

### ***Bylaws Amendments Proposed for AGM '22***

The following amendments to the Association's bylaws have been proposed for consideration and adoption by the membership at the upcoming AGM. These proposals were presented to the Board of Directors at its January 2022 meeting, and following its full consideration, the Board is recommending to the membership adoption of these proposed changes to the bylaws,

#### Amendment #1: Recommended changes to § 1.04.5.

##### *Current Language:*

1.04.5 Return Eligibility. Subject to the exceptions described in Sections 1.04.2 and 1.04.3, any person becoming subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof must complete a one-year break in service before becoming eligible for an at-large Director or Executive Officer position. Such subsequent selection restarts a new term limit calculation for such individual.

If the Nominating Committee is unable to put forth a qualified candidate(s) to replace a person becoming subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof, an incumbent then serving in that position otherwise subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof may stand for re-selection for an additional one-year period. During this additional one-year period, the Nominating Committee shall identify a qualified candidate(s) who then would stand for selection at the next AGM to serve out the three remaining years of that four-year term. Following such additional one-year period, that incumbent must complete the one-year break in service required by this Section 1.04.5 before becoming eligible for an at-large Director or Executive Officer position.

Any at-large Director or Executive Officer appointed by the Board of Directors to fill an unexpired Executive Officer term may complete the balance of such unexpired term, after which they are eligible to stand for selection for two consecutive full terms, in any capacity, as an at-large Director or Executive Officer.

Any person, not currently serving as an at-large Director or Executive Officer and appointed by the Board of Directors to fill an unexpired at-large Director or Executive Officer term, may complete the balance of such unexpired term, after which they are eligible to stand for selection as an at-large Director or Executive Officer with a new term limit calculation.

##### *Proposed Revisions to Current Language:*

1.04.5 Return Eligibility. Subject to the exceptions described in Sections 1.04.2 and 1.04.3, any person becoming subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof must complete a one-year break in service before becoming eligible

for an at-large Director or Executive Officer position. Such subsequent selection restarts a new term limit calculation for such individual.

If the Nominating Committee is unable to put forth a qualified candidate(s) to replace a person becoming subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof, an incumbent then serving in that position otherwise subject to the term limit described in clause (a) or (b) of Section 1.04.1 hereof may stand for re-selection for an additional one-year period. During this additional one-year period, the Nominating Committee shall identify a qualified candidate(s) who then would stand for selection at the next AGM to serve out the three remaining years of that four-year term. Following such additional one-year period, that incumbent must complete the one-year break in service required by this Section 1.04.5 before becoming eligible for an at-large Director or Executive Officer position.

Any at-large Director or Executive Officer appointed by the Board of Directors to fill an unexpired term may complete the balance of such unexpired term, after which they are eligible to stand for selection for two consecutive full terms, in any capacity, as an at-large Director or Executive Officer.

*Rationale for Change:*

Essentially, it is proposed to delete the language shown to correct what is essentially a “scrivener’s error” made in the original drafting. It was not the drafter’s intent to present two separate, operative provisions regarding the interplay of appointments to fill vacancies and term limits calculations. Of the two, the penultimate (retained) paragraph addresses the term limits “reset” for those individuals who have filled the unexpired term of a board vacancy. The proposed deleted paragraph, thus, becomes redundant, potentially confusing and contradictory, and should be deleted.

Amendment #2 – Recommended changes to § 1.07.

*Current Language:*

1.07. Vacancies. Any vacancy in an at-large Director or Executive Officer position may be filled by the Board of Directors. At the next ensuing AGM, the position shall be filled by selection of a replacement to serve the unexpired term of the vacated position. In addition, if the person vacating such position is then serving on the Executive Committee, the President shall call a special meeting of the Directors, to be held not fewer than thirty (30) nor more than sixty (60) days after the effective date of the vacating of such Executive Committee position, for the purpose of filling the unexpired term.

*Proposed Revisions to Current Language:*

1.07. Vacancies. Any vacancy in an at-large Director or Executive Officer position may be filled by the Board of Directors by selection of a replacement to serve the unexpired term of the vacated position. In addition, if the person vacating such position is then serving on the Executive Committee, the President shall call a special meeting of the Directors, to be held not fewer than thirty (30) nor more than sixty (60) days after the effective date of the vacating of such Executive Committee position, for the purpose of filling the unexpired term.

*Rationale for Change:*

Historically, the Board’s appointment of an at-large Director or Executive Officer was “ratified” by the membership at the next ensuing meeting. We believe that this interim ratification requirement has become unnecessary. Any individual being considered to fill a vacancy in an at-large Director or Executive Officer position will be fully vetted by the Board for suitability and qualifications before appointment. The appointee then should move with their class into the next full selection cycle.

Amendment #3 – Recommended changes to § 7.02.

*Current Language:*

7.02 Player Membership Fee. The player membership fee is an annual fee and, once paid, affiliates the player with Mass Youth Soccer and USSF/USYS for the seasonal year, subject to complying with all applicable provisions of the annual player registration. The player membership fee is the sum of:

7.02.1 – the player membership fee charged to member associations by each of USSF and USYS, and assessed each year to Mass Youth Soccer; plus

7.02.2 – the player membership fee as adopted by the Board of Directors and approved by the Association’s membership, of which \$3.00 is specifically reserved for the Progin Park (Lancaster) field development project costs and associated maintenance.

*Proposed Revisions to Current Language:*

7.02 Player Membership Fee. The player membership fee is an annual fee and, once paid, affiliates the player with Mass Youth Soccer and USSF/USYS for the seasonal year, subject to complying with all applicable provisions of the annual player registration. The player membership fee is the sum of:

7.02.1 – the player membership fee charged to member associations by each of USSF and USYS, and assessed each year to Mass Youth Soccer; plus

7.02.2 – the player membership fee as adopted by the Board of Directors and approved by the Association’s membership.

*Rationale for Change:*

This change eliminates the now arbitrary and vestigial \$3 per player fee earmarked for Progin Park development and associated maintenance, conforming that language to the way in which both player and adult fees are presently set, namely: The Board considers all projected revenue and cost items, including those incident to owning and operating Progin Park, in the overall association budget process, in recommending both player and adult membership fees. Tying Progin Park capital and maintenance funding to player registration numbers does not allow for effective budgeting and operations, particularly if we continue to experience wide fluctuations in registration numbers, as has been the case in recent years.

