

KANSAS YOUTH SOCCER PROPOSED CONSTITUTION AMENDMENT

PROPOSED BY: Sedgwick County Soccer Association and Kansas United Soccer League

I. PROPOSED AMENDMENT

The suggested change by Sedgwick County Soccer Association and Kansas United Soccer League, to the KSYSA Constitution Article VII is amended to read as follows:

ARTICLE VII. BOARD OF DIRECTORS

COMPOSITION AND GENERAL AUTHORITY

Section 1.

(a) The Board of Directors shall be composed of the following thirteen positions:

- (1) the President;
- (2) the Immediate Past President;
- (3) the Vice President of Recreational;
- (4) the Vice President of Competitive;
- (5) the Secretary;
- (6) the Treasurer;
- (7) the 5 District Commissioners; and
- (8) the 2 Independent Directors.

(b) Each member of the Board of Directors has one vote, except that the individual presiding at a Board meeting may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

(c) Each member of the Board of Directors may hold only one position on the Board of Directors at a time.

Section 2. Except as otherwise provided in these bylaws, the Board of Directors shall—

- (1) manage the affairs of KSYSA;
- (2) enforce and amend the bylaws, rules, policies, and procedures of KSYSA; and,
- (3) The Board of Directors shall have all powers granted by Kansas law and statutes, subject to limitations of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws.

Section 3 (a) Two individuals will be nominated by the President with the approval of the Executive Committee, and ratified by the membership at the Annual General Meeting as Independent Directors. These individuals will serve as elected volunteer members of the Board of Directors but not as officers of KSYSA. An individual qualifies to be an Independent Director if that individual meets the following criteria and maintains these criteria while holding his or her position as Independent Director:

- (1) the individual or the individual's immediate family member has not been employed or held any governance position within the last 5 years with any soccer organization;
- (2) the individual or the individual's immediate family member has not received any compensation (other than reimbursement of actual expenses) within the last 5 years from any soccer organization; and
- (3) the individual or the individual's immediate family member is not a partner or has an ownership interest of 5 percent or more in any soccer organization or any sponsor or vendor of a soccer organization.

(b) The Independent Directors shall—

- (1) represent the general membership on matters of interest and concern;
- (2) serve a two year term and maybe reelected if nominated by the President for a subsequent term (in the initial year of passage of this provision the President shall nominate one independent director for a one year term and one for a two year term, and thereafter one independent director shall be nominated to fill the expiring term and elected for a two year term at each Annual General Meeting); and,
- (3) perform other responsibilities assigned by the Board of Directors or the President.

Section 4 A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 5 The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjourn, notwithstanding the withdrawal of enough directors to leave less than a quorum: provided however, that whenever, the number of Directors present in person or by telephone is less than one fourth of the members, no action may be taken at such a meeting other than an adjournment until a quorum is again achieved.

Section 6 The term of an individual elected to a position referred to in this bylaw begins that term immediately after the adjournment of the meeting at which the individual was elected or appointed. An individual elected or appointed to fill a vacancy takes office immediately on the election or appointment.

Section 7 In all matters which are properly presented to the Board of Directors, each member present shall have the right to cast one vote. Proxy voting shall not be permitted. The individual who is chairing a meeting of the Board of Directors may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

II. HOW THE BYLAW WOULD BE CHANGED

[Matter that is being stricken and repealed is shown by striking through: ~~strike through~~; and matter being added is shown by underlining: adding].

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- (5) the Secretary;
- (6) the Treasurer;
- (7) the 5 District Commissioners; and
- (8) the 2 Independent Directors.

(b) Each member of the Board of Directors has one vote, except that the individual presiding at a Board meeting may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

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- (1) manage the affairs of KSYSA;
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- (3) The Board of Directors shall have all powers granted by Kansas law and statutes, subject to limitations of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws.

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Section 7 In all matters which are properly presented to the Board of Directors, each member present shall have the right to cast one vote. Proxy voting shall not be permitted. The individual who is chairing a meeting of the Board of Directors may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.

