

BRACEBRIDGE SOCCER CLUB

CONSTITUTION & BY-LAWS

APPROVED OCTOBER 29, 1996

Revised February 25, 1998

Revised October 28, 1998

Revised November 17, 1999

Revised November 14, 2000

Revised November 26, 2001

Revised November 9, 2004

Revised January 11, 2006

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Article 1. NAME & HEAD OFFICE LOCATION

- i. The name of the organization shall be "Bracebridge Soccer Club", hereinafter referred to as the Club.
- ii. The Head Office of the Club shall be located in the Town of Bracebridge, within the District boundaries of the Huronia District Soccer Association, hereinafter referred to as the District Association.

Article 2. OBJECTIVES

The objectives of the Club shall be:

- i. To manage and operate a soccer program within it's boundaries, for players at both the recreational and competitive levels for youth, men and women.
- ii. To foster and promote the game of soccer as a vehicle to develop character and sportsmanship for all participants, and offer "fun, fitness and fundamentals" for all players, within a safe environment.

Article 3. AFFILIATION

The Club shall be a Member of the Huronia District Soccer Association and shall follow the published rules of the District Association and The Ontario Soccer Association, hereinafter referred to as The OSA. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. The OSA
2. The District Association
3. The Club

Article 4. MEMBERSHIP

Conditions of Membership

The Club shall have a membership comprised of volunteers and families who participate and register in the Club's programs, and who are in good standing with the Club, determined by the Board of Directors. The Club shall be managed by a Board of Directors, constituted as stated in these By-Laws.

Classifications of Membership

Regular Member

Each active volunteer, as a coach or in off-field Club activities, and a family representative for each registered youth player, from the most recent season, shall have a vote at Club General Meetings. Regular Members shall have a vote for all elected positions on the Board of Directors.

Associate Members

Each adult player registered through the Club from the most recent season shall have a vote at Club General Meetings for the position of President, and for the Director(s) of the Adult Teams/League for which they are registered.

Fees

Membership fees for regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at a general meeting of the Club.

Discipline of Member

- i. 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 published rules and a hearing held in accordance with the Club's and OSA's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.
- ii. Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.
- iii. Any Member, who infringes the Articles or rules 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.

Termination of Membership

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

- i. If the Member submits a signed letter of resignation to the Club;
- ii. If the Member is expelled by the Club's Board of Directors;

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

Article 5. BOARD OF DIRECTORS

- i. The business of the Club shall be conducted by an elected and appointed Board of Directors which shall consist of at least six individuals, or such number not to be less than three, as may be amended from time to time in accordance with the Club's By-Laws.
- ii. The Board of Directors shall be comprised of the following positions, to be elected at the Annual General Meeting:
 - a. President
 - b. Vice-President – Programs
 - c. Vice-President - Administration (Registrar and Secretary, when such positions are not filled by appointment).
 - d. Vice-President – Operations
 - e. Treasurer
 - f. Directors – up to 25 to be elected-at-large
- iii. The Officers of the Club shall be the President, the Past-President, the three Vice-Presidents, and the Treasurer.
- iv. The following Executive positions, working under the leadership of the Vice-Presidents, are to be appointed by the Board, from among the members of the Board of Directors; or from additional Executive appointments of non-Board members of the Club, if required:
 - a. **Programs (10)**
 - i. Youth House League Chair
 - ii. Youth House League Convenors (3)
 - iii. Youth Rep. Teams Convenors (2)
 - iv. Adult Rep. Teams Convenor
 - v. Adult Rec. League Convenors (2)
 - vi. Ladies Rec. League Convenor
 - b. **Administration (10)**
 - i. Secretary
 - ii. Registrar
 - iii. Budget & Audit Director
 - iv. Director of Fundraising
 - v. Director of Sponsorships
 - vi. Director of Special Events
 - vii. Tournament Chairs (2)
 - viii. Director of Media Relations
 - ix. Director of Communications
 - c. **Operations (10)**
 - i. Chair – Facilities and Equipment
 - ii. Director of Uniforms – House League and Rep
 - iii. Director of Fields and Equipment
 - iv. Director of Facilities
 - v. Director of Scheduling – Fields & Referees
 - vi. Club Head Referee
 - vii. Director of Health and Safety
 - viii. Director of Screening, Harassment and Discipline

- ix. Director of Player Development
- x. Director of Coaching Development
- d. Club Head Coach – **not a voting member of the Board**
- v. A Director may hold more than one position.
- vi. A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club.

