

BY-LAWS

*As adopted by the First AGM of the
Bangkok Soccer League (BSL) on 7 October 2017
Bangkok Patana School (BPS)
Bangkok, Thailand*

Important prefacing note: BSL is NOT a legal entity but an informal community group. Its members and its elected leaders comprising the Board of Trustees operate in good faith and in accordance with its guiding principles and these By-Laws.

ARTICLE I – NAME

The name of this organisation shall be Bangkok Soccer League, located at Bangkok Patana School (BPS), Bangkok, Thailand, hereinafter referred to as the “BSL”.

ARTICLE II – OBJECTIVES

BSL seeks to provide football for young people from international and Thai schools in the greater Bangkok area between the ages of 4 and 18 years before 1 September at the start of every season.

BSL achieves this by the following five (5) guiding principles:

1. Promoting the highest standards of sportsmanship in youth football;
2. Seeking to provide football for young people of all abilities – ‘football for all’
3. Remaining chiefly a parent/guardian led volunteer organization with respect to both coaching and the administration and undertakings of the BSL Community;
4. Providing a market competitive offer to players with respect to training & development and friendly and competitive play (whether community games, league games or tournaments); and
5. Remaining always a not-for-profit organization.

ARTICLE III – BSL COMMUNITY

The BSL Community at large is comprised of the following:

1. Registered players
2. Parents/guardians of enrolled players
3. Coaches
4. Bangkok Patana School – Asst. Principal Cross Campus Sports and Activities
5. Referees
6. Sponsors and vendors

ARTICLE IV – BSL SEASON AND FISCAL YEAR

The official BSL season and the BSL fiscal year shall be from 1 July thru 30 June.

ARTICLE V – BSL VOTING MEMBERSHIP AND ELIGIBILITY TO VOTE

The following will be considered the BSL Voting Membership or BSL Voting Members from the BSL Community:

1. Parents/guardians of registered players.
2. Bangkok Patana School – Asst Principal Cross Campus Sports and Activities.

For a parent/guardian to be eligible to receive a voting ballot for a BSL Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM):

1. He/she must have at least one player/child registered and active in BSL, **or been an active Board of Trustees member at previous seasons.**
2. Parents/guardians and their players/children must comply with the BSL Community Code of Conduct as per Schedule A.
3. All BSL fees must be fully paid up.

Each parent/guardian will be granted one (1) voting ballot (i.e., one (1) vote) for each registered and active player in BSL.

ARTICLE VI – ELIGIBILITY AND PROCESS – THE BOARD OF TRUSTEES

'The Board' or 'The Board of Trustees' refers to the six (7) persons elected by BSL Voting Members forming the actual Board.

1. Eligibility to stand for the Board of Trustee is the same as the Eligibility to Vote.
2. There can be only one (1) Board of Trustees member from the same household/family standing for election and/or serving on the Board of Trustee.
3. Prospective Board of Trustee candidates must submit a BSL Nomination Form to the Voting and Election Committee) on which each must provide and confirm the following:
 - a) Name of the candidate (inclusive of Bangkok home address, status in Thailand, and names/ages of BSL registered player(s)) along with the names and signatures five (5) seconders who are from the BSL Voting Membership who are eligible to vote.
 - b) Declaration of not less than three (3) Board of Trustees officer / positions he/she can successfully undertake. There is no certainty in securing any such positions.
 - c) Acknowledgment there will be five (5) hours/week (beyond attendance at BSL on Saturdays) of volunteer time during the regular season, or more as required for the position / officer role.
 - d) Attendance at not less than six (6) (or 75%) of the proposed eight (8) monthly Board of Trustees meetings throughout the season. Such monthly Trustees meetings will be held during weekday evenings. Acknowledgement that there will only be two (2) unexcused absences from such monthly meetings.

