

# **Orangeville Minor Soccer Club Inc. (OMSC)**

## **Constitution & By-Laws**



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# Orangeville Minor Soccer Club Inc. (OMSC) Constitution

## ***By-Laws***

### **Article 1: Name**

The name of the club shall be the “**Orangeville Minor Soccer Club Inc.**” (OMSC) herein after referred to as “**The Club**”.

The Club shall be affiliated with a recognized district of the Ontario Soccer Association, herein after referred to as “**The District**”.

The Club will maintain a head office within the County of Dufferin in the Province of Ontario, Canada.

The nickname of The Club will be Orangeville “**Storm**”.

The official colours of The Club shall be predominately blue, orange and white.

### **Article 2: Mandate / Objectives**

1. To foster, develop, and promote the discipline of soccer (indoor and outdoor) through the teaching of the game regardless of ability or gender.
2. To provide team(s) at the recreational and competitive levels.
3. To build a strong volunteer organization.
4. To ensure financial prudence.
5. To develop encourage and promote community spirit, sportsmanship and good fellowship among all Members.

### **Article 3: Affiliations**

The Club shall be a Member of a recognized district of the Ontario Soccer Association and shall follow the published rules of The District and The Ontario Soccer Association, hereinafter referred to as the OSA. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. The OSA
2. The District
3. The Club

### **Article 4: Membership**

#### **Definition:**

The membership shall be made up of:

1. Registered Players in good standing
2. Parents / Guardians of registered players under the age of 18 (Maximum of 2 parents / guardians per registered player)
3. Registered Team Official
4. Board of Directors & Operating Committee
5. Club Official
6. Honorary Lifetime Member

Membership shall be for the current calendar year.

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, provided said member is in good standing with The Club.

**Honorary Life Member:**

1. Any individual may be nominated by any Club Member to be an Honorary Life Member.
2. The Board of Directors will decide, through majority vote, whether or not the nominee will be accepted as an Honorary Life Member of The Club or not.

**Fees:**

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

**Discipline of the Member:**

Member discipline is governed in accordance with the policies and procedures published by The Club, The District & the OSA.

Member discipline for House League game infractions is governed by The Club's House League Discipline Policy. In the case where Member discipline for game infractions is also governed by a league or by the Ontario Soccer Association, further disciplinary action in addition to the decisions of the governing body is at the discretion of the Board of Directors of The Club in accordance with The Club's Dispute Resolution Policy. Any Member who infringes the By-Laws or Rules of The Club or brings The Club into disrepute may be censured, reprimanded, suspended, expelled or fined by The Club after a written complaint has been submitted and a hearing held in accordance with The Club's Discipline Policy or Dispute Resolution Policy. An individual who's Membership has been suspended or terminated loses all rights of Membership until the suspension has been completed or the conditions of termination have expired.

**Termination of Membership:**

Membership in The Club shall be deemed to have been terminated:

1. If the Member submits a signed letter of resignation to The Club and it is accepted by the Board of Directors
2. If the Member is under current suspension
3. If the Member is expelled
4. If the Member is no longer registered with The Club
5. If the Member fails to attend a discipline hearing for which the Member is required to attend
6. If the Member fails to remit registration fees or fines

**Article 5: Management Structure**

The business of The Club shall be conducted by a Board of Directors, an Operating Committee and Volunteers. All Directors and Operating Committee members shall be subject to the Conflict of Interest Policy 21.0 in the OSA's Published Rules.

**Board of Directors:**

The Club shall be governed by a Board of Directors which shall consist of at least 7 individuals, as may be amended from time to time in accordance with The Club's By-Laws.

The Board of Directors shall set policies and procedures, oversee implementation of said policies, approve all matters of finance, and shall oversee an Operating Committee to assist in the daily operations of The Club.

The Board of Directors shall be comprised of the following voting positions, in order of seniority:

1. President
2. Vice President

3. Director of Financial Operations
4. Director of Coaching & Travel Teams
5. Director of House League Operations
6. Director of Communications & Special Events
7. Director at Large
8. Director of Indoor Soccer

In additions the following members of the Board of Directors shall be non-voting positions:

1. Club Manager
2. Immediate Past President

A Board of Directors member can hold only one position on the Board. Members of the Board of Directors cannot be members of the Operating Committee.

The Operating Committee shall assist in the daily operations of The Club. The Operating Committee should be comprised of the following positions.

