

SAULT WOMEN'S SOCCER CLUB BY-LAWS

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Article 1: The Name

The name of this club shall be the Sault Women's Soccer Club (SWSC) hereinafter referred to as the Club. The headquarters of the Club shall be located within the District boundaries of the Sault Amateur Soccer Association, hereinafter referred to as the District

Article 2: Objectives

The Club shall have the following objects:

To promote and develop the game of soccer within its boundaries.

To help individuals to develop their character as resourceful members of their community by providing opportunities through the game of soccer, for their mental, social, physical and leadership development.

Article 3: Affiliations

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

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

Article 4: Membership

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

Regular Member

A regular Member is either:

- A registered player
- A registered Club coach
- A registered Club administrator

Although an individual may qualify for and be registered under more than one of the above categories, each individual holds only one Membership in the Club, and is entitled to one vote at Members' meetings.

A player shall become a regular Member when approved by the Club's Registrar.

Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club. A coach is an individual who is registered with Ontario Soccer to teach, instruct, train, and guide players to play the game of soccer.

An administrator shall become a regular Member upon election or appointment by the directors of the Club. An administrator is an individual who is registered with Ontario Soccer to be responsible for one or more functions required to operate a Club. For purposes of this definition, a team manager and a Director shall be classified as an Administrator.

Fees

Membership fees for regular Members shall be set annually by the Board and ratified or amended by the Membership at a general meeting of the Club. Fees include but are not limited to, match official fees, administration fees.

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 operational procedures and a hearing held in accordance with the Club's and Ontario Soccer's operational procedures. 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 governing documents 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 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:

1. If the Member submits a signed letter of resignation to the Club
2. If the Member is expelled by the Club's Board
3. If the Member is no longer registered with the Club

Article 5: Board of Directors

The Club shall be governed by a Board which shall consist of at least 4 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/Registrar

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be undischarged bankrupt and shall be a Regular Member of the Club.

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

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

The positions of President, Secretary shall be elected in even numbered years while the positions of Vice President, and Treasurer shall be elected in odd numbered years

Director Vacancy

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

A vacancy on the Board of Directors and their respective positions(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.

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 the offence directly affected the Club.

A Member of the Board holding their respective position(s), as Director or other position(s), may be removed from office by the Board for good and sufficient cause by a majority vote of the members of the Board present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Board, the Board may appoint a successor to the position(s) for the remainder of the term(s) being filled. A Member of the Board 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 Sault Women's Soccer Club is committed to providing an environment in which all Registrants act honestly, in good faith, and in the best interests of the game of soccer. Activities of the Club, and those of its Registrants, 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.

Upon election or appointment, Board shall be required to sign a Conflict of Interest form provided by the Club. Appendix 1

Duties of the Board

The Board shall oversee the business of the Club during the periods between general meetings of the Club and in accordance with the authority granted to it in the governing documents of the Club.

The Board 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 and the appointments shall be based on procedures outlined in the Club's operational procedures.

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

Duties of Directors

President

- Except:
1. As provided for in the *Dispute Resolution Policy* of Ontario Soccer, and
 2. Where the President delegates the responsibility to another person,

The President shall preside at all general meetings of the Club and the Board. 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. The President shall be the Club Representative to the District's Board.

Vice President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board. The Vice President shall be the Alternate Club Representative to the District's Board.

Treasurer/Registrar

The Treasurer/Registrar shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board at least once per quarter, shall submit an Annual Report to the Annual General Meeting; and shall ensure the most recent audited financial report is available to the Members at the time of notice of the AGM.

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 operational procedures; maintain record books in which bylaws, operational procedures 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 notices of each meeting; conduct the general correspondence of the organizations that is not the proper functions 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.

Nominations and Elections

Nominations for positions on the Board may be made by any Member at the annual general meeting or at a Special General Meeting called for that purpose.

Nominations and 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 Board Members. 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: Meetings

Members' and Special Members' Meetings:

Members' Meetings shall be conducted in accordance with Roberts Rules of Order insofar as they apply.

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 Members.

Quorum: Twenty-five voting Members or 25% of the voting Membership, whichever is less, shall form a quorum at all general meetings of the Club. 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 present unless otherwise required by these By-Laws or other law.

