

OTTAWA FALCONS SOCCER CLUB BYLAW

January 2018

Article 1: NAME

The name of this Club shall be the Ottawa Falcons Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Eastern Ontario District Soccer Association, hereinafter referred to as the District Association.

Article 2: OBJECTIVES

The Club shall have the following objectives:

To promote and develop the game of soccer in Ottawa.

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: MEMBERSHIP

There are four classes of member, namely, regular member, social member, life member and associate member.

Regular Member

A regular member is either:

- a registered player
- a registered Club coach
- a registered Club administrator

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 shall become a regular member upon acceptance by the directors of the Club.

An administrator shall become a regular member upon election or appointment by the directors of the Club. An administrator is an individual who is registered with the OSA to be responsible for one or more of the functions required to operate a Club. For purposes of this definition, a team manager and a Director shall be classified as an administrator.

Every regular member aged 16 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

Every regular member under the age of 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.

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.

Social Member

The Board of Directors may recognize individuals as social members for a specific period of time.

Upon paying an annual social membership fee, a social member is afforded all rights of membership, including the right to attend and speak at Members' meetings, and is entitled to vote.

Life Member

The Board of Directors may designate an individual as a life member. Life members will have all annual fees waived.

A life member is afforded all rights of membership, including the right to attend and speak at Members' meetings, and is entitled to vote.

Associate Member

The Board of Directors may recognize individuals as associate members for a specific period of time.

An associate member is afforded all rights of membership, including the right to attend and speak at Members' meetings but is not entitled to vote.

Fees

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

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.

Termination of Membership

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

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 4: BOARD OF DIRECTORS

The Club shall be governed by a Board of ten (10) 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
Six (6) Directors-At-Large

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 member, or the parent or guardian of a Regular Member under age 16, of the Club.

A Director shall serve for a term of two years or until his or her successor is elected or appointed. After an initial Board of Directors has been appointed, the positions of President, Treasurer and three Directors-At-Large, shall be elected in even numbered years while the positions of Vice-President, Secretary and the other Directors-At-Large, shall be elected 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 on the Board of Directors and their respective position(s) held, caused by death, or resignation, which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

Removal of Director

No member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

1. They are unable to perform the duties expected of their position due to, but not limited to, any of the following reasons:
 - if they become incapable of performing the business of the Club
 - if they are absent from two or more consecutive meetings of the Board without satisfactory reason
 - if they no longer reside in reasonable proximity to the Club
 - if they become, or are discovered to be, an undischarged bankruptor
2. they have compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - if they have been found guilty of an offence under the Harassment Policy of The OSA
 - if they have been found guilty of an offence involving violence under the Discipline Policy of The OSA
 - if they have failed to properly account for monies or other property belonging to the Club
 - if they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

A member of the Board of Directors holding his or her respective position(s), as Director or other

position(s), may be removed from office by the Board of Directors for good and sufficient cause by a 2/3's vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

A member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the members of the Club provided notice to remove the Director has been given to persons entitled to attend the members' meeting. If a Director is removed at a members' meeting, the members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term(s) being filled.

Duties of Board of Directors

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

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the Club, except for those positions elected by the membership of the Club. This shall include the appointment of the Registrar and volunteer and paid positions for coach and administrator positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published rules.

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

Duties of Directors

President

Except as provided for in the Dispute Resolution Policy of the OSA, the President shall preside at all general meetings of the Club, and of the Board of Directors and shall be ex officio a member of all committees, except for a nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board of Directors; coordinate all duties of the Board of Directors, committees, staff; and shall be the spokesperson for the Club.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board of Directors.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

Secretary

The Secretary shall maintain a record of all minutes of the organization, maintain copies of all committee reports, notify officers and committee members of their election or appointment, furnish committees with those documents required to perform their duties, sign all certified copies of acts of the organization (unless otherwise specified in the Club's published rules), maintain record books in which bylaws, published rules and minutes are entered and, 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.

