

BRACEBRIDGE SOCCER CLUB

CONSTITUTION & BY-LAWS

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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 children and adults of both genders and all ages.
- 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

4.1. Conditions of Membership

The Club shall have a membership comprised of families who participate and register in the Club's programs, and who are in good standing with the Club, as determined by the Board of Directors. Volunteers, who may not be registered Club participants, will also make up the Club membership. The Club shall be managed by a Board of Directors, constituted as stated in these By-Laws.

4.2. 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.

4.3. Fees

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

4.4. 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.

4.5. Termination of Membership

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

- i. Submits a signed letter of resignation to the Club;
- ii. Is expelled by the Club's Board of Directors; or,
- iii. 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 no more than 20 and not less than 5 Directors, 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 – Operations & Events
 - c) Vice-President – Programs
 - d) Vice-President – Finance & Administration
 - e) Directors – up to 16 to be elected
- iii. The President of the Club shall be elected from amongst the group of Directors who have held positions on the Board for a minimum of two (2) years. Individuals never having served on the Board will not be permitted to take on the President role.
- iv. The Officers of the Club shall be the President, the Past President, and the three Vice-Presidents. The Past President is a non-voting member.
- v. Each of the Officers of the Club shall hold their term in office for two (2) years, with the exception of the Past President whose term shall be one (1) year. The President and the Vice-President Operations & Events will have their two-year terms expire in “even” years. The Vice-President Programs and Vice-President Finance & Administration will have their two-year terms expire in “odd” years. There shall be no limit on renewal terms for the Officer positions, with the exception of the Past-President who will only be permitted to serve one (1) term.
- vi. Under the leadership of the President and Vice-Presidents, the remaining Directors will be appointed to various positions and duties, which meet the ongoing needs for the effective operation of the Club. These positions will be reviewed on an annual basis to ensure they are aligned to the needs and direction of the Club's operations.
- vii. A Director may hold more than one position.
- viii. A Director shall be 18 years of age or older, shall not be an undischarged bankrupt, and shall be a Member of the Club.
- ix. The terms of all non-Officer Directors shall be one (1) year. There shall be no limit on renewal terms for the Directors.

- x. The Executive Officers and Board of Directors may be supported by a Club Manager, a non-voting paid employee, on a fixed term contract, to perform and/or support duties as approved and directed by the Club.

5.3. Nominations and Elections

- i. 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.
- ii. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.
- iii. 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.
- iv. 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.

5.4. 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.

5.5. 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; or
 - iv. if she/he becomes, or is discovered to be, an undischarged bankrupt.
 - 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
 - v. Behaviour inconsistent with Club policies & procedures.
 - 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) until the next AGM.

5.6. Conflict of Interest and Standards of Conduct

- i. The Directors shall be subject to the **Conflict of Interest Policy** in the OSA's published rules.

5.7 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. 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.

5.8 Duties of Directors

- i. Job descriptions
 - a. All Directors will be provided with a job description outlining the general responsibilities and duties required of a Director.
 - b. Directors appointed, or elected, to specific roles, will also receive job-specific job descriptions
 - c. These job descriptions will be reviewed and updated on a regular basis to ensure alignment with the needs and operations of the Club
 - d. Copies of these job descriptions will be maintained by the Club's Director Administration/ Secretary

- ii. Officers
The job descriptions for the Officers of the Club are available for review and are maintained by the Director Administration/ Secretary but briefly the responsibilities are as follows:

- a. President: Except;
 - i. as provided for in the Dispute Resolution Policy of the OSA, and
 - ii. 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 an ex officio member of all committees, 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.

- b. 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, and outlined in their job-specific job descriptions.
- c. Other Director Positions: The duties of other Director Positions shall be determined by the Board of Directors, and outlined in the job-specific job descriptions

Article 6. MEETINGS

6.1 ANNUAL GENERAL MEETING

- i. The Annual General Meeting (AGM) of the Club shall be held no later than the end of December of each year, or subject to substantial mitigating circumstances, at the earliest subsequent date.
- 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 Board
- iii. Any member of the Club may attend the Annual General Meeting and shall have one vote, except as provided for in Article 4.
- iv. 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. Financial Report and Presentation of Year-End Financial Statements
 5. Confirmation of Signing Authorities
 6. Appointment of the Auditor
 7. Reports from other Vice-Presidents
 8. By-Law Amendments and Ratification of Rules
 9. Election of Board of Directors
 10. New Business
 11. Adjournment

6.2 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 Director Administration/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.

6.3. Voting at the Annual or Special General Meeting:

- i. Every regular Member aged 18 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 18 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.

6.4 Quorum

The attendance of seven (7) Board members at Annual, Special General and/ or Board meetings shall constitute a quorum.

Decisions arising at **Annual and Special General** meetings will be made by simple majority of all voting members in attendance, unless otherwise required by this Constitution or laws. In the event of a tie vote on any question, the President (or the Chair of the meeting in the President's absence) shall cast the deciding vote.

Decisions arising at any **Board** meeting shall be decided by a simple majority of votes. In the event that quorum does not exist at the Board meeting, all decisions will be circulated electronically to the Board members, as a whole, and Directors will be permitted to cast their votes through electronic means. In the case of a tie, the President shall cast an additional vote, as the deciding vote.

6.5 Frequency of Board meetings

The Board shall meet a minimum of four (4) times per annum, in addition to the AGM, at such place and time as the Board may determine.

Article 7: 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 8: 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 9: 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
- 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 10: 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 11: 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 12: OVERALL

Common sense shall prevail at all times.

Article 13: 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 objectives.
- 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 clubs, leagues or associations, or to charitable organizations which carry on their work solely in Ontario.

Article 14: FINANCE

- i. The financial statements of the Club shall be presented annually subject to the following minimum requirements, as established by the OSA:
 - Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a Public Accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1,000 registered players;
 - Reviewed by a Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1,000 but greater than or equal to 500 registered players;
 - Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000.00; or
 - Completed by the Treasurer or designate, if the Club's annual gross revenue is less than \$10,000.
- ii. The externally prepared ("Audited") Financial Statements shall be presented at the Annual General Meeting for adoption.

- iii. The fiscal year of the Club shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.
- iv. At each AGM, a public accounting firm will be appointed to perform the year-end financial preparation for the Club.
- v. The signing authorities for the Club's financial affairs shall be the individuals who hold the roles of President, Vice-President Finance & Administration and the Director Finance. All cheques issued by the Club will require two (2) of the three (3) designated signatures.

Article 15: 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 16: 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 17: 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 the individual being removed from the Club.
- 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 18: 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.