**SUBSTANTIVE BYLAWS AMENDMENTS**

The following is a list of the substantive modifications to Sporting Indiana F.C.’s Bylaws that have been proposed by the club’s Board of Directors **(Note:** All changes to the current Bylaws are shown in yellow):

**1) Article 2 Purpose**

**Current:** THE CLUB shall develop, promote and administer a youth soccer club for players residing primarily in Madison County and surrounding areas on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of IYSA, USYSA, USSF and the United States Olympic Committee (“USOC”).

**Proposed:** THE CLUB shall develop, promote and administer a youth soccer club for players residing primarily in Hancock and Madison County and surrounding areas on behalf of teams, players, coaches, referees, parents and administrators consistent with the bylaws, policies and procedures of IYSA, USYSA, USSF and the United States Olympic Committee (“USOC”).

**2) Article 3 Offices**

**Current:** The principal office of THE ASSOCIATION shall be located in the State of Indiana. The address of the resident agent of THE CLUB required by the Indiana Not-For-Profit Corporation Act of 1991 may be, but need not be, identical with the principal office of THE CLUB. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

**Proposed:** The principal office of THE CLUB shall be located in the State of Indiana. The address of the resident agent of THE CLUB required by the Indiana Not-For-Profit Corporation Act of 1991 may be, but need not be, identical with the principal office of THE CLUB. The address of the principal office and the designation of the resident agent may be changed from time to time as authorized by the Board of Directors.

**3) Article 5 Membership**

**Current:** THE CLUB will not discriminate against any individual on the basis of race, color, religion, age, sex, or national origin

**Proposed:** THE CLUB will not discriminate against any individual on the basis of race, color, religion, age, sex, sexual orientation, or national origin

**4) Section 5.1 Types of Members/Memberships**

**Current:** Membership in THE CLUB is comprised of two types of Members.

1. Members who are Parent(s), Guardians or Representatives of Players
2. Allied Member Organizations

**Proposed:** Membership in THE CLUB is comprised of the Parents, Guardians, or Representatives of the Players. There shall be no more than one Member associated with each Player of THE CLUB. If a Family has more than one Player playing for THE CLUB at any given time, the family shall constitute one Member for purposes of Member Voting Rights under Section 5.2-2 of these Bylaws and determining a quorum under section 5.6-3 of the Bylaws. A Family shall be defined as a social unit consisting of one or more adults together with the children they care for.

**5) Section 5.2.1 Members who are Parent(s), Guardians, or Representatives of a Player(s) registered with THE CLUB – Definition**

**Current:** Members who are Parent(s), Guardians, or Representatives of a Player(s) registered with THE CLUB.

**Proposed:** <**Deleted section as it is duplicative with section 5.1**>

**6) Section 5.2.2 Voting Rights**

**Current:** Members who are Parent(s), Guardians or Representatives of Players that are in good standing with THE CLUB shall have the right to vote at the Annual General Meeting and any special meeting of the membership of THE CLUB. Members who are Parent(s), Guardians or Representatives of Players may attend and vote by proxy.

**Proposed:** Members who are Parent(s), Guardians or Representatives of Players that are in good standing with THE CLUB shall have the right to vote at the Annual General Meeting. A Player is considered not to be in good standing with THE CLUB if the Player is delinquent in the payment of any membership dues that are owed to THE CLUB at the time of the Annual General Meeting. A Member must be present at the Annual General Meeting in order to vote, and may not cast a vote by proxy for any other Member.

**7) Section 5.3 Allied Member Organizations**

This Section has been deleted in its entirety as Sporting Indiana does not have any Allied Member Organizations, and does not anticipate having any Allied Member Organizations in the future.

**8) Section 5.6-1** **Annual General Meeting of Members**

**Current**: THE CLUB shall have an annual general meeting of its members. The Board of Directors shall determine the date, time and location of that meeting. Written notification by: mail, e-mail, newsletter, or posting at the playing fields of the Club to all Members shall be made at least thirty (30) days prior to the Annual General Meeting.

**Proposed**: THE CLUB shall have an annual general meeting of its members. The Board of Directors shall determine the date, time and location of that meeting. Written notification to all Members by: mail, e-mail, newsletter, posting at the playing fields of the Club, or posting on the Club’s website shall be made at least thirty (30) days prior to the Annual General Meeting.

**9) Section 5.6-2 Special Meetings**

**Current:** The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by: mail, email, newsletter, or posting at the playing fields of the Club must be given to all Members at least thirty (30) days in advance of the special meeting.

**Proposed**: The Board of Directors may call a special meeting of the membership at any such time, as the Board of Directors deems necessary. Written notice of the meeting by: mail, email, newsletter, posting at the playing fields of the Club, or posting on the Club’s website must be given to all Members at least thirty (30) days in advance of the special meeting.

