

FUNDY YOUTH SOCCER CLUB

BY-LAWS



Fundy Youth Soccer Club By-Laws

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1.0 INTRODUCTION

1.1 NAME OF ORGANIZATION

The organization shall be known as **Fundy Youth Soccer Club**, hereinafter called FYSC.

1.2 ORGANIZATION

FYSC shall be composed of players and members as defined below and shall be managed by a Board of Directors, as hereinafter constituted.

1.3 HEAD OFFICE

FYSC's head office shall be located within the boundaries of Cumberland County.

1.4 AFFILIATION

FYSC shall be a member of Soccer Nova Scotia. FYSC is subject to the rules in declining order of authority of the following bodies: Canada Soccer, Soccer Nova Scotia and the New Brunswick - Eastern Soccer League (ESL).

2.0 DEFINITIONS

2.1 In these by-laws:

- a) "Society" means Fundy Youth Soccer Club.
- b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- d) "Players" is a person who has properly registered and satisfied all the criteria established by the Board of Directors.
- e) "Parent/Guardian" includes biological parents and legal guardians of a player.
- f) "Head Coach" is an individual appointed by FYSC involved in the direction, instruction, and training of a team.

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- g) "Assistant Coach" is an individual recommended by the Board or Head Coach and approved by FYSC. The Assistant Coach aids the Head Coach in their duties.
- h) "Recreational Team" is a team that is assigned through a process of allocation based on a first come, first serve basis until all spots are filled.
- i) "Competitive Team" is a team that is selected through a tryout process and registered under FYSC for the purpose of facilitating entry into a sanctioned league.

3.0 MEMBERSHIP ROLES

3.1 Subject to the following criteria, membership in good standing within FYSC shall be divided into the following:

- 3.1.1 Regular membership in FYSC shall consist of all directors, head and assistant coaches, managers, and all parents and/or guardians of registered youth players and adult players.
- 3.1.2 Honorary members: Board of Directors may designate an individual as an honorary member subject to such terms and conditions and for such length of time as the Board of Directors may determine. An honorary member is afforded all rights of membership, including the right to attend and speak at the members meeting, but is not entitled to vote.

4.0 FYSC BOARD OF DIRECTORS

4.1 DIRECTORS

- 4.1.1 The management of the Society is the responsibility of the Directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.
- 4.1.2 FYSC shall be governed by a Board of Directors, which shall consist of not more than twelve (12) voting individuals or such number not to be less than four (4) as may be amended from time to time in accordance with FYSC's bylaws. The vote of the President shall not be counted within the 12 voting individuals as his or her vote is only cast in the event of a tie.
- 4.1.3 A Director shall be 19 years of age or older, reside in Cumberland County Nova Scotia, and shall be a regular member of FYSC.
- 4.1.4 A Director shall serve for a term of three (3) years, or until his or her successor is elected.

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- 4.1.5 Directors shall retire from office at the end of each Annual General Meeting at which their successors are elected. Retiring directors shall be eligible for re-election. All Directors shall be elected at the Annual General Meeting.
- 4.1.6 A Director has the right to resign his or her position at any time by submitting a written notice of resignation to FYSC.
- 4.1.7 A vacancy on the Board of Directors caused by death, or resignation which has been accepted by the Board of Directors, may be filled by a member of the Society by a majority vote of the Board of Directors at a subsequent meeting of the Board of Directors. Successor/Director shall hold their office for the remainder of the term of the Director being replaced.
- 4.1.8 No Director shall be terminated for arbitrary reasons, but they may be removed if:
- a) The Director is unable to perform the duties expected of the position due, but not limited to, any of the following reasons:
 - i. They become incapable of performing the business of FYSC;
 - ii. They are absent from three (3) or more meetings of the Board, without satisfactory reason, within the budgetary year with the exception of the past President;
 - iii. The Director has compromised the integrity of FYSC due to, but not limited to one of the following reasons:
 - a) If they have been found guilty of an offence under the harassment policy from time to time adopted by FYSC;
 - b) If they have been found guilty of an offence involving violence under the discipline policy from time to time adopted by FYSC;
 - c) If they have failed to properly account for monies or other property belonging to the club;
 - d) If they have been found guilty of a criminal offence regardless whether or not it has directly affected the club.
 - b) A member of the Board of Directors may be removed from office by the Board of Directors for good and sufficient cause by a 2/3 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 remaining Directors may appoint a successor to the position for the remainder of the term.
- 4.1.9 The Board of Directors shall be subject to the conflict of interest policy from time to time adopted by FYSC. In the event that FYSC does not establish its own conflict of interest policy, the conflict of interest policy in effect and published by the Soccer Nova Scotia or failing such a policy, then the policy in effect and published by the Canada Soccer, shall apply.
- a) Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members:

