

Massachusetts Youth Soccer Association
Proposal to Amend Bylaws Section 1.03 – Term Limits
(Version: 12/18/17)

Context & Background

Having moved from a *functional* (i.e., programmatic) board – where individual Directors were selected to “run” certain operational aspects of the MYSA business, such as ODP, recreation and instruction – to a *strategic* board, more clearly focused on intermediate- and long-term planning, ceding operational responsibilities to an increased and upgraded state office staff, the sense of the Board is that we modify the existing term limits.

Current Term Limits Structure.

- General rule – all Directors and Officers will be limited to serving two consecutive 3-year terms in any capacity as a Director or Officer.
- After serving two consecutive 3-year terms, a term-limited Director or Officer must wait at least 2-years before standing again for election, in any capacity, to the Board; the only exceptions to this break-in-service rule is standing for election as either President or Vice President.
- Caveat – an otherwise term-limited Director or Officer may be re-elected for one additional 1-year period if a qualified new candidate is not put forth for election.
- Any Director or Officer appointed to fill an unexpired term may complete the balance of that term for that position and then stand for election. If elected, he/she would be eligible to stand for election for two consecutive full terms, in any capacity, as a Director or Officer.

Current Bylaw Section 1.03 – Term Limits

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 implementation of term limits took effect immediately upon ratification by the membership at the March 2014 Annual General Meeting. 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. As of March, 2014 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.

The follow two pages in the border box contain the proposed new bylaws section on term limits. This will be voted on by the membership at a special meeting, January 27, 2018, prior to the 2018 Annual General Meeting.

Proposed Amended Bylaw Section 1.03 – Term Limits

Term Limits – Once elected to the Board of Directors of Massachusetts Youth Soccer as an At-Large Director or Executive Officer the following applies:

1. The elected term limit for both At-large Directors and Executive Officers (i.e., President, EVP, Treasurer or Secretary) are four-year terms.
 - a. Class A – three At-large Directors plus the President
 - b. Class B – three At-large Directors plus the Secretary.
 - c. Class C – three At-large Directors plus the Treasurer
 - d. Class D – three At-large Directors plus the EVP
2. Any individual may serve (a) two consecutive four-year terms (8 years) as an At-large Director or Executive Officer, or (b) three four-year terms combining At-large and Executive Officer positions.
3. Any individual term-limited out under clauses 2(a) or 2(b) may serve two (2) additional four-year terms as President.
4. Any individual term-limited out under clause 2(a) who, at the end of his/her service, is serving as EVP, may serve two (2) additional four-year terms as President.
5. Any individual newly elected or elected to a different Executive Officer position before completing their current term as an At-large Director, Treasurer or Secretary will not have the current term just vacated applied towards their term limit.
6. Once term-limited out, an individual must “sit out” one year break in service before seeking either an at-large director or executive officer position. Such subsequent selection restarts a new term limit calculation for such individual.

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 3 remaining years of that 4-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 the required 1-year break in service cited above.

Any At-Large Director or Executive Officer appointed by the board to fill an unexpired Executive Officer term may complete the balance of that term for that position and then stand for election. If elected, he/she would be eligible to stand for election 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 appointed by the board to fill an unexpired At-Large Director or Executive Officer term may complete the balance of that term for that position and then stand for election. If elected, he/she would be eligible to stand for election under Clause 2(a) or 2(b).

The implementation of the above term limits will take effect immediately upon ratification by the membership at a Special Meeting held prior to the March 2018 Annual General Meeting. This change will be implemented for each Board position as noted in the 2018 Term Limit Transition Addendum.

Bylaws Section 1.03 – Term Limits Addendum - Transition Period

The implementation of the new term limits noted above will become immediately effective at a Special Meeting prior to the Annual General Meeting of 2018. All current service At-Large Directors and Executive Officers will be eligible as noted below.

