



South Windsor Youth Soccer Club

Constitution and By-Laws

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ARTICLE 1: NAME

The name of this club shall be the South Windsor Youth Soccer Club, hereinafter referred to as the SWYSC. The headquarters of the SWYSC shall be located within the District Boundaries of the Essex County Soccer Association, hereinafter referred to as the ECSA.

ARTICLE 2: OBJECTIVES

SWYSC shall have the following objectives:

1. To promote and develop the game of soccer within its boundaries.
2. To help individuals develop their character as resourceful and responsible members of their community by providing opportunities, through the game of soccer, for their mental, physical, social and leadership development.

ARTICLE 3: AFFILIATIONS

SWYSC shall be a member of the ECSA and shall follow the published rules of ECSA and the Ontario Soccer Association, hereinafter referred to as The OSA. SWYSC is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

1. The OSA
2. The ECSA
3. The SWYSC

ARTICLE 4: MEMBERSHIP

There are three classes of Member, namely, Regular Member, Honourary Member and Life Member.

Regular Member

A Regular Member is either:

- a registered SWYSC player
- a registered SWYSC coach
- a registered SWYSC game official
- a registered SWYSC administrator

Although an individual may qualify for, and be registered under, more than one of the above categories, each individual aged 16 and older holds only one Membership with the SWYSC, and is entitled to one vote at Member meetings.

A player shall become a Regular Member when approved by the SWYSC's Registrar. Applications for player membership to SWYSC shall be submitted annually through the Registration system adopted by the SWYSC and approved by the Registrar of the SWYSC. The application form must be accompanied by the fee for membership.

Upon application, a coach shall become a Regular Member upon acceptance by the directors of the SWYSC. A coach is an individual who is registered with the OSA and the SWYSC to teach, instruct, train and guide players to play the game of soccer. All coaches, assistant coaches, trainers, or volunteers shall also submit an application for membership on a form through the Registration management system adopted by SWYSC and approved by the Registrar of the SWYSC. They may also be required to supply to the Board of Directors any other documents which they deem necessary to properly process the applications.

Upon application, a game official shall become a Regular Member upon acceptance by the directors of the SWYSC. A game official is an individual who is registered with the OSA and the SWYSC to officiate soccer games.

An administrator shall become a Regular Member upon election or appointment by the directors of the SWYSC. An administrator is an individual who is registered with the OSA and the SWYSC to be responsible for one or more of the functions required to operate a SWYSC. For purposes of this definition, a Team Manager and a Director shall be classified as an administrator.

Honourary Member

The Board of Directors may designate an individual as an Honourary Member for a specific period of time.

An Honourary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

Life Member

The Board of Directors may designate an individual as a Life Member.

A Life Member is afforded all rights of membership, including the right to attend and speak at Member meetings, but is not entitled to vote.

Discipline of a 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 SWYSC, ECSA and OSA published rules. 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 the OSA.

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

Termination of Membership

Membership in the SWYSC shall be deemed to have been terminated,

1. if the Member submits a signed letter of resignation to the SWYSC;
2. if the Member is expelled by the SWYSC Board of Directors;
3. if the Member is no longer registered with the SWYSC

ARTICLE 5: BOARD OF DIRECTORS

The SWYSC shall be governed by a Board of Directors which shall consist of four individuals, or such number not to be less than four, as may be amended from time to time in accordance with the SWYSC By-Laws. These four individuals shall hold the position of:

- President
- Vice-President
- Secretary
- Treasurer

In addition, the following other board positions are recommended:

- Director-At-Large (five)
- Director of Registration

The SWYSC may also create any other Director position as required to meet SWYSC objectives.

A Director may hold more than one position within the SWYSC, except the same individual cannot hold both the President and Secretary position. Directors are allowed to coach or referee within the club, however must declare a conflict of interest and abstain from voting where relevant.

A Director shall be 18 years of age or older.

A Director shall not be an undischarged bankrupt.

A Director shall not have a criminal record.

A Director of SWYSC may not participate as a Board of Director on a SWYSC facility or other soccer SWYSC/association unless that organization is a recognized partner or affiliate of the SWYSC.

A Director shall be a Voting Member of the SWYSC.

A Director shall serve for a term of two years unless otherwise specified or until his or her successor is elected or appointed.

After an initial Board of Directors has been appointed, the positions of President, Treasurer and Director-At-Large, shall be elected in even numbered years while the positions of Vice-President, Secretary, and Director of Registration shall be elected in odd numbered years.

Note : Any other Director positions may be inserted above in either the election in even numbered years or in the election in odd numbered years, providing that there is an equal number in both years and if there is an extra position, it shall be included in the election in even numbered years.