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- (i) upon nomination, and
 - (ii) if serving as a Director, when the possibility of a conflict is realized.
- b) A conflict of interest does not prevent a member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
- 4.1.10 The Board of Directors shall conduct the business of FYSC during the periods between the Annual General Meetings of FYSC in accordance with the authority granted to it by the Registry of Joint Stocks of the Province of Nova Scotia.
- 4.1.11 The Board of Directors shall be responsible for the appointment and renewal of all positions including standing committees within FYSC. The Board of Directors shall also be responsible for the discipline of all employees and volunteers in accordance with the provisions of these by-laws to and including the suspension and termination of any position.
- 4.1.12 The Board of Directors shall meet a minimum of 9 times a year to conduct the business of FYSC and may meet more frequently at the call of the President.
- 4.1.13 All votes at Director's meetings will be decided by a majority of the board members present. The President shall only vote in the event of a tie.
- 4.1.14 The quorum of the Board of Directors required in order to validly conduct any business of FYSC shall be 51% of the total number of Directors from time to time serving on the Board of Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.
- 4.1.15 In the event that a meeting cannot be called or in the event that a quorum is not present at a meeting duly called, a vote may be conducted by email provided however that any vote conducted by email shall only be valid in the event that 51% or more of the board communicate their votes in favor of the matter to be decided. The result of the vote shall be ratified at the next regular meeting of the Board of Directors.

4.2 DUTIES OF THE EXECUTIVE

- 4.2.1 The executive of FYSC shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the Past President.
- 4.2.2 With the exception of the position of Past President, the executive shall be elected at the next Annual General Meeting of FYSC, upon expiration of their term. All other positions with FYSC, including committee chairs and Directors shall be filled by the Board of Directors on an as needed basis.

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- 4.2.3 In the event that a vacancy occurs in any office of the executive, the Board of Directors shall fill the vacancy within one month of such vacancy occurring or as soon thereafter as is practicable.
- 4.2.4 The following shall be the duties of the executive:
- a) The President: The President shall preside at board meetings and the Annual General Meeting. The President shall designate standing committees and appoint committee chairs with the power to add. The President, acting together with one of the other executive directors, shall sign all contractual documents and shall be a signing officer on the FYSC bank account. He or she shall also have the power to call board meetings and special resolution meetings of the membership. The President is an ex officio member of all committees.
 - b) Vice President: The Vice President shall perform and exercise all of the powers of the President during the latter's absence or incapacity. The Vice President will serve on the Audit and Finance committee. The Vice President shall also be an authorized signing officer of FYSC and shall have signing authority on the FYSC's bank account.
 - c) Secretary: The Secretary shall keep a record of all proceedings of FYSC, including Board, Annual General Meetings and other meetings of members and shall maintain copies of all committee reports. In addition, the secretary shall maintain a register at all general meetings of the members, the purpose of which shall be to determine the eligibility of each member in attendance to vote.
 - a) The Secretary shall also have the responsibility of filing the annual requirements with the office of the Registrar;
 - i. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii. a copy of every special resolution within fourteen (14) days after the resolution is passed
 - d) Treasurer: The Treasurer shall be a signing officer and shall have signing authority on the FYSC's bank account. The treasurer shall provide up-to-date financial information to the Board of Directors and shall be responsible for the preparation of a financial statement to be available at FYSC's Annual General Meeting. The Treasurer will be the Chair of the Finance committee.
 - e) Past President. The Past President is a member of the executive and shall be entitled to attend and vote at any meeting of the executive. In all other respects, the Past President shall have all the rights, privileges and obligations of any other Director of FYSC.

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4.3 TERMS OF EXECUTIVE MEMBERS

- 4.3.1 President: Shall not exceed three (3) years without renewal.
- 4.3.2 Past President: Until a new President is elected. A Past President may resign from the Board of Directors leaving the position of Past President vacant until a new President is elected, and their predecessor becomes Past President.
- 4.3.3 The remaining executive shall hold their positions for a term that shall not exceed three (3) years without renewal.

5.0 MEETINGS

5.1 ANNUAL GENERAL MEETING

- 5.1.1 FYSC shall hold an AGM once every year, following the end of the current budgetary year, prior to the Soccer Nova Scotia AGM.
- 5.1.2 A communication advising members of the upcoming AGM shall be sent via email at minimum 14 days prior to the AGM indicating the time, date and location of the meeting. This information shall also be posted on FYSC's official social media accounts as well as its current website.
- 5.1.3 The agenda for the AGM shall be as follows:
 - a) Roll call;
 - b) Minutes of the last AGM and any Special Resolution Meeting which may have been held since the last AGM;
 - c) Unfinished business arising from the minutes;
 - d) President's report;
 - e) Treasurer's report;
 - f) Technical Director's report;
 - g) Registrar's report;
 - i) Other reports;
 - j) Appointment for the financial review;
 - k) Amendments to the By-laws;
 - m) Election of Directors;
 - o) New business; and
 - p) Adjournment
- 5.1.4 The President of FYSC shall conduct all elections with the exception of the year that their Director's term ends. A neutral Director shall conduct the election in the aforementioned event.
- 5.1.5 Quorum at an Annual Meeting shall consist of 5 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

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5.2 SPECIAL RESOLUTION MEETING

