

## ARTICLE VII MEETINGS

**Section 1. Annual General Meeting.** Annual general meetings of MSA shall be held in January or February at a time and place determined by the council.

### **C. Voting Body.**

1. The voting body shall be composed of one or more representatives designated in writing by the governing authority of the member organization.
2. ~~Full Members shall have one (1) vote.~~
3. Associate and affiliate members shall have one (1) vote in those matters which either or both are eligible to vote.
4. Each member of the council, except the individual chairing the meeting, is entitled to one vote each at meetings. The individual who is chairing a meeting ~~of the~~ may vote only when the vote is by ballot or, in all other cases, to affect the result of the vote.
5. Each member shall register its primary and alternate delegates to the AGM with the secretary/treasurer or the secretary/treasurer's delegate no later than thirty (30) days prior to the meeting. No member may vote for more than one organization.

### **Proposed Change(s):**

2. Full Members shall be accorded votes based on the number of players registered with MSA during the current seasonal year according to the following system:

1. up to and including 300 players (1 vote)
2. up to and including 600 players (2 votes)
3. and so forth up to a maximum of 10 votes

4. remove "of the" as it is a grammatical error.

### **Rationale for Proposed Change(s):**

- To better align with USSF, USYS, & USASA voting standards and practices.
  - Each MSA member organization is made up of subsequent MSA Members that they represent. As such, this proposal seeks to provide a proportionate voice to all members of MSA.
- To correct a grammatical error.

**Proposed Change(s):** Replace Articles V, VI, & VIII with the following. Additionally, remove the Proviso's referred to in Article VIII (no longer applicable).

**Rationale for Proposed Change(s):** By decreasing the quantity of officers and placing emphasis on the quality and accountability of the remaining officers, we can evolve the officer & director positions from being operational in nature to oversight in nature. As such, the change will empower our MSA Employees to better serve our members day-to-day.

## **ARTICLE V OFFICERS AND DIRECTORS**

### **Section 1. Officers and Directors.**

- A. The elected officers of MSA shall be the president, the vice president, the member-at-large, the secretary/treasurer, and the referee representative.
- B. The elected directors shall be the four (4) district directors.

### **Section 2. Qualifications.** The candidates for elected office shall:

- A. be in good standing with MSA;
- B. be 19 years of age prior to August 1st of the seasonal year of election;
- C. be a legal resident of the State of Mississippi;
- D. not be a paid employee of MSA, or of any member; and
- E. with respect to the referee representative, be (or have been) a member of the State Referee Committee (SRC).

### **Section 3. Term of Office.**

- A. An officer or director will serve for a period of two years and (except as otherwise noted herein) may succeed themselves.
- B. Elected officers and directors shall assume office immediately following the membership meeting during which he/she is elected. All officers and directors shall serve for a term of two years or until their successors are elected or appointed. If the individual is fulfilling a vacancy, the term of office or position begins immediately after being elected to fill the vacancy.

### **Section 4. Duties of Officers and Directors.** The officers and directors shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the council, or in the adopted parliamentary authority.

- A. **Duties of the President.** The president:
  - 1. shall serve as chair of all meetings of the membership and the council;
  - 2. may execute instruments for MSA that the council authorizes to be executed;
  - 3. oversee the activities of the executive director and act as the liaison between the council and the executive director; and
  - 4. shall perform other responsibilities assigned by the council.
- B. **Duties of the Vice President.** The vice president shall:
  - 1. assist the president;

2. assume the responsibilities of the president when the president is absent, cannot act, or refuses to act;
  3. be an advocate for ALL levels of soccer programming, emphasizing member growth and retention; and
  4. perform other responsibilities assigned by the council or the president.
- C. **Duties of the Member-at-Large.** The member-at-large shall:
1. assist the president and vice president;
  2. assume the responsibilities of the president when the president and vice president are absent, cannot act, or refuses to act;
  3. be an advocate for ALL levels of soccer programming, emphasizing member satisfaction; and
  4. perform other responsibilities as assigned by the council or the president.
- D. **Duties of the Secretary/Treasurer.** The secretary/treasurer shall:
1. record and transcribe the minutes of all meetings and advise the executive director on distribution;
  2. provide oversight to the management of all MSA funds and act as a signatory on assigned accounts;
  3. in accordance with the financial policies of MSA, cooperate in such a manner as to enable timely completion of an independent audit of the financial accounts and transactions of MSA when requested by the council; and
  4. perform other responsibilities assigned by the by the council or the president.
- E. **Duties of the Referee Representative.** The referee representative shall:
1. promote soccer and MSA;
  2. represent referees on matters of interest or concern in consultation with the SRC on all matters associated with referee growth, retention, satisfaction, and development;
  3. inform the council of the requirements outlined in the Federation policies; and
  4. perform other responsibilities as assigned by the council or the president.
- F. **Duties of the District Directors.** The district directors shall:
1. promote soccer and MSA;
  2. represent the membership on matters of interest or concern; and
  3. perform other responsibilities assigned by the council or the president.