Director Vacancy

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

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

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:
 - a. if they become incapable of performing the business and objectives of the SWYSC;
 - b. if they are absent from three or more meetings of the Board without satisfactory reason, e.g. sickness;
 - c. if they no longer reside in reasonable proximity to the SWYSC district;
 - d. if they become, or are discovered to be, an undischarged bankrupt;or
2. The Director has compromised the integrity of the SWYSC due to, but not limited to, any of the following reasons:
 - a. if they have been found guilty of an offence under the Harassment Policy of the OSA;
 - b. if they have been found guilty of an offence involving violence under the Discipline Policy of the OSA;
 - c. if they have failed to properly account for monies or other property belonging to the SWYSC;
 - d. if they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the SWYSC.

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 a two-third majority vote of the Board of Directors, provided a two week notice to remove the Director has been given to all Directors of the SWYSC. 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 SWYSC provided a two week 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.

General

Duties of Board of Directors

The Board of Directors shall conduct the business and objectives of the SWYSC during the periods between general meetings of the SWYSC and in accordance with the authority granted to it in the published rules of the SWYSC.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the SWYSC except for those positions elected by the Membership of the SWYSC. The selection process and the appointments shall be based on procedures outlined in the SWYSC's published rules.

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 SWYSC's published rules.

Specific Duties of Directors

President

Except:

1. as provided for in the Dispute Resolution Policy of the OSA, and
2. where the President delegates the responsibility to another person,

The President shall preside at all general meetings of the SWYSC 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 SWYSC. The President may act as the Director of Registration in the absence of a qualified volunteer; however during that time the President may delegate some or all of the registration duties to another Board Member as needed.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board of Directors.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the SWYSC; shall report on the financial standing of the SWYSC to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report to the Annual General Meeting.

Secretary

The Secretary shall

1. maintain a record of all minutes of the organization,
2. maintain copies of all committee reports,
3. notify officers and committee Members of their election or appointment,
4. provide committees with the documents required to perform their duties,
5. sign all certified copies of acts of the organization (unless otherwise specified in the SWYSC's published rules),
6. maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting,
7. send to the Membership a notice of each general meeting,
8. send to the Board of Directors notices of each meeting,
9. conduct the general correspondence of the organization that is not the proper function of another officer or committee,
10. prepare, prior to each meeting in consultation with the presiding officer an order of business, and,
11. in the absence of the president and vice- president, preside until the immediate election or appointment of a new presiding officer.

Other Director Positions

The duties of other Director Positions shall be determined by the SWYSC Board of Directors. Generally, all Directors are responsible for promoting and carrying out SWYSC objectives.

ARTICLE 6: MEETINGS

General Meetings

An official notice of each general meeting shall be given to all Members at least 30 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by:

- regular mail;
- email;
- or any other method determined by the Members

50% of the voting Board Members shall form quorum at all general meetings of the SWYSC. Any questions shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

Annual General Meeting

The SWYSC shall hold its Annual General Meeting no later than January 31 of the following year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the By-Laws
12. Election of Officers and Directors
13. Any Other Business
14. Adjournment

Special General Meeting

A Special General Meeting of the SWYSC:

- a) may be called by the Board of Directors, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the SWYSC by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 25 Members or 25% of the voting Membership, whichever is less, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within 30 days of receipt of the written request from the Members.
- c) Only the business set out in the notice of the Special General Meeting shall be considered.

ARTICLE 7: VOTING PROCEDURES

The Board of Directors shall meet at least 4 times per year, upon 14 days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority of the Members of the Board of Directors shall form a quorum at all meetings of the Board. A quorum will be declared for a meeting of the Board if one half ($\frac{1}{2}$) of the Board members are present. The Board cannot conduct voting business unless a quorum has been

declared. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

Voting Procedure for Board of Directors' Meetings

Voting on issues raised in Board meetings will be carried out in the following manner:

- a) A motion must be made which clearly states the issue and what will be implemented if a "yes" vote carries.
- b) The motion must be seconded by someone other than the person making the motion.
- c) There will be a discussion prior to a vote, during which time each Board member will have opportunity to express an opinion on the issue. At anytime during the discussion of a duly seconded motion, the motion can be amended or tabled for disposition at a later meeting, by a motion, a second and a majority vote.
- d) A vote will be taken by show of hands, with the decision made by a simple majority of those present and eligible to vote. At the request of one (1) or more eligible voters, the vote will be taken by secret ballot. Such a vote will be conducted by the Secretary/Insurance and scrutinised by the President.
- e) Each member of the Board in attendance at the meeting is entitled to one (1) vote, with exception of the President, who shall vote only in case of a tie. No proxy votes shall be allowed. Life Members and Regular Members do not have voting privileges at Board of Director Meetings.

