Proposed Changes to Bylaws

4.23 Quorum (definition)

Submitted by: Bylaws & Policy Committee

Existing Bylaw:

Article IV - DEFINITIONS

4.23 “Quorum” The quorum for any GSSA Board of Directors meetings shall be a majority. The quorum for the AGM and SAGM shall be a majority of the votes eligible to be cast at any meeting of the affiliated membership.

Bylaw w/ proposed change:

4.23 “Quorum” The quorum for any GSSA Board of Directors meetings shall be a majority. The quorum for the AGM and SAGM shall be a majority of the votes eligible to be cast at any meeting of the affiliated membership. A quorum is the minimum number of members who must be present at a meeting for business to be validly transacted.

How the Bylaw would read after proposed change:

4.23 A quorum is the minimum number of members who must be present at a meeting for business to be validly transacted.

Rationale:

The wording in the current 4.2.3 is redundant since a quorum for GSSA Board of Directors meetings is stated in Article VII, Section 7.5 and a quorum for AGM and SAGM is stated in Article VIII, Section 8.3. A definition of “quorum” would replace the redundant wording.
Proposed Changes to Bylaws

5.4.1.4 Approval of New Members

Submitted by: Bylaws and Policy Committee

Existing Bylaw:

ARTICLE V - MEMBERS

5.4 Terms of Membership
  5.4.1 Qualification and Eligibility

5.4.1.4 Applications for new “Affiliate” membership shall be presented to the membership at the next General Membership meeting. New memberships must be approved by the membership by a majority of eligible votes.

Bylaw w/ proposed change:

ARTICLE V - MEMBERS

5.4 Terms of Membership
  5.4.1 Qualification and Eligibility

5.4.1.4 Applications for new “Affiliate” membership shall be presented to the membership at the next General Membership meeting. New memberships must be approved by the membership by a majority of authorized votes.

How the Bylaw would read after proposed change:

ARTICLE V - MEMBERS

5.4 Terms of Membership
  5.4.1 Qualification and Eligibility

5.4.1.4 Applications for new “Affiliate” membership shall be presented to the membership at the next General Membership meeting. New memberships must be approved by the membership by a majority of authorized votes.

Rationale:

The word “eligible” was replaced by the word “authorized” to reflect the GSSA definitions of “eligible” and “authorized” and to comply with the GSSA practice of electing new affiliates by a majority vote at an AGM or SAGM.
Proposed Changes to Bylaws

ARTICLE VI – OFFICERS and DIRECTORS

Submitted by:
Bylaws & Policy Committee chair, Ray Connelly, with the aid of the Parliamentarian

Existing Bylaw:

ARTICLE VI – OFFICERS

Bylaw w/ proposed change:

ARTICLE VI – OFFICERS and DIRECTORS

How the Bylaw would read after proposed change:

ARTICLE VI – OFFICERS and DIRECTORS

Rationale:
The title of Article VI was amended to add “and Directors” since the content of this article addresses both officers and directors.
Proposed Changes to Bylaws

6.1 Officers

Submitted by:
Bylaws & Policy Committee chair, Ray Connelly, with the aid of the Parliamentarian

Existing Bylaw:

6.1 The Officers of the Association

6.1.1 President

6.1.2 Vice President-Adult

6.1.3 Vice President-Youth

6.1.4 Treasurer

6.1.5 Secretary

6.1.6 The position of Senior Vice President shall be the current Vice President that has held a position on the board the longest and shall assume the duties of the President in their absence. The remaining Vice President shall be referred to as the Junior Vice President and shall assume the duties of the President in the event of the absence of the President and Senior Vice President.

Bylaw w/ proposed change:

6.1 The Officers of the Association

6.1.1 President

6.1.2 Vice President-Adult

6.1.3 Vice President-Youth

6.1.4 Treasurer

6.1.5 Secretary

6.1.6 The position of Senior Vice President shall be the current Vice President that has held a position on the board the longest and shall assume the duties of the President in their absence. The remaining Vice President shall be referred to as the Junior Vice President.
President and shall assume the duties of the President in the event of the absence of the President and Senior Vice President.

6.1 Officers. The officers of the association shall be a President, a Vice President-Adult, a Vice President-Youth, a Treasurer, and a Secretary. The vice president who has held a position on the board the longest shall be referred to as the Senior Vice President and assume the duties of the President in the President’s absence. The remaining vice president shall be referred to as the Junior Vice President and assume the duties of the President in the absence of the President and the Senior Vice President. The Executive Director shall serve as Secretary.

How the Bylaw would read after proposed change:

6.1 Officers. The officers of the association shall be a President, a Vice President-Adult, a Vice President-Youth, a Treasurer, and a Secretary. The vice president who has held a position on the board the longest shall be referred to as the Senior Vice President and assume the duties of the President in the President’s absence. The remaining vice president shall be referred to as the Junior Vice President and assume the duties of the President in the absence of the President and the Senior Vice President. The Executive Director shall serve as Secretary.

Rationale: This section was reformatted to eliminate unneeded numbering.
Proposed Changes to Bylaws

6.2 Directors

Submitted by:
Bylaws & Policy Committee chair, Ray Connelly, with the aid of the Parliamentarian

Existing Bylaw:

6.2 Directors of the Association
6.2.1 Director of Adult Competition
6.2.2 Director of Youth Recreation
6.2.3 Director of Youth Select
6.2.4 Director-Player Athlete
6.2.5 Director – At Large Representative

Bylaw w/ proposed change:

6.2 Directors of the Association
6.2.1 Director of Adult Competition
6.2.2 Director of Youth Recreation
6.2.3 Director of Youth Select
6.2.4 Director-Player Athlete
6.2.5 Director – At Large Representative

6.2 Directors. The directors of the association shall be a Director of Adult Competition, a Director of Youth Recreation, a Director of Youth Select, a Director-Player Athlete, a Director At-Large, and four Independent Directors.

