



Bangkok Soccer League

MASTER OUTLINE – BY-LAWS

(VERSION 3.4 - [25 NOVEMBER 2015](#))

*IMPORTANT NOTE: BANGKOK SOCCER LEAGUE (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 HAVE THE GOOD INTENTIONS OF ITS GUIDING PRINCIPLES.*

NOTE: THIS IS A SUMMARY OF THE BSL BY-LAWS; ONE SHOULD ALSO READ THE PROPOSED DRAFT (BSL BY-LAW 2016 (V3.0) ACCOMPANYING THIS SUMMARY DOCUMENT.



Name and Purpose

The name of this organisation shall be **Bangkok Soccer League**, hereinafter referred to as “BSL”.

BSL seeks to provide a provide football for young people from international and Thai schools in the greater Bangkok area between the ages of 7 and 18 years before 1 September at the start of every season.

BSL achieves this by the following the 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.*



BSL Community At Large

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



The BSL Voting Membership

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

1. Families: The Parents/Guardians of registered players
2. Bangkok Patana School – Asst. Principal Cross Campus Sports and Activities



Eligibility to Vote at a BSL AGM or an EGM

A BSL Voting Member

1. Must have at least one player registered and active in BSL
2. Parents/Guardians and their players/children must be compliant with the BSL Codes of Conduct
3. All fees must be fully paid
4. Each Parent/Guardian to be given one (1) voting ballot (i.e., one (1) vote) for each registered and active player in BSL

Other Important Notes:

- (i) *The position of BPS' Asst. Principal Cross Campus Sports and Activities (currently Mr. Michael Balo) eligible for one (1) vote; and*
- (ii) *The BSL season and the BSL fiscal year shall officially be 1 July thru 30 June.*



Eligibility and Process – The Board of Trustees*

**'The Board' or 'The Board of Trustees' refers to the six (6) elected leaders by BSL Voting Members and the one (1) appointed BPS Coordinator forming the actual Board.*

1. Eligibility to stand for the Board of Trusts is the same as the Eligibility to Vote.
2. There cannot be more than one (1) Board of Trustee member from the same household/family standing for vote and/or serving on the Board.
3. Prospective Board of Trustee members (i.e., candidates) must submit a BSL Nomination Form on which each must provide and confirm the following:
 - a) Name of the candidate (inclusive of BKK 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 Trustee officer / positions he/she can successfully undertake. It is noted that there is no certainty in securing such a positions.
 - c) Acknowledgment there will be five (5) hours/week (beyond attendance at BSL on Saturdays) of volunteering of time during the regular season, or more as required for the position / officer role.
 - d) Attend not less than six (6) (or 75%) of the proposed eight (8) monthly Trustee meetings throughout the season. Such monthly Trustee meetings to be held during a weekday evening. Acknowledgement that there will only be two (2) unexcused absences from such monthly meetings



Composition of the Board of Trustees

The Board of Trustees should be composed of seven (7) members, six (6) elected by majority vote from the BSL Voting Membership and one (1) appointed by the Board of Trustees (the position / officer role of BPS' Asst. Principal Cross Campus Sports and Activities). The seven (7) key positions/officer roles are as follows:

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	Appointed	Bangkok Patana School Contact - Asst. Principal Cross Campus Sports and Activities (or similar such position over time)



Composition of the Board of Trustees (con't)

- The Board of Trustees shall have staggered terms so that not all Trustees are newly elected at every AGM / election, with a targeted three (3) vacancies each year (this could vary depending upon resignations as a result of families moving etc.). The exception will be for the first Board of Trustees which will have specifically set terms as noted on page 22.

- Other relevant provisions and conditions:
 - Following the initial election, for subsequent annual elections those Trustee candidates receiving with 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) two (2) year consecutive terms following which they must 'sit-out' for one (1) year before running again. For clarity, in the initial election if a Board of Trustee is only elected as one of the three (3) Trustee positions holding the below described one (1) year term, then they may, if desired, run for up to two (2) more two (2) year consecutive terms.
 - In the event that an elected Trustee cannot fulfil his/her complete term for whatever reason and must resign, the remaining Board of 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 are not a minimum of six (6) elected Trustees, the remaining of 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. 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.
 - The same Chairperson may serve up to four (4) consecutive one-year terms, if elected each by the newly Board of Trustees elect who become effective on 1 July.



Primary Responsibilities of the Board of Trustees

1. Represent BSL in all matters concerning the overall activities, policies and objectives of BSL. Note that future changes to the stated BSL policies and objectives in the initial 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 Chair. The intention to sign such documents must be recorded in the minutes Board of Trustee meetings.
3. Financial transactions 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 Trustee and the intent to make these transactions must also be approved and recorded in the minutes of the Board of Trustees. Note: On a practical matter, it is not possible at this time to require more than one authorized signature on the CitiBank N.A. bank accounts. Note as well, the use of CitiBank's on-line banking feature will 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. With the exception of the BPS Coordinator, all Trustees will have supporting roles on at least two Working Groups as set out on page 11 .