ARTICLE VII – THE BOARD OF TRUSTEES

Composition. The Board of Trustees shall be composed of seven (7) members, elected by majority vote from the BSL Voting Membership. The seven (7) key positions/officer roles are as follows:

Committee Positions			
BSL Trustee Positions		Process for Position	Responsibilities
1	Chairperson	Elected	Coordinates over BSL operations and is the main contact for BSL. Preferably is not a coach
2	Assistant Chairperson & Technical Director	Elected	Assists the Chairperson in all affairs and stands in when Chairperson is away; Shall also coordinate all coaching led by parents and as supplemented by contracted third party professional coaches. Liases with Kit & Equipment Coordinator
3	Treasurer / Secretary	Elected	Keeps BSL accounts and collection and payments; Liases with Budget Committee & Corporate Sponsorship Coordinator; Keeps all minutes of all BOT meetings and provides to the Website Coordinator for publishing on the BSL website following approval by the BOT.
4	Communications/PR & Website Coordinator	Elected	Website updates and newsletter issue
5	Director of Activities & Activity Volunteers	Elected	Coordinate Fun days, Family BBQ's, Social charities etc. Organize army of supporters; Arms, legs, ears, eyes and mouth piece of BSL stationed around on weekends to answer questions, help new families, help out around where needed.
6	Tournament Organizer & BSL Registration Coordinator	Elected	Coordinate with event organizers. Put together organizing team when we are host nation; Register Players Assist on BSL days
7	BPS Coordinator	Elected	Bangkok Patana School Contact

Responsibilities.

1. Represent BSL in all matters concerning the overall activities, policies and objectives of BSL. Note that future changes, if any, to the stated BSL policies and objectives in these bylaws will require a simple majority vote from the BSL Voting Membership either at an AGM, or as may be necessary, an EGM.
2. Review and prepare commercial and legal documents, including long-term contracts/commitments of BSL, as may be required. Two (2) Trustee signatures shall be required on all such contracts, one of which shall be the Chairperson or the Assistant Chairperson. The authority to sign such documents must first be approved by the Board of Trustees and recorded in the minutes of Board of Trustees meetings.
3. Financial transactions of more than THB 35,000.- (adjusted annually for consumer price index (CPI) as specified by the Bank of Thailand) shall require the signatures on an internal support document of three (3) members of the Board of Trustees and the authority to make these transactions must also be approved and recorded in the minutes of the Board of Trustees. (Note, it is not possible at this time to require more than one authorized signature on the CitiBank N.A. bank accounts as per bank procedures. Note as well, the use of CitiBank N.A.'s on-line banking feature should be implemented on a secure basis to aid in efficiencies and controls.)
4. The Secretary shall be responsible for preparing high level minutes of the monthly meetings of Board of Trustees and the AGM (or EGM). Minutes of all meetings must be prepared for Board of Trustee approval before the next meeting and then, once approved, posted on the BSL website within ten (10) days of such meeting.
5. All Trustees shall have supporting roles on at least two of the Working Groups / Committees, as set out in Article VIII.

Term Limits; Unfilled Term Limits. The Board of Trustees shall have staggered terms so that not all Trustees are elected at every AGM / election, with a target of three (3) vacancies each year (this could vary depending upon resignations as a result of families moving, etc.).

1. Following the initial election, for subsequent annual elections those Trustee candidates receiving the highest number of votes shall fill the needed number of seats and serve a two (2)-year term. They may serve up to two (2) consecutive (2)-year terms following which they must 'sit-out' for at least one (1)-year before running again. Board of Trustees members can void the 'sit-out' one year for a in position trustee, in case there are not enough candidates running in the elections, in order to ensure a board of 7 Trustees.
As an exception, in the initial election if Trustee is no elected as one of the three (3) Trustee positions holding only a one (1)-year term, he/she may, if desired, run for up to two (2) more consecutive two (2)-year terms.
2. In the event that an elected Trustee cannot fulfil his/her complete term for whatever reason and must resign, the remaining Trustees shall refer back the Final Voting Results Report of the then most recent election and extend an invitation to the Trustee Candidate with the next greatest number of votes on the list to be a Trustee and shall continue through the list until exhausted. In the event the list is exhausted and there is not a minimum of six (7) elected Trustees, the remaining Trustees may appoint an individual(s) from the BSL Voting Membership to fill the remaining term of the Trustee then just resigned, provided they meet the criteria to run for election. An appointed Trustee shall serve the remainder of the term of the person he/she replaces. For further clarity, if it was the Chairperson who had to resign, then there would be an election of the new Chairperson by the Board of Trustees once the minimum number of Trustees has been restored.
3. The same Chairperson may serve up to four (4) consecutive one-year terms..

