

KAWARTHA LAKES SOCCER CLUB

BY-LAW #1

DEFINITIONS:

"Special Resolution" - means a resolution passed by the Board of Directors and confirmed with or without variation by at least two-thirds of the votes cast at a General Meeting of the Members of the Club duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all of the members entitled to vote at such a meeting. [Note: a Notice of Change under the *Corporations Information Act* must be filed with the Companies Branch within 15 days of any change to the Directors of the Club.]

Examples of Decisions requiring a Special Resolution: change in the number of persons comprising the Board of Directors; passing new By-Laws or amending existing By-Laws; changing the location of the Club head office.

Article 1: **NAME**

1.1 The name of this Club shall be the **Kawartha Lakes Soccer Club**, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the East Central Ontario Soccer Association, hereinafter referred to as the District Association.

Article 2: **OBJECTS**

2.1 The Club shall have the following objects:

The establishment and operation of an athletics club for the purposes of:

1. carrying on, promoting, and developing the game of soccer and related recreational activities;
2. arranging, organizing and facilitating games and tournaments;
3. fostering personal development through participation, training, coaching and refereeing;
4. encouraging good sportsmanship, teamwork and leadership; and
5. such other complementary purposes not inconsistent with these objects.

Article 3: AFFILIATIONS

3.1 The Club shall be a Member of the East Central Ontario Soccer Association and shall follow the published rules of the District Association and Ontario Soccer, hereinafter referred to as OS. 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 OS;
2. The District Association;
3. The Club

Article 4: MEMBERSHIP

Classes of Membership:

4.1 The Club shall have three classes of Member, namely: Regular Member, Honourary Member and Life Member.

Regular Member:

4.2 A regular Member can be:

- 1) a registered player;
- 2) a registered Club coach;
- 3) a registered Club match official; or
- 4) a registered Club administrator

4.3 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.

Honourary Member

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

4.5 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

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

4.7 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.

Admission to Regular Membership:

4.8 Subject to paragraphs 4.9 and 4.10:

4.8(a) **PLAYER:** A player shall become a Regular Member when he/she has:

(A) provided the required player registration information;

(B) provided a signed registration form, in such format as may be determined by the Board of Directors from time to time;

(C) paid the applicable membership or registration fees, as determined by the Board of Directors from time to time; and

(D) been recorded as a Member by the Club's Administrator.

4.8(b) **COACH:** A Coach or Assistant Coach shall become a Regular Member when he/she has:

(A) provided the required application information;

(B) provided a signed Coach application form;

(C) been accepted as a Coach by the Board of Directors; and

(D) been recorded as a Coach by the Club's Administrator.

4.8(c) A Coach is an individual who is registered with OS to teach, instruct, train and guide players to play the game of soccer.

4.8(d) **MATCH OFFICIAL:** A Match Official shall become a Regular Member when he/she has:

(A) provided the required application information;

(B) been accepted as a Match Official by the Board of Directors; and

(C) been recorded as a Match Official by the Club's Administrator.

4.8(e) A Match official is an individual who is registered with OS to officiate soccer games.

4.8(f) ADMINISTRATOR: An administrator shall become a Regular Member upon being elected by the Members of the Club or being appointed by the Board of Directors, to be responsible for one or more of the functions required to operate a Club. For the purposes of this definition, a Director, Officer, and Team Manager shall be classified as administrators.

4.9 CRIMINAL RECORD CHECK: All new Coaches, Assistant Coaches, and Team Managers shall be required to provide or authorize a current* criminal record check prior to being admitted to those positions. All new Directors and Officers must provide or authorize a current* criminal record check prior to or within thirty (30) days after being elected or appointed to those positions. If the criminal record of any Director or Officer, received after that individual has been elected or appointed, is unacceptable to the Board of Directors, then the Board shall have the authority to terminate that Director or Officer. The Club shall cover reasonable costs associated with procuring a criminal record check based on the fees charged by local police departments. In the case of existing, returning or continuing Coaches, Assistant Coaches, Team Managers, Directors and Officers, the Club shall require a new criminal record check every two (2) years.