Director Vacancy

- i. A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.
- ii. 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 his or her incumbent's position(s) for the remainder of the term being filled.

Removal of Director

- i. No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:
 - a. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - i. if she/he becomes incapable of performing the business of the Club
 - ii. if she/he is absent from two or more meetings of the Board without satisfactory reason
 - iii. if she/he no longer resides in reasonable proximity to the Club
 - iv. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 - b. The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - i. if she/he has been found guilty of an offence under the Harassment Policy of The OSA
 - ii. if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
 - iii. if she/he has failed to properly account for monies or other property belonging to the Club
 - iv. If she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.
- ii. A Member of the Board of Directors holding his or her 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 a 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.
- iii. 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.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the [**Conflict of Interest Policy 21.0**](#) in the OSA's published rules.

Duties of Board of Directors

- i. The operations of the Club will be administered by a group of committees to be established on an annual basis by the Board. All decisions made at the committee level are subject to the approval of the full Board. The Chairs of all Committees are to be appointed by the Board of Directors, from among elected members of the Board; or from additional Executive appointments to the Board if required, in which case the appointees shall have the same rights as elected Directors.
- ii. The business of the Club may be managed by the Officers of the Club between meetings of the Board of Directors, for a period of up to a maximum of three months. At meetings of the Officers, of whom any three shall constitute a quorum, each officer shall have one vote, and decisions will be made by simple majority. In the event of a tie on any question, said question shall be then tabled until the next meeting of the Board of Directors.
- iii. At meetings of the Club's Board of Directors, each elected or appointed Director present shall have one vote. Decisions will be made by simple majority, and in the event of a tie vote on any question, the President (or the Chair of the meeting as elected by the Board in the President's absence) shall cast the deciding vote.
- iv. The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules.

Duties of Directors

- i. President: Except;
 - a. as provided for in the Dispute Resolution Policy of the OSA, and
 - b. where the President delegates the responsibility to another person, The President presides at all general meetings of the Club and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board;

coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club.

- ii. Vice-Presidents: The Vice Presidents shall act in the absence of the President and shall have other powers as assigned by the Board of Directors.
- iii. Treasurer: The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.
- iv. Secretary: The Secretary shall maintain a record of all minutes of the organization; maintain copies of all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting; send to the Membership a notice of each general meeting; send to the Board of Directors notices of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.
- v. Other Director Positions: The duties of other Director Positions shall be determined by the Board of Directors.

Nominations and Elections

- i. Elected positions to the Board of Directors will be filled by elections held at the Club's Annual General Meeting (A.G.M.) for a term of one year, or until the next A.G.M.
- ii. Nominations for positions on the Board of Directors may be made by any Member at the annual general meeting or at a Special General Meeting called for that purpose.
- iii. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.
- iv. 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.
- v. 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.

Article 6. GENERAL MEETINGS

- i. The Annual General Meeting (AGM) of the Club shall be held no later than the end of November of each year, or subject to substantial mitigating circumstances, at the earliest subsequent date. General meetings will be held as required to operate the club's business.
- ii. The community-at-large, and all outgoing Board members shall receive an official notice of the meeting at least 14 days before the AGM is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by;
 - a. Email
 - b. website notice
 - c. newspaper announcement
 - d. any other method determined by the Members
- iii. General meeting notice shall be given at the preceeding meeting or by member notification (e-mail or telephone).
- iv. Any member of the Club may attend the Annual General Meeting and shall have one vote, except as provided for in Article 4.
- v. The order of the Annual General Meeting shall be:
 1. Roll Call
 2. Minutes from the previous Annual General Meeting
 3. President's Address
 4. Treasurer's Report
 5. Reports from Vice-Presidents
 6. Unfinished Business and Correspondence
 7. By-Law Amendments and Ratification of Rules
 8. Election of Board of Directors
 9. New Business
 10. Adjournment

Voting at General Meetings:

- i. Every regular Member aged 16 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.
- ii. Every regular Member under the age of 16 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.
- iii. Quorum at General meetings shall be ten (10) voting members or 25% of the voting membership, whichever is less.

