

GSSA Bylaw Amendment – Full Redline with Transition Clause

CURRENT BYLAW (in relevant parts):

OFFICERS and DIRECTORS

Officers

The officers of the association shall be a president, a vice-president-adult, a vice-president-youth, a treasurer, and a secretary. The officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the board, or in the adopted parliamentary authority. The vice-president who has held a position on the board the longest shall be the senior vice-president and shall assume the duties of the president detailed in the adopted parliamentary authority during the president's absence from a meeting. The remaining vice-president shall be referred to as the junior vice-president and shall assume the duties of the president detailed in the adopted parliamentary authority during the absence of the president and the senior vice-president. The executive director shall serve as secretary.

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 (GSSA), a director at-large (youth), and a director-at-large (adult).

Removal from Office

Members of the board may be removed from office for cause, in accordance with the disciplinary procedure set forth in the adopted parliamentary authority. The disciplinary procedure shall be conducted by the board. A two-thirds vote of the board shall be required for removal.

Any officer absent from two consecutive meetings or four meetings in a year without an excuse acceptable to the board is removed from office, without necessity of further proceedings.

BOARD OF DIRECTORS

Composition

The board of directors shall comprise eleven voting members: the president, vice-president-Adult, vice-president-youth, Treasurer, seven directors elected at the annual general Meeting.

The chair of the state Referee committee shall be a non-voting member of the board.

The board of directors may appoint additional non-voting members to the board.

Powers and Duties

The sole authority of this association, except that which is otherwise delegated in these bylaws, shall be vested in a board of directors.

The board of directors shall have full authority to act for the association in all matters of administration and shall make a report to the membership at the AGM and SAGM of the business conducted by the board.

PROPOSED CHANGES:

OFFICERS and DIRECTORS

Officers

The officers of the association shall be a president, a vice-president-adult, a vice-president-youth, a treasurer, and a secretary. The officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the board, or in the adopted parliamentary authority. The vice-president who has held a position on the board the longest shall be the senior vice-president and shall assume the duties of the president detailed in the adopted parliamentary authority during the president's absence from a meeting. The remaining vice-president shall be referred to as the junior vice-president and shall assume the duties of the president detailed in the adopted parliamentary authority during the absence of the president and the senior vice-president. The executive director shall serve as **the non-voting** secretary.

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 (GSSA), a director at large (youth), and a director at large (adult).~~

The directors of the association shall be an Adult Director, a Youth Director, and an Independent Director.

Removal from Office

Members of the board may be removed from office for cause, in accordance with the disciplinary procedure set forth in the adopted parliamentary authority. The disciplinary procedure shall be conducted by the board. A two-thirds **absolute supermajority** vote (**minimum 5 of 7**) of the **full** board shall be required for removal.

Any officer absent from two consecutive meetings or four meetings in a year without an excuse acceptable to the board **is may be** removed from office, without necessity of further proceedings.

BOARD OF DIRECTORS

Composition

~~The board of directors shall comprise eleven voting members: the president, vice-president Adult, vice-president youth, Treasurer, seven directors elected at the annual general Meeting.~~

The Board of Directors shall comprise seven (7) voting members: President, Vice President – Youth, Vice President – Adult, Treasurer, Youth Director, Adult Director, Independent Director. The Executive Director shall serve on the Board of Directors as a non-voting member and will act in the capacity as Secretary.

The chair of the state Referee committee shall be a non-voting member of the board.

The board of directors may appoint additional ~~non-voting members to the board~~ non-voting advisors.

Powers and Duties

The sole authority of this association, except that which is otherwise delegated in these bylaws, shall be vested in a board of directors.

~~The board of directors shall have full authority to act for the association in all matters of administration and shall make a report to the membership at the AGM and SAGM of the business conducted by the board.~~

The Board of Directors shall provide strategic direction, policy oversight, and fiduciary governance. Day-to-day operations are delegated to the Executive Director. The Board of Directors shall make a report to the membership at the AGM and SAGM of the business conducted by the board.

[All other powers remain unchanged.]

ADDITIONAL GOVERNANCE CLAUSES – NEW:

QUORUM: A majority (4) of the seven (7) voting members shall constitute a quorum. Each voting member of the board shall have one vote. Proxy voting is not permitted. Electronic voting is permissible when reasonably necessary to effectuate the business of GSSA at the discretion of the President.

A two-thirds absolute supermajority vote (minimum of 5 of 7) of the full board is required to effectuate removal from the Board of Directors, including but not limited to the Executive Director position. Vacancies to the Board of Directors shall also be filled by a two-thirds absolute supermajority vote (minimum of 5 of 7) of the full board.

TRANSITION CLAUSE: This amendment shall take effect upon approval by the membership. The existing Board of eleven (11) voting members shall transition to the new structure as follows:

- Current President, VP Youth, VP Adult, and Treasurer shall retain positions.

- Remaining positions shall be realigned into Youth Director (Currently Director of Youth Select) , Adult Director (Currently Director at Large Adult), and Independent Director (Currently Director Player Athlete) roles, as determined by the Board.

- Any excess Board positions shall sunset at the conclusion of their current term or be dissolved immediately upon Board approval. Until such time as these Board positions have been sunset by virtue of the expiration of that position's current term, "Board approval" shall mean the full original board of 11 members – not the new size board of 7 members.

The Board is authorized to make interim appointments to ensure all seven positions are filled.

For housekeeping purposes all references of existing board roles would be updated to suit the new board structure on conclusion of the existing roles.

FINAL CLEAN VERSION

The Board of Directors shall consist of seven (7) voting members: President, Vice President – Youth, Vice President – Adult, Treasurer, Youth Director, Adult Director, Independent Director, with the Executive Director serving as a non-voting member in the capacity of Secretary.

The chair of the state Referee committee shall be a non-voting member of the board.

The board of directors may appoint additional ~~non-voting members to the board~~ non-voting advisors.

Powers and Duties

The sole authority of this association, except that which is otherwise delegated in these bylaws, shall be vested in a board of directors.

The Board of Directors shall provide strategic direction, policy oversight, and fiduciary governance. Day-to-day operations are delegated to the Executive Director. The Board of Directors shall make a report to the membership at the AGM and SAGM of the business conducted by the board.

[All other powers remain unchanged.]

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Rationale:

This streamlines the board to reflect our current membership size and needs. It allows for more focus on working committees to support the daily operations of the organization and provides a board structure that is more advisory in capacity with a focus on governance and strategy.

This approach will allow for more contested board elections and better succession planning of the organization from Committee involvement to board. This helps to ensure a healthy future to GSSA.