Duties of the Registrar

The Board of Directors will determine annually if the role of Club Registrar is required. If required, the Club Registrar shall register all players, coaches, game officials and administrators with the Club and with the District Association for outdoor seasons, shall maintain statistics on all player registration, 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 of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

Conflict of Interest

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

Article 5: MEETINGS

General Meetings:

An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by:

- email , or
- website notice, or
- public notice.

Twenty-five voting Members or 25% of the voting membership, whichever is less, shall form a quorum at all general meetings of the Club. Any question shall be decided by a majority of the votes. In case of tie votes, the President, or his/her replacement, shall be entitled to cast a second vote to break the tie.

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:

1. Roll Call
2. Minutes of Previous Annual General Meeting
3. President's Address
4. Officers' Reports
5. Treasurer's Report
6. Auditor's Report

7. Appointment of Auditors
8. Other Reports
9. Unfinished Business
10. Amendments to the By-Laws
11. Election of Officers and Directors
12. Any Other Business
13. Adjournment

Special General Meeting:

A special general meeting of the Club:

- a. may be called by the Board of Directors, or
- b. shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 25 Members or 25% of the voting membership, whichever is less, setting out the items of business to be conducted at the special general meeting. The special general meeting shall be held within 30 days of receipt of the written request from the Members.

Only the business set out in the notice of the special general meeting shall be considered.

Board of Directors Meeting:

The Board of Directors shall meet at least 6 times per year, upon notice given by the President and/or Secretary, at such place and time as the Board of Directors may determine.

A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote. In case of tie votes, the President, or his/her replacement, shall be entitled to cast a second vote to break the tie.

Article 6: 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 7: 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 8: BY-LAWS AND AMENDMENTS

(a) By-law amendments to:

Article 1: the Club's name;

Article 4: the number of its Board of Directors, the additional positions a director may hold and the election year for the additional positions; and

Article 11: 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's vote of the membership voting in person or by proxy at a meeting of the Club duly called for that purpose.

(b) 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 vote of the membership 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

(c) 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.

(d) All members entitled to vote shall be notified with the Club's notice of the said members' meeting about by-law amendments referred to in subparagraph (a) and proposed by-laws or amendments referred to in subparagraph (c). Such notification shall be by email, web site notice or public notice.

Article 9: 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 or the Members at a General Meeting.

Article 10: 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 11 - FINANCE

The accounts of the Club shall:

- a. be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; 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 \$30,000 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.

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 December 31 of each year, unless otherwise ordered by the Board of Directors.

Article 12: 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 Association, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

The Dispute Resolution process shall not to 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 13: 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 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 Harassment Policy when requested.

Article 14: APPEALS

- a. Any member of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of membership in the Club may be appealed by a non-member.
- b. A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with The OSA's and District Association's published rules.
- c. An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.
- d. 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 utilized by The OSA in its letters patent, by-laws and published rules.

RULES AND REGULATIONS

RULE 1: DISCRIMINATION

As a foundation of the club's bylaw, the Falcons Soccer Club members recognize and adopt the principle that every member or potential member of the Club should have an equal opportunity with other members to make for himself or herself the kind of affiliation that he or she is able and wishes to have with the Club, consistent with his or her duties and obligations as a member thereto, without being hindered in or prevented from doing so by discriminatory practices based on race, national or ethnic origin, colour, religion, age, gender, marital status, family status, economic status or disability.

RULE 2: COPIES OF THE BYLAW

Every member shall receive a copy of the constitution as well as amendments of the constitution and bylaws.

RULE 3: AWARDS

Subject to the approval of the Board, awards will be given to members including the following:

1. The John Morris Memorial Award

The John Morris Memorial Award shall be presented annually at the Club's annual dinner and awards function and it shall be given a prominent position in the function's proceedings.

The full official procedure for determining the recipient and the presentation of the award is available from the Board or earlier holders of the award and must be adhered to.

The following extract establishes the standard wording for the introduction of the presentation.

PRESENTATION OF THE AWARD

1. The award should, where possible, be introduced and presented annually by the most recent recipient.
2. It should always be introduced as the John Morris Memorial Award and will not be referred to as a trophy.
3. By tradition, the following words must be used to introduce the presentation after which the presenter may add additional personal words to suit the occasion.