[*"current"= less than 6 months old]

4.10 DENIAL OF ADMISSION: The Board of Directors shall have the authority to deny an individual admission to the Club as a Player, Coach, Assistant Coach, Game Official or Administrator if the Board, acting reasonably, is of the opinion that the best interests of the Club require that such individual be denied admission. In exercising its authority, the Board may, amongst other factors, consider: the criminal record of the individual; the individual's previous conduct as a Player, Coach, Assistant Coach, Match Official or Administrator of the Club; the individual's previous conduct as a Member, Player, Coach, Assistant Coach, Match Official or Administrator of any other Club or Organization; such other factors as the Board may deem appropriate for protecting the safety of the Club's Members and the proper operation of the Club.

4.11 MEMBERSHIP PERIOD: Unless otherwise terminated, an individual's membership in the Club shall last for a period of twelve (12) months commencing on the date the individual becomes a Member. In the case of a returning Member, his/her membership period shall be calculated:

(A) in the case of a Player, from the most recent date the Player was registered for a particular league or season;

(B) in the case of a Coach or Assistant Coach, from the most recent date the individual was recorded as a Coach or Assistant Coach for a particular league or season by the Club Administrator;

(C) in the case of a Match Game Official, from the most recent date the individual was recorded as a Match Official for a particular league or season by the Club Registrar;

(D) in the case of an Administrator, from the most recent date the individual was elected or appointed to a position in the Club.

Fees

4.12 Membership fees for regular Members shall be set annually by the Board of Directors.

4.13 Registration fees for each league operated by the Club shall be set from time to time by the Board of Directors.

Discipline of Member

4.14 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 OS's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

4.15 Player, team and team official discipline for game infractions is governed in accordance with the procedures published by the OS.

4.16 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 Executive Committee of the Club at which hearing the Member is entitled to attend.

Termination of Membership

4.17 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 of Directors
3. 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 may also be referred to as the Club "Executive". The role of the Board of Directors shall be to oversee the administration and operations of the Club. The Board shall be guided by the Objects of the Club, and by the principles of fairness, integrity and good sportsmanship.

5.2 **FIXING THE NUMBER OF DIRECTORS AT THE AGM:** The Board of Directors shall consist of a fixed number of Directors, being not less than six (6) individuals. At each Annual General Meeting, the Club shall fix the number of Directors to hold office until the next Annual General Meeting. This shall be conducted as a Special Resolution of the Membership. Within thirty (30) days of the AGM, the Treasurer of the Club shall file a Form 1 [Notice of Change] with the Ontario government, or shall retain a law office to do so.

5.3 **CHANGING THE NUMBER OF DIRECTORS:** At any time during the year, the Club may increase or decrease the number of its Directors by Special Resolution. Within thirty (30) days of the passage of the Special Resolution, the Treasurer of the Club shall file a Form 1 [Notice of Change] with the Ontario government, or shall retain a law office to do so.

5.4 **VOTED IN BY MEMBERSHIP:** All individuals elected as Officers of the Club at a General Meeting of the Members shall be Directors by virtue of their office.

5.5 **ONLY ONE VOTE:** If one individual is elected to more than one Officer position, that individual shall nonetheless hold only one Director position and shall be entitled to only one vote at Board meetings.

5.6 **QUALIFICATIONS:** 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.

5.7 **TERM OF OFFICE:** A Director shall serve for a term of two (2) years or until his or her successor is elected or appointed.

5.8 **FIRST DIRECTORS:** Taking into account the appointment of Officers in accordance with Article 6, the Board may determine that certain Directors elected at the first general meeting of the Members after incorporation shall be elected for a one (1) year term. Those Director positions shall come up for election again in 2012.

Duties of Board of Directors

5.9 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 this By-Law and the published rules of the Club.

5.10 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 By-Laws and/or published rules.

5.11 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 By-Laws and/or published rules.

Director Liability / Acknowledgment

See Article 6.23 Below

Director Vacancy

5.12 A Director has the right, at any time, to resign her or his position by submitting a signed letter of resignation to the Club, and such resignation shall take effect upon approval of the Board of Directors. Any person who resigns their position on the executive shall not be eligible for election to the same position on the executive until at least two (2) years has expired from the date of resignation.

5.13 A vacancy on the Board of Directors and the respective Officer 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) until the next Annual General Meeting. If the 2-year term of that position does not end as of the next AGM, then the Members in attendance at the AGM shall elect the individual who will fill that position for the remainder of its term.