- 5.2.1 FYSC The Board of Directors of FYSC may call a Special Resolution Meeting of the voting members if requested by the chair or on a simple majority vote of the Board of Directors.
- 5.2.2 Upon a written request, the Board of Directors shall call a Special Resolution Meeting of the members.
- 5.2.3 Any request for a Special Resolution Meeting shall state the nature of the business to be discussed at the Special Resolution Meeting.
- 5.2.4 A Special Resolution Meeting shall be held within 7 days of receipt of the request.
- 5.2.5 A communication advising members of the upcoming Special Resolution Meeting shall be sent via email at minimum 7 days prior to the Special Resolution Meeting indicating the time, date and location of the meeting. This information shall also be posted on FYSC's official social media accounts as well as its current website. No business other than that for which the meeting is called shall be discussed or transacted.
- 5.2.6 The non-receipt of notice by any member shall not invalidate the proceedings.
- 5.2.7 The quorum and the determination of any vote shall be done in accordance with the rules set out above for Annual Meetings.

6.0 TECHNICAL DIRECTOR

- 6.1 The Technical Director of FYSC shall be a paid position and the Technical Director shall not be a member of the Board of Directors of FYSC but shall be required to attend and report at all meetings of the Board of Directors and of the members.
- 6.2 The Technical Director shall be appointed by the Board of Directors for a term of one-year. Renewable subject to an annual review to be conducted by the President and one or more members of the Board of Directors in the month of October.
- 6.3 The Technical Director shall be interviewed at his or her annual review and he or she shall be required to sign a copy of a written evaluation or notes made following the interview.

7.0 FINANCE

7.1 FINANCIAL OVERVIEW

- 7.1.1 The fiscal year end of FYSC shall be the last day of December.

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- 7.1.2 The Directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
 - a) a balance sheet showing its assets, liabilities, and equity, and
 - b) a statement of its income and expenditure in the preceding fiscal year.
- 7.1.3 A copy of the financial report shall be signed by two Directors.
- 7.1.4 A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each Annual General Meeting.
- 7.1.5 An auditor of the Society may be appointed by the members at the Annual General Meeting and, if the members fail to appoint an auditor, the Directors may do so.
- 7.1.6 Directors shall serve without remuneration and shall not receive any profit from their positions. However, a Director may be paid reasonable expenses incurred in the performance of his/her duties.
- 7.1.7 No funds of the Society shall be paid to or be available for the personal benefit of any member.
- 7.1.8 The Society shall not make loans, guarantee loans or advance funds to any Director.

7.2 FINANCIAL REVIEW

- 7.2.1 The Board of Directors of FYSC shall constitute a finance committee to be chaired by the Treasurer and to be composed of not less than three (3) members of the Board of Directors, one of which shall be the Vice President of FYSC. The finance committee shall be appointed by the Board of Directors annually and at least one member of the previous year's committee shall be reappointed.
- 7.2.2 The finance committee may, at any time upon reasonable notice, request the books and records from the Treasurer and perform such investigations and inquiries as the committee may deem necessary to verify the financial records of the association.
- 7.2.3 In addition to any financial review done by the finance committee, year-end financial statements shall be prepared annually, and the statements shall be shared at the Annual General Meeting.

8.0 CHANGES TO THE BY-LAWS

- 8.1 Changes to the By-laws may only be made at an Annual General Meeting or at a Special Resolution Meeting called for that specific purpose.

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- 8.2 Proposed changes to the By-laws must be presented in writing, at least 14 days prior to any Annual General Meeting or Special Resolution Meeting where the changes are to be considered.
- 8.3 The Board of Directors may propose further changes up to seven (7) days prior to the Annual General Meeting or Special Resolution Meeting where the changes are to be considered.
- 8.4 All proposed changes to the By-laws will be made available for inspection on its website not later than seven (7) days before the Annual General Meeting or Special Resolution Meeting, at which the changes are to be considered.
- 8.5 Proposed changes to the By-laws shall not be further amended on the floor of the Annual General Meeting or the Special Resolution Meeting, at which the changes are to be considered.
- 8.6 The By-Laws of FYSC may be added to and/or amended between Annual General Meetings by the FYSC Board of Directors; however, such amendments must be ratified by the voting members at the ensuing Annual General Meeting.
- 8.7 No less than one third (1/3) of the By-Laws of FYSC shall be reviewed by committee on an annual basis.

9.0 GENERAL

- 9.1 Should a conflict exist between these By-Laws and any previous versions of the FYSC By-Laws, the provisions of these By-Laws shall prevail.
- 9.2 Any matter not covered by these By-Laws shall be governed by the rules prescribed by Soccer Nova Scotia policies and the policies prescribed by the Canada Soccer having general application.

10.0 REVISION TABLE

DATE	REVISION HISTORY	REVISION TYPE	COMMENTS
1998	1.0	MAJOR	INITIAL CREATION
2014	2.0	UNKNOWN	REVISION
2024	3.0	MAJOR	COMPLETE REVIEW AND RECOMMENDED REVISIONS APPROVED AT THE FEBRUARY 7, 2024 AGM