“John Morris loved soccer, but perhaps what he loved above all was the companionship of his club mates. He gave a lot back to the game and resumed his playing career as an old-timer when old-timer's soccer first began. When John died in 1982, his wife Beverley provided the John Morris Memorial Award to be made annually in his memory to a member of the Falcons old-timer fraternity who best portrays a continuing love of and service to the game, and off-the-field

fellowship. Perhaps though, it is this last quality which most distinguishes this Award from all others.”

2. The Pat O’Kane Award

The Pat O’Kane Award shall be presented at the Club's annual dinner and awards function. The Pat O’Kane Award was donated by Carol O’Kane in 1991 and is given, at the discretion of the executive committee, to a club member whose contribution to the Falcons Soccer Club is exemplary and reflects the spirit, commitment and standards set by Pat O’Kane. Pat had many achievements with the Falcons but his one unfulfilled dream was that we would one day have our own playing field and clubhouse.

Pat left an indelible mark on those who knew him. While his memory may fade except among the few who remember his character and honour his spirit, his contribution to the club remains. The Pat O’Kane Award bears his name and carries with it the recognition that the recipient is an individual whose commitment and contribution to the club are exceptional.

RULE 4: SELECTION OF COACHES

Coaches may be appointed by the Board of Directors by a majority vote. The Board of Directors may also, by majority vote, revoke, for cause, any appointment after a hearing by the Board of Directors of the Club at which hearing the coach is entitled to attend.

RULE 5: CODE OF BEHAVIOUR

Coach's Code of Behaviour

- Be reasonable in your demands on player’s time, energy and enthusiasm.
- Teach your players to follow the rules.
- Avoid over-playing the talented players. The just average players need and deserve equal playing time.
- Remember that the players participate for pleasure and that winning is only part of the fun.
- Ensure that equipment and facilities meet safety standards and are appropriate to the age and ability of the players.
- Develop team respect for the ability of opponents and for the judgment of officials and opposing coaches.
- Follow the advice of a physician when determining when an injured player is ready to recommence training or competition.
- Keep up to date with the latest coaching practices and the principles of growth and development of players.

Player's Code of Behaviour

- Play by the rules.
- Never argue with an official. If you disagree, have your captain, coach or manager approach the official during a break or after the competition.
- Control your temper. Verbal abuse of officials or other players, deliberately distracting or provoking an opponent is not acceptable or permitted in any sport.
- Work equally hard for yourself and/or your team. Your team’s performance will benefit, so will you.
- Be a good sport. Applaud all good plays whether they are by your team or the opposition.
- Treat all players as you would like to be treated. Do not interfere with or take unfair advantage of another player.

- Cooperate with your coach, team-mates and opponents. Without them there would be no competition.

Supporter's Code of Behaviour

- Remember that the player are playing the sport for their enjoyment, not yours.
- Focus on the efforts and performance rather than winning or losing.
- Encourage the players to always participate according to the rules.
- Never ridicule or yell at someone for making a mistake or losing a game.
- Applaud good plays by all teams.
- Support all efforts to remove verbal and physical abuse from sporting activities.
- Respect official's decisions.
- Show appreciation of volunteer coaches, officials and administrators. Without them, there would be no game

RULE 6: USE OF THE FALCONS TRADEMARK

The Falcons logo is the intellectual property of the Ottawa Falcons Soccer Club and cannot be used for any purpose without the express written consent of the Club.

RULE 7: REFUND OF REGISTRATION FEES

Registration fees are non-refundable once the first game of the season has been played in the division in which the player is registered. Yearly registration fees, minus any administrative costs incurred by the Club to register a player within a recognized league will be provided for withdrawals for any reason prior to that date.

For players who incur a season ending injury prior to July 15, as confirmed by the team manager and a medical practitioner, a credit equal to 50% of the registration fee will be applied to the player's registration fee for the following season. If the player cannot register in the following season because of the injury, a refund equal to 50% of the registration fee will be paid at that time.

For extenuating circumstances, refunds may be considered at the discretion of the Board of Directors on a case-by-case basis.