Removal of Director

5.14 No Director shall be removed without good and sufficient cause, but a Director 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 she/he becomes incapable of performing the business of the Club
 - if she/he is absent from two or more meetings of the Board without satisfactory reason
 - if she/he no longer resides in reasonable proximity to the Club
 - if she/he becomes, 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 she/he has been found guilty of an offence under the Harassment Policy of OS
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of OS

- if she/he has been found guilty of an infraction under the Conflict of Interest Policy of OS
- if she/he has failed to properly account for monies or other property belonging to the Club

5.15 REMOVAL BY BOARD: 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, prior to the end of his/her term, by the Board of Directors for good and sufficient cause by a vote of at least two-thirds (2/3) of the Directors present at a Directors meeting, provided that not less than fourteen (14) days notice of the proposal 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) until the next Annual General Meeting. If the 2-year term of that position does not end as of the next AGM, then the Members in attendance at the AGM shall elect the individual who will fill that position for the remainder of its term.

5.16 REMOVAL BY MEMBERSHIP: A Member of the Board of Directors may also be removed from office for good and sufficient cause by a vote of a majority of the Members at a meeting of the Members of the Club provided that not less than fourteen (14) days notice of the proposal to remove the Director has been given to all 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.

5.17 LOSS OF POSITION AS OFFICER: A Director who is removed by the Board or by the Membership is automatically and contemporaneously removed from his/her position as an Officer of the Club.

Conflict of Interest and Standards of Conduct

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

ARTICLE 6: OFFICERS

6.1 Subject to Article 6.2, the Officers of the Club shall be elected by the Members at the Annual General Meeting. Each Officer shall be responsible for performing or overseeing specified duties as described below. Each Officer elected by the Members shall be a Director of the Club by virtue of their office. As such, the Board of Directors of the Club shall be comprised of the Officers elected by the Membership.

Mandatory Officer Positions

6.2 As a minimum, the Members shall elect the following six (6) Officers:

- President
- Vice-President
- Club Secretary
- Treasurer
- Club Administrator
- Youth Chair

6.3 For the purposes of government notice and filing requirements, the President, Vice-President, Secretary, Treasurer and Club Administrator will be recorded as the Club's five most senior Officers.

Additional Officer Positions

6.4 The Members may elect individuals to the following positions, as may be needed for the proper operation of the Club:

- Head Referee & Mentorship Official
- Webmaster
- Men's Convener
- Ladies Convener
- Mixed Indoor Adult Convener
- Mixed Outdoor Adult Convener
- Equipment Manager/Field Manager
- Youth Indoor Recreational League Convener
- Youth Development League Convener
- Competitive League Convener
- Fundraising & Sponsorship Coordinator
- Director at Large
- Director at Large

Such other positions as the Board of Directors or Membership may determine.

6.5 QUALIFICATIONS: An Officer shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club.

Holding More than One Officer Position

6.6 An individual may be elected to and may hold more than one officer position. However, an individual holding more than one Officer position shall nonetheless hold only one Director position and shall have only one vote at Directors' meetings. Any individual holding more than one Officer position shall be entitled to the remuneration applicable to each such position.

Board of Directors Filling Vacant Officer Positions

6.7 At any time during the year, the Board of Directors may fill any Officer positions which were not filled at the Annual General Meeting or which become vacant during the year, but any Officers appointed by the Board of Directors shall not be deemed Directors and shall not vote at Directors' meetings.

Term of Office

6.8 All Officer positions elected at the Annual General Meeting shall have a two (2)-year term of office, unless otherwise determined by resolution of the Members at the meeting. Any Officer positions filled by the Board of Directors shall continue until the next Annual General Meeting.

Alternating Terms of Officer Positions

6.9 To promote continuity of management and sharing of experience, the Officer Positions will be elected in alternating years*as follows: [*The "year" in which an Officer is elected shall be based on the applicable fiscal year start date of the Club.]

EVEN YEARS (commencing in 2018): The President, Club Administrator, Treasurer, Youth Indoor Recreational League Convener, Men's Convener, Adult Mixed Convener, Head Referee & Mentorship Official, and Webmaster shall be elected in **EVEN NUMBERED YEARS**.