How the Bylaw would read after proposed change:

6.2 Directors. The directors of the association shall be a Director of Adult Competition, a Director of Youth Recreation, a Director of Youth Select, a Director-Player Athlete, a Director At-Large, and four Independent Directors.

Rationale: This section was reformatted to eliminate unneeded numbering. The word “Representative” was deleted since the title of this position is “Director at Large.” Also, four independent directors were added to the list for consistency with other provisions in the bylaws.
Proposed Changes to Bylaws

6.3.1 Duties of President

Submitted by:
Bylaws & Policy Committee chair, Ray Connelly, with the aid of the Parliamentarian

Existing Bylaw:

6.3 Duties of Officers
6.3.1 President.

6.3.1.1 The President is the Chairman of the Board and is Chief Executive Officer of the Corporation and shall do the following:
6.3.1.2 Preside at all meetings of the Board of Directors and the general membership.
6.3.1.3 Oversee and direct all activities of GSSA.
6.3.1.4 Sign contracts as approved by the Board of Directors.
6.3.1.5 Cast a deciding vote or vote by secret ballot if his or her vote will make a difference in the outcome of the vote (to make or break a tie).
6.3.1.6 Represent the association in all matters that require state representation.
6.3.1.7 Submit an annual report at the Annual General Meeting.
6.3.1.8 Appoint committees and positions (unless otherwise stated) with approval by a majority vote of the Board of Directors.

Bylaw w/ proposed change:

6.3 Duties of Officers
6.3.1 President. The President is the Chairman of the Board and is Chief Executive Officer of the Corporation and shall do the following:
6.3.1.1 Preside at all meetings of the Board of Directors and the general membership.
6.3.1.2 Oversee and direct all activities of GSSA.
6.3.1.3 Sign contracts as approved by the Board of Directors.
6.3.1.4 Cast a deciding vote or vote by secret ballot if his or her vote will make a difference in the outcome of the vote (to make or break a tie).
6.3.1.5 Represent the association in all matters that require state representation.
6.3.1.6 Submit an annual report at the Annual General Meeting.
6.3.1.7 Appoint committees and positions (unless otherwise stated) with approval by a majority vote of the Board of Directors.
6.3.1.8 Perform other duties applicable to the office as prescribed by Robert’s Rules of Order Newly Revised.
How the Bylaw would read after proposed change:

6.3 Duties of Officers
   6.3.1 President. The President is the Chairman of the Board and Chief Executive Officer of the Corporation and shall do the following:
       6.3.1.1 Preside at all meetings of the Board of Directors and the general membership.
       6.3.1.2 Oversee and direct all activities of GSSA.
       6.3.1.3 Sign contracts as approved by the Board of Directors
       6.3.1.4 Cast a deciding vote if his or her vote will make a difference in the outcome of the vote (to make or break a tie).
       6.3.1.5 Represent the association in all matters that require state representation.
       6.3.1.6 Submit an annual report at the Annual General Meeting.
       6.3.1.7 Appoint committees and positions (unless otherwise stated) with approval by a majority vote of the Board of Directors.
       6.3.1.8 Perform other duties applicable to the office as prescribed by Robert’s Rules of Order Newly Revised.

Rationale:

The phrase in paragraph 6.3.1.5 “or vote by secret ballot” was struck to conform with Robert’s Rules of Order Newly Revised, which states that the president can vote by secret ballot since his or her impartiality is not affected in secret voting. The clause “if his or her vote will make a difference in the outcome of the vote” was added to conform to the rules in Robert’s Rules of Order Newly Revised and insure that the president’s impartiality is maintained. New paragraph 6.3.1.8 provides for the addition of duties not enumerated in previous paragraphs.
Proposed Change to Bylaws

6.4.6 Independent Directors

Submitted by: Susanne Conlon, President, Georgia Soccer

Existing Bylaw:

6.4 Duties of Directors

6.4.6 Independent Directors. Independent Directors shall do the following:

6.4.6.1 Promote the interests of all soccer within the Association.

6.4.6.2 Other duties as assigned by the Board of Directors.

Bylaw w/ proposed change:

6.4 Duties of Directors

6.4.6 Independent Directors. Independent Directors shall do the following:

6.4.6.1 Promote the interests of all soccer within and outside the Association.

6.4.6.2 Other duties as assigned by the Board of Directors.

6.4.6.3 An Independent Director is a member of GSSA who meets all of the following requirements: Neither the independent director nor any member of his or her immediate family shall have been employed by or have held any volunteer governance position within the last five years with GSSA, an Organization Member of GSSA, a member of an Organization Member, a sponsor, or a vendor of GSSA. Neither the independent director nor any member of his or her immediate family shall have received any compensation (other than reimbursement of actual expenses) within the last five years from GSSA, an Organization Member of GSSA, a member of an Organization Member, a sponsor, or a vendor of GSSA.
How the Bylaw would read after proposed change:

6.4 Duties of Directors

6.4.6 Independent Directors.

Independent Directors shall do the following:

6.4.6.1 Promote the interests of all soccer within and outside the Association.

6.4.6.2 Other duties as assigned by the Board of Directors.

6.4.6.3 An Independent Director is a member of GSSA who meets all of the following requirements: Neither the independent director nor any member of his or her immediate family shall have been employed by or have held any volunteer governance position within the last five years with GSSA, an Organization Member of GSSA, a member of an Organization Member, a sponsor, or a vendor of GSSA. Neither the independent director nor any member of his or her immediate family shall have received any compensation (other than reimbursement of actual expenses) within the last five years from GSSA, an Organization Member of GSSA, a member of an Organization Member, a sponsor, or a vendor of GSSA.

Rationale: New paragraph 6.4.6.3 adds the qualifications for the position of Independent Director. The wording mirrors wording in bylaws of USSF and USYS.
Proposed changes to Bylaws

6.6 Terms of Office

Submitted by:
Bylaws & Policy Committee chair, Ray Connelly, with the aid of the Parliamentarian

Existing Bylaw:

6.6 Resignation/Removal/Appointments

6.6.1 The duties and powers of all elected officers shall cease at the end of the Annual General Meeting of the second year of their two-year term or upon their resignation or removal from office.

