

Fairbanks Youth Soccer Association

January 2021 Annual General Meeting (AGM)

Proposed Bylaw Amendments



From the FYSA Bylaws:

"117 – AMENDMENTS. 117.1 - These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two thirds (2/3) majority vote of those Voting Members present, in person or by proxy, at an annual or special meeting of this association provided there has been 15 days prior notification."

The following revisions are submitted for consideration and approving vote at the January 2021 AGM. Each Bylaw amendment will be listed in 3 ways: as currently worded, proposed changes with removed language in ~~red strikethrough~~ and updated language in **blue**, and then a final 'amended' version. Notes or explanations may also be included for clarity if appropriate.

At the AGM, these proposed changes will be presented as one bulk action to be voted on. At this time, any individual item may be open for discussion upon request from any voting member, following standard Robert's Rules of Order protocols for revisions and further amendments/adjustments to specific language.

Proposed Amendment #1. Bylaw 102.3

Current Wording: n/a (Does not currently exist)

Changes: n/a (See Final Wording)

Final Wording: *"In addition to the primary and secondary purposes of this Association, additional non-soccer sports and activities may be offered from time to time. These additional program options shall be designed to enhance the primary and secondary purposes of the Association by providing more opportunities for more participants to stay active and engaged with FYSA. These efforts shall not compete with identical offerings available from other local organizations nor will they occur without appropriate approval processes including but not limited to the Board of Directors, facility owners, local governing agencies and the Association's parent organization(s)."*

Notes: There are often times when FYSA has the opportunity to provide more for our community than just soccer due to facility capabilities, staffing, and overall desire. Examples may include activities or mini programs such as kickball, field hockey, group fitness, snowshoeing, etc. While these are not part of the primary purpose of the Association, our hope is to have more families invited into the extended 'soccer-family' of the Fairbanks area, even if through activities that aren't soccer-centered. The additional language is to affirm our support for other local sports organizations by not replicating something that is already offered by another entity, as well as obligating program decision-making process to seek appropriate approvals prior to launching any new activities that would fall under this additional purpose of FYSA.

Proposed Amendment #2. Bylaw 104.7

Current Wording: *"FYSA's bylaws, and other governing documents, shall be made available to its members."*

Changes: *"FYSA's bylaws, and other governing documents, shall be made available to its members, **upon request.**"*

Final Wording: *"FYSA's bylaws, and other governing documents, shall be made available to its members, upon request."*

Notes: n/a

Proposed Amendment #3. Bylaw 105.2.a.

Current Wording: *"To be considered a Voting Member, an individual must meet one of the criteria detailed below AND attend in person at least one membership meeting or meeting of the Board of Directors in the previous 12 months:"*

Changes: "To be considered a Voting Member, an individual must meet one of the criteria detailed below AND attend, in person or **electronically**, at least one membership meeting, **committee meeting, volunteer meeting**, or meeting of the Board of Directors in the previous 12 months:"

Final Wording: "To be considered a Voting Member, an individual must meet one of the criteria detailed below AND attend, in person or electronically, at least one membership meeting, committee meeting, or meeting of the Board of Directors in the previous 12 months:"

Notes: Proposed in order to ensure that voting status may still be attained by a member who participates in a qualifying meeting where any situation exists that would prohibit in-person attendance. Electronically participating (ex. Zoom, conference call, etc.) shall still meet this requirement. Additionally, the types of qualifying meetings where voting status is attained as a result of attendance is expanded. Note that the language of Bylaw 105.1., which defines membership status within FYSA as only those engaging in soccer-related activities, shall not change.

Proposed Amendment #4. Bylaw 107.2, including sections a. through d.

Current Wording: "The Board of Directors shall be comprised of 9 members, elected at the Annual General Meeting (AGM) for three-year terms and divided equally into the following classes: ... "

Changes: "The Board of Directors shall be comprised of 9 members, elected at the Annual General Meeting (AGM) for three-year terms and divided equally into ~~the following classes: Class I, Class II and Class III Directors. The end of each Class's next 3-year term shall be 2023, 2024 and 2022, respectively.~~" **(Note: Bylaws 107.2.a. through 107.2.d. will now be unnecessary and therefore eliminated)**

Final Wording: "The Board of Directors shall be comprised of 9 members, elected at the Annual General Meeting (AGM) for three-year terms and divided equally into Class I, Class II and Class III Directors. The end of each Class's next 3-year term shall be 2023, 2024 and 2022, respectively."