ODD YEARS (commencing in 2019): The Club Secretary, Vice-President, Youth Chair, Ladies Convener, Indoor Adult Convener, Youth Developmental League Convener, Equipment Manager/Field Manager, Fundraising and Sponsorship Coordinator and Competitive League Convener shall be elected in **ODD NUMBERED YEARS**.

Director Positions: One year terms, voted annually.

Duties of the Officers

President

6.10 Except as provided for in the Dispute Resolution Policy of the OS, and except where the President delegates the responsibility to another person, the President shall:

(a) act as Chair of the Board, the Executive Committee, and at all general meetings of the Membership and the Board of Directors, unless another Chairperson has been delegated by the President;

(b) shall be the spokesperson for the Club, represent the Club and the Community and oversee the complete operation of the Club;

(c) shall be ex officio a member of all committees, except any nominations committee;

(d) shall appoint all chairs of standing and special committees (except the Youth Chair) subject to ratification by the Board;

(e) shall coordinate all duties of the Board, committees, staff; and shall have the deciding vote in the event of a tied vote amongst the Board of Directors.

(f) be one of the signing officers of the association;

6.11 The President will also participate in all proceedings involving the discipline of the Club.

6.12 To serve as the President the candidate needs to have been an Officer of the Club for a minimum of two years prior to such appointment.

Vice President

6.13 The Vice-President shall:

(a) assume the duties of the President in the absence of the President;

(b) become President if the President resigns;

(c) preside over all meetings in the absence of the President;

(d) attend monthly meetings of the executive and represent the Board of Directors at the Youth Committee Meetings and carry out duties assigned by the Board, the Executive Committee or the President.

(e) The Vice-President will delegate a member to attend the meetings his/her absence;

(f) the Vice-President will assume any other duties of the President or Club that may be required of him/her.

(g) the Vice-President will be responsible for field and gym allocations and bookings with the City of Kawartha Lakes, as well as, all applicable schools boards.

(h) the Vice-President shall work with the Head Referee, league conveners and coordinate with community partners to schedule fields and gym assignments.

(i) the Vice-President shall communicate and coordinate with the Head Referee for the scheduling of Match Officials.

(j) the Vice-President shall complete all associated responsibilities and duties in regards to field and gym assignments and allocations and any other duties that may be required of him/her.

6.14 To serve as the Vice-President the candidate needs to have been an Officer of the Club for a minimum of one year prior to such appointment.

Treasurer

6.15 The Treasurer shall:

- (a) keep an accurate, factual, and up to date record of all costs, collections, accounts and other matters pertaining to the finances of the Club which shall be subject to annual audit;
- (b) keep a record of all monies received and disbursed, shall deposit all monies in the bank;
- (c) attend monthly meetings of the Board of Directors and provide an accurate report of the financial statement of the Club;
- (d) be one of the signing officers;
- (e) present a report of the years operations at the Annual General Meeting and an up to date financial statement;

Club Secretary

6.16 The Club Secretary shall:

- (a) maintain a record of all minutes of the organization, maintain copies of all committee reports;
- (b) be responsible for maintaining a record of all minutes from the youth committee;
- (c) be responsible for communicating with all Youth Committee members and team officials to ensure the smooth operation of the youth soccer program.
- (d) shall provide the Board of Directors with notices of each meeting in accordance with the Notice procedures set out in this By-Law;
- (e) attend monthly meetings of the Executive;
- (f) provide membership notice of AGM.

Club Administrator

6.17 The Club Administrator shall:

Communication:

- (a) Handle all incoming/outgoing phone/fax/emails

- (b) Receive and distribute all incoming and outgoing mail
- (c) Receive all email communication and forward to the appropriate executive member
- (d) Act as a central point for information reception, dissemination and routing

Office Administration:

- (e) Provide one-on-one support for families in need of the Jumpstart program or payment plans
- (f) Collect all money from youth and adult conveners, verify and submit to the Treasurer
- (g) Collect all money after initial registration, directly, verify and submit to the Treasurer
- (h) Complete office sales and registration, incoming collection fee forms and forward to treasurer
- (i) Verify and approve all cheque requests and refund requests
- (j) Attend monthly executive meetings
- (k) Prepare and mail all child/youth fitness tax receipts
- (l) Maintain list of all Club criminal record checks and Code of Conducts
- (m) Notify all members of expired criminal record checks and provide new letter for completion
- (n) Act as liaison for various youth league governing bodies: ie, TDYSL, YRSL, DRSA, OSL, OWSL, ECOSA, OS
- (o) Organize and host manager training for Youth Managers
- (p) Organize and host Coaches training courses

Club Registration:

- (q) Receive all registration forms and money from youth and adult leagues
- (r) Enter all registrations into OS AIMS system
- (s) Shall maintain a complete listing of the names, addresses and contact information of all current members of the Club
- (t) Maintain rosters and binders with all registration forms
- (u) Send out reminder emails to managers regarding team payment updates
- (v) Send out emails to managers to collect player photos for player books
- (w) Prepare and manage all player books, including rostering all teams and approval of books by District Administrator
- (x) Organize and oversee youth tryouts, complete collection forms and submit to Treasurer
- (y) Shall record all transfers of players within the adult competitive divisions
- (z) Shall prepare an annual report outlining the number of players and teams registered with this club
- (aa) Shall handle all matters pertaining to carding and de-carding of adult players, disciplinary hearings and travel permits
- (bb) Attend various workshops and meetings as requested by ECOSA

Additional Duties:

- (cc) Order all uniforms and supplies for the youth league teams and travelling men's league teams
- (dd) Verify accuracy of all orders before forwarding invoices to the Treasurer
- (ee) Look for and develop sponsorships for the youth teams
- (ff) Compile and prepare AGM report and have copies made for AGM
- (gg) Act as main contact for sponsors, suppliers, etc.

Head Referee & Mentorship Official

6.18 The Head Referee & Mentorship Official shall be responsible for coordinating referee clinics; shall work cooperatively with the Referee Assignor; shall review all match official payment requests monthly and forward to the Treasurer; shall assist in the development and retaining of skilled referees through the provision of support and guidance. Shall provide support for those individuals who are relatively new to officiating, to those who need assistance or guidance in improving their game, and to those striving to improve skills and knowledge. The Head Referee & Mentorship Official shall provide a report for the AGM.

Additional duties include:

- (a) Minimum 5 years' experience
- (b) Attend the designated Assessor's course as part of the required qualifications
- (c) Maintain a list of available referees and their qualifications
- (d) Work with the Referee assignor to ensure the referees receive their schedule in a timely manner with the exception of emergency reschedules activities.
- (e) Request monthly assignments from the Referee Assignor to review the referee payment requests and email referee payment details and in an auditable format to the Treasurer, in a timely manner.
- (f) Work cooperatively and communicate effectively with the KLSC Administrator, District Head Referee, ECOSA DRC, Match Official Assignor and Match Officials.
- (g) Be available by telephone and email as needed
- (h) Build competence and confidence in the match officials so that the mentee can reach his or her goals i.e. ensure that their performance is adequate; to improve skills and competence so that individual can move to a higher level of game; to improve confidence; to fine tune game management, etc.
- (i) Watch a game, discuss observations and provide comments to Mentee at appropriate time complete a Match Official Evaluation form and email it to the Mentee and Club Administrator.
- (j) Head Referee & Mentorship Official reports back to the executive with concerns
- (k) When required, identify issues or conflicts that occur and work to resolve them.
- (l) Communicate to the referees the availability of refresher and upgrading opportunities.

Equipment / Field Manager

6.19 The Equipment/Field Manager shall be responsible for booking all gyms and fields for both the indoor and outdoor programs; shall ensure that all fields not looked after by City of Kawartha Lakes Parks and Recreation have field markings; shall keep a master list of equipment; shall sign out and collect equipment from conveners at the beginning and end of each season; and shall order and distribute the required equipment for the Club.

Webmaster

6.20 The Webmaster shall be responsible for creating the website, communication of all information through the website; including updating, and advertising through the website.

Adult League Conveners (Men's, Ladies, Mixed, Indoor)

6.21 The Adult League Convener shall collect registration forms and fees from all team captains and submit to the club registrar; shall create playing schedules for all adult leagues; shall report scores to Communications Manager; shall collect and distribute equipment at the beginning and end of seasons; shall set budgets for upcoming playing season; and shall submit reports for AGM.