**10) Section 5.6.3 Quorum**

**Current:** A quorum shall consist of the smaller, ten (10) Members or ten percent (10%) of the total number of Members.

**Proposed:** A quorum shall consist of the lesser of nine (9) Members or ten percent (10%) of the total number of Members.

**11) Section 6.2 Board Composition**

**Current:** There shall be five (5) Directors of THE CLUB, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board of Directors shall never be reduced to less than three (3) nor increased to more than ten (10) Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

**Proposed:** There shall be five (5) Directors of THE CLUB, which number may from time to time be increased or decreased by resolution adopted by not less than a majority of the Board of Directors, subject to the limitation that the Board of Directors shall always consist of an odd number of Directors (i.e. 3, 5, 7, or 9 Directors), and never be reduced to less than three (3) nor increased to more than nine (9) Directors. Except as otherwise provided in these By-Laws, all members of the Board of Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations, and restrictions.

**12) Section 6.2(A) – Restrictions on Service on Board of Directors**

**Current:** No person convicted of a felony within the previous ten (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary; or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.

**Proposed:** No person convicted of a felony within the previous ten (10) years may serve as a member of the Board. Notwithstanding the previous sentence, in no event shall a person serve as a member of the Board if he or she has been convicted of a sex crime; a crime involving the sale, manufacture or delivery of a controlled substance; robbery; murder; perjury; burglary; theft; conversion; embezzlement; any other crime of dishonesty; or a crime involving the abuse of a child. Any person who is charged with a criminal act shall be suspended from the Board pending outcome of the charges.

**13) Section 6.3(B) – Restrictions on Service on Board of Directors**

**Current:** Any persons missing 4 consecutive regularly scheduled Board meetings or 6 regularly scheduled Board meetings in any preceding 12 months, shall be deemed to have immediately resigned as a member of the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause by due process followed by a two-thirds (2/3) vote of the Board unless otherwise provided in these Bylaws and subject to the rules of IYSA, USYSA, USOC, and USSF

**Proposed:** Any person missing 4 consecutive regularly scheduled Board meetings or 6 regularly scheduled Board meetings in any preceding 12 months, shall be deemed to have immediately resigned as a member of the Board. Furthermore, the Board may remove or dismiss from office any appointed or elected member of the Board for reasonable cause followed by a two-thirds (2/3) vote of the remaining members of the Board.

**14) Section 6.3(D) – Restrictions on Service on Board of Directors**

**Current:** The authority to determine breaches of duties of care, loyalty, or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with THE CLUB in any form, unless the Board member has provided full disclosure and received is authorized, approved or ratified by a majority of non-interested members of the Board.

**Proposed:** The authority to determine breaches of duties of care, loyalty, or candor shall rest with the Board. Generally, no Board member may financially gain as a result of any activity of the Board, or be associated with any company or organization contracting or doing business or potentially in conflict with THE CLUB in any form, unless the Board member has provided full disclosure and the potential conflict is authorized, approved or ratified by a majority of non-interested members of the Board.

**15) Section 6.4-3 Written Consent in Lieu of Meetings**

**Current:** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

**Proposed:** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if, prior to such action, a written consent thereto is signed by a simple majority of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

**16) Section 6.6-6(D) Additional duties and responsibilities filled by members of the Board or by designee(s) of the Board of Directors**

**Current:** Referee Coordinator. Oversee all referee issues; Acquire and assign referees for all scheduled games; Pay referee fees; Provide opportunities for referee courses, both by THE CLUB and licensed programs.

**Proposed:** Referee Coordinator. Oversee all referee issues; Acquire and assign referees for all scheduled games; Coordinate payment of referee fees; Provide opportunities for referee courses, both by THE CLUB and licensed programs.

**17) Section 6.6-6(H) Additional duties and responsibilities filled by members of the Board or by designee(s) of the Board of Directors**

**Current:** Uniforms. Responsible to: Purchase uniforms and equipment, including trophies/awards for the league; Arrange for pictures to be taken and distributed; Ensure uniform fees are collected from teams/players; Order/manage playing equipment. Review Travel uniforms every two years.

**Proposed:** Uniforms. Coordinate purchase of uniforms and equipment, including trophies/awards for the league; Arrange for pictures to be taken and distributed; Ensure uniform fees are collected from teams/players; Order/manage playing equipment; Review Travel uniforms every two years.

**18) Section 6.6-6(J) Additional duties and responsibilities filled by members of the Board or by designee(s) of the Board of Directors**

**Current:** Fund Raising. Develop and implement sponsorship program; Solicit logo sponsorships on uniforms; Solicit major sponsorships to underwrite CLUB costs, including programs, trophies, and referee expenses; Work with Capital Campaign Committee to raise capital for field development and operation.

**Proposed:** Fund Raising. Develop and implement sponsorship program; Solicit logo sponsorships on uniforms; Solicit major sponsorships to underwrite CLUB costs, including programs, trophies, and referee expenses.

**19) Section 6.10 Terms of Office**

**Current**: Directors of THE CLUB shall take office at the close of the meeting at which they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy. Directors shall serve two-year staggered terms of office. Approximately one-half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the board of directors, will be used to establish staggered terms. Directors may not serve more than three (3) consecutive full terms.

**Proposed:** Directors of THE CLUB shall take office at the start of the next meeting after they are elected by the Membership at the applicable Annual General Meeting, or immediately upon appointment by the Board in order to fill a vacancy. Directors shall serve two-year staggered terms of office. Approximately one-half (50%) of Directors, in order to provide for staggered terms, will be elected each year. An initial term schedule, approved by the board of directors, will be used to establish staggered terms.

**20) Section 6.12 Nominations and Elections**

**Current:** Each year at the Annual General Meeting, all Director positions needing to be filled will be elected in accordance with these Bylaws. The Nominating Committee shall present a list of proposed candidates for each position to the members at least thirty (30) days prior to the Annual General Meeting of the membership. The Nominating Committee shall prepare a ballot of Directors for consideration by the members at the Annual General Meeting, which shall include at least one (1) name for each position to be filled. Any Member in good standing may make additional nominations for each position from the floor. The elections of Directors shall occur at the Annual General Meeting by secret ballot. Each Director shall be elected by a majority vote of those members present and voting, provided that a quorum of members is first determined to be present.

**Proposed:** Each year at the Annual General Meeting, all Director positions needing to be filled will be elected in accordance with these Bylaws. The Nominating Committee shall present a list of proposed candidates for each position to the members at least thirty (30) days prior to the Annual General Meeting of the membership. The Nominating Committee shall prepare a ballot of Directors for consideration by the members at the Annual General Meeting, which shall include at least one (1) name for each position to be filled. Any Member in good standing may make additional nominations for each position from the floor. The elections of Directors shall occur at the Annual General Meeting by secret ballot. Each Director shall be elected by a majority vote of those members present and voting, provided that a quorum of members is first determined to be present. Following the Annual General Meeting, a background check shall be performed on each candidate that was elected to serve as a Director to ensure the Director is not prohibited from serving on the Board pursuant to Section 6.3(A) of these Bylaws.

**21) Section 6.13(A) Committees – Finance Committee**

**Current:** The Treasurer is chair of the Finance Committee, which includes three (3) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Form 990 are for public information and shall be made available to the membership, Board members and the public. The Finance Committee will also recommend the selection of the outside auditor and oversee the relationship with the auditor, including responding to the auditor’s recommendations.

**Proposed:** The Treasurer is chair of the Finance Committee, which includes two (2) other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Form 990 are for public information and shall be made available to the membership, Board members and the public. The Finance Committee will also recommend the selection of the outside auditor and oversee the relationship with the auditor, including responding to the auditor’s recommendations.

**22) Section 6.13(B) Committees – Nominating Committee**

**Current:** The Nominating Committee will consist of four (4) Board members and is responsible for the preparation of priorities for Board composition. The Committee will meet with prospective Board members, recommend candidates to the Board, recommend a slate of officers to the Board, conduct orientation for new Board members, and suggest non-Board members for special committees formed by the Board.

**Proposed:** The Nominating Committee will consist of three (3) Board members and is responsible for the preparation of priorities for Board composition. The Committee will meet with prospective Board members, recommend candidates to the Board, recommend a slate of officers to the Board, conduct orientation for new Board members, and suggest non- Board members for special committees formed by the Board.

**23) Section 6.14 – Officer Compensation**

**Current:** N/A – New Section

**Proposed:** Notwithstanding any other provision of these Bylaws, the Board of Directors, may authorize, by resolution, the payment of a reasonable fee for persons serving in the capacity of Comptroller and Director of Player Registration for THE CLUB. The Comptroller shall perform accounting and financial services for THE CLUB and report directly to the Treasurer. The Director of Player Registration shall perform player registration services for THE CLUB and report directly to the Registrar. The Comptroller and Director of Player Relations positions may be held by any person including members of the Board. Such resolution must be agreed to by a majority of the non-interested Board members.

**24) Article 7 Indemnification**

**Current:** To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs estate, executors, administrators, and personal representatives of such person) who is or was a Director, officer or paid staff of the Corporation shall be indemnified by THE CLUB as provided in the act.

Proposed: To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs estate, executors, administrators, and personal representatives of such person) who is or was a Director, officer or paid staff of THE CLUB shall be indemnified by THE CLUB against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of THE CLUB.