Voting at General Meeting

Every Regular Member aged 16 and over shall have the right to attend, speak and cast one vote at Members' meeting of the SWYSC.

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 General meeting

Every Regular Member, or parent/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.

An individual may only hold one proxy.

The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Proxy Rules and Regulations.

ARTICLE 8: NOMINATIONS AND ELECTIONS

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. A majority of the votes cast shall be required to elect Directors. Nominations and elections procedure is as follows:

1. Anyone not on the current Board of Directors who wants to run for a position on the Board for the upcoming season must notify the Secretary 15 days before the annual general meeting.
2. The voting procedure for elections shall be conducted by the President, unless the President's position is up for election, in which case elections shall be conducted by the Vice-President. The President or the Vice-President can designate an alternate individual to conduct the voting.
3. Voting to fill available positions will proceed one (1) position at a time, starting with positions of highest responsibility. This will allow unsuccessful candidates for any position to be nominated and to run for subsequent positions.
4. Only individuals having served at least one (1) of the previous two (2) years as an elected member of the Board are eligible for nomination to the positions of President or Vice-President.
5. The Board may propose, through vote at a Board meeting, a nominee for each position. In addition, nominations will be accepted at the annual general meeting from any member of the SWYSC who is present. In order to be considered the nominee must consent to stand for election (verbally or written) and the nomination must be seconded. A nominee need not be present to be considered. A closing of nominations will be called with due notice prior to the election for each position.
6. Election voting shall be by secret ballot, with the position given to the individual receiving the most votes.
7. Two (2) ballot counters and one (1) scrutineer will be selected at random from amongst the general membership present at the meeting. In addition, each nominee will have the option of appointing a scrutineer, who will be allowed to monitor the ballot count. Results for each position will be reported prior to the nominations for the next position.

ARTICLE 9: COMMITTEES

The Membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the SWYSC.

ARTICLE 10: PROCEDURES GOVERNING MEETINGS

All meetings of the SWYSC shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the SWYSC.

ARTICLE 11: BY-LAWS AND AMENDMENTS TO BY-LAWS

- a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the SWYSC in writing at least 21 days prior to a general meeting of the SWYSC; and must be approved by a majority vote of the Board of Directors, and by two-third (2/3) vote of the Membership voting in person or by proxy at a meeting of the SWYSC duly called for that purpose.
- b) All Members entitled to vote shall be notified with the SWYSC's notice of the said Members' meeting about By-Law amendments. Such notification may be made by:
 - a. regular mail;
 - b. email;
 - c. or any other method determined by the Members

ARTICLE 12: RULES AND REGULATIONS

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with the SWYSC By-Laws or inconsistent with the Rules and Regulations of a higher level governing organization.

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 13: INDEMNITY AND INSURANCE

The Board of SWYSC will ensure that adequate insurance is in place for all SWYSC activities.

The Board will obtain sufficient insurance as is necessary to indemnify each Director of the Association or other servants to the SWYSC, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the SWYSC against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which he/she is made party to by reason of acts done in an attempted performance in good faith of his/her duties as a Director.

ARTICLE 14: FINANCIAL AUDIT

The accounts of the SWYSC 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.

The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

At the Annual General meeting of the SWYSC, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the SWYSC shall end on November 1 of each year unless otherwise ordered by the Board of Directors.

ARTICLE 15: DISPUTE RESOLUTION

The SWYSC shall adhere to the Dispute Resolution process as published and approved by the OSA from time to time.

Any Member of the SWYSC may initiate the Dispute Resolution process by communicating in writing to the OSA, with a copy to the SWYSC and ECSA, 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.

The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.

The SWYSC shall make available to any Member the Dispute Resolution process when requested.

ARTICLE 16: HARASSMENT

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, player guardians, Members and registrants of the SWYSC.

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.

A Board of Director of the SWYSC shall make available to any Member the Harassment Policy when requested.

ARTICLE 17: APPEALS

- a) Any Member or registrant of the SWYSC directly affected by a decision of the SWYSC may appeal such decision. The denial or termination of Membership in the SWYSC may be appealed by a non-Member.
- b) A decision of the SWYSC may be appealed to the ECSA with which the SWYSC is affiliated. The appeal shall be conducted in accordance with the OSA's and ECSA's published rules.
- c) 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 SWYSC's operations, except when the selection, appointment and recognition process outlined in the SWYSC's published rules has not been followed.
- d) An individual shall not appeal a decision made by the SWYSC regarding a player's team assignment.

ARTICLE 18: DISSOLUTION

In the event of dissolution of the SWYSC, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

ARTICLE 19: SPONSORS

A maximum amount that any sponsor will be permitted to contribute for any team will be established each season by the Board. All sponsor cheques must be payable to the SWYSC.

ARTICLE 20: 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.