The election of the Chairperson and the assigning of Trustee roles/positions is discussed in Article X.

ARTICLE VIII – WORKING GROUPS / COMMITTEES

1. BSL will have approximately 10-12 standing working groups / committees that will be active during the BSL season as per Schedule B.
2. Further, ad-hoc working groups (i.e., a task force) may be established that are active only for a specified period of time necessary to complete a specific task.
3. The Board of Trustees shall both recognize and support such working groups, committees and or task forces. There should be at least one (1) Trustee on each working group.
4. Regular working groups / committees should meet once per month or as often as necessary.
5. Regular working groups / committees must submit a short report (via electronic mail) to the Board of Trustees once per month or as often as necessary. Relevant points from the working groups will be recorded as necessary in the Secretary's regular monthly minutes.

ARTICLE IX – ANNUAL GENERAL MEETING (AGM) GUIDELINES

Overview.

1. Except for the initial AGM, BSL's AGMs shall be held during the last two (2) weeks of March each year. Ideally the AGM will coincide with a BSL Cup Day to logistically enhance attendance.
2. All BSL Voting Members must be advised of the place, date and time of the AGM at least two (2) weeks in advance via the BSL website and email. Notice of the meeting must be accompanied by the agenda for the meeting and the current nomination list of candidates for election to the Board of Trustees. The primary purpose of the AGM is to elect the Board of Trustees and address other issues of the BSL Voting Membership.
3. The statement of accounts with the unqualified opinion of the Audit Committee must be presented by the Treasurer and made available to BSL members via the BSL website at least seven (7) days before the AGM.
4. Audit Committee: Within 30 days following the AGM, the Chairman-elect shall appoint three (3) individuals from the BSL Community at large, with confirmation by the Board of Trustees, to serve on the Audit Committee who will review BSL's books and support documents and note any issues to the Board of Trustees. As guidance, not less than one (1) audit committee member shall serve for two (2) years, while up to two (2) audit committee members

shall serve for one (1) year. No audit committee member for may serve more than one consecutive designated term (whether 1 or 2 years). This may be revised by the Board of Trustee by majority vote.

5. The AGM shall require a quorum of 10% of the BSL Voting Membership, and all resolutions shall be passed by a simple majority vote of those present. If a quorum is not reached, no resolution may be taken, and a second AGM must be called within one (1) month.

Voting & Election Committee. Within 15 December of every year, the incumbent Chairperson shall appoint three (3) individuals from the BSL Community at large, with confirmation by the Board of Trustees, to serve on the Voting & Election Committee. Individuals cannot be standing for election or be related to a candidate; up to one (1) of these individuals may be an incumbent Trustee not running for election. Voting & Election Committee members may serve indefinite annual consecutive terms. The Voting and Election Committee will verify, confirm and undertake the following:

1. Verify proper completion and compliance of the information/signatures on each BSL Board of Trustee Candidate Nomination Form;
2. Compiling the list of all eligible and compliant candidates running for the Board of Trustees;
3. Compile and prepare uniquely numbered ballots (one for each registered BSL player) to be distributed via post mail to the BSL Voting Membership not less than two (2) weeks prior to the AGM. Ballots may be scanned and emailed (sender must be a voting BSL Member) mailed via post, or placed in an official ballot box situated on the second level of the BPS Sports Complex (or as determined by the Voting and Election Committee) not less than two (2) days prior to the AGM to the Voting Committee OR may be hand delivered at the AGM whether in person. For avoidance of doubt, there shall be no voting by proxy.
4. Up to one (1) day prior to the AGM, open and count all ballots received prior to the AGM. At the AGM, open and count any remaining ballots received and then reconcile against a master list, so as to ensure no double voting; any non-conforming ballots shall be excluded from the voting tabulation.
5. Determine that a quorum is present (10% of the BSL Voting Membership);
6. Complete and sign a "Final Voting Results Report" of all the candidates and their respective number of votes (ranked from the most to the least number of votes) to be delivered to the Chairperson of the Board of Trustees (and available to the BSL Voting Membership by simply citing the list upon written request); and
7. Make a verbal report to the BSL Voting Membership at the AGM noting (i) those winning the election for the Board of Trustees positions to be filled on 1 July; and (ii) the exact order (but *not* the number of votes) of the runner ups who would then be eligible to fill vacated positions of the Board of Trustees during the coming 1 July through 30 June term.
8. Prepare a final written report with supporting information to the Board of Trustees supported by signatures of all three (3) Voting & Election Committee members.

