

SAULT YOUTH SOCCER CLUB

PROPOSED BY-LAWS_DRAFT 1.2 February 2021

Definitions: the following terms have these meanings in these By-Laws

The Act – refers to the Ontario Not-For-Profit Incorporations Act

Board – the Board of Directors of this Corporation

Club- the Sault Youth Soccer Club

Days – days of the week including weekends and holidays

Director - an individual elected or appointed to serve on the Board pursuant to these By-laws.

District – the Sault Amateur Soccer Association

Member - *(add once defined in your By-Laws)*

Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws. Officers include President, Vice President, Secretary, Treasurer

Registrant – player, coach, team official, or other volunteer registered to the Club using the Ontario Soccer's current registration process.

Article 1: General

1.1 The Name

The name of the corporation shall be the Sault Youth Soccer Club hereinafter referred to as the Club.

The official abbreviation of the Club shall be SYSC.

The headquarters of the Club shall be located within the District boundaries of the Sault Amateur Soccer Association (SASA), hereinafter referred to as the District.

1.2 Harassment - The Club shall adhere to the Harassment Policy of Ontario Soccer. Ontario Soccer Harassment Policy shall apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players, and members of the Club. The Club will make Ontario Soccer Harassment Policy available to anyone when requested.

1.3 Volunteer Screening – The Club will adhere to the Volunteer Screening Policy as published and approved by Ontario Soccer.

1.4 Dispute Resolution – The Club adheres to the Dispute Resolution process as published and approved by the OSA. Any Member may initiate the Dispute Resolution process by communicating with Ontario Soccer, with a copy to the Club, and by following the outlined (OS) procedure.

1.5 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

1.6 Appeals – Decisions made by the Club may be appealed to the District under the terms of the District and Ontario Soccer Governing Documents. Decisions made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except when the process outlined in

the Club's policies and procedures has not been followed. As well, decision made by the Club regarding a player's team assignment on any team, may not be appealed.

Article 2: Affiliations

The Club shall be a member of the Sault Amateur Soccer Association and follow the Governing Documents of the District and Ontario Soccer. The Club is subject to the governing documents in declining order of authority of the following organizations to which it is affiliated:

1. Ontario Soccer
2. The District
3. The Club

Article 3: Membership

3.1 There is one class of Member, namely, a regular Member.

Regular Member

- a) All appointed volunteer staff who assist in the operation of the Club including:
- 1.) All Division Conveners under the jurisdiction of the Club
 - 2.) All team coaches, assistant coaches, and managers of active teams under the jurisdiction of the Club
 - 3.) All committee members.

3.2 Duration

Membership duration is accorded on an annual basis.
Membership is non-transferable.

Article 4: Discipline of Member

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Club's policies and a hearing held in accordance with the Club's and Ontario Soccer governing documents. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Player, team and team official discipline for game infractions is governed in accordance with the procedures published by Ontario Soccer.

Any Member who infringes the Articles or policies of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors of the Club at which hearing the Member is entitled to attend.

4.1 Termination of Membership

Membership in the Club shall be deemed to have been terminated:

1. If the Member submits a signed letter of resignation to the Club
2. If the Member is expelled by the Club's Board of Directors

3. If the Member is no longer registered with the Club

Article 5: Board of Directors

The Club shall be governed by a Board of Directors, which shall consist of 8 individuals, or such number not to be less than 3, as may be amended from time to time in accordance with the Club's By-Laws.

These individuals shall hold the positions of:

President

Vice President

Secretary

Treasurer

Director of Grassroots

Director of Youth

Director of Coaching

~~Director of Player Development - remove position AGM 2021~~

Director of sponsorship/media/advertising - add position AGM 2021

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be undischarged bankrupt.

A Director must act as a careful and prudent person always consider the best interests of the Club.

The positions of President and Vice President shall serve for a term of four years or until their successor is elected or appointed.

The positions of Executive Secretary, Treasurer, Directors of Grassroots, Youth and Player Development shall serve for a term of two years or until their successor is elected or appointed.

The positions of President, Director of Youth, Director of Coaching, Executive Secretary and Director of Grassroots shall be elected in odd numbered years while the positions of Vice President, Treasurer, and Director of sponsorship/media/advertising shall be elected in even numbered years.

5.1 Director Vacancy

A Director has the right to resign their position by submitting a signed letter of resignation to the Club.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold their incumbent position(s) for the remainder of the term being filled.

5.2 Removal of Director

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

1. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - If they become incapable of performing the business of the Club

- If they are absent from two or more meetings of the Board without satisfactory reason
 - If they no longer reside in reasonable proximity to the Club
 - If they become, or are discovered to be, an undischarged bankrupt;
- or
2. The Director has compromised the integrity of the Club due to, but no limited to, any of the following reasons:
 - If they have been found guilty of an offence under the Harassment Policy of Ontario Soccer
 - If they have been found guilty of an offence involving violence under the Discipline Policy of Ontario Soccer
 - If they have failed to properly account for monies or other property belonging to the Club
 - If they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

A Member of the Board of Directors holding their respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by 2/3's vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

A Member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the Members of the Club provided notice to remove the Director has been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term(s) being filled.

5.3 Duties of the Board of Directors

In accordance with applicable incorporation legislation and with these Bylaws, the Board is empowered to make policies and procedures to the affairs of the organization, to discipline Members, and to manage and handle disputes within the organization.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the Club's operations. The selection process shall be based on procedures outlined in the Club's policies.

The Board may also revoke, for cause, any appointment providing it has followed the procedures for the revoking an appointment as outlined in the Club's policies.

The Board is empowered to determine registration procedures, set player fees, and determine other registration requirements.

5.4 Election of Directors

The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.

Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee; and
- c) Be submitted to the Club office seven (7) days prior to the Annual Meeting. This timeline may be extended by Board.

Notwithstanding the above, nominations from the floor at the Annual General Meeting or Special General Meeting will be accepted under the following circumstances if; A nominee, having been defeated for the position for which he/she was nominated, may be re-nominated from the floor for a subsequent position

Elections for positions open shall be held in the order of the positions listed in these By-Laws.

Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

6.0 Meetings

6.1 General Meetings (AGM &SGM):

An official notice of each meeting shall be given to all Members 10 - 50 days before the meeting is to be held, at such place, and at such date as the Board may determine. Such notification shall be by: email, website notice, and any other method determined by the Board.

Fifty-one percent (51 %) of the voting Members present, or by proxy, will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Any question shall be decided by a majority of the votes unless otherwise required by the By-Law or other law.

Every regular Member shall have the right to attend, speak, and cast one vote at Members' meeting of the Club.

Votes will be determined by a show of hands, except in the case of elections, which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

6.2 Annual General Meeting:

The Annual Meeting will be held within 50 days of the Club's fiscal year end. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or

amendments to be decided. Members will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the most recent auditor's report.

The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of quorum
- c) Approval of the agenda
- d) Approval of minutes of the previous Annual Meeting
- e) Presentation of reports
- f) Report of Auditors
- g) Appointment of Auditors
- h) Business as specified in the meeting notice (including Amendments to the By-Laws)
- i) Election of new Directors
- j) Adjournment

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

6.3 Special General Meeting:

A Special Meeting of the Members may be called at any time by the Board, or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Club, within twenty-one (21) days from the date of the deposit of the requisition. Only the business set out in the notice of the Special General Meeting shall be considered.

6.4 Proxy Voting at General Meeting:

Every regular Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a person, who need not be a member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

An individual may only hold one proxy.

The format for the proxy and the issues for which the proxy may be cast are as defined in the Policies

6.5 Board of Directors Meeting:

The shall meet at least 10 times per year, upon 14 days' notice given by the President and Secretary, at such place and time as determined by the Board. The President may call an emergency meeting with 48 hours notice under special circumstances.

A majority of the members of the Board shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote and the President will have a second vote in case of a tie. Voting will be by a show of hands, written, or orally, unless a majority of Directors present request a secret ballot

The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

6.6 Participation/Holding by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

Article 7.0 Committees

7.1 The Board may appoint such committees as it deems necessary for managing the affairs of the Club and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

7.2 When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

7.3 The Board may remove any committee or member of any Committee.

7.4 No Committee will have the authority to incur debts in the name of the Club.

7.5 The President will be an ex-officio non-voting member of all Committees of the Club.

Article 8.0 Conflict of Interest and Standards of Conduct

The Club is committed to providing an environment in which all Registrants and Members act honestly, in good faith, and in the best interests of the game of soccer. Activities of the Club, and those of its Registrants and Members, shall be conducted in a manner becoming the high ethical standard of business conduct expected of the leaders of soccer within the District and the Province of Ontario. A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction.

All Directors and committee members must comply with the Club's Conflict of Interest Policy and The OSA's Conflict of Interest Policy. Upon election or appointment, Board of Directors shall be required to sign a Conflict of Interest form provided by the Club.

Article 9.0 Finances and Management

9.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Club will January 01 to December 31.

9.2 Auditors - The financial statements of the Club shall be reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA. The auditor will not be a director, officer or employee of the Club or any affiliated Club or who is a partner, employer or employee of any such director, officer or employee. The Members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office.

9.3 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Club of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report; and
- c) Any further information respecting the financial position of the Club.

9.4 Books and Records - The necessary books and records of the Club required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Club's articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Officers;
- g) A register of Directors;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Club on a quarterly basis.

9.5 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Club will be executed by at least two (2) of the Officers or other individuals, as designated by the Board.

Article 10: Amendments of By-Laws

These By-laws may only be amended, revised, repealed or added to:

- a) by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

- b) amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 21 days prior to a general meeting of the Club.

Article 11: Indemnity

Members of the Board of Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses, and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

Article 12: Dissolution

The Club may be dissolved in accordance with the Act and its assets will be distributed to an organization with similar objectives.

Director of Sponsorship/Media/Advertising

POSITION: Sponsorship/Media/Advertising

ACCOUNTABLE TO: The President and the Board of Directors

FUNCTION: To serve on the Board of Directors

DUTIES & RESPONSIBILITIES:

- Maintain current knowledge of programs/activities and projects
- Maintain the confidentiality of any information given to the Board of Directors
- Work within the policy framework established by the Board of Directors
- Serve as an advocate of the organization
- Attend events where possible as a representative of SYSC
- Fulfill commitments within the agreed upon deadlines
- Be accessible to members, staff and directors as needed
- Attend all regular and special board meetings and participate in proceedings
- Provide a written report for the board meetings
- Seek sponsorships from business owners for recreation and competitive program
- Manage SYSC social media platforms (Face book, SYSC website, and Instagram)
- Manage all media advertising (Soo Today, Sault Sports)

QUALIFICATIONS & REQUIREMENTS

- Ability to work in a team and delegate responsibility if necessary
- Knowledge of and commitment to the purpose and programs of the organization
- Ability to work under pressure and maintain a calm focus
- Ability to meet deadlines
- Ability to facilitate meetings
- Excellent communication skills
- Vision
- Creativity
- Patience
- Email access and a willingness to use it

TIME COMMITMENTS

- Attend monthly Board of Director meetings
- Committee meetings and work
- Ability to commit volunteer time of 5 – 10 hours per month

TERM:

- Elected for a two year term