### **Operating Committee**

1. Referee-in-Chief
2. Sponsorship Co-ordinator
3. Equipment Co-ordinator
4. Field Scheduling Co-ordinator
5. House League Convenors

### **Volunteers**

Any individual, upon Board of Director approval may volunteer

1. To assist in the operations of The Club
2. To apply for a position on the Operating Committee

Volunteers must pass the Volunteer Screening Policy and a Police Records Check. A list of registered volunteers shall be maintained by the Board of Directors.

### **Director Vacancy**

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

A vacancy on the Board of Directors shall be filled by a majority vote during a meeting of the Board of Directors.

### **Removal of Board of Directors / Operating Committee Member**

No Member of the Board of Directors or Operating Committee shall be removed for arbitrary reasons but may be removed if:

1. The Member is unable to perform the duties expected of the position due to, but not limited by, any of the following reasons:
  - If she / he becomes incapable of performing the business of The Club
  - If any member of the Board of Directors / Operating Committee has missed three (3) meetings in the fiscal year or two (2) consecutive meetings shall be considered in breach of duty and may be removed from the Board / Operating Committee at the discretion of the Board of Directors at its regular meeting

2. The Member has compromised the integrity of The Club due to, but not limited by, any of the following reasons:
  - If she / he has been found guilty of an offence under the Harassment Policy of The OSA
  - If she / he has been found guilty of an offence involving violence under the Discipline Policy of the OSA
  - If she / he has failed to properly account for monies or other property belonging to The Club
  - If she / he has been found guilty of a criminal offence regardless of whether or not the offence has directly affected The Club.

### **Duties of the Directors**

The Board of Directors shall conduct the business of The Club during the periods between general meetings of The Club in accordance with the authority granted to it in the published rules of The Club.

The Board of Directors shall be responsible for the appointment and renewal of 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 within The Club's operation. The selection process and the appointments shall be based on procedures outlined in The Club's published rules.

The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for the revocation of an appointment as outline in The Club's published rules.

In addition, the roles of the Board of Directors and Operating Committee shall consist of, but not be limited to:

#### **President**

- Preside at all meetings of the Membership & the Board / Operating Committee
- Direct and / or delegate supervision to all officials or other Club personnel
- Have responsibility for the general operation of The Club
- Delegate authority, assign specific functions, and recommend the creation of special committees
- Make appointments to committees with the approval of the Board of Directors
- Represent The Club in matters involving affiliated organizations and other social, recreational and sports organizations
- Authorize expenditures not in excess of five hundred dollars (\$500.00) without action / approval by the Board of Directors
- Prepare an Annual Report for and preside at, the Annual General Meeting
- Perform all other duties as necessary to ensure smooth operation of The Club

#### **Vice President**

- Assume role of the President in his / her absence.
- Preside as Chairman of the Discipline and Protest Committee
- Perform such duties as delegated by the President and / or Board of Directors

#### **Director of Financial Operations**

- Acts as Club Financial Office
- Review and approve all incoming and outgoing Club financial transactions on a monthly basis, when possible
- Review financial data for preparation of financial statements
- Act as a liaison with Auditors, when required
- Prepare a balanced Annual Budget within 30 days after the Annual General Meeting

- Produce financial reports, as required, for meetings of the membership, Board of Directors and Operating Committee
- Perform such duties as delegated by the President and / or Board of Directors

#### **Director of Coaching & Travel Teams**

- Monitor and organize coaching clinics for the coaches in The Club
- Regularly administer coaching advice and feedback for all coaches in The Club
- Acts as a resource person for all coaches affiliated with The Club
- Organize skill development clinics and camps for players affiliated with The Club
- Maintain a library of books, articles, and videos for coaches of The Club
- Create long and short term seasonal and multi-seasonal plans focusing on skill development and physical fitness
- Develop, organize, administer and manage all Travelling team programs run by The Club
- Recruit and appoint coaches for all Travelling teams, submit to Board approval
- Act as liaison between the Board and all Travelling teams
- Chair all meetings involving Travelling team coaches
- Perform such duties as delegated by the President and / or Board of Directors

#### **Director of House League Operations**

- Develop, organize, administer, and manage all local recreational programs run by The Club
- Oversee House League conveners
- Evaluate equipment requirements with the Equipment Co-ordinator in relation to House League operations
- With the involvement and cooperation of House League division conveners, assign / reassign players to teams ensuring an equal balance of skills from each team within each specific division
- Perform such duties as delegated by the President and / or Board of Directors

#### **Director of Communications & Special Events**

- Develop, organize and manage all fund raising programs run by The Club
- Organize and run Club tournaments and special events as designated by the
- Manage the development and maintenance of The Club website
- Review and approve all external Club communication including, by not limited to, advertising, website, media relations and newsletters
- Submit reports as required by the Board of Directors
- Perform such duties as delegated by the President and / or Board of Directors