Proxy Voting at General Meetings:

- i. Every regular Member, or parent or guardian of a regular Member under the age of 16, 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.

- ii. An individual may only hold one proxy.
- iii. The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

Article 7. SPECIAL GENERAL MEETING

A Special General Meeting may be called by:

1. The Board of Directors by its own motion;
2. Written request signed by not less than 25 Members or 25% of the voting Membership, whichever is less.

The Special General Meeting shall be called by the Secretary within seven (7) days following the receipt of the request, submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail.

All Directors shall receive seven (7) days written notice of the date, time, location, and purpose of the Special General Meeting.

Only the business for which the Special General Meeting has been called shall be discussed except with the unanimous consent of all members present.

Voting at Special General Meeting:

- i. Every regular Member aged 16 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.
- ii. Every regular Member under the age of 16 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

Proxy Voting at Special General Meeting:

- i. Every regular Member, or parent or guardian of a regular Member under the age of 16, 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.
- ii. An individual may only hold one proxy.
- iii. The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

Article 8. RULES OF ORDER

If circumstances require, at the discretion of the Chair or at the request of a Director, Robert's Rules of Order shall be applied to govern the conduct of any meeting of the Club.

Article 9. PRESIDING OFFICER

The President shall preside at all meetings of the Club and in his/her absence, the Board of Directors shall nominate and vote a Vice President to take the chair. The absence of all of these officers shall require the selection by the Board of Directors of a pro-tem Meeting Chair.

Article 10. RULES AND REGULATIONS

- i. The Club shall have Rules and Regulations which shall include, but is not limited to, the following:
 - a. discipline of a Member: summary of charges regarding misconduct
 - b. discipline of a Member: procedures for discipline hearing
 - c. duties of Board of Directors: authority granted to Board regarding the business being conducted
 - d. duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions
 - e. duties of Board of Directors: process for revoking appointments
 - f. voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast
- ii. The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this By-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization.
- iii. Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting.

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. AMENDMENTS TO THE CONSTITUTION

- i. The Constitution of the Club will be comprised of the By-Laws, and any appropriate Rules and Regulations which may be adopted as part of the Constitution, as hereinafter described.
- ii. All proposed amendments and additions to the Constitution shall be provided at the Annual General Meeting, or seven (7) days prior to a Special General Meeting called for that purpose.
- iii. Amendments will require a two-thirds (2/3) majority of votes present at the Annual General Meeting or at a Special General Meeting.

Article 13. OVERALL

Common sense shall prevail at all times.

Article 14. SPECIAL PROVISIONS

- i. The club is a not-for-profit corporation and shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Club shall be used in promoting its objects.
- ii. Upon the dissolution of the Club and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more incorporated not-for-profit soccer club, league or association, or to charitable organizations which carry on their work solely in Ontario.

Article 15. FINANCE

- i. The accounts of the Club shall:
 - a) be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or
 - b) be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is \$30,000 or less; or
 - c) with the consent of all its Members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10,000

- ii. The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.
- iii. At the Annual General Meeting of the Club, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.
- iv. The fiscal year of the Club shall end on October 31st of each year, unless otherwise ordered by the Board of Directors.

Article 16: DISPUTE RESOLUTION

- i. The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.
- ii. Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the Club and District Association, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- iii. The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- iv. The Club shall make available to any Member the Dispute Resolution process when requested.

Article 17: HARASSMENT

The Club shall adhere to the Harassment Policy as published and approved by The OSA from time to time.

- i) The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club.
- ii) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- iii) The Club shall make available to any Member the Harassment Policy when requested.

Article 18: APPEALS

- i. Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of Membership in the Club may be appealed by a non-Member.
- ii. A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with The OSA's and District Association's published rules.
- iii. An individual shall not appeal a decision made by the Board of Directors 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 where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.
- iv. An individual shall not appeal a decision made by the Club regarding a player's team assignment.

Article 19: DEFINITIONS/TERMINOLOGY

Terminology used in this By-Law shall have the same meaning as used by The OSA in its letters patent, By-Laws and published rules.