Members' Meeting:

The Club shall hold its Members' Meeting within 6 months of the Club's fiscal year end. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, and the text of any resolutions or amendments to be decided. Members will be provided, not less than 21 days before the meeting, with a copy of the most recent auditor's report.

The agenda of the Members' Meeting will at least include:

Call to Order

Establishment of a quorum

Receipt of minutes of Previous Members' Meeting and subsequent Special Meetings if any

Presentation of Reports

Auditor's Report

Appointment of Auditors
Business as specified in the meeting notice (including amendment to the By- Laws)
Election of Board Members
Adjournment

Special Meeting:

A Special Meeting of the Club:

- a) May be called by the Board, or
- b) Shall be called by the Board upon receipt of a written request submitted to the Club by registered mail, trace mail, courier service, hand delivery, fax or email, 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 Meeting shall be held within 30 days of receipt of the written request from the Members. Only the business set out in the notice of the Special Meeting shall be considered.

Voting at a 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 Club.

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 Procedures Section 9.

Board Meeting:

Board Meetings shall be conducted in accordance with Roberts Rules of Order insofar as they apply.

The Board shall meet at least 5 times per year, upon 14 days' notice given by the President and Secretary, at such place and time as determined by the Board.

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.

Article 7: Committees

The Membership at any members' meeting, or the Board at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club. Standing Committees shall include but are not limited to League Management Committees.

Article 8: By-Laws and Amendments

- a) By-Law amendments may be proposed by the Board or submitted by a Member of the Club in writing at least 21 days prior to a members' meeting of the Club; and must be approved by a majority vote of the Board, and by a 2/3's vote of the Membership voting in person or by proxy at a meeting duly called for that purpose.
- b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-Law amendments. Such notification shall be by registered mail, trace mail, courier service, hand delivery, or email.

Article 9: Operational Procedures

The Club shall have Operational Procedures 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: authority granted to Board regarding the business being conducted
- d) Duties of Board: selection process and appointment process for the appointment and renewal of appointments to the Club's paid and volunteer positions
- e) Duties of Board: 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

The Board may approve and publish Operational Procedures which are not inconsistent with this By-Law and are not inconsistent with the Governing Documents of a higher level governing organization.

Amendments to the Operational Procedures may be made by a majority vote of the Board or the Members at a Members' Meeting.

Article 10: Indemnity

Members of the Board 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: Finance

- a) 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.
- b) At each Members' Meeting the Members will appoint an auditor to audit the books, accounts and records of the Club who will report to the Members at the next Members' Meeting. The auditor will hold office until the next Members' Meeting. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed.
- c) The Members may, by special resolution passed by at least two-thirds of the votes cast at a members' meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office.

- d) 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.
- e) The auditor will report to the members at the members' meeting the auditor's financial statement which presents fairly the financial position of the Club and the results of its operations for the period under review in accordance with generally accepted account principles.
- f) The auditor's report will be open for inspection by any member of the Club.
- g) The fiscal year of the Club shall end on October 31 of each year, unless otherwise ordered by the Board.

Article 12: Dispute Resolution

The Club shall adhere to the Dispute Resolution process as published and approved by Ontario Soccer from time to time.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy to the Club and District, the nature and facts of the dispute. Ontario Soccer, 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 be used for game discipline which follows normal discipline and appeals process.

The Club shall make available to any Member the Dispute resolution process when requested.

Article 13: Harassment

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, members and registrants of the Club.

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.

The Club shall make available to any Member the Harassment Policy when requested.

Article 14: Appeals

- a) 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.
- b) A decision of the Club may be appealed to the District with which the Club is affiliated. The appeal shall be conducted in accordance with Ontario Soccer and District's operational procedures.
- c) An individual shall not appeal a decision 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 where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.

- d) An individual shall not appeal a decision made by the Club regarding a player's team assignment.

Article 15: Dissolution

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

Article 16: Definitions/Terminology

The terminology used in this By-Law shall have the same meaning as used by Ontario Soccer in its letters patent, By-Laws and operational procedures.

In the event of a discrepancy between the on-line by-laws and the hard copy in the hands of SWSC Secretary, the hard copy, as amended May 01, 2018 will take precedence.