Youth Chair

6.22 The Youth Chair shall:

- (a) oversee and coordinate all youth programs
- (b) promote all of the club's youth programs, including liaising with other organizations
- (c) coordinate the recruitment of new players for our youth programs
- (d) preside over youth meetings
- (e) report to the Club Executive at monthly meetings
- (f) prepare the budgets for all of the Club's youth programs
- (g) provide guidance and support to the youth conveners, as needed
- (h) work with the Club Administrator to ensure that all of the Inferno teams are registered in their leagues
- (i) work with the Youth Development Convener and the Competitive Convener to ensure that all mandatory meetings and AGMs are attended
- (j) work with the Director of Coaching to supervise and support all of the club's youth coaches
- (k) be the primary contact for players, parents, league administrators, and other persons relating to the U6-U8 FUNdamentals program
- (l) work with the Club Administrator to order all necessary equipment, then distribute and collect equipment at the beginning and end of the seasons
- (m) submit an overall year-end Youth Report to the Annual General Meeting

Youth Development League Convener

6.23 The Youth Development League Convener shall:

- (a) oversee all of the teams involved in the developmental leagues; and be the primary contact for players, parents, league administrators, and other persons relating to our U9-U12 Development program.
- (b) work with the Youth Chair and Director of Coaching to coordinate recruiting efforts, player assessments, and technical skills sessions for U9-U12 Inferno players.
- (c) work with the Club Administrator to order all necessary equipment for the Inferno teams in our U9-U12 Development program, then distribute and collect equipment at the beginning and end of the seasons.
- (d) attend monthly Youth Committee Meetings and Executive Committee Meetings; will communicate with team coaches and team managers as required.

(e) attend all league meetings and AGM's that relate to the Development program, or shall organize a team official or executive representative to attend in their absence.

(e) submit a report to the Annual General Meeting.

Competitive League Convener:

6.24 The Competitive League Convener shall:

- (a) oversee all of the teams involved in the competitive leagues, and be the primary contact for players, parents, league administrator, and other persons relating to the U13-U18 and Adult Competitive programs
- (b) work with the Youth Chair and Director of Coaching to coordinate recruiting efforts, tryouts, and technical skills sessions in the U13-U18 Inferno players.
- (c) work with the Club Administrator to order all necessary equipment for Inferno Teams in the U13-U18 and Adult Competitive programs, then distribute and collect equipment at the beginning and end of the seasons.
- (d) attend monthly Youth Committee Meetings and Executive Committee Meetings; will communicate with team coaches and team managers as required.
- (e) attend all league meetings and AGM's that relate to the Competitive program, or shall organize a team officials or executive representative to attend in their absence.
- (f) shall submit a report to the Annual General Meeting.

Fundraising & Sponsorship Coordinator:

6.25 The Fundraising and Sponsorship Coordinator is responsible for overseeing the sponsorship and fundraising activities of the Kawartha Lakes Soccer Club.

The Fundraising and Sponsorship Coordinator reports directly to the Treasurer, Club Administrator and the President.

The Fundraising and Sponsorship Coordinator may convene and chair the Sponsorship and Fundraising Committee, when needed for Club events.

The Fundraising and Sponsorship Coordinator shall:

- (a) at the direction of the Club Executive, determine what purpose the funds are being raised for
- (b) develop a fundraising plan

- (c) identify potential sources of funding (e.g. sponsorship, grants)
- (d) write the grant applications or sponsorship proposals
- (e) ensure the acquired funds are being used for the designated purpose
- (f) maintain relationships with donors, grant agencies and sponsors
- (g) submit regular reports to the Club Executive/committees.

Director Positions (Two positions):

6.26 The Director shall:

- Provide services as determined by the acting Board of Directors
- Attend monthly meetings of the Executive
- Participate in the operation and success of the Club
- This position is a non-voting, one (1) year term

Liability of Officers / Directors

6.26 At the conclusion of the Annual General Meeting, the Secretary shall provide each elected Officer/Director with the "Liability of Directors" form with the Industry Canada article attached. Each Officer/Director must sign the Acknowledgment and return it to the Secretary prior to or at the first Board of Directors meeting after the AGM. Any Officer/Director who fails or refuses to sign and return the Acknowledgment shall not be entitled to vote at Directors' meetings and may be removed as a Director and Officer in accordance with Articles 5.15 and 5.16.

