

Greater Kingston Senior Soccer Association By-Laws

Article 1: NAME

The name of this Club shall be the Greater Kingston Senior Soccer Association, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Southeast Ontario Soccer Association, hereinafter referred to as the District.

Article 2: OBJECTIVES

The Club shall have the following objectives:

1. To promote and develop the game of soccer in the Greater Kingston area.
2. To help individuals to 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.
3. To promote, provide for, govern, and manage, in all required details and arrangements, leagues and cup competitions.
4. To accept, take over, or otherwise acquire all cups, shields, trophies, and other prizes for the league and cup competitions.

Article 3: AFFILIATIONS

The Club shall be a Member of the Southeast Ontario Soccer Association and shall follow the published rules of the District 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
3. The Club

Article 4: MEMBERSHIP

There are four classes of Membership, namely, Regular Member, Voting Member, Honorary Member, and Life Member.

Regular Member

A regular Member is either:

- a registered player with the club
- a registered team official with the club
- a registered administrator with the club

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

An Administrator shall become a regular Member upon election to the Board of Directors of the Club. For purposes of this definition, a Director shall be classified as an Administrator.

Voting Member

A voting Member of the club is the bondholder for a team. Each bond shall have a single designated bondholder who shall be responsible for determining the member of the team eligible to cast a vote at a General Meeting.

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Honorary Member

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

An Honorary 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 Members' 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 Club's published rules and a hearing held in accordance with the Club's and the OSA's 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 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:

- if the Member submits a signed letter of resignation to the Club,
- if the Member is expelled by the Club's Board of Directors, or
- if the Member is no longer registered with the Club

Article 5: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors that shall consist of at least four (4) individuals and up to six (6), as may be amended from time to time in accordance with these By-Laws. These individuals shall hold the positions of: President, Vice President, Secretary, Treasurer. There shall be up to two (2) Directors-At-Large. The General Manager may attend Board meetings and is entitled to speak but may not vote.

A Director may hold more than one position.

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

A Director shall serve for a term of two (2) years or until their successor is elected or appointed.

After an initial Board of Directors has been appointed, the positions of President, Secretary, and one (1) Director-At-Large shall be elected in even numbered years while the positions of Vice President, Treasurer, and the remaining Director-At-Large shall be elected in odd numbered years.

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The immediate past President shall be an ex officio non-voting member of the Board of Directors.

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 is discovered to be, an undischarged Bankrupt; or
2. The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - If they have been found guilty of an offence involving violence under the Discipline Policy of the OSA
 - If they have failed to properly account for monies or other property belonging to the Club
 - If they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

A Member of the Board of Directors holding their respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club.

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.

Director Vacancy

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

A vacancy on the Board of Directors and their respective position(s) held, caused by death, resignation that has been accepted by the Board of Directors, or other reason as listed above shall be filled by a majority vote of the Board of Directors. The successor Director shall hold the incumbent's position(s) until the following Annual General Meeting.

Conflict of Interest and Standards of Conduct

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

Duties of Board of Directors

The Board of Directors shall conduct 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 published rules of the Club.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all

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positions within the Club except for those positions elected by the Membership of the Club.

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

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 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.

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 Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

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 By-Laws, 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.

Other Director Positions

The duties of other Director Positions shall be determined by the Board of Directors.

General Manager

The Board of Directors shall select, appoint, and establish the duties and remuneration of a General Manager.

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.

Nominations and elections for positions open shall be held in the order of the positions listed in

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these By-Laws.

Election shall be by secret ballot, but in the event only one (1) candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

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

Article 6: MEETINGS

General Meetings

An official notice of each meeting shall be given to all Members at least fourteen (14) 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 email, website notice, and any other method determined by the Members.

Twenty (20) voting Members or fifty percent (50%) of the voting Membership, whichever is less, shall form a quorum at all General Meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by these By-Laws or other law.

For the purposes of quorum, a voting Member may designate a member of their team to represent them without requirement of a proxy vote.

Annual General Meeting

The Club shall hold its Annual General Meeting during the month of November each year. The agenda of the Annual General meeting shall include:

1. Roll Call / Opening remarks
2. Minutes of Previous Annual General Meeting
3. President's Address
4. Officers' Reports
5. Treasurer's Report / Financial review
6. Other Reports
7. Unfinished Business
8. Amendments to the By-Laws
9. Roll Call
10. Election of Officers and Directors
11. Other Business
12. Adjournment

Special General Meeting

A Special General Meeting of the Club:

- 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 Club by registered mail, certified mail, trace mail, courier service, hand delivery, or email, signed by not less than twenty (20) voting Members or fifty percent (50%) 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 twenty-one (21)

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days of receipt of the written request from the Members.

Only the business set out in the notice of the Special General Meeting shall be considered.

Voting at General Meeting

Every voting Member aged sixteen (16) and over shall have the right to attend, speak, and cast one vote at Members' meeting of the Club.

Every voting Member under the age of sixteen (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 voting Member, or parent or guardian of a voting Member under the age of sixteen (16), entitled to vote at a meeting of Members may by means of a proxy appoint a person, who must 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 (1) proxy.

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.

Board of Directors Meeting

The Board of Directors shall meet at least four (4) times per year, upon fourteen (14) days' notice given by the President and/or 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. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one (1) vote.

Article 7: 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 Club.

Article 8: PROCEDURES GOVERNING MEETINGS

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

Article 9: BY-LAWS AND AMENDMENTS

By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least thirty (30) days prior to a General Meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by a two-thirds ($\frac{2}{3}$) vote of the Membership voting in person or by proxy at a meeting of the Club duly called for that purpose.

All Members entitled to vote shall be notified about By-Law amendments not less than fourteen (14)

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days prior to the Meeting at which they will be considered.

Such notification shall be by email, website notice, and any other method determined by the Members.

Article 10: RULES AND REGULATIONS

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) voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with these By-Laws and are not 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 at a Board of Directors meeting 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: FINANCE

The financial statements of the Club shall be

- a) Presented annually subject to the minimum requirements as defined in d);
- b) Based on a defined fiscal year end as defined herein;
- c) Presented to the members at the Annual General Meeting;
- d) Reviewed by a Chartered Professional Accountant (CPA) through a Financial Review Engagement, as defined by the CICA.

The fiscal year of the Club shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.

Signing officers of the Club shall be the President, Treasurer, and one of Vice-President or General Manager. All cheques shall be signed by the Treasurer and one other signing officer.

Article 13: DISPUTE RESOLUTION

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

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, 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

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

Article 14: HARASSMENT

The Club 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, 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 15: APPEALS

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.

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 the OSA's and the District's published rules.

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.

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

Article 16: 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 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 17: DEFINITIONS/TERMINOLOGY

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