#### **Director At Large**

- Perform duties as assigned by the President or Board of Directors

#### **Director of Indoor Soccer**

- Develop, organize, administer and manage all activities related to the Indoor Soccer program of The Club
- Report as required to the Board of Directors
- Perform such duties as delegated by the President or Board of Directors

#### **Club Manager**

- Perform duties as assigned by the President or Board of Directors
- Paid position as governed by the Constitution

#### **Past President**

- Advise President and Board of Directors on general operation of The Club

## **Duties of the Operating Committee**

### **Referee-In-Chief**

- Develop, organize, administer, and manage The Club's referee programs including but not limited to scheduling, training and recruitment of Club referees
- Perform such duties as delegated by the President or Board of Directors
- Report as required to the Board of Directors

### **Sponsorship Co-ordinator**

- Develop, organize, administer and manage all sponsorship activities run by The Club
- Report as required to the Director of Communications & Special Events
- Perform such duties as delegated by the President or Board of Directors

### **Equipment Co-ordinator**

- Organize, administer, manage and inventory all soccer equipment owned by The Club
- Ensure return of all Club property at the close of each season
- Report as required to the Director of House League Operations / Director of Coaching & Travel Teams
- Perform such duties as delegated by the President or Board of Directors
- Develop, organize, administer and manage all issues related to scheduling and maintenance of fields
- Perform such duties as be delegated by the President or Board of Directors

### **House League Convenors**

- Report as required to the Director of House League Operations
- Perform such duties as delegated by the President or Board of Directors specific to the assigned division

## **Nominations & Elections**

1. Directors shall be elected for a two (2) year term of office. The Operating Committee shall be elected yearly.
2. Elections shall occur in even numbered years for the President, Director of Financial Operations, Director of House League Operations and Director at Large.
3. Elections shall occur in odd numbered years for the Vice President, Director of Coaching & Travel Teams and Director of Communication & Special Events and Director of Indoor Soccer.
4. In the event that there are no suitable candidates for these positions, or a vacancy exists as a result of a resignation or removal, the Board of Directors may appoint a member to serve in a position until the next Annual General Meeting.
5. Positions for which nominations will be accepted shall be advertised in one local newspaper, on The Club website and in The Club newsletter no later than one (1) month prior to the Annual General Meeting.
6. There shall be a separate election, by ballot, for each available position.
7. Only those persons who have met the criteria for nomination will be considered for a position as a Member of the Board of Directors or Operating Committee.

8. No candidate may assume a position by acclamation. In the event of a single candidate, a yes / no vote will be tallied. In the event the single candidate is defeated, that position shall remain open in accordance with the Constitution.

### **Criteria for Nomination**

1. A person over the age of eighteen (18) who wishes to serve The Club as a Member of the Board of Directors must be nominated by a Member of The Club in a letter to the attention of the Chair of the Nomination Committee, detailing their qualifications for the position, no later than fourteen (14) days prior to the AGM.
2. To be eligible to be elected to the position of President, a candidate must have served The Club in one of the other six (6) positions on the Board of Directors for a minimum of two consecutive years.
3. To be eligible to be a member of the Board of Directors, other than the President, the candidate must have been a member of OMSC for a minimum of two years.
4. Within 30 days of being elected or appointed, all said Members must pass the Volunteer Screening Policy and a Police Records Check to be eligible to maintain the elected position or appointment to serve on the Board of Directors or Operating Committee.
5. A person whose membership has been terminated or suspended by The Club may not stand for election or be appointed to serve on the Board of Directors until such time as the conditions of the termination or suspensions have expired.

## **Article 6: Meetings**

### **Meetings of the General Membership**

1. Each voting Member shall be entitled to one (1) vote at any Meeting of the General Membership. A Member must be present to vote. Proxy votes are not permitted.
2. A minimum of fourteen (14) days notice of the purpose time and location of any Meeting of the General Membership will be provided. Notification to Members must be posted on The Club website, in one local newspaper and at The Club's Head office.
3. The President shall preside at all Meetings of the General Membership. In the event of the President's absence, the next senior member of the Board of Directors shall assume this responsibility.
4. The Board of Directors (minimum of 3 present) plus 12 Voting Members in good standing shall constitute a quorum.
5. Voting at all Meetings of the General Membership shall be by a show of hands unless a poll is requested, except during the Election of the Board of Directors. Decisions shall be reached by simple majority unless otherwise specified in the By-Laws of The Club or Corporate Law.
5. Meetings shall be conducted according to the most recent published edition of Robert's Rules of Order insofar as they may apply.