Nominations and Elections

6.27 Nominations for Officer 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.

6.28 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.

6.29 A majority of the votes cast shall be required to elect Officers. 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.

Remuneration & Mileage Allowance for Directors'/Officers' Duties

6.30 The individuals who accept and carry out their functions as Directors/Officers of the Club shall be entitled to financial remuneration upon full completion of their duties at the end of each fiscal year. The Board of Directors are authorized and shall set the level of remuneration for each position at the first meeting of the Board after the AGM.

6.31 Any Director or Officer who takes on and carries out the duties of more than one position shall be entitled to remuneration payable for each position.

6.32 The Board of Directors shall also set the mileage allowance payable to Directors and Officers who travel for the purposes of Club business. A mileage allowance will not be paid for attendance at Board Meetings or one-way trips of less than thirty (30) kilometers.

6.34 All team officials may submit mileage allowance requests for travel expenses for required league meetings. All requests will be reviewed and approved by the Club Administrator and Youth Chair. (President may approve in the absence of the Club Administrator).

Article 7: MEETINGS

Annual General Meeting (AGM):

7.1 The Club shall hold its Annual General Meeting of the Members not later than January 31 immediately following the fiscal year end.

7.2 The agenda of the Annual General meeting shall include:

1. Roll Call
2. Approval of the Previous AGM's minutes
3. President's Address
4. Officers' Reports
5. Treasurer's Report
6. Auditor's Report (may be presented by Treasurer)
7. Appointment of Accountant/Auditor
8. Other Reports
9. Unfinished Business
10. Amendments to the By-Laws
11. Election of Officers
12. Fixing Number of Directors to Comprise the Board
13. Any New or Other Business
14. Adjournment*

*Club Administrator to provide each elected Officer with the "Liability of Directors" form, Conflict of Interest Form, Oath of Confidentiality and an Acknowledgment to be signed. The signed Acknowledgment must be returned to the Club Secretary prior to or at the first Board of Directors meeting after the AGM.

Special General Meeting:

7.3 A Special General Meeting of the Members:

- 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.

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

Rules Relating to Members Meetings:

7.5 NOTICE OF MEETING: 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 time and at such place as the Board of Directors may determine. Such notification shall be by:

(A) Website Notice, and to each Member individually by one of the following methods:

(B) Email sent to the Member's most current email address as shown on the books of the Club;

(C) Prepaid regular lettermail sent to the Member's last address as shown on the books of the Club;

(D) Hand-delivered to the Member;
or

(E) Such other method approved by the Members by Special Resolution, as long as such method provides for individual delivery."

7.6 MEMBER ADDRESS INFORMATION: It shall be each Member's responsibility to provide the Club Registrar with written change of address and/or email address information whenever that Member's contact information has changed.

7.7 MEMBERSHIP RECORD DATE: Only those individuals who are shown on Club records as Members of the Club as of thirty (30) days prior to the proposed meeting date shall be entitled to receive notice of the meeting and to vote at the meeting. Any individuals who become Members after the Membership Record Date shall not be entitled to notice of the meeting and shall not be entitled to vote at the meeting.

7.8 QUORUM FOR MEMBER MEETINGS: Twenty five (25) 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.

7.9 All Officers/Directors should attend all meetings.

Voting at a General Meeting:

7.10 Every regular Member aged 16 and over, including the Officers/Directors, shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

7.11 In the event of a tied vote, the President shall have a second or deciding vote. If the President is not present at the meeting, then the Vice-President shall have a second or deciding vote. If neither the President nor the Vice-President are present, then the individual appointed to chair the meeting shall have a second or deciding vote.

Voting of Members under the Age of 16

7.12 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. A parent or guardian may only vote on behalf of one Member under the age of 16, regardless of how many children of that parent or guardian are regular Members of the Club. A parent or guardian is not required to have a proxy from his/her child.

Proxy Voting at General Meeting:

7.13 Every regular Member, or parent or 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 and must be at least 16 years of age.

