

**BYLAWS OF
HOLLANDIA INTERNATIONAL SOCCER CLUB INC.**
(amended January 30th, 2024)

1. GENERAL

1.1 Title

These bylaws may be cited as the Bylaws of Hollandia International Soccer Club Inc.

1.2 Definitions

In these Bylaws:

- a) "Act" means the Non-Profit Corporation Act (Saskatchewan);
- b) "Adult" means an individual 18 years of age or older;
- c) "Board", "Board of Directors" and "Directors" mean the directors of the Club for the time being;
- d) "Club" means Hollandia International Soccer Club Inc.;
- e) "Participating Member" means an individual who satisfies the requirements of clause 3.1 (a) of these Bylaws;
- f) "Coaching Member" means an individual who has satisfied the requirements of Clause 3.1(b) of these Bylaws;
- g) "Honorary Member" means Person which has satisfied the requirements of Clause 3.1 (c) of these Bylaws;
- h) "Members" means all members of the Club comprised, for the time being of Participating Members, Coaching Members and Honorary Members;
- i) "Person" includes an individual, family, partnership, association, corporation or any other entity recognized by the Directors;
- j) "SYS" means Saskatoon Youth Soccer Inc. or any similar successor or replacement governing entity.

1.3 Interpretation

- a) Words importing the single number shall include plural and vice versa;
- b) Words importing the masculine gender shall include the feminine and gender neutral where appropriate and vice versa.

2. OBJECTS

2.1 Objects of the Club

The objects of the Club are:

- a) To promote and assist in the holistic development and enjoyment of soccer for all players in the approved geographic area, as designated or approved by the appropriate governing body, while fostering good sporting attitudes, physical conditioning and excellent soccer skills; and
- b) To use the resources of the Club to:
 - i. Build structures which will provide Club players with access to safe and enjoyable, high-quality playing and training environments and provide opportunities to play on teams and in divisions compatible with players' skill levels;
 - ii. Recruit coaches and encourage continual improvement in coaching through mentoring, clinics, courses and the exchange of ideas, skills and expertise among Club coaches;
 - iii. Provide opportunities for all Club players to experience high-quality coaching, appropriate training, and levels of competition to further their development;
 - iv. Assist the Community Associations, or other community groups, within said geographic area as required in the development of programs to encourage participation in and the development of players and coaching at the community soccer level;
 - v. Provide timely and consistent parent and player education on technical development, socio-emotional development, and club operations.
 - vi. Meet and collaborate with other soccer entities at any organizational, governance, and technical level to advocate for policies, and procedures where necessary or desirable to further the objects of the Club; and
 - vii. Ensure organizational excellence through the implementation of policies and procedures ensuring strong club governance, financial position, and provision of fair, transparent and responsible operations.

3. MEMBERSHIP

3.1 Types of Member

Membership of the Club is open to all interested persons, subject to the limitations of space and the resources of the Club, and further subject to the qualifications and requirement hereinafter set out for the categories of membership as follows:

a) Participating Members

Participating Members are the parents or guardians of those individuals registered to play on a Club team or Adult members registered to play on a Club team during any playing season upon the payment of the registration fees prescribed in Section 3.2. The term of Membership of Participating Members shall expire 12 months from the official registration date of the most recent playing season for which a registration fee has been paid.

b) Coaching Members

Those individuals who have applied and been approved by the Board and/or Club President/Director of Coaching or Technical Committee to coach a Club team shall be coaching members of the Club. The term of Membership of Coaching members shall expire 12 months from the beginning of the most recent playing season for which a coach has been accepted.

c) Honorary Members

Those Persons who are not Participating Members but have supported or wish to support the Club either financially or by other means (including but not limited to, serving on the Board of Directors or a Committee of the Board) may, at the discretion of the Board, be granted an Honorary Membership in the Club, for such length of time and subject to such rights or restrictions as the Board may determine.

3.2 Registration Fees

Registration and other fees shall be paid by Participating Members in such amount and at such time as prescribed by the Directors prior to each playing season.

3.3 Waiver of Registration Fees

The Directors may, in their absolute discretion, waive the payment or registration or any other fees for any Member, in whole or in part, from time to time. A waiver of the fees by the Club shall be treated as a full payment of fees for purposes of establishing Membership in the Club. The reasons for such waiver shall be duly recorded in the minutes of the Ways and Means committee meeting at which such decision was made.

3.4 Rights of Members

All Members (subject, in the case of Participating Members, to the payment or waiver of registration fees as provided for in Sections 3.2 and 3.3) shall be entitled to attend, participate and vote at Members' meetings and to receive all notices, newsletters and other information as the Board may provide to Members from time to time.

4. DISCIPLINE OF MEMBERS

4.1 Failure to Pay Registration Fees

Any Member who has failed to pay the prescribed fees of the Club for a period of 30 days after the due date, and after further notice in writing from the Club and failure to pay such fees within 15 days thereafter, shall in the discretion of the Directors, be either suspended as a Member and shall lose their privileges of Membership unless and until the Directors restore such Membership, or shall have their Membership cancelled.