BSL Working Groups / Task Forces

- BSL will have approximately 10-12 standing working groups that will be active during the duration of the BSL season.
- Further, there may be *ad-hoc* working groups (i.e., a task force) established that are active only for a specified period of time necessary to complete a specific task.
- The BSL Board of Trustees shall both recognize and support such working groups and or task force. There should be at least one (1) Board of Trustee member on each working group.
- Regular working groups should meet once per month or as often as necessary.
- Regular working groups 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.



List of Standing 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



AGM Guidelines

Except for the first 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.

- 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.
- 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.
- 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) of the audit committee members shall serve for two (2) years while up to two (2) of the audit committee members shall serve for one (1) year. No audit committee member may serve more than one consecutive designated term (whether 1 or 2 years). This may be improvised by the Board of Trustee by majority vote.
- The AGM shall require a quorum of 10% of the BSL Voting Membership and all resolutions shall be passed by a simple majority vote. If a quorum is not reached, no resolution is valid and a second AGM must be called within one (1) month.



AGM Guidelines (con't)

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. It is acceptable for up to one (1) of the individuals to be an incumbent Trustee not running for election. Voting & Election Committee members may serve consecutive terms year to year. 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. Confirm 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 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) day 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 received any remaining ballots and then reconcile against a master list so as to ensure no double voting; any non-conforming ballots should be excluded from the voting tabulation;



AGM Guidelines (con't)

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 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 Trustee 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 Trustee 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 AGB, the Board of Trustees shall reserve the right to then appoint the needed number of Trustees from the BSL Voting Membership that meet the criteria for candidacy. It is noted this is less than an ideal situation, but it shall preserve the reasonable functioning and operation of BSL.



Voting of Chairperson & Assigning Board of Trustee Roles

- Once the six (6) elected Board of Trustees and the one (1) appointed Trustee 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.
- At the first Board of Trustee meeting, all seven (7) Trustees must be present in person or by proxy (to be assigned only to another Trustee).
- Except for the election of the Chairperson and the Board of Trustees officer/position assignments, for all other Board of Trustee matters, a quorum of five (5) is required (in person or by proxy).
- A Trustee can only hold a proxy for up to one (1) other Trustee members.
- The Chairperson (incumbent or otherwise) may vote for himself/herself.
- 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 Board of Trustee is only elected as one of the three (3) Trustee positions holding the previously described one (1) year term, then they may, if desired, run for up to two (2) more two (2) year consecutive terms.



Board of Trustees Nomination and Election Process - *Timeline*

	1st AGM (+/- 7 days)	Subsequent AGMs (+/- 7 days)
Nominations Open	15 December 2015	1 March
Nominations Close	15 January 2016	21 March
Election (AGM)	22 January 2016	31 March
Effective Date	~01 February 2016 – 30 June 2017 and ~01 February 2016 – 30 June 2018	1 July until 30 June the following year

Notes:

1. We assume that these proposed bylaws will be completed by the end of November, posted for comment by the BSL Community in November and ratified online by early December.
2. 1st AGM will be announced in mid-December to occur within the end of January 2016.



Extraordinary General Meeting (EGM)

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.

A requisition from BSL Voting Members for an EGM shall:

1. State the purpose of the meeting;
2. Be signed by BSL Members making the requisition; and
3. Be lodged with the Chairperson with a copy to the Secretary.

A quorum of the EGM shall comprise at least 10% of BSL Voting Membership to proceed with meeting.



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 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 time.
7. Apologize promptly when and if necessary.



Player Representatives

- At the beginning of each season, Chairperson to appoint four (4) player representatives from U13, U15 and/or U18.
- The four (4) representatives cannot be from the same household/family.
- At least two (2) of the appointed representatives must be Bangkok Patana School (BPS) enrolled students.
- They cannot serve more than two consecutive annual appointments; after one year off, they may be re-appointed.
- The appointed representatives should be invited to 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.



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 indeed 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.



Dissolution

If there is no Board of Trustees is elected at the AGM or if the Board of Trustees dissolves 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 Board of Trustees, but for no other purpose. Bangkok Patana School shall release all BSL funds to the new Board of Trustee when it is formed.

BSL may be dissolved by a resolution presented at an AGM or an EGM (Extraordinary General Meeting) when such action is included in the notice of the meeting. Once a quorum has been established, the resolution must have the agreement of two-thirds (66.7%) of those voting and must give instructions for the disposal of any assets remaining after paying all outstanding debts and liabilities.

The net assets of BSL should then be donated to a children's charity or association that promotes soccer among youths.



1st AGM Only - One Time Designation of Terms

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

1. ~1 Feb 2016 – 30 June 2017 (17 months) – Three (3) Trustees
2. ~1 Feb 2016 – 30 June 2018 (29 months) – Three (3) Trustees

With 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 six (6) 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 vs. the 29 month terms noted above. By way of example, should the top three (3) candidates each select the 29 month term, then by default the next three (3) candidates will serve the 17 month terms.

Note: To facilitate the one-time procedures and logistics associated with the first AGM and the six (6) elected Board of Trustees, a simple one page write-up detailing such will be attached to the BSL bylaws 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 March 2017.