Other key provision. In the event there are fewer candidates running for the needed number of Board of Trustees positions to be filled, the Voting and Election Committee shall proceed with their duties as described above. Following their release of both the Final Voting Results Report and the verbal report to the BSL Voting Membership at the AGM, the Board of Trustees shall reserve the right to then appoint the additional needed number of Trustees from the BSL Voting Membership that meet the criteria for candidacy. (Note this is less than an ideal situation, but it shall preserve the reasonable functioning and operation of BSL.)

Guidance Board of Trustees Nomination and Election Process – Timeline.

Nominations Open: 4 September 2017

Nominations Close: 4 October 2017

Elections and AGM: 7 October 2017

Effective Date: 7 October 2017 Thru 30 June 2018, and 7 October 2017 Thru 30 June 2019

ARTICLE X – VOTING ON CHAIRPERSON & ASSIGNING BOARD OF TRUSTEES ROLES

Overview.

1. Once the seven (7) elected Board of Trustees are confirmed, for the coming term (1 July through 30 June) at the end of the AGM, the Board of Trustees shall meet within 15 days to elect a Chairperson and to make officer/position assignments for the coming term of 1 July through 30 June.
2. At the first Board of Trustees meeting, all seven (7) Trustees must be present in person or by proxy (to be assigned only to another Trustee).
3. Except for the election of the Chairperson and the Board of Trustees officer/position assignments, for all other Board of Trustees matters, a quorum of five (5) is required (in person or by proxy).
4. A Trustee can only hold a proxy for up to on (1) other Trustee.
5. The Chairperson (incumbent or otherwise) may vote for himself/herself.
6. Members of the Board of Trustees may hold up to two (2) two (2) year consecutive terms. For clarity, in the initial election if a Trustee is elected as one of the three (3) Trustee positions holding one (1)-year term, then he/she may, if desired, run for up to two (2) more consecutive two (2)-year terms.

ARTICLE XI – PLAYER REPRESENTATIVES

1. At the beginning of each season, the Chairperson shall appoint four (4) player representatives from U13, U15 and/or U18.
2. None of the four (4) representatives cannot be from the same household/family.
3. At least two (2) of the appointed representatives must be Bangkok Patana School (BPS) enrolled students.
4. They cannot serve more than two consecutive annual appointments; after one year off, they may be re-appointed.
5. The appointed representatives give a monthly briefing on issues and other feedback from each of the age groups (U7 through U18) to the Board of Trustees, or more often if they feel it is necessary.

ARTICLE XII - CHARITY – CORPORATE SOCIAL RESPONSIBILITY (CSR)

The BSL Community desires to support needy children's soccer programs within Thailand where its resources permit.

Once a season, the BSL Board of Trustees, working with the BSL Charity Committee, shall call on the BSL Community for donations of used football kits and football shoes and from BSL's unsold and unused football kit inventory. Such football kits and shoes shall be donated in the name of BSL to a needy school and or soccer association / league in Thailand, as recommended by the BSL Charity Committee. Such donations are to be of an in-kind nature but can extend beyond this at the direction of the BSL Charity Committee and BSL Community. Ideally, such collection of football items coincides with a Cup Day or BSL Family Day.

ARTICLE XIII – EXTRAORDINARY GENERAL MEETING

1. The Board of Trustees shall, on the written requisition from not less than twenty-five (25) BSL Voting Members, convene an Extraordinary General Meeting (EGM) of BSL Voting Membership within forty-five (45) days of the receipt of such requisition. All BSL Voting Members must be advised of the place, date and time of the EGM at least two (2) weeks in advance via the BSL website and email. Notice of the meeting must be accompanied by the agenda.
2. A requisition from BSL Voting Members for an EGM shall:
 - a) State the purpose of the meeting;
 - b) Be signed by the BSL Members making the requisition; and

- c) Be lodged with the Chairperson with a copy to the Secretary.
3. A quorum of the EGM shall comprise at least 10% of the BSL Voting Membership to proceed with the meeting otherwise there applicable BSL Members must make a new notice accordingly.

