

SECTION ONE: By-Laws

Article 1: NAME

- 1.1** The name of this Club shall be the **Windsor FC Nationals Soccer Club**, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Essex County Soccer Association, hereinafter referred to as the District Association. The Club crest depicting the name of the Club, a soccer ball, the Maple Leaf, and stars representing Ontario Cup championships shall appear on all uniforms, track suits, and official correspondence of the Club.

Article 2: OBJECTIVES

- 2.1** The Club shall have the following objectives:
- 2.1.1** To promote and develop the game of soccer within its boundaries.
 - 2.1.2** 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.

Article 3: AFFILIATIONS

- 3.1** The Club shall be a Member of the Essex County 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:
- 3.1.1** The OSA
 - 3.1.2** The District Association
 - 3.1.3** The Club

Article 4: MEMBERSHIP

- 4.1** There are three classes of Member, namely, regular Member, honorary Member and life Member.

4.2 Regular Member

- 4.2.1** A regular Member is either: A registered player, Club coach/Assistant coach or Club administrator
- 4.2.2** 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.
- 4.2.3** A player shall become a regular Member when approved by the Club's Registrar
- 4.2.4** Upon application, a coach/assistant coach 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.
- 4.2.5** 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 and a Director shall be classified as an administrator.

4.3 Honourary Member

- 4.3.1** The Board of Directors may designate an individual as an honourary Member for a specific period of time.
- 4.3.2** 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.

4.4 Life Member

- 4.4.1** The Board of Directors may designate an individual as a life Member.
- 4.4.2** 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.

4.5 Fees

- 4.5.1** 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.

4.6 Discipline of Member

- 4.6.1** 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.
- 4.6.2** Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.
- 4.6.3** 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.

4.7 Termination of Membership

- 4.7.1** Membership in the Club shall be deemed to have been terminated:
- 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

- 5.1** The Club shall be governed by a Board of Directors which shall consist of at least three individuals, and 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
Four Directors-At-Large

5.2 A Director may hold more than one position.

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

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

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

5.6 Director Vacancy

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

5.6.2 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.

5.7 Removal of Director

5.7.1 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
 - IV. if she/he becomes, or is discovered to be, an undischarged bankrupt or
- 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.

5.7.2 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) for the remainder of the term(s) being filled.

5.7.3 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.

5.8 Conflict of Interest and Standards of Conduct

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

5.9 Duties of Board of Directors

- 5.9.1** 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.
- 5.9.2** 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.
- 5.9.3** 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.

5.10 Duties of Directors

5.10.1 President

Except:

- a) As provided for in the Dispute Resolution Policy of the OSA, and
- b) 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.

5.10.2 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.

5.10.3 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.

5.10.4 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, and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.

5.10.5 Other Director Positions

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

5.11 Nominations and Elections

5.11.1 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.

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

5.11.3 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.

- 5.11.4** 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

6.1 General Meetings:

- 6.1.1** An official notice of each meeting shall be given to all Members at least 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 e-mail, website notice or telephone confirmation.
- 6.1.2** Twenty five voting Members or 25% 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 this By-Law or other law.

6.2 Annual General Meeting:

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

- Roll Call
- Credentials Report
- Minutes of Previous Annual General Meeting
- President's Address
- Officers' Reports
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Other Reports
- Unfinished Business
- Amendments to the By-Laws
- Election of Officers and Directors
- Any Other Business
- Adjournment

6.3 Special General Meeting:

6.3.1 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, 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.

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

6.4 Voting at General Meeting:

6.4.1 Every regular Member shall have the right to attend and speak at Members meetings of the Club.

6.4.2 Teams shall each have one vote that may be cast by the coach or designate. All other regular members who are not part of a team are each entitled to one vote.

6.5 Proxy Voting at General Meeting:

6.5.1 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.

6.5.2 An individual may only hold one proxy.

6.5.3 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.

6.6 Board of Directors Meeting:

- 6.6.1** The Board of Directors shall meet not less than monthly upon 14 days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.
- 6.6.2** 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

- 7.1** 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

- 8.1** 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 this By-Law or other Rules and Regulations of the Club.

Article 9: BY-LAWS AND AMENDMENTS

- 9.1** By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 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 a 2/3's vote of the Membership voting in person or by proxy at a meeting of the Club duly called for that purpose.
- 9.2** 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 website notification, e-mail or telephone confirmation.

Article 10: RULES AND REGULATIONS

- 10.1** 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.

10.2 Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors, or by a majority vote of the Members at a General Meeting.

Article 11: INDEMNITY

11.1 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

12.1 The financial statements of the Club shall be:

12.1.1 presented annually subject to the minimum requirements as defined in 12.1.4;

12.1.2 based on a defined fiscal year end as defined in 12.3;

12.1.3 presented to the members at the Annual General Meeting;

12.1.4 a) 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 1000 registered players; or

b) reviewed by 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 fewer than 1000 but greater than or equal to 500 registered players; or

c) signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant if the Club's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000; or

d) completed by the Treasurer or designate, if the Club's annual gross revenue is less than \$10,000.

12.2 If an auditor is required:

- 12.2.1** at each Annual General 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 Annual General Meeting. The auditor will hold office until the next Annual Meeting. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed;
- 12.2.2** the members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office;
- 12.2.3** 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;
- 12.2.4** 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
- 12.2.5** the auditor's report will be open for inspection by any member of the Club.

12.3 The fiscal year of the Club shall end on December 31st of each year, unless otherwise ordered by the Board of Directors.

Article 13: DISPUTE RESOLUTION

- 13.1** The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.
- 13.2** 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.
- 13.3** The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 13.4** The Club shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT

- 14.1** The Club shall adhere to the Harassment Policy as published and approved by The OSA from time to time.
- 14.2** The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club.
- 14.3** 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.
- 14.4** The Club shall make available to any Member the Harassment Policy when requested.

Article 15: APPEALS

- 15.1** 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.
- 15.2** 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.
- 15.3** 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.
- 15.4** An individual shall not appeal a decision made by the Club regarding a player's team assignment.

Article 16: DISSOLUTION

- 16.1** 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

- 17.1** 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.