7.14 The format for the proxy may be approved by the Board of Directors from time to time and shall be posted on the Club website.

Board of Directors Meetings:

7.15 The Board of Directors shall hold a meeting within thirty (30) days after the AGM for the purposes of establishing the levels of remuneration and mileage allowances and to considering such Club business as the Board may decide.

7.16 In addition, the Board of Directors shall meet at least 4 times per year, upon fourteen (14) days notice given by the President or Secretary, at such place and time as the Board of Directors may determine.

7.17 QUORUM FOR DIRECTOR MEETINGS: 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 (including the President) is entitled to cast one vote. In the event of a tied vote, the President shall have a second or deciding vote. If the President is not present at the meeting, then the Vice-President shall have a second or deciding vote. If neither the President nor the Vice-President are present, then the individual appointed to chair the meeting shall have a second or deciding vote.

Article 8: COMMITTEES

8.1 The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish one or more standing committees or special committees to carry

out specific business or programs of the Club. Although not required, it is contemplated that the Club shall maintain a Youth Volunteer Committee.

Article 9: PROCEDURES GOVERNING MEETINGS

9.1 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 10: BY-LAWS AND AMENDMENTS

10.1 By-Law amendments or new By-Laws may be proposed by the Board of Directors, or may be proposed by a Member of the Club. Any By-Law Amendment or new By-Law proposed by a Member of the Club shall be submitted in writing to the Board of Directors in writing at least 21 days prior to a General Meeting of the Club. Prior to taking effect, all proposed By-Law Amendments or new By-Laws must be approved by a majority vote of the Board of Directors, and must be passed by Special Resolution of the Members at a General Meeting of the Members.

10.2 An official notice of the proposed By-Law or By-Law amendment shall be given to all Members at least 14 days before the meeting is to be held, at such time and at such place as the Board of Directors may determine. Such notification shall be by:

- (A) Website Notice, and to each Member individually by one of the following methods:
- (B) Email sent to the Member's most current email address as shown on the books of the Club;
- (C) Prepaid regular lettermail sent to the Member's last address as shown on the books of the Club;
- (D) Hand-delivered to the Member; or
- (E) Such other method approved by the Members by Special Resolution, as long as such method provides for individual delivery."

10.3 MEMBERSHIP RECORD DATE: Only those individuals who are shown on Club records as Members of the Club as of thirty (30) days prior to the proposed meeting date shall be entitled to receive notice of the meeting. Any individuals who become Members after the Membership Record Date shall not be entitled to notice of the meeting and shall not be entitled to vote at the meeting.

Article 11: RULES AND REGULATIONS

11.1 The Club shall have Rules and Regulations which may 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) game logistics and procedures;
- d) selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions
- e) process for revoking appointments

11.2 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. All Rules and Regulations approved by the Board of Directors take effect on the date those Rules and Regulations are passed by Resolution of the Board, and do not require confirmation by the Members.

11.3 Additions, Amendments or Deletions to the Rules and Regulations may be made by a majority vote of the Board of Directors, or by majority vote of the Members at a General Meeting provided that notice of the proposed addition, amendment or deletion has been given in accordance with this By-Law (see notice requirements for General Meetings).

Article 12 : INDEMNITY

12.1 Members of the Board of Directors, Officers 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 13: FINANCE

13.1 The accounts of the Club shall:

a) be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$100,000; 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 \$100,000 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.

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

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

13.4 THE FISCAL YEAR OF THE CLUB shall end on September 30 of each year, unless otherwise ordered by the Board of Directors.

Article 14: DISPUTE RESOLUTION

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

14.2 Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OS, with a copy to the Club and District Association, the nature and facts of the dispute. The OS, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

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

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

Article 15: HARASSMENT

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

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

15.7 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.

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

Article 16: APPEALS

16.1 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.

16.2 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 OS's and District Association's published rules.

16.3 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.

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

Article 17: DISSOLUTION

17.1 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 18: DEFINITIONS/TERMINOLOGY

18.1 Terminology used in this By-Law shall have the same meaning as used by the OS in its letters patent, By-Laws and published rules.

Passed and amended this 14th of December, 2017.

Keri Castle-
Sedore
President

Lori Grills
Club Secretary