- At-large Directors who have only completed one term 3-year term will be considered starting with a clean slate at the end of this term and be eligible for additional terms as defined in 2(a) or 2(b).
- At-large Directors who have will have completed two term or more 3-year terms will be considered starting with a completed term at the end of their current term and be eligible for additional terms as defined in 2(a) or 2(b).
- As there will be four At-large Directors in each class (A, B and C) and there will be three in each class (with a new class D) going forward, the following adjustments will be made

Note: *In order to keep the transition consistent, the Class Positions will be moved based on numerical order without any preference to the person who is serving in the position.*

- Class A
 - Current At-large Directors A1, A2 and A3 will be up for reelection at the 2018 AGM. The positions will remain as Class A1, A2 and A3
 - Current At-large Direct A4 will be converted to a new Class B (B3) At-large Director and will be up reelection at the 2019 AGM
- Class B
 - Current At-large Directors B1 and B2 will be up for reelection at the 2019 AGM. The positions will remain as Class B1 and B2
 - Current At-large Directors B3 and B4 will be converted to a new Class C (C2 and C3 respectively) At-large Directors and will be up reelection at the 2020 AGM
- Class C
 - Current At-large Directors C1 will be up for reelection at the 2020 AGM. The position will remain as Class C1
 - Current At-large Director C2, C3 and C4 will be converted to a new Class D (D1, D2 and D3 respectively) At-large Directors and will be up reelection at the 2021 AGM
- President
 - Up for reelection in 2018 with Class A
- Executive Vice President
 - Up for reelection in 2021 with Class D
- Secretary/Clerk
 - Up for reelection in 2019 with Class B
- Treasurer
 - Up for reelection in 2020 with Class C

Transition Period with Current Board Member Information

The implementation of the new term limits noted above will become immediately effective at a Special Meeting prior to the Annual General Meeting of 2018. All current service At-Large Directors and Executive Officers will be eligible as noted below.

- At-large Directors who have only completed one term 3-year term will be considered starting with a clean slate at the end of this term and be eligible for additional terms as defined in 2(a) or 2(b).
- At-large Directors who have will have completed two term or more 3-year terms will be considered starting with a completed term at the end of their current term and be eligible for additional terms as defined in 2(a) or 2(b).
- As there will be four At-large Directors in each class (A, B and C) and there will be three in each class (with a new class D) going forward, the following adjustments will be made

Note: *In order to keep the transition consistent, the Class Positions will be moved based on numerical order without any preference to the person who is serving in the position. The names after each position title are for identification purposes and are not to be seen as giving one person preferential treatment over another.*

- Class A
 - Current At-large Directors A1 (Jared Scarpaci), A2 (Jeff Chambers) and A3 (Dyer-Tarquinio) will be up for reelection at the 2018 AGM. The positions will remain as Class A1, A2 and A3
 - Chamber and Dyer-Tarquinio will have completed one term, thus treated as starting with a clean slate under 2(a) or 2 (b).
 - Scarpaci will have completed 2 or more 3-year terms, thus treated as if he completed one term under 2(a) or 2(b).
 - Current At-large Direct A4 (Tom Rivet) will be converted to a new Class B (B3) At-large Director and will be up reelection at the 2019 AGM
 - Rivet will have completed 2 or more 3-year terms, thus treated as if he completed one term under 2(a) or 2(b).
- Class B
 - Current At-large Directors B1 (Dana Santilli) and B2 (Caroline Foscatto) will be up for reelection at the 2019 AGM. The positions will remain as Class B1 and B2
 - Santilli will have completed one term, thus treated as starting with a clean slate under 2(a) or 2 (b).
 - Foscatto will have completed 2 or more 3-year terms, thus treated as if she completed one term under 2(a) or 2(b).
 - Current At-large Directors B3 (David Dalrymple) and B4 (David Boloz) will be converted to a new Class C (C2 and C3 respectively) At-large Directors and will be up reelection at the 2020 AGM
 - Dalrymple and Boloz will have completed 2 or more 3-year terms, thus treated as if they completed one term under 2(a) or 2(b).
- Class C
 - Current At-large Directors C1 (Howie Blatt) will be up for reelection at the 2020 AGM. The position will remain as Class C1
 - Blatt will have completed 2 or more 3-year terms, thus treated as if he completed one term under 2(a) or 2(b).
 - Current At-large Director C2 (Roger Kahlon), C3 (Rachel Moo) and C4 (Thomas Ringler) will be converted to a new Class D (D1, D2 and D3 respectively) At-large Directors and will be up reelection at the 2021 AGM
 - Kahlon, Moo and Ringler will have completed one term, thus treated as starting with a clean slate under 2(a) or 2 (b).

