairperson. However, they may serve on ad hoc committees that might benefit from their experience at the request/discretion of the President.

Directors' Emeritus will be kept informed about issues being addressed by the Board through the regular means of communication and will be invited to all organizational activities and events.

**Dick Penta moved, second by John Linnehan, to approve the proposal, placing the change on the floor for discussion.** Speakers, both pro and con, addressed the membership. Friendly amendments were offered from the floor to revise wording in the proposal: 1) in first paragraph, change “may be offered Director Emeritus status” to “shall be offered Director Emeritus status”, and, 2) in second paragraph, change “assumes permanent retirement” to “assumes permanent retirement from the Board of Directors”. As presenter of the motion, Dick Penta accepted Friendly Amendment 1, which was approved on a voice vote. The motioner did not accept friendly Amendment 2, therefore, it was not considered as part of the proposal on the floor. **A request from the floor was made to move the proposal. Voice vote was attempted, however, the results were inconclusive. The Chair called for a ballot vote. Ballot counters were Jared Scarpaci and Tucker Reynolds. The ballot vote resulted in a tie vote, therefore, the motion was not approved.**

### **Term Limits (New)**

1.3.6. Term Limits - Upon election to the Board of Directors of Massachusetts Youth Soccer, all Directors and Officers will be limited to serving two consecutive 3-year terms (a term is defined here as 3 consecutive years) in any capacity as a Director or Officer. After a break in service of at least 2-years, a term-limited Director or Officer may then stand again for re-election, in any capacity, to the Board of Directors. The 2-year break in service provision is not applicable to the Officer positions of President and Vice-President.

If at the end of the second consecutive term the Nominating Committee has not been able to put forth a qualified new candidate(s), the individual currently serving in that position may stand for re-election for one additional 1-year period. During this additional 1-year period, the Nominating Committee would be tasked with the responsibility of seeking-out a qualified new candidate(s) that would then stand for election at the next

Annual General Meeting to serve out the 2 remaining years of that 3-year term. For those who are re-elected to serve that additional 1-year period, that 1-year period will be considered as equal to 1-year of the 2-year break in service cited above.

Directors and Officers appointed mid-term will complete the balance of the term of that position and then stand for election at the next Annual General Meeting. At that point they would be eligible to stand for election for two consecutive full terms, in any capacity, as a Director or Officer.

The position of Past President will serve a 1-year period as a voting member of the Board of Directors. After serving that 1-year, they will then step down. The position of Director Emeritus will currently not be subject to term limits.

It is proposed that the implementation of term limits will take effect immediately upon ratification by the membership. This change will be implemented for each Board position when the current term for that position comes-up for re-election under the existing system of rotation. All Directors and Officers who have currently served two or more consecutive terms (6 years or more) will be eligible to stand for re-election for one additional term of 3 consecutive years when their current term ends.

**Lou Teixeira moved, Tricia Desmaris seconded approval of the proposal, placing the changes on the floor for discussion.** Speakers, both pro and con, addressed the membership. **After lengthy discussion, lacking new discussion points being presented, the Chair called for a vote on the proposal. Motion was approved by voice vote.**

#### **New Business**

There was no new business.

#### **Good of the Game**

David Amidon thanked the membership for their attendance and participation in the 2014 Mass Youth Soccer AGM and **requested a motion to adjourn, so moved by Jeff Chambers, seconded by Caroline Foscatto. Motion approved by voice vote.**

The meeting adjourned at 12:56 PM.

Respectfully submitted,  
Bob Trudeau  
Secretary/Clerk  
Mass Youth Soccer Association