

Document of Changes Made to Amended and Restated By-Laws

As is noted in Section 1.2 we consolidated the Constitution as approved at the AGM in 2017 and the EDYSL By-Laws last published in 2012.

Changes made from the Constitution as approved at the AGM in 2017

1. **Constitution, Article 1 (Name).** No Change. This are now part of Article I – Identification.
2. **Constitution, Article 2 (Boundaries and Territories).** No Change. This is now part of Article III - Principal Office, Boundaries and Territories
3. **Constitution, Article 3 (Purpose).** Expanded wording to include language around ISC being setup as a nonprofit. This is now part of Article II – Purpose.
4. **Constitution, Article 4 (Colors).** No Change. This are now part of Article I – Identification
5. **Constitution, Article 5 (Affiliation).** Revised wording, no contextual changes. This is now part of Article VI – Affiliations.
6. **Constitution, Article 6 (Authorities).** Removed as this was redundant language and is covered in the Amended and Restated By-Laws. As a reference see the following Articles: VII -Membership; VIII - Board of Directors; IX - Officers; XI - General Meetings.
7. **Constitution, Article 7 (Membership).** Expanded on the roles, responsibilities, rules and benefits of club members. This is now part of Article VII – Membership
8. **Constitution, Article 8 (Annual Meeting).** Revised Section 2 Order of Operations, see “Subsection 11.3.3. Order of Business”. Section 3 (Voting), is covered in the following Articles: XI – General Meetings; XII – Elections, and XIII - Amendments to Constitution and By-Laws.
9. **Constitution, Article 9 (Changes).** Added language but made no changes to context of former provisions. Note, the General Procedures and Policy Interpretation Memoranda (PIM) will be treated as separate documents from the Amended and Restated By-Laws. This is now part of Article XIII - Amendments to Constitution and By-Laws.

Changes made from the EDYSL By-Laws last published in 2012

Note - General Procedures and Policy Interpretation Memoranda (PIM) will be treated as separate documents from the Amended and Restated Bylaws. Additionally, the Mission, Overview and Club Philosophy have also been removed as these are not to be considered part of the By-Laws document.

1. **By-Laws, Article 1 (Board of Directors, Executive Committee & Operational Positions).** This entire section has been largely re-written to clarify functions and responsibilities of the Board of Directors for ISC. The intended purpose is to explain how the Board is to function, operate and serve/support its members. This is now part of Article VIII – Board of Directors.

Many of the Board positions listed in document are also no longer applicable (from Section A). In the revision, we have consolidated the list of Board Directorship positions (see Section 8.2. Membership of the Board of Directors) who will serve as voting members of the Board. Board positions can be added or removed in accordance to the language of the Amended and Restated By-Laws. Since roles and their respective duties change from time to time, we only included the revised descriptions and their respective duties of the Executive Officer positions within ISC – this is consistent to formats used by many other Soccer Clubs. Section B relating to the Executive Committee and Officers is now captured Article IX – Officers and Article X - Committees.

Section C – Operational and Functional position, this section has been removed from the by-laws. While these functions do exist and are posted by ISC, they are not positions that are voted in at the AGM and shouldn't be tied to By-Law Addendums/Changes. Rather, the Board of Directors is responsible for documenting, identify and putting in place the necessary functions and operations needed to support ISC. The oversight and fulfillment of these roles is handled by the Board.

For clarification, below is a table of the new Board structure:

Board Positions	2019 & Future State	Status
President	No Change	Currently Filled
Vice President	No Change	Up for Election
Secretary	No Change	Currently Filled
Treasurer	No Change	Up for Election
Director of Coaching	No Change	Currently Filled
Director of Registration	New Board Position	Currently Filled
Referee Director	No Change	Currently Filled
Recreational Program Coordinator	New Board Position	Up for Election

2. **By-Laws, Article 2 (Standing Committees).** This entire section has been largely re-written to clarify functions and responsibilities of the Committees within ISC. The is to explain how Committees are to function, operate and serve/support its members. This is now part of Article X – Committees. The following committees are not part of the by-laws but may be established by the Board of Directors in support of ongoing operations: Rules and Revisions Committee; Scholarship Committee; Fundraising Committee.

3. **By-Laws, Article 3 (Membership).** This entire section has been largely re-written to clarify classification, functions and responsibilities of ISC Members, including rights, voting responsibilities and revocation. This is now part of Article VII – Membership.
4. **By-Laws, Article 4 (Meetings).** This entire section has been largely re-written to clarify classification, functions and purposes of ISC meetings, including order of operations for the AGMs. This is now part of Article XI – General Meetings.
5. **By-Laws, Article 5 (Quorum).** This section has been removed as it is covered in Articles VIII – Board of Directors and Article XI – General Meetings.
6. **By-Laws, Article 6 (Communication).** This section is not something we typically see in Club By-Laws, and therefore has been removed. The process by which the Board, Committees, and Membership communicates is noted within the revision.
7. **By-Laws, Article 7 (Seasonal Year).** This section has been removed. Impact’s Fiscal Year is covered in Article XVI - Fiscal Year.
8. **By-Laws, Article 8 (Protest and Appeals).** This section has been removed. Protest and Appeals will be handled by the Protest, Appeals, and Discipline (PAD) Committee as defined in Article X – Committees, Section 10.6.
9. **By-Laws, Article 9 (Financial Responsibility).** This now falls under Section 14.3. Indemnification.
10. **By-Laws, Article 10 (Liability Protection).** This now falls under Section 14.3. Indemnification.
11. **By-Laws, Article 11 (Dissolution).** This now falls under Article V - Dedication of Assets, Sections 5.1 and 5.2.
12. **By-Laws, Article 12 (Rules of Order).** This now falls under Article XIX - Rules of Order.

Other Changes / Additions

These Items were not previously covered in the Constitution as approved at the AGM in 2017 or the EDYSL By-Laws last published in 2012

- 1. Article IV - Non-Partisan Activities**
- 2. The following sections of Article VII – Membership**
 - a. Section 7.1. Playing Membership
 - b. Section 7.3. Participating Membership
 - c. Section 7.4. Membership Rights
 - d. Section 7.5. Dues, Fees and Assessments
 - e. Section 7.6. Good Standing
- 3. The following sections of Article VIII - Board of Directors**
 - a. Section 8.4. Interested Persons as Directors
 - b. Section 8.5. Functional Areas of Responsibility
 - c. Section 8.7. Resignation from Office
 - d. Section 8.9. Attendance at Board Meetings
 - e. Section 8.10. Vacancies of the Board
 - f. Multiple subsections under Section 8.11. Meetings of the Board
 - g. Section 8.12. Fees and Compensation
 - h. Section 8.13. Standard of Care
 - i. Section 8.14. Conflict of Interest
- 4. The following sections of Article X – Committees**
 - a. Section 10.1. Designation of Committees. Appointment of Members
 - b. Section 10.2. Restrictions
 - c. Section 10.3. Meetings and Actions of Committees
 - d. Section 10.5. Nominating Committee
 - e. Added language to the PAD and Audit Committee (see sections 10.6 and 10.9)
 - f. Section 10.7. Grievance Committee
 - g. Section 10.8. Recreation (House) Committee
- 5. The following sections of Article XI - General Meetings**
 - a. Section 11.2. Location
 - b. Section 11.4. Special General Meetings
- 6. Article XII – Elections**
- 7. Article XIV - Execution of Corporate Instruments**
- 8. ARTICLE XV - Records and Reports**
- 9. Article XVII - Corporate Seal**
- 10. Article XVIII - Construction and Definitions**
- 11. CERTIFICATE OF SECRETARY**