## **Annual General Meeting of the Membership**

1. The Annual General Meeting (AGM) of The Club and a review of the Audited Club's financial statement shall occur by November 14<sup>th</sup> following the fiscal year end.
2. Order of Business:
  - a. Roll Call
  - b. Period of Remembrance
  - c. Minutes of the Previous Annual General Meeting
  - d. President's Address
  - e. Director of Financial Operations' Report
  - f. Auditor's Report
  - g. Appointment of Auditors
  - h. Director's Reports
  - i. Other Reports
  - j. Unfinished Business
  - k. New Business
  - l. Amendments to the Constitution & By-Laws
  - m. Election of the Board of Directors & Operating Committee
  - n. Adjournment

## **Special General Meeting of the Membership**

1. A Special General Meeting of the Membership may be called by the Board of Directors by its own motion at its regular meeting.
2. A Special General Meeting must be called within thirty (30) days following the receipt of a written request signed by no less than one third (1/3) of the Voting Members.
3. Only the business for which a Special General Meeting has been called will be dealt with at the Meeting.

## **Board of Director Meetings**

The Board of Directors shall meet at least 9 times per year, upon 7 days notice given by the President and / or Administrator, at such place and time as the President or Board of Directors may determine.

A majority of the voting Members of the Board of Directors shall form a quorum at all meetings of the Board. The President shall preside at all Board of Director meetings. In the event of the President's absence, the next senior member of the Board of Directors shall assume this responsibility.

All seconded motions arising at any meeting of the Board of Directors shall be decided by a simple majority vote where each Director is entitled to cast one vote.

## **Procedures Governing Meetings**

All meetings of The Club shall be conducted in accordance with the most recent published edition of Robert's Rules of Order insofar as they may apply unless otherwise stipulated in the By-Laws or other Rules and Regulations of The Club.

### **Article 7: Committees**

The Membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of The Club. All committees shall report back to the Board of Directors with all action items to be approved by the Board of Directors.

### **Article 8: Amendments to the Constitution**

1. All proposed amendments to the Constitution must be submitted to The Club no less than fourteen (14) days prior to the Annual General Meeting or a Special General Meeting of the Membership called for that purpose.
2. Amendments to the Constitution require a 2/3 majority vote of those present at a Meeting of the Membership called for that purpose.
3. Copies of the proposed amendments to the Constitution must be posted at The Club's Head Office and on The Club's website no less than seven (7) days prior to the General Meeting of the Membership at which they will be considered.

### **Article 9: Rules & Regulations**

The Board of Directors must establish, implement, and / or review a Rules & Regulations manual to guide and direct The Club's affairs in accordance with its constitutional mandate and objectives. This manual must include, but is not limited to:

- a) Volunteer Screening
- b) Budget and Finance
- c) The Club Discipline Policy
- d) The Club Dispute Resolution Policy
- e) Duties of the Board of Directors and Operating Committee

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.

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

All paid positions within The Club shall be reviewed annually by the Board of Directors with regards to role, hours, work and compensation.

### **Article 10: Hold Harmless**

Every Member of the Board of Directors, Operating Committee, Volunteer or Staff Member shall be indemnified by The Club against all costs, losses and expenses incurred by them respectively in /or about the discharge of their respective duties, except those which happen as a result of their own wilful negligence or default.

### **Article 11: Finance**

The accounts of the Club shall be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000.

At the Annual General Meeting of the Club, a Chartered Accountant Firm shall be appointed to perform the audit.

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

### **Article 12: Signing Authority**

All cheques or agreements purporting to bind The Club, must be signed by the President and either the Director of Financial Operations or Vice President. Any other Board of Directors member may be granted temporary signing privileges upon unanimous approval of the Board of Directors.

### **Article 13: Harassment**

The Club shall adhere to the Harassment Policy as published and approved by The OSA.

The Harassment Policy shall apply to all Employees, Directors, Officers, Volunteers, Coaches, Game Officials, Players and Members 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 OSA's Harassment Policy when requested in writing to do so.

### **Article 14: Appeals**

Any member or registrant of The Club directly affected by a decision of The Club may appeal such a decision. The denial or termination of Membership in The Club may be appealed by a non-Member.

A decision of The Club may be appealed to the District Association with which The Club is affiliated. The appeal shall be conducted in accordance with the OSA's and District Association's published rules.

An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or paid position within The Club's operations, except where the selection, appointment and revocation process outlined in The Club's published rules has not been followed.

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

### **Article 15: Dissolution**

In the event of dissolution of The Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

### **Article 16: Definitions / Terminology**

Terminology used in this By-Law shall have the same meaning as that used by the OSA in its By-Laws and published rules.