



POLICY ON PROXY VOTING AT MEMBERSHIP MEETINGS

[Adopted December 2, 2020]

Following is the current policy on the use of proxy voting at our membership meetings¹.

1. Constitutional Authority for Proxy Voting:

Our Constitution currently allows for proxy voting at all meetings of the Members² of Mass. Youth Soccer: *“Delegates may be present to vote or be represented by a proxy.”*³

2. Elements of a Valid Proxy:

(a) A valid proxy must:

(i) Be in writing following the form provided by the State Office from time to time, or on the letterhead of the Organization or affiliated League and containing the same information otherwise called for on the State Office-provided form;

(ii) Designate one or more named individuals to represent the Organization or affiliated League as its Delegate(s) at the subject membership meeting;

(iii) Be dated and signed by the authorized representative of the Organization or affiliated League, as shown on the records at the State Office. This may be the President, Vice President, Secretary, Treasurer or other authorized representative of the Organization or affiliated League designated as such by the Organization or affiliated League in a manner reasonably satisfactory to the State Office.⁴ The State Office can conclusively rely on the Organization’s or affiliated League’s latest designation of a Delegate as the same appears on the State Office’s records from time to time; and

(iv) Must be presented to the Mass. Youth Soccer Secretary/Clerk prior to, or at the commencement of the subject membership meeting.

(b) A valid proxy designates an individual to be the sole voting representative (Delegate) for the Organization or affiliated League for the entirety of the subject membership meeting.

(c) No individual may serve as the Delegate for, or otherwise represent more than one member Organization or affiliated League at a membership meeting.

¹ Note, there is no proxy voting for Board or committee meetings.

² Under the Constitution, “members” include our member Organizations and affiliated Leagues, in good standing.

³ Mass. Youth Soccer Constitution, § 8.04.

⁴ Matters under this Policy requiring or otherwise calling for the approval, determination, decision of like action of the State Office shall be evidenced by the written directive of the Mass Youth Soccer Executive Director.

(i) The prior exception to this limitation, which allowed an individual with independent status as a voting Delegate – such as a Director – to carry the proxy of a single member Organization or affiliated League, is rescinded. For clarity: A Director may choose to serve as a voting Delegate, representing a single member Organization or affiliated League as its Delegate. In such case, such Director will not have a separate, additional vote in his/her capacity as a Director.

(d) A valid proxy may, but need not be completed as to the member Organization's or affiliated League's intended vote(s). A proxy may be submitted in blank (i.e., without indicating either the member Organization's or affiliated League's intended votes) and designating an individual as the Delegate of record to cast those votes in his/her discretion.

(e) The Board shall establish a timetable for submission of proxies, allowing for sufficient time to receive and review proxies ahead of the subject membership meeting. Each proxy submitted will be reviewed and either approved or rejected by the State Office. If rejected, the State Office will contact the submitting Organization or affiliated League to provide an explanation of the deficiencies and, time permitting, an opportunity to cure same ahead of the meeting.

(f) Any member of the State Office staff may be designated as a Delegate by a member Organization or affiliated League. In that case, such staff member shall recuse him/herself from involvement in any way in the review and/or approval or rejection of proxies, and from matters related or incident to the determination of quorum, credentials reports or tabulation of votes at any meeting for which he/she has been designated as a member Organization's or affiliated League's proxy.

(g) Prior submitted proxies may be revoked or replaced in the same manner as an initial submission of a proxy.

(h) A valid proxy will count toward the subject membership meeting's quorum requirements.

(i) A valid proxy shall remain valid for the membership meeting to which it relates and any adjournment thereof.