~~Number and Qualifications. The Board of Directors shall consist of the elected officers (President, Vice President of Recreation, Vice President of Competitive, Secretary, Treasurer, District Commissioners), Immediate Past President, State Registrar, State Youth Referee Administrator, Alternate District Commissioners and other appointed positions as deemed necessary by the Board.~~

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The elected board, including the District Commissioners, shall appoint the State Registrar, State Youth Referee Administrator, State PDP/ODP Program Administrators and other positions as deemed necessary by the Board.

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Elected individuals shall be restricted to six (6) consecutive years in the same elected office.

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Appointed Board Members. The appointed board members shall be entitled to all privileges of this Association, including the right to make and second motions and excluding only the right to vote.

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Power and Authority. The Board of Directors shall have all powers granted by Kansas law and statutes, subject to limitations of the bylaws, and of the Kansas Corporation Code as to action which shall be authorized or approved by the members, and subject to the duties of directors as prescribed by the bylaws. The number of directors may be increased or decreased from time to time by amendment of the bylaws.

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Right to Vote. In all matters which are properly presented to the Board of Directors, each elected member (including the Immediate Past President) shall have the right to cast one vote. Proxy voting shall not be permitted.

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Quorum. A majority of the total number of directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the

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Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

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Commencement of Term of Office: The term of an individual elected to a position referred to in this bylaw begins that term immediately after the adjournment of the meeting at which the individual was elected or appointed. An individual elected or appointed to fill a vacancy takes office immediately on the election or appointment.

III. RATIONALE

The proposed Amendment brings about two changes. First, it eliminates non-voting, appointed individuals from the Board of Directors and second, it adds two independent members. Both are consistent with generally accepted business practices and follow the recent changes made by the United States Soccer Federation and US Youth Soccer. The language in Sections 1 through 3 of the proposed change is drawn almost verbatim from

the recent Bylaw Amendment adopted by US Youth Soccer to add two independent Directors.

For the last ten years, it has been rare for non-voting members of the Board to attend meetings or file reports. Many of the functions of these members are now done by staff members, who submit reports in person or through the Executive Director.

The fact that these individual do not vote detracts from their desire to be involved.

The presence of independent directors was mandated by the US Olympic Committee on the USSF Board of Directors if the USSF was to continue as the governing body for soccer in the US. The reasons that were compelling for the USSF are just as compelling for KSYSA.

Independent directors serve as a check on the politicalization and creation of personal fiefdoms too common in organizations like ours. The independent directors generally serve on key committees such as finance and audit, and the fact that they usually know little of the sport means they tend to question more and need to have concepts explained. This leads to better consideration of proposals and greater thoroughness.

Independent directors also allow the quality of the Board to improve. Too often Boards of small and medium size not for profits are made up solely of members. This can create blind spots as members with the skills and knowledge needed may not be elected.

Appointed and ratified independent directors can fill this hole. If the Board is missing a person with expertise in finance, law, marketing or a similar area of business, it is easy to meet this need and keep the Board professional in outlook while still representing the members.

Independent directors are selected to fill other needs. They often have ties to other not for profits and can offer all of the advantages of net working and the knowledge that can bring in areas such as grant applications to lobbying. Indiana Youth Soccer six years ago went to a professional board that includes multiple independent directors. One independent director is the Chairman of the Republican Party and a highly successful businessman. His presence has allowed Indiana Youth Soccer to work with the Legislature and secure approval for the establishment of physical education/soccer programs run by the State Association in the public schools. With a few phone calls major road blocks could be removed and meetings could be arranged that allowed Indiana Youth Soccer to develop innovative programs.

The USSF has used their independent directors to similar effect. The connections a former Cabinet Secretary, the Speaker of the California House and like people bring is a powerful tool in helping meet the needs of our members.

Many times independent directors include individuals with connections to fundraising and serve as well known and respected members of the community. In a time where

funding is growing more precarious, these individuals can be a great resources, one we should have.

Finally, our Bylaws and Constitution serve as a model to our members. When we follow best practices, they are more likely to, making our entire organization stronger. By adopting this amendment, we are offering an example for our members to follow.

IV. BYLAWS AND POLICIES COMMITTEE RECOMMENDATIONS