6.6.2 The duties and powers of all appointed positions shall cease after they have made their annual reports to the Annual General Meeting. The new officers have the duty to fill appointed positions in a meeting following the Annual General Meeting.

6.6.3 No elected Board members shall serve simultaneously in more than one elected position.

6.6.4 No elected/appointed Board member, committee member, or official or the organization shall be a paid employee of GSSA except as otherwise noted herein.

6.6.5 Members of the Board may be removed from office for failure to perform assigned duties.

6.6.6 Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

6.6.7 A two-thirds vote of the Board of Directors shall be required to remove an elected member from the position.

Article IX – Elections

9.1 The Officers and Directors of the Association shall be elected at the Annual General Meeting for a term of two years with the exception of the Playing Athlete.

9.2 The term of office shall be two years or until an Officer’s successor is elected and qualified.
9.2.2 Officers elected at the AGM shall take office at the next meeting of the Board of Directors.

9.3 An individual may not be elected to the same office for more than two full terms. The only exception to this shall be that an individual who was appointed to fill a vacancy of an unexpired term may be elected for a maximum of two additional terms. After a break in service of at least 4 years, a person may seek election in an office he/she has previously held.

9.4 The President shall be elected in odd-numbered years. The Treasurer shall be elected in even-numbered years.

9.5 All Affiliates can vote for President and Treasurer. The number of votes for voting members shall be as determined in Article 8.6.1.

9.6 The Vice President-Adult shall be elected in even-numbered years.

9.6.1 Only Adult Affiliates can vote for the Vice President – Adult.

9.7 The Vice President-Youth shall be elected in odd-numbered years.

9.7.1 Only Youth Affiliates can vote for the Vice President-Youth.

9.8 The Director of Adult Competition shall be elected in odd-numbered years.

9.8.1 Only Adult Affiliates can vote for the Director of Adult Competition.

9.9 The Director of Youth Recreation shall be elected in odd-numbered years.

9.9.1 Only Youth Affiliates can vote for the Director of Youth Recreation.

9.10 The Director of Youth Select shall be elected in even-numbered years.

9.10.1 Only Youth Affiliates can vote for the Director of Youth Select.

9.11 The Director-At Large Representative shall be elected by the general membership in even-numbered years.

9.12 The Director-Playing Athlete shall be elected annually.

9.12.1 Only Adult Affiliates can vote for the Director–Playing Athlete.

9.13 Two Independent Directors shall be elected by the general membership in odd-numbered years.
9.14 Two Independent Directors shall be elected by the general membership in even-numbered years, beginning in 2012.

9.15 Thirty (30) days prior to each Annual General Meeting and Semi Annual General Meeting, the Secretary will inform the Affiliates of the number of votes each will be entitled to at the AGM or SAGM.

Bylaw with proposed changes:

6.6—Resignation/Removal/Appointments

6.6.1 The duties and powers of all elected officers shall cease at the end of the Annual General Meeting of the second year of their two-year term or upon their resignation or removal from office.

6.6.2 The duties and powers of all appointed positions shall cease after they have made their annual reports to the Annual General Meeting. The new officers have the duty to fill appointed positions in a meeting following the Annual General Meeting.

6.6.3 No elected Board members shall serve simultaneously in more than one elected position.

6.6.4 No elected/appointed Board member, committee member, or official or the organization shall be a paid employee of GSSA except as otherwise noted herein.

6.6.5 Members of the Board may be removed from office for failure to perform assigned duties.

6.6.6 Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

6.6.7 A two-thirds vote of the Board of Directors shall be required to remove an elected member from the position.

--------------------------------------------------------------------------------------------------------------------

Article IX—Elections

9.1 The Officers and Directors of the Association shall be elected at the Annual General Meeting for a term of two years with the exception of the Playing Athlete.

9.2 The term of office shall be two years or until an Officer's successor is elected and qualified.

9.2.2 Officers elected at the AGM shall take office at the next meeting of the Board of Directors.
9.3 An individual may not be elected to the same office for more than two full terms. The only exception to this shall be that an individual who was appointed to fill a vacancy of an unexpired term may be elected for a maximum of two additional terms. After a break in service of at least 4 years, a person may seek election in an office he/she has previously held.

9.4 The President shall be elected in odd-numbered years. The Treasurer shall be elected in even-numbered years.

9.5 All Affiliates can vote for President and Treasurer. The number of votes for voting members shall be as determined in Article 8.6.1.

9.6 The Vice President-Adult shall be elected in even-numbered years.

9.6.1 Only Adult Affiliates can vote for the Vice President—Adult.

9.7 The Vice President-Youth shall be elected in odd-numbered years.

9.7.1 Only Youth Affiliates can vote for the Vice President-Youth.

9.8 The Director of Adult Competition shall be elected in odd-numbered years.

9.8.1 Only Adult Affiliates can vote for the Director of Adult Competition.

9.9 The Director of Youth Recreation shall be elected in odd-numbered years.

9.9.1 Only Youth Affiliates can vote for the Director of Youth Recreation.

9.10 The Director of Youth Select shall be elected in even-numbered years.

9.10.1 Only Youth Affiliates can vote for the Director of Youth Select.

9.11 The Director-At Large Representative shall be elected by the general membership in even-numbered years.

9.12 The Director-Playing Athlete shall be elected annually.

9.12.1 Only Adult Affiliates can vote for the Director-Playing Athlete.

9.13 Two Independent Directors shall be elected by the general membership in odd-numbered years.

9.14 Two Independent Directors shall be elected by the general membership in even-numbered years, beginning in 2012.
9.4.5 8.5.7 Thirty (30) days prior to each Annual General Meeting and Semi Annual General Meeting, the Secretary will inform the Affiliates of the number of votes each will be entitled to at the AGM or SAGM. (Move to Article 8.5 Voting Representation)

6.6 Ballot Election, Terms of Office

6.6.1 The officers and directors shall be elected by ballot (paper or electronic), and a majority vote shall constitute election to office. Election may be by voice vote if there is only one nominee for an office. Officers and directors shall be elected at the Annual General Meeting for terms of two years each with the exception of the Director-Player Athlete, who shall be elected annually. Terms of office shall begin at the next meeting of the Board of Directors following the Annual General Meeting at which officers and directors are elected.