ARTICLE XIV – AMENDMENTS TO THE BY-LAWS

1. Amendments to the BSL By-Laws can only be made as a result of resolutions passed at an AGM or an EGM.
2. Proposals for amendments to the BSL By-Laws must be submitted to the Executive in writing at least one (1) month in advance of the AGM or EGM and such proposals received will be tabled for discussion and resolution at the AGM or EGM

ARTICLE XV - DISSOLUTION

1. No Board of Trustees is elected at the AGM or if the Board of Trustees is dissolved for any reason during the BSL season, all funds (petty cash or monies in the bank accounts) shall be transferred to and held by Bangkok Patana School for the benefit of the BSL Community. In that event, the Assistant Principal Cross Campus Sports and Activities may then disburse monies to pay for items/financial commitments previously approved by the Board of Trustees, but for no other purpose. Bangkok Patana School shall release all other BSL funds to the new Board of Trustees when it is formed.
2. BSL may be dissolved by a resolution presented at an AGM or an EGM when such action is included in the notice of that meeting. Once a quorum has been established, the resolution must have the agreement of two-thirds (66.7%) of those voting and voting must give instructions for the disposal of any assets remaining after paying all outstanding debts and liabilities.
3. The remaining assets of BSL should then be donated to a children’s charity or association that promotes soccer among youths.

Schedule A

BSL Community Code of Conduct

The BSL Community Code of Conduct shall be applicable to Players, Coaches, Parents and Spectators, and the following shall be published in both English and Thai Language on the BSL website as well as registration forms and other contracts which BSL executes with suppliers, 3rd party coaches etc.

BSL aspires to have the highest standard of sportsmanship in our community league football. We do not tolerate anyone to disparage or call into disrepute the name of BSL. Therefore, BSL has come up with seven (7) simple, basic, easy to remember rules. It is important to bear in mind that the BSL Community covers many age groups, where especially the young players "copy" the behavior of the older players, or even coaches or parents.

The seven (7) basic codes of conduct:

1. Your behavior should never have to be questioned by anyone.
2. Never, ever challenge the decision by a referee or linesman.
3. Talking is fine. Bad language or yelling is not!
4. Respect your opponents. Treat them as your friends.
5. Play fairly and honestly.
6. Refrain from smoking and drinking alcohol at the pitches of BSL at all times.
7. Apologize promptly when and if necessary.

Schedule B

List of BSL Working Groups / Committees

Assit. Char & Technical Director	Corporate Sponsorship Coordinator	Tournament Organizer	Communications & Website Coordinator	Key Committees
Coaching	Sponsorship Recruitment, Retention & Relationship Management	BSL Festival	Publicity / PR	Registration Committee
Select Teams		Tours and Tournaments (including Cup Day)	Photography	Election & Voting Committee
Division Coordinators	Sponsorship Fulfilment	Premiership (including SEA tournament)	Website oversight	Charity Committee
Kits and Equipment			Weekly email	Budget Committee
				Audit Committee

Memo Item:

1st AGM Only - One Time Designation of Board of Trustees' Terms

For the first AGM, there will be a one-time designation of terms:

- ~1 Feb 2016 – 30 June 2017 (17 months) – Three (3) Trustees
- ~1 Feb 2016 – 30 June 2018 (29 months) – Three (3) Trustees

With the objective of having staggered terms for one-half ($\frac{1}{2}$) of the elected Board of Trustees over the first two years to ensure greater continuity, at the first AGM, there shall be full disclosure of the ranking order (but not the actual vote counts) of the top four (4) candidates receiving the highest number of votes. Going from the highest to the lowest, the winning candidates will be given a choice to fill the 17-month versus the 29-month terms noted above. By way of example, should the top four (4) candidates each select the 29 month term, then by default the next three (3) candidates will serve the 17 month term.

Note: To facilitate the one-time procedures and logistics associated with the first AGM and the seven (7) elected, a simple one-page write-up detailing such will be attached to the BSL By-Laws and then 'fall-away' following the conclusion of the first AGM and election. The By-Laws will then fully apply leading up to the next AGM in October 2017.