



THE GREATER NAPANEE SOCCER CLUB
P.O BOX 145,
NAPANEE, ON
K7R 3M3
PHONE: 530-4206

BYLAWS

Article 1: NAME

The name of this Club shall be the Greater Napanee Soccer Club, hereinafter referred to as GNSC or the Club. The headquarters of GNSC shall be located within the District Boundaries of the Southeastern Ontario Soccer Association, hereinafter referred to as SOSA.

Article 2: OBJECTIVES

The Club shall have the following objectives:

1. To promote and develop the game of soccer in the Greater Napanee area.
2. To promote, organize and support soccer team competition within the Greater Napanee area at recreational and competitive levels, for all age and gender groups, both indoor and outdoor.
3. To encourage the development and maintenance of good, safe soccer facilities within the Greater Napanee area.
4. 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 and shall follow the published rules of SOSA and The Ontario Soccer Association, hereinafter referred to as the OSA. GNSC is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

- i) OSA
- ii) SOSA
- iii) GNSC

Article 4: MEMBERSHIP

***CLASSIFICATION**

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

i) 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

THE GREATER NAPANEE SOCCER CLUB

CLUB BYLAWS – REVISED JANUARY 2005

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 Board 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 16 and over shall have the right to attend, speak and cast one vote at the General meeting of the Club.

Every regular member under the age of 16 shall have the right to attend and speak at General 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 General meetings.

Every regular member, or parent or guardian of a regular member under the age of 16, entitled to vote at a meeting 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. This information must be conveyed to the Secretary prior to the meeting.

ii)Honorary Member

The Board of Directors may designate an individual as an honorary member for a specific period of time. An honorary member is afforded all rights of membership, including the right to attend and speak at General meetings, but is not entitled to vote.

iii)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 General meetings, but is not entitled to vote.

CLUB BYLAWS – REVISED JANUARY 2005

***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:
if the Member submits a signed letter of resignation to the Club
if the Member is expelled by the Club's Board of Directors
if the Member is no longer registered with the Club
if any Board of Director or Director misses more then four meetings without just cause

Article 5: ORGANIZATION

The Club shall be governed by a Board of Directors, 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 and Registrar

The selection process and the appointments for the following Director positions shall be based on procedures outlined in the Club's published rules.

Director of Fund-Raising
Director of House League
Director of Representative Teams
Director of Coaching
Director of Tournaments
Director of Game Officials
Director of Discipline
Director of Fields/Equipment

THE GREATER NAPANEE SOCCER CLUB

CLUB BYLAWS – REVISED JANUARY 2005

Director of Indoor Soccer
Director of Promotions

A Director may hold more than one position.

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.

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

The positions of President, Treasurer, Director of Fund-Raising, Director of Representative League, Director of Coaching, Director of Discipline and Director of Indoor Soccer shall be selected in even numbered years.

Positions of Vice-President, Secretary, Registrar, Director of House League, Director of Game Officials, Director of Field/Equipment, Director of Tournaments and Director of Promotions shall be selected in odd numbered years.

***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 of the Directors or 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 Director may be removed from office by the Board of Directors for cause by a 2/3's vote of the Board of Directors present, provided notice to remove the Director has been given to all Board of Directors. If a Director is removed by the Board of Directors, 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 30 days notice to remove the Board Member has been submitted in writing to the President or Secretary. To successfully remove a Board Member, a minimum of 50 votes of members must be cast in favour. 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 Board of 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 GREATER NAPANEE SOCCER CLUB

CLUB BYLAWS – REVISED JANUARY 2005

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 any paid positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published rules. Each appointment decision made by the Board of Directors may not be appealed to the District Association with which the Club is affiliated.

The Board of Directors may also revoke, for cause; any appointment providing that it has followed the procedures for revoking an appointment as outlined in the Club's published rules. The revoking of an appointment by the Board of Directors may not be appealed to the District Association with which the Club is affiliated.

***DUTIES OF DIRECTORS**

i)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.

ii)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.

iii)Treasurer

The Treasurer should 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.

iv)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.

v)Registrar

CLUB BYLAWS – REVISED JANUARY 2005

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.

***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(50% + 1) of the votes cast shall be required to elect the Board of 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

***BOARD OF DIRECTORS MEETING**

The Board of Directors shall meet at least 4 times per year, upon 14 days notice given by the President and 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 Board of Director is entitled to cast one vote.

***GENERAL MEETINGS**

An official notice of each meeting shall be made available to all Members at least 7 days before the meeting is to be held, at such place and at such date as the Board of Directors may determine.

Twenty-five voting Members or 50% + 1 of the present Board of Directors and Director positions filled, 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.

***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 shall include:

THE GREATER NAPANEE SOCCER CLUB

CLUB BYLAWS – REVISED JANUARY 2005

Roll Call, Report from Board of Directors, Report from Directors, Auditor's Report, Amendments to the By-Laws, Election of Board of Directors, Adjournment

***SPECIAL GENERAL MEETING**

A special general meeting of the Club:

i) may be called by the Board of Directors, or

ii) 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

iii) the special general meeting shall be held within 30 days of receipt of the written request from the Members and only the business set out in the notice of the special general meeting shall be considered

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

i) By-law amendments to:

Article 1: the Club's name;

Article 5: the number of its Board of Directors, the additional positions a director may hold and the election year for the additional positions; and

Article 12: the financial year end of the Club

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 majority vote of the membership voting in person or by proxy at a meeting of the Club duly called for that purpose.

ii) Subject to the foregoing, all By-laws of the Club shall be adopted or amended, as the case may be, by a majority vote of the Board of Directors and by a 2/3's majority vote of the membership

THE GREATER NAPANEE SOCCER CLUB

CLUB BYLAWS – REVISED JANUARY 2005

voting in person or by proxy at a meeting of the Club duly called for that purpose, provided such By-laws or amendments conform to the OSA Published Rules.

iii)By-laws or amendments thereof required by changes to the OSA Published Rules shall be considered at the next members meeting of the Club following at least 45 days after notification of the required change has been published by the OSA.

iv)Copies of By-law amendments referred to in subparagraph (i) and proposed By-laws or amendments referred to in subparagraph (iii) shall be sent to all members entitled to vote for their consideration with the Club's notice of the said members meeting.

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.

Article 11: INDEMNITY

Members of the Board of Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

Article 12: FINANCE

The President, Treasure and Secretary shall have signing authority for banking functions. Two signatures shall be required to withdraw funds from the bank account.

The members with signing authority shall have a Criminal Record Information background check within one month of being elected. The Club shall pay for Costs incurred.

The accounts of the Club shall:

- i)be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or
- ii)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 \$30,000 or less; or
- iii)with the consent of its Members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less that \$10,000

CLUB BYLAWS – REVISED JANUARY 2005

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

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

The fiscal year of the Club shall end on the first day of October 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.

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.

CLUB BYLAWS – REVISED JANUARY 2005

Article 15: APPEALS

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.

Notwithstanding this Article, an individual may not appeal a decision made by the Board of Directors' regarding the appointment, non-appointment, re-appointment or revoking of an appointment of an individual to any coach or administrator position with the Club's operations.

Any member of the Club may appeal any decision made by the Club while a non-member may only appeal the denial or termination of membership in the Club.

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 the Greater Napanee area.

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.