### **Section 5. Removal from Office.**

- A. Officers and Directors may be removed from office by majority vote of those present and voting at a meeting of those entitled to vote for that office.
- B. A member of the council who does not attend two (2) consecutive meetings of the council may be removed by a majority vote of the council unless such absences are excused by the president.
- C. Any officer or member of the council may resign by giving written notice to the council. The resignation will take effect at the time specified therein or immediately if no time is specified. Unless specified therein, the acceptance of such resignation will not be necessary to make it effective.

**Section 6. Vacancy in Elected Office.**

- A. If the office of president becomes vacant for any reason, the vice president shall become the president for the balance of the term.
- B. If the office of any other officer or director becomes vacant for any reason, the president may appoint an individual to the office or position to fill the vacancy subject to approval by the council until the next membership meeting.
- C. However, if a vacancy is caused by an election during a membership meeting, the election to fill the vacancy for the balance of the term shall occur during that meeting.

**ARTICLE VI  
ELECTIONS**

**Section 1. Nominations from the Floor.** Nominations from the floor are not allowed unless there are no candidates for an office to be elected.

**Section 2. Elections of Officers and Directors.**

- A. At the Annual General Meeting, the following officers and directors will be elected in odd-numbered years: President, Secretary/Treasurer, North District Director, and the South District Director.
- B. At the Annual General Meeting, the following officers and directors will be elected in even-numbered years: Vice President, Member-at-Large, Referee Representative, Central District Director, and the West District Director.
- C. Any individual seeking a position on the council shall submit notice to MSA on a form approved by the council electronically, by certified mail, or commercial delivery service with signature verification at least 45 days prior to the Annual General Meeting.
- D. Members of the council, except the district directors, shall be elected by majority vote of the members.
- E. Each district director shall be elected by majority vote of those members eligible to vote for a respective district director.

**ARTICLE VIII  
COUNCIL**

**Section 1. Composition.** The members of the council shall be:

- A. the president;
- B. the vice president;
- C. the member-at-large;
- D. the secretary/treasurer;
- E. the referee representative;
- F. four (4) district directors; and
- G. the executive director, ex officio, non-voting.
- H. Each member of the council may hold only one position on the council at a time.

**Section 2. Duties of the Council.** Except as otherwise provided in these bylaws, the council shall:

- A. enforce the bylaws, rules, policies, and procedures of MSA;
- B. approve a budget for each fiscal year to be distributed to the membership;
- C. establish membership requirements for each category of membership;
- D. adopt the report of the auditor when applicable;
- E. set the place, date, and time of meetings as prescribed in these bylaws;
- F. establish fees as prescribed in these bylaws or MSA policies and procedures;
- G. establish or create geographic divisions, called Districts, within the state of Mississippi with clearly defined boundaries;
- H. establish and manage all territorial designations for members;
- I. fill vacancies as provided in these bylaws;
- J. make employment and compensation decisions concerning the MSA Executive Director;
- K. adopt policies regarding the management, compensation, and fringe benefits provided to MSA personnel; and
- L. exercise such other duties as prescribed for the council in these bylaws, by the membership, in the MSA policies and procedures, or in the adopted parliamentary authority.

**Section 3. Meetings.**

- A. **Regular Meetings.** The council shall hold at least four (4) regular meetings, at least once per each calendar quarter, each year. The president shall establish the time, place, and location of the meetings. Notice of a regular meeting must be given at least fifteen (15) days prior to the date of the meeting.
- B. **Special Meetings.** The council may hold special meetings called by the president or by any four (4) members of the council. Notice of a special meeting shall be provided to all members of the council not less than five (5) days prior to the date of the meeting.

**Section 4. Voting.** Each voting member of the council has one vote, except that the individual presiding at a council meeting may vote only when the vote is by ballot or, in any other case, to affect the result of the vote.

**Section 5. Quorum.** A quorum for any council meeting shall be at least six (6) members of the council.

**Section 6. Proxies.** Proxies are not permitted at meetings of the council.