Notes: In January 2020, the structure of the FYSA Board of Directors was updated from 12 positions, with 2-year terms, with 6 positions up for election each year, to the current format of 9 Directors, divided into 3 Classes, serving 3-year terms. Because of the significant adjustment to the governance of the Association, it was necessary to outline more specific details to this shift. These changes were approved at the AGM and Board positions filled accordingly. As time now progresses, the need for a lengthy description is no longer necessary. As such, sections 107.2.a. through 107.2.d. can be removed, with the pertinent information consolidated into the updated language provided above for 107.2

Proposed Amendment #5. Bylaw 109.4

Current Wording: "The Executive Board shall prepare and submit to the Board for approval a recommended annual budget for the upcoming calendar year prior to the end of the calendar year. A final budget shall be approved by the Board no later than one month after the start of the calendar year."

Changes: "~~The Executive Board~~ **A Finance Committee** shall prepare and submit to the Board for approval a recommended annual budget for the upcoming calendar year prior to the end of the calendar year. **If a Finance Committee is not operating at this time, the responsibility for annual budget preparation shall default to the Executive Board.** A final budget shall be approved by the Board no later than one month after the start of the calendar year."

Final Wording: "A Finance Committee shall prepare and submit to the Board for approval a recommended annual budget for the upcoming calendar year prior to the end of the calendar year. If a Finance Committee is not operating at this time, the responsibility for annual budget preparation shall default to the Executive Board. A final budget shall be approved by the Board no later than one month after the start of the calendar year."

Notes: n/a

Proposed Amendment #6. Bylaw 110.4

Current Wording: "Directors may attend meetings telephonically provided that all members may hear and speak contemporaneously to all other members present."

Changes: "Directors may attend meetings **telephonically electronically** provided that all members may hear and speak contemporaneously to all other members present."

Final Wording: "Directors may attend meetings electronically provided that all members may hear and speak contemporaneously to all other members present."

Notes: n/a

Proposed Amendment #7. Bylaw 110.5

Current Wording: "Directors may vote by proxy. All proxies must be in writing, signed by the absent director, and hand carried there from and given to the Presiding Officer at the start of the meeting. Proxies sent directly from the absent director to the secretary or Presiding Officer are acceptable."

Changes:

"110.5 - Directors may vote by proxy.

110.5.1. All proxies must be in writing, **signed provided** by the absent director, and **hand-carried delivered there from and given delivered (physically or electronically) by the absent director** to the **Secretary or** Presiding Officer **at prior to** the start of the meeting. **Proxies sent directly from the absent director to the secretary or Presiding Officer are acceptable.**

110.5.2. Any previously conveyed proxy shall be negated if the absent director attends the meeting.

110.5.3. If any director is present at a meeting and must leave for any reason, they may offer their proxy to any remaining director in attendance provided such a decision is communicated to all who are present, prior to their departure, and recorded in the meeting's minutes. If the departure of this director places the meeting's attendance below the minimum required threshold for an established quorum, such status shall not be affected if the now-absent director provided their proxy prior to withdrawing from the meeting."

Final Wording:

110.5 - Directors may vote by proxy.

110.5.1. All proxies must be in writing, provided by the absent director, and delivered (physically or electronically) by the absent director to the Secretary or Presiding Officer prior to the start of the meeting.

110.5.2. Any previously conveyed proxy shall be negated if the absent director attends the meeting.

110.5.3. If any director is present at a meeting and must leave for any reason, they may offer their proxy to any remaining director in attendance provided such a decision is communicated to all who are present, prior to their departure, and recorded in the meeting's minutes. If the departure of this director places the meeting's attendance below the minimum required threshold for an established quorum, such status shall not be affected if the now-absent director provided their proxy prior to withdrawing from the meeting."

Notes: Intended to provide clarity and more reasonable logistics for the subject of proxies for meetings of the Board of Directors

For your information, the following format-related revisions will also be implemented. As these do not change any language of any existing Bylaws and are simply for, they are included as a reference only and are not subject to an approving vote.

- Numbering format will be updated to all numerical (ex. 107.6.a. would be 107.6.1 and 105.2.a.iii. would be 105.2.1.3, etc.). In-text references to other Bylaws will be updated as necessary.
- 'Bylaws' is spelled as such in every instance within the document except for in the title on the first page, where it appears as 'By-Laws'. This will be updated to be consistent with the rest of the document.
- The word 'association' will be capitalized in all instances where it currently is not, for consistency.
- Other inconsistencies regarding capitalization and numbering (ex. 'three' vs. '3') will also be reviewed and potentially implemented where appropriate.