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Mississauga Croatia Soccer Club

Club By-Laws - Created by: Mississauga Croatia Soccer Club -- Last updated: September 10, 2008

Article 1: NAME

The name of this Club shall be Mississauga Croatia Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Peel Halton Soccer Association, hereinafter referred to as the District Association.

Article 2: OBJECTIVES

The Club shall have the following objectives:

- a) To promote and develop the game of soccer, both indoor and outdoor.
- b) 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.

Article 3: AFFILIATIONS

The Club shall be a member of the Peel Halton 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 bodies to which it is affiliated:

- a) The OSA
- b) The District Association
- c) The Club

Article 4: MEMBERSHIP

There are three classes of member, namely, regular member, honorary member and life member.

Regular Member

A regular member is either:

- a registered player
- a registered Club coach
- a registered Club game official
- a registered Club administrator
- a current Director of the Club

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 and game official shall become a regular member upon acceptance by the Directors of the Club.

A coach is an individual who is registered with the OSA to teach, instruct, train and guide players to play the game of soccer. A game official is an individual who is registered with the OSA to officiate soccer games.

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 the OSA to be responsible for one or more of the functions required to operate a Club. For purposes of this definition, a team manager shall be classified as an administrator.

Every regular member aged sixteen (16) and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club. Every regular 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 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. Every regular member, or parent or guardian of a regular 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 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.



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Honourary Member

The Board of Directors may designate an individual as a honorary member for a specific period of time. A 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.

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

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. 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 if the member wishes.

Termination of Membership

A Member shall be deemed to have terminated his or her membership in the Club:

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

Article 5: BOARD OF DIRECTORS

The Club shall be governed by a minimum of five (5) Directors, and a maximum not exceeding the number of positions listed below or such number as may be amended from time to time in accordance with the Club's By-Laws.

The Board of Directors shall consist of individuals holding the following positions:

President
Vice-President
Secretary
Treasurer
Registrar and Assistant

In addition, any of the following positions may be inserted above:

Director of Representative Teams
Director of House League and Assistant
Director of Competitive and Assistant
Director of Tournaments
Director of Indoor Soccer
Director of Senior Soccer
Director of Game Officials
Director of Coaching
Director of Fundraising
Director of Discipline
Director of Promotions
Director of Equipment

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 years or until his or her successor is elected or appointed.



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After an initial Board of Directors has been appointed the positions of President, Vice-President, Secretary, Treasurer and Registrar, any additional positions as required by the Board of Directors shall be elected every year.

All Directors shall be subject to the OSA Conflict of Interest Policy.

Director Vacancy

A Director has the right to resign her or his 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, 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. 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 cause by a majority vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If the Board of Directors removes a Director, the Board of Directors may appoint a successor to the incumbent's position(s) for the remainder of the term being filled. A member of the Board of Directors may also be removed from office 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 his or her term being filled.

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 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 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 Club's published rules.

Duties of Directors

President

The President shall preside at all general meetings of the Club, and of the Board of Directors and shall be ex officio a member of all committees, except for a nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board of Directors; coordinate all duties of the Board of Directors, 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 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 in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.



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Registrar

The Club Registrar shall register all players, coaches, game officials and administrators with the Club and with the District Association for indoor and outdoor seasons, shall maintain statistics on all player registration, shall report to the Board at each Club meeting, and shall submit an Annual Report to the Annual General Meeting.

House League Coordinator

The House League Convener shall obtain registrations for all house league players with the Club and provide them to the Registrar for registration to the District Association for the outdoors and indoor seasons, shall maintain records on all players and coaches, shall organize outdoor and indoor season, shall be liaison between Board of Directors and Members, shall report to the Board at each Club meeting, and shall provide an Annual Report to the Annual General Meeting.

Competitive Team Coordinator

The House League Convener shall obtain registrations for all competitive players with the Club and provide them to the Registrar for registration to the District Association for the outdoors and indoor seasons, shall organize meetings of competitive team Members, shall be liaison between Board of Directors and Members, shall report to the Board at each Club meeting, and shall provide an Annual Report to the Annual General Meeting.

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 the Constitution. 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 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 posted on the Club's website and emailed 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. Twenty (20) voting Members 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 this by-law or other law.

Annual General Meeting

The Club shall hold its Annual General Meeting not later than January 31 of the following year. The agenda of the Annual General Meeting may include:

1. Roll Call
2. Report of Credentials Committee
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, as previously approved by The OSA and District Association
12. Roll Call
13. Election of Officers and Directors
14. Any Other Business
15. Adjournment

Special General Meeting

A special general meeting of the Club:



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- 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, fax or e-mail, signed by not less than Twenty (20) voting Members setting out the items of business to be conducted at the special general meeting. The special general meeting shall be held within Thirty (30) 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.

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 vote.

Article 7: COMMITTEES

The membership, at any general meeting, or the Directors, at any meeting of the Board of Directors, 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 Roberts Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

Article 9: BY-LAWS AND AMENDMENTS

- a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least twenty (21) days prior to a general meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by Twenty (20) voting Members in person or by proxy at a meeting of the Club duly called for that purpose or at the Annual General Meeting.
- 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 posted on the Club's website or provided by email.

Article 10: RULES AND REGULATIONS

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this Bylaw or inconsistent with the rules 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.

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 duties, except such as happens from their own respective wilful neglect or default.

Article 12: FINANCE

The financial statements of the Club shall be:

- a) presented annually at the Annual General Meeting subject to the minimum requirements as defined in d);
- b) based on a defined fiscal year end as defined in f);
- c) presented to the members at the Annual General Meeting;
- d) signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000.00 but greater than or equal to \$10,000.00;
- e) if an auditor is required:
 - i) at each Annual General Meeting, the Members may appoint an auditor to audit the books, accounts and records of the Club who will report to the Members at the next Annual General Meeting. The



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- auditor will hold office until the next Annual General Meeting. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed;
- ii) the Members may, by special resolution passed by at least Twenty (20) Member votes cast at an Annual General Meeting, of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office;
 - iii) 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;
 - iv) the auditor will report to the members at the Annual General 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; and
 - v) the auditor's report will be available for inspection by any Member of the Club.
- f) the fiscal year of the Club shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.

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 persons to the dispute. The Dispute Resolution process shall not 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. Any member of the Club may initiate the Dispute Resolution process by communicating 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

- a) Any Member 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 Association with which the Club is affiliated. The appeal shall be conducted in accordance with The OSA's and District Association'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 Club's operations, except where the selection, appointment and relocation process outlined in the Club's published rules has not been followed.

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 which operate solely in Ontario.

Article 17: DEFINITIONS/TERMINOLOGY

Terminology used in this by-law shall have the same meaning as utilized by The OSA in its letters patent, by-laws and published rules.