4.2 Other Breach

If it appears to the Directors that any Member has been guilty of a breach of any of these bylaws or other rules or regulations of the Club, or its governing bodies or has been guilty of misconduct which, in the opinion of the Directors, is detrimental to the character or objects of the Club or its governing bodies, the Directors if they consider the conduct sufficiently serious, may:

- a) Conduct an informal inquiry into such conduct; or
- b) Appoint a time and place for inquiring into such conduct; whereby
 - a. The Member will be given at least 7 days' notice in writing of the time and place of the holding of such inquiry, which notice shall specify the charge against the Member;

Should such Member fail to appear before such meeting or having appeared, or fail to give satisfactory explanation of the alleged conduct, the Directors may suspend such Member from Membership for such period as the Directors may determine or expel them from membership in the Club. The tribunal set up to hear the charges against the Member shall be selected from the Board of Directors and shall be no less than 3 members of the Board, none of which shall be directly involved in the complaints or allegations against the Member.

The tribunal shall provide the Member and the Board of Directors a written report of their findings no more than 2 days after the conclusion of the inquiry meeting. The report will include an overview of the allegation, the information collected, the decision and any relevant sanctions.

4.3 Appeal by Member

Any Member who has been the subject of discipline proceedings under Section 4.2 shall have the right to appeal the decision of the tribunal to the full Board. For the purposes such appeal, the members of the tribunal shall be excluded from the appeal proceedings or from taking part in the decision rendered by the Board on such appeal. The Board shall be entitled, nevertheless, to receive, either orally or in writing, the reasons for the decision of the tribunal and a summary of such facts as the tribunal considered relevant to its findings.

Any Member wishing to appeal under this section shall do so by notice which shall be delivered personally to the President, Vice-President or Secretary of the Club within 30 days from the date of the tribunal's decision.

No Director of the Board directly involved in the complaints or allegations against the Member shall take any part in such appeal proceedings, other than for the purpose of giving evidence.

Upon hearing such appeal, the Board may confirm the decision of the tribunal, reverse such decision or substitute its own decision further.

4.4 No Refund of Registration Fee

Any Member whose membership in the Club has been suspended or terminated shall not be entitled to receive any refund, in whole or in part, in respect of registration fees paid by such Member, unless approved by a majority vote of the Directors of the Club.

4.5 Disqualification

No person expelled from membership shall be eligible for election as a Director of the Club for a period of 2 years from the date of expulsion.

5. MEMBERS' MEETINGS

5.1 Annual Meeting

An annual meeting of the Club shall be held on such date not later than the 15th of December of each year, as the Directors may determine.

5.2 Special Meetings

A special meeting of the Club may be called at any time by the Directors and shall be called by any Director if requisitioned in writing by 25 Members in good standing, which requisition shall state the reason for calling the meeting.

5.3 Voting Procedures

- a) At any annual or other meeting of the Members, for matters other than the election of Directors which shall be governed by the provisions of Section 6.3 hereof, a resolution put the vote of the meeting shall be decided on a show of hands. If a poll is, demanded by at least 2 Members entitled to vote at the meeting, before or on the declaration of the result of the show of hands and, unless a poll is so demanded, a declaration of the chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the Club shall be conclusive evidence of the fact.
- b) If a poll is duly demanded, it shall be taken in such a manner as the chairperson directs, and the result of the poll shall be deemed to be the resolution of the matter.

c) Subject to Section 3.4, on a show of hands or poll vote, every Member present in person shall have one vote.

5.4 Quorum

A quorum for the purpose of any resolution at a general meeting shall be 8 Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting. If, within one-half hour from the time appointed for a meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, and at the same time and place, and the Members present at such adjourned meeting shall be considered a quorum.

5.5 Form of Notice

An official notice of the meeting shall be posted on the website of the association and/or an email will be sent to all members at the address that the club has on file, not less than 15 days prior to the meeting of the members. Such notice will state the business to be transacted at such meeting; including, but not limited to – agenda, specifics regarding any bylaw changes and description of available board positions.

6. DIRECTORS AND OFFICERS

6.1 Number of Directors

The Board of Directors shall consist of a minimum of 6 and a maximum of 12 Directors. A maximum of 11 Directors shall be elected, and the outgoing President will automatically assume the position of Past President if not re-elected.

6.2 Appointment of Directors

At the discretion of the Board of Directors, vacancies that exist on the board for any reason may be filled by the Board of Directors by direct appointment.

6.3 Election of Directors

A maximum of 11 Directors may be elected at the annual meeting of Members. Nominations may be made by any Participating Member with the consent of the nominee for specific offices and positions. Notice of the offices and positions on the Board of Directors to be elected at the annual meeting shall be circulated with the notice of annual meeting.

If there is more than one nominee for a specific position, an election for such office or position shall take place by a show of hands. Such election or elections shall take place in the same chronologically descending order as the offices and positions sent out in the notice to the annual meeting.

A nominee who has allowed his or her name to stand for election may also allow his or her name to stand for any other office or position to be filled thereafter. If only one nominee has been presented for a specific office or position, such election may take

place by acclamation or by show of hands following the close of nominations for that office or position. To be eligible for the nomination as President, a person must have served on the