- President
 - Up for reelection in 2018 with Class A
 - Trudeau will have completed one term as President, thus treated as starting with a clean slate under 2(a) or 2 (b) and also eligible for 2 more 4-year terms as President.
- Executive Vice President
 - Up for reelection in 2021 with Class D
 - Amidon will have completed 2 or more 3-year terms, with last two as Executive Vice President, thus treated as if he completed one term under 2(a) or 2(b) and also will be eligible for additional terms if elected as President.
- Secretary/Clerk
 - Up for reelection in 2019 with Class B
 - Goulet will have completed one term as Secretary, thus treated as starting with a clean slate under 2(a) or 2 (b) and also eligible for additional terms if elected as President or Executive Vice President.
- Treasurer
 - Up for reelection in 2020 with Class C
 - Smith will have completed 2 or more 3-year terms, thus treated as if he completed one term under 2(a) or 2(b) and also will be eligible for additional terms if elected as President or Vice President.

EXAMPLES

#1

John Jones will have completed one (1) year as an At-large Director and is up for reelection at the next AGM. Kathy Smith is looking to run for the first time. Both John Kathy will be considered starting with a clean slate. They will be eligible under clause 2 as follows:

- *2(a) two consecutive four-year terms (8 years) as an At-large Director or Executive Officer.*
- *2(b) three four-year terms combining At-large and Executive Officer positions.*

If John or Kathy want to run for Treasurer, Secretary/Clerk or Executive Vice President and wins they will be eligible to serve two (2) terms in one of those positions and if either on later runs for President and wins they would be eligible to complete two (2) terms in that position. At the end of the two terms as an Executive Officer, assuming John or Kathy does not run for President, they will be eligible to run for one more term as an At-Large Director only. 2(a) limit them to two terms as the Executive Officer and 2(b) allows them to run for the At-Large Director position to comprise combination of the three terms.

A similar situation would apply if they both were elected as At-Large Directors. At the end of two terms they would have to run for an Executive Officer position only.

#2

In the future Bill Barnes will have completed all of his eligible terms under 2(a) and 2(b) in positions other than President. The following will clause will apply:

- *Any individual term-limited out under clauses 2(a) or 2(b) may serve two (2) additional four-year terms as President.*

If Bill desired to remain on the board he would only be eligible to run for the position of President. If elected he is eligible to serve two terms.

If Bill decided not to run for President he would need to “sit-out” one year under the following clause:

- *Once term-limited out, an individual must “sit out” one year break in service before seeking either an at-large director or executive officer position. Such subsequent selection restarts a new term limit calculation for such individual.*

#3

In the future Jill Raines will have completed only two terms as Executive Vice President. The following clause will apply:

- *Any individual term-limited out under clause 2(a) who, at the end of his/her service, is serving as EVP, may serve two (2) additional four-year terms as President.*

Jill will be able to run for President and serve two terms. If she decides not to run for President she will be eligible to run for one more term as an At-large Director (similar to example #1). If she does this this would complete her term limit under clause 2(b). She would only be able to run for President or sit-out.

#4

Sam Summers is in the middle of his first term as an At-Large Director and decides to run for an Executive Officer position. The following clause applies:

- *Any individual newly elected or elected to a different Executive Officer position before completing their current term as an At-large Director, Treasurer or Secretary will not have the current term just vacated applied towards their term limit.*

If elected Sam's first term as an At-large Director will not apply towards his term limit count. He is essentially starting with a clean slate.

Using the above clause, if Sally Norris was still in her second term as an At-large Director and decided to run for Treasurer and was elected, her current vacated term would not count and Sally would only be eligible for two terms as Treasurer under clause 2(b).