6.6.2 Elections shall be by designated GSSA groups as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Elected in</th>
<th>Elected by</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Odd-numbered years</td>
<td>General membership</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Even-numbered years</td>
<td>General membership</td>
</tr>
<tr>
<td>Vice President-Adult</td>
<td>Even-numbered years</td>
<td>Adult affiliates</td>
</tr>
<tr>
<td>Vice President-Youth</td>
<td>Odd-numbered years</td>
<td>Youth affiliates</td>
</tr>
<tr>
<td>Director of Adult</td>
<td>Odd-numbered years</td>
<td>Adult affiliates</td>
</tr>
<tr>
<td>Competition</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Director of Youth</td>
<td>Odd-numbered years</td>
<td>Youth affiliates</td>
</tr>
<tr>
<td>Recreation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Director of Youth Select</td>
<td>Even-numbered years</td>
<td>Youth affiliates</td>
</tr>
<tr>
<td>Director At-Large</td>
<td>Even-numbered years</td>
<td>General membership</td>
</tr>
<tr>
<td>Director-Player Athlete</td>
<td>Annual</td>
<td>Adult affiliates</td>
</tr>
<tr>
<td>Independent Directors-2</td>
<td>Odd-numbered years</td>
<td>General membership</td>
</tr>
<tr>
<td>Independent Directors-2</td>
<td>Even-numbered years</td>
<td>General membership</td>
</tr>
</tbody>
</table>

6.6.3 No elected officer or director shall serve simultaneously in more than one elected position or shall be a paid employee of GSSA except as otherwise noted herein.

6.6.4 An officer or director may not be elected to the same office for more than two full terms. The only exception to this shall be that an individual who was appointed to fill a vacancy of an unexpired term may be elected for a maximum of two additional terms. After a break in service of at least four (4) years, a member may seek election in an office he/she has previously held.
6.6.5 The duties and powers of elected officers and directors shall cease at the end of the Annual General Meeting of the second year of their two-year term or upon their resignation or removal from office.

6.6.6 The duties and powers of appointed positions shall cease after they have made their annual reports to the Annual General Meeting.

6.7 Removal from Office

6.7.1 Members of the Board may be removed from office for failure to perform assigned duties.

6.7.2 Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

6.7.3 A two-thirds vote of the Board of Directors shall be required to remove an elected member from the position.

How the Bylaw would read after proposed changes:

6.6 Ballot Election, Terms of Office

6.6.1 The officers and directors shall be elected by ballot (paper or electronic), and a majority vote shall constitute election to office. Election may be by voice vote if there is only one nominee for an office. Officers and directors shall be elected at the Annual General Meeting for terms of two years each with the exception of the Director-Player Athlete, who shall be elected annually. Terms of office shall begin at the next meeting of the Board of Directors following the Annual General Meeting at which officers and directors are elected.

6.6.2 Elections shall be by designated GSSA groups as follows:

<table>
<thead>
<tr>
<th>Position</th>
<th>Elected in</th>
<th>Elected by</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Odd-numbered years</td>
<td>General membership</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Even-numbered years</td>
<td>General membership</td>
</tr>
<tr>
<td>Vice President-Adult</td>
<td>Even-numbered years</td>
<td>Adult affiliates</td>
</tr>
<tr>
<td>Vice President-Youth</td>
<td>Odd-numbered years</td>
<td>Youth affiliates</td>
</tr>
<tr>
<td>Director of Adult Competition</td>
<td>Odd-numbered years</td>
<td>Adult affiliates</td>
</tr>
<tr>
<td>Director of Youth Recreation</td>
<td>Odd-numbered years</td>
<td>Youth affiliates</td>
</tr>
<tr>
<td>Director of Youth Select</td>
<td>Even-numbered years</td>
<td>Youth affiliates</td>
</tr>
<tr>
<td>Director At-Large</td>
<td>Even-numbered years</td>
<td>General membership</td>
</tr>
</tbody>
</table>
6.6.3 No elected officer or director shall serve simultaneously in more than one elected position or shall be a paid employee of GSSA except as otherwise noted herein.

6.6.4 An officer or director may not be elected to the same office for more than two full terms. The only exception to this shall be that an individual who was appointed to fill a vacancy of an unexpired term may be elected for a maximum of two additional terms. After a break in service of at least four (4) years, a member may seek election in an office he/she has previously held.

6.6.5 The duties and powers of elected officers and directors shall cease at the end of the Annual General Meeting of the second year of their two-year term or upon their resignation or removal from office.

6.6.6 The duties and powers of appointed positions shall cease after they have made their annual reports to the Annual General Meeting.

6.7 Removal from Office

6.7.1 Members of the Board may be removed from office for failure to perform assigned duties.

6.7.2 Any officer absent from two (2) consecutive meetings or four (4) meetings in a year without cause shall be considered unable to perform the assigned duties.

6.7.3 A two-thirds vote of the Board of Directors shall be required to remove an elected member from the position.

8.5 Voting Representation

8.5.7 Thirty (30) days prior to each Annual General Meeting and Semi Annual General Meeting, the Secretary will inform the Affiliates of the number of votes each will be entitled to at the AGM or SAGM.

**Rationale:** The first two sentences in paragraph 6.6.1 were added to include a provision for election of officers and directors by electronic voting and a provision for election by voice vote if there is only one candidate for an office. The content of all other sections of Articles VI and IX was re-stated as shown in the text in red.
Proposed Changes to Bylaws

6.5 Nominations

Submitted by:
Bylaws & Policy Committee chair, Ray Connelly, with the aid of the Parliamentarian

Existing Bylaw:

6.5 Nomination of Officers
The officers and directors of the board shall be elected at the Annual General Membership meeting.

   6.5.1 President – elected by the general membership
   6.5.2 Vice President-Adult – elected by the Adult Council
   6.5.3 Vice President-Youth – elected by the Youth Council
   6.5.4 Treasurer – elected by the general membership
   6.5.5 Director of Youth Recreation – elected by the Youth Council
   6.5.6 Director of Youth Select – elected by the Youth Council
   6.5.7 Director of Adult Competition – elected by the Adult Council
   6.5.8 Director-Player Athlete – elected by the Adult Council
   6.5.9 Director-At Large Representative – elected by the general membership
   6.5.10 Independent Directors – elected by the general membership

Bylaw w/ proposed change:

6.5 Nomination of Officers
The officers and directors of the board shall be elected at the Annual General Membership meeting.

   6.5.1 President – elected by the general membership
   6.5.2 Vice President-Adult – elected by the Adult Council
   6.5.3 Vice President-Youth – elected by the Youth Council
   6.5.4 Treasurer – elected by the general membership
   6.5.5 Director of Youth Recreation – elected by the Youth Council
   6.5.6 Director of Youth Select – elected by the Youth Council
   6.5.7 Director of Adult Competition – elected by the Adult Council
   6.5.8 Director-Player Athlete – elected by the Adult Council
   6.5.9 Director-At Large Representative – elected by the general membership
   6.5.10 Independent Directors – elected by the general membership
6.5 Nominations

The Nominating Committee shall nominate at least one candidate for each office to be filled at the Annual General Meeting. The Nominating Committee shall submit its list of candidates to the Secretary at least forty (40) days prior to the Annual General Meeting. Before the election, additional nominations from the floor shall be permitted. No person’s name may be placed on the ballot unless he or she has consented to be a candidate.

How the Bylaw would read after proposed change:

6.5 Nominations

The Nominating Committee shall nominate at least one candidate for each office to be filled at the Annual General Meeting. The Nominating Committee shall submit its list of candidates to the Secretary at least forty (40) days prior to the Annual General Meeting. Before the election, additional nominations from the floor shall be permitted. No person’s name may be placed on the ballot unless he or she has consented to be a candidate.

Rationale: Election of officers and directors in section 6.5 was moved to section 6.6. The following items were added to section 6.5: (1) duties of the Nominating Committee, (2) provision for nominations from the floor, and (3) a member’s consent for his or her name to be placed on the ballot.
Proposed Changes to Bylaws

8.5 Voting Representation

Submitted by: Bylaws & Policy Committee chair, Ray Connelly

Existing Bylaw:

Article VIII – Meetings

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the “Eligible Votes.” The total votes present shall be the Authorized Votes.

8.5.2 The weighting of the Eligible GSSA vote shall be as follows
   Youth Council: 50%
   Adult Council: 50%
   Life Members: 1 vote for each member present
   Board of Directors: 1 vote for each member present

8.5.3 The Eligible votes shall be weighted wherein each Council’s votes will total 50% of the total votes. The highest number shall be divided by each of the individual Council's total votes to determine a Council Multiplier. Each vote cast by a Council is then multiplied by the appropriate Council Multiplier to determine a weight for that vote.

8.5.4 Prior to the start of the GSSA membership meeting, credentials will be established to determine the Authorized votes. For any issue before the GSSA membership to be determined by vote, the Authorized votes will be used.

8.5.5 GSSA membership voting will be done by four (4) groups of membership including “Youth Council”, “Adult Council”, Life Members and members of the Board of Directors. An individual may only vote representing one group.
8.5.6 The determination of the Eligible votes will be established 14 days prior to
the GSSA Council meetings and will use the following criteria:

<table>
<thead>
<tr>
<th>Affiliate Type</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Youth Affiliate with 50-499 players</td>
<td>1</td>
</tr>
<tr>
<td>Youth Affiliate with 500 to 999 players</td>
<td>2</td>
</tr>
<tr>
<td>Youth Affiliate with 1,000 to 1,499 players</td>
<td>3</td>
</tr>
<tr>
<td>Youth Affiliate with 1,500 or more players</td>
<td>4</td>
</tr>
<tr>
<td>Adult Affiliate with 25-99 players</td>
<td>1</td>
</tr>
<tr>
<td>Adult Affiliate with 100 to 250 players</td>
<td>2</td>
</tr>
<tr>
<td>Adult Affiliate with 251 to 400 players</td>
<td>3</td>
</tr>
<tr>
<td>Adult Affiliate with 401 or more players</td>
<td>4</td>
</tr>
<tr>
<td>Life Members (each)</td>
<td>1</td>
</tr>
<tr>
<td>Board or Directors (each)</td>
<td>1</td>
</tr>
</tbody>
</table>

**Bylaw w/ proposed change:**

**Article VIII -- Meetings**

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the “Eligible Votes.” The total votes
present shall be the Authorized Votes.

8.5.2 The weighting of the Eligible GSSA vote shall be as follows
Youth Council: 50%
Adult Council: 50%
Life Members: 1 vote for each member present
Board of Directors: 1 vote for each member present

8.5.3 The Eligible votes shall be weighted wherein each Council’s votes will total 50% of the
the highest number shall be divided by each of the individual Council’s total votes to determine a Council Multiplier.
Each vote cast by a Council is then multiplied by the appropriate Council Multiplier to determine a weight for that vote.
8.5.1 Prior to the start of the GSSA membership meeting, credentials will be established to determine the Authorized votes. For any issue before the GSSA membership to be determined by vote, the Authorized votes will be used.

8.5.2 GSSA membership voting will be done by four (4) groups of membership including “Youth Council”, “Adult Council”, Life Members and members of the Board of Directors. An individual may only vote representing one group.

8.5.3 The determination of the Eligible votes will be established 14 days prior to the GSSA Council meetings and will use the following criteria:

<table>
<thead>
<tr>
<th>Affiliate Type</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Youth Affiliate with 50-499 players</td>
<td>1</td>
</tr>
<tr>
<td>Youth Affiliate with 500 to 999 players</td>
<td>2</td>
</tr>
<tr>
<td>Youth Affiliate with 1,000 to 1,499 players</td>
<td>3</td>
</tr>
<tr>
<td>Youth Affiliate with 1,500 or more players</td>
<td>4</td>
</tr>
<tr>
<td>Adult Affiliate with 25-99 players</td>
<td>1</td>
</tr>
<tr>
<td>Adult Affiliate with 100 to 250 players</td>
<td>2</td>
</tr>
<tr>
<td>Adult Affiliate with 251 to 400 players</td>
<td>3</td>
</tr>
<tr>
<td>Adult Affiliate with 401 or more players</td>
<td>4</td>
</tr>
<tr>
<td>Life Members (each)</td>
<td>1</td>
</tr>
<tr>
<td>Board or Directors (each)</td>
<td>1</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Affiliate Numbers</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Affiliate with 50-250 players</td>
<td>1</td>
</tr>
<tr>
<td>Affiliate with 251 to 750 players</td>
<td>2</td>
</tr>
<tr>
<td>Affiliate with 751 to 1,499 players</td>
<td>3</td>
</tr>
<tr>
<td>Affiliate with 1,500 or more players</td>
<td>4</td>
</tr>
<tr>
<td>Life Members (each)</td>
<td>1</td>
</tr>
<tr>
<td>Board or Directors (each)</td>
<td>1</td>
</tr>
</tbody>
</table>
How the Bylaw would read after proposed change:

Article VIII – Meetings

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 Prior to the start of the GSSA membership meeting, credentials will be established to determine the Authorized votes. For any issue before the GSSA membership to be determined by vote, the Authorized votes will be used.

8.5.2 GSSA membership voting will be done by four (4) groups of membership including “Youth Council”, “Adult Council”, Life Members and members of the Board of Directors. An individual may only vote representing one group

8.5.3 The determination of the Eligible votes will be established 14 days prior to the GSSA Council meetings and will use the following criteria:

<table>
<thead>
<tr>
<th>Affiliate Numbers</th>
<th>Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Affiliate with 50-250 players</td>
<td>1</td>
</tr>
<tr>
<td>Affiliate with 251 to 750 players</td>
<td>2</td>
</tr>
<tr>
<td>Affiliate with 751 to 1,499 players</td>
<td>3</td>
</tr>
<tr>
<td>Affiliate with 1,500 or more players</td>
<td>4</td>
</tr>
<tr>
<td>Life Members (each)</td>
<td>1</td>
</tr>
<tr>
<td>Board or Directors (each)</td>
<td>1</td>
</tr>
</tbody>
</table>

Rationale: This change evens the playing field in terms of votes. The youth affiliates constitute more than 90% of the membership and generate the vast majority of monies through registration fees and participation in Georgia Soccer run events. Also, it is the youth numbers that attract and retain corporate sponsorships. Voting strengths should be based upon registration numbers and neither group should benefit from weighted votes.
Proposed Changes to Bylaws

8.5 Voting Representation, alternate proposal

Submitted by: Bylaws & Policy Committee chair, Ray Connelly

This proposal will be considered only if the previous proposal is defeated

Existing Bylaw:

Article VIII -- Meetings

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the “Eligible Votes.” The total votes present shall be the Authorized Votes.

8.5.2 The weighting of the Eligible GSSA vote shall be as follows
   Youth Council: 50%
   Adult Council: 50%
   Life Members: 1 vote for each member present
   Board of Directors: 1 vote for each member present

8.5.3 The Eligible votes shall be weighted wherein each Council’s votes will total 50% of the total votes. The highest number shall be divided by each of the individual Council’s total votes to determine a Council Multiplier. Each vote cast by a Council is then multiplied by the appropriate Council Multiplier to determine a weight for that vote.

Bylaw w/ proposed change:

Article VIII – Meetings

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the “Eligible Votes.” The total votes present shall be the Authorized Votes.

8.5.2 The weighting of the Eligible GSSA vote shall be as follows
   Youth Council: 50%
   Adult Council: 50%
   Youth Council 60%
Adult Council 40%
Life Members: 1 vote for each member present
Board of Directors: 1 vote for each member present

8.5.3 The Eligible votes shall be weighted wherein each Council’s votes will total 50% of the total votes. the Adult Council’s votes will total 40% and the Youth Council votes will total 60% of the total votes. The highest number shall be divided by each of the individual Council’s total votes to determine a Council Multiplier. Each vote cast by a Council is then multiplied by the appropriate Council Multiplier to determine a weight for that vote.

How the Bylaw would read after proposed change:

Article VIII – Meetings

8.5 Voting Representation

Voting Representation at the AGM and the SAGM shall be as follows:

8.5.1 The voting shall be weighted based on the “Eligible Votes.” The total votes present shall be the Authorized Votes.

8.5.2 The weighting of the Eligible GSSA vote shall be as follows
Youth Council: 60%
Adult Council: 40%

Life Members: 1 vote for each member present
Board of Directors: 1 vote for each member present

8.5.3 The Eligible votes shall be weighted wherein the Adult Council’s votes will total 40% and the Youth Council votes will total 60% of the total votes. The highest number shall be divided by each of the individual Council’s total votes to determine a Council Multiplier. Each vote cast by a Council is then multiplied by the appropriate Council Multiplier to determine a weight for that vote.

Rationale: Currently the Youth Council represents approximately 90% of the total Georgia Soccer membership. This change would better represent the make-up of membership. The change does nothing to change the number of representatives that the Adult Council elects to the Board of Directors.
Proposed Changes to Bylaws

10.2.3 Appeals Committee

Submitted by: Bylaws & Policy Committee chair, Ray Connelly

Existing Bylaw:

10.2.3 Appeals Committee

10.2.3.1 This committee shall hear appeals of the rulings of the Discipline and Protest Committees and Ethics and Grievance Committees in matters pertaining to the Association and rule on such appeals in accordance with GSSA By-laws, US Youth Soccer, USASA and USSF. The Chair of this committee shall be responsible for notifying, in writing, the Board of Directors of any committee rulings. This committee’s ruling may be appealed. The Appeals Committee shall be composed of the Chair and a minimum of three (3) other members, not to exceed five (5) members, appointed by the Chair for each hearing, of whom, no more than one member can be from the same Affiliate and who shall be selected from a pool of prospective volunteers maintained by GSSA. Any member of the Appeals Committee who was involved at a lower level of the current matter being appealed must recuse themselves from consideration of the current matter.

Bylaw w/ proposed change:

10.2.3.1 This committee shall hear appeals of the rulings of the Discipline and Protest Committees and Ethics and Grievance Committees in matters pertaining to the Association and rule on such appeals in accordance with GSSA By-laws, US Youth Soccer, USASA and USSF. The Bylaws of GSSA, US Youth Soccer, USASA and USSF. The Chair of this committee shall be responsible for notifying, in writing, the Board of Directors of any committee rulings. This committee’s ruling may be appealed. A decision of the Appeals Committee is the final decision of the Association. The decision may only be appealed to the Federation’s Appeals Committee that shall have jurisdiction to approve, modify or reverse the decision.

In cases of Referee abuse or situations when US Soccer has no standing the potential appellant will be directed to the appropriate next level of appeal.

The Appeals Committee shall be composed of the Chair and a minimum of three (3) other members, not to exceed five (5) members, appointed by the Chair for each hearing, of whom, no more than one member can be from the same Affiliate and who shall be selected from a pool of prospective volunteers maintained by GSSA. Any member of the Appeals Committee who was involved at a lower level of the current matter being appealed must recuse themselves from consideration of the current matter.
How the Bylaw would read after proposed change:

10.2.3.1  This committee shall hear appeals of the rulings of the Discipline and Protest Committees and Ethics and Grievance Committees in matters pertaining to the Association and rule on such appeals in accordance with the Bylaws of GSSA, US Youth Soccer, USASA and USSF. The Chair of this committee shall be responsible for notifying, in writing, the Board of Directors of any committee rulings. A decision of the Appeals Committee is the final decision of the Association. A decision may be appealed to the Federation’s Appeals Committee, that shall have jurisdiction to approve, modify or reverse the decision.

In cases of Referee abuse or situations when US Soccer has no standing the potential appellant will be directed to the appropriate next level of appeal.

In cases of Referee abuse or situations when US Soccer has no standing the potential appellant will be directed to the appropriate next level of appeal.

The Appeals Committee shall be composed of the Chair and a minimum of three (3) other members, not to exceed five (5) members, appointed by the Chair for each hearing, of whom, no more than one member can be from the same Affiliate and who shall be selected from a pool of prospective volunteers maintained by GSSA. Any member of the Appeals Committee who was involved at a lower level of the current matter being appealed must recuse themselves from consideration of the current matter.

Rationale: Filing an appeal is the right of all members of GSSA and it is important to have that procedure be as transparent as possible.
Proposed Changes to Bylaws

10.2.7 Nominating Committee

Submitted by:
Bylaws & Policy Committee chair, Ray Connelly, with the aid of the Parliamentarian

Existing Bylaw:
10.2.7 Nominating Committee

10.2.7.1 Prior to the October meeting, the President shall appoint a nominating committee made up of five (5) members, two (2) recommended by the Vice President-Adult, two (2) recommended by the Vice President-Youth and chaired by a person appointed by the President and approved by the Board of Directors.

Bylaw w/ proposed change:
10.2.7 Nominating Committee

10.2.7.1 Prior to the October meeting, the President shall appoint a nominating committee made up of five (5) members, two (2) recommended by the Vice President-Adult, two (2) recommended by the Vice President-Youth and chaired by a person appointed by the President and approved by the Board of Directors.

10.2.7 Nominating Committee.

10.2.7.1 No later than November 15th, the President shall appoint a Nominating Committee consisting of five (5) members. Two (2) of the five shall be recommended by the Vice President-Adult, two (2) of the five shall be recommended by the Vice President-Youth, and one (1) shall be appointed as chair by the President and approved by the Board of Directors.

How the Bylaw would read after proposed change:
10.2.7 Nominating Committee.

10.2.7.1 No later than November 15th, the President shall appoint a Nominating Committee consisting of five (5) members. Two (2) of the five shall be recommended by the Vice President-Adult, two (2) of the five shall be recommended by the Vice President-Youth, and one (1) shall be appointed as chair by the President and approved by the Board of Directors.

Rationale:
A phrase giving a specific date replaces “Prior to the October meeting” in the first sentence since the schedule of Board of Directors meetings may change periodically.
Proposed Changes to Bylaws

10.2.8 State Referee Committee

Submitted by: Peter A. Valentino, State Referee Committee Chair

Existing Bylaw:

10.2.8 State Referee Committee

10.2.8.1 This committee shall be responsible for referee development to include but not be limited to referee recruitment, instruction, assessment, assignment, administration, and to permit the state the opportunity to offer referee education experiences which will benefit the referee and state’s program.

10.2.8.2 The President shall appoint with the approval of the Board of Directors the Chair of the Committee.

10.2.8.3 The Vice President-Adult will appoint, with the approval of the Board of Directors, the State Referee Administrator (SRA) to the Committee. The SRA shall be appointed for a specified two (2) year term and may be reappointed.

10.2.8.4 The Vice President-Youth will appoint with the approval of the Board of Directors the State Youth Referee Administrator to the Committee. The SYRA shall be appointed for a specified two (2) year term and may be reappointed.

10.2.8.5 The State Referee Administrator and State Youth Referee Administrator shall be members of this committee and with the State Referee Committee Chair shall nominate candidates for the State Director of Assessors, State Director of Instruction and State Assignor Coordinator, all of whom shall become members of this committee after approval by the Board of Directors.

10.2.8.6 There shall be a Committee member appointed by the Vice President-Adult with approval by the Board of Directors.

10.2.8.7 There shall be a Committee member appointed by the Vice President-Youth with approval by the Board of Directors.

10.2.8.8 The Committee will meet monthly.
Bylaw w/ proposed change:

10.2.8 State Referee Committee

10.2.8.1 This committee shall be responsible for referee development to include, but not be limited to referee recruitment, instruction, assessment, assignment, administration, and to permit the state the opportunity to offer referee education experiences which will benefit the referee and state’s program.

The State Referee Committee shall oversee the administration of the Federation Referee Program within its respective State Association including the training, development, instruction, assignment, and assessment of referees for all forms of competition overseen by the Federation. The State Referee Committee shall develop the appropriate procedures and policies for oversight of referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the State Associations. Such procedures and policies shall not conflict with the policies of the Federation Referee Program.

10.2.8.2 The President, based on a recommendation of the State Referee Committee (SRC), shall appoint the chair of the committee with the approval of the Board of Directors. The SRC Chairperson shall be appointed for a specified two (2) year term and may be reappointed. A specific SRC Chairperson may serve as a member of the Board of Directors for only four (4) consecutive years.

10.2.8.3 The Vice President-Adult and the Vice President-Youth, based on a recommendation of the SRC, will jointly appoint, with the approval of the Board of Directors, the State Referee Administrator (SRA) to the Committee. The SRA shall be appointed for a specified two (2) year term and may be reappointed. The SRA may be a member of the State Board, but shall not be the President or Executive Director of the State Association. A specific SRA may serve as a member of the Board of Directors for only four (4) consecutive years.

10.2.8.4 The Vice President-Youth, based on a recommendation of the SRC, will appoint with the approval of the Board of Directors the State Youth Referee Administrator (SYRA) to the Committee. The SYRA shall be appointed for a specified two (2) year term and may be reappointed. The SYRA may be a member of the State Board, but shall not be the President or Executive Director of the State Association. A specific SYRA may serve as a member of the Board of Directors for only four (4) years.

10.2.8.5 The State Referee Administrator and State Youth Referee Administrator shall be members of this committee and with the State Referee Committee Chairperson shall nominate candidates for the State Director of Assessors Assessment, State Director of Instruction and State Assignor Coordinator State Director of Assignment, all of whom shall become members of this committee after approval by the Board of Directors. They shall be appointed for a specified two (2) year term and may be reappointed.
10.2.8.6 There shall be a Committee member appointed by the Vice President-Adult with approval by the Board of Directors.

10.2.8.7 There shall be a Committee member appointed by the Vice President-Youth with approval by the Board of Directors.

10.2.8.8 The SRC Committee will meet monthly, quarterly or as needed.

10.2.8.9 All SRC committee appointments shall take place at the first Board of Directors meeting following the Annual General Meeting. The SRC Chairperson, SYRA, and State Director of Assessment shall be appointed in even years. The SRA, State Director of Instruction, and State Director of Assignment shall be appointed in odd years.

How the Bylaw would read after proposed change:

10.2.8 State Referee Committee

10.2.8.1 The State Referee Committee shall oversee the administration of the Federation Referee Program within its respective State Association including the training, development, instruction, assignment, and assessment of referees for all forms of competition overseen by the Federation. The State Referee Committee shall develop the appropriate procedures and policies for oversight of referees, instructors, assessors, and assignors that perform their respective functions in competitions overseen by the State Associations. Such procedures and policies shall not conflict with the policies of the Federation Referee Program.

10.2.8.2 The President, based on a recommendation of the State Referee Committee (SRC), shall appoint the chair of the committee with the approval of the Board of Directors. The SRC Chairperson shall be appointed for a specified two (2) year term and may be reappointed. A specific SRC Chairperson may serve as a member of the Board of Directors for only four (4) consecutive years.

10.2.8.3 The Vice President-Adult and the Vice President-Youth, based on a recommendation of the SRC, will jointly appoint, with the approval of the Board of Directors, the State Referee Administrator (SRA) to the Committee. The SRA shall be appointed for a specified two (2) year term and may be reappointed. The SRA may be a member of the State Board, but shall not be the President or Executive Director of the State Association. A specific SRA may serve as a member of the Board of Directors for only four (4) consecutive years.

10.2.8.4 The Vice President-Youth, based on a recommendation of the SRC, will appoint, with the approval of the Board of Directors, the State Youth Referee Administrator (SYRA) to the Committee. The SYRA shall be appointed for a specified two (2) year term and may be reappointed. The SYRA may be a
member of the State Board, but shall not be the President or Executive Director
of the State Association. A specific SYRA may serve as a member of the Board
of Directors for only four (4) years.

10.2.8.5 The State Referee Administrator and State Youth Referee Administrator
shall be members of this committee and with the State Referee Committee
Chairperson shall nominate candidates for the State Director of Assessment,
State Director of Instruction and State Director of Assignment, all of whom shall
become members of this committee after approval by the Board of Directors.
They shall be appointed for a specified two (2) year term and may be
reappointed.

10.2.8.6 There shall be a Committee member appointed by the Vice President-
Adult with approval by the Board of Directors.

10.2.8.7 There shall be a Committee member appointed by the Vice President-
Youth with approval by the Board of Directors.

10.2.8.8 The SRC Committee will meet quarterly or as needed.

10.2.8.9 All SRC committee appointments shall take place at the first Board of
Directors meeting following the Annual General Meeting. The SRC Chairperson,
SYRA, and State Director of Assessment shall be appointed in even years. The
SRA, State Director of Instruction, and State Director of Assignment shall be
appointed in odd years.

**Rationale:** To clarify the State Referee Committee organization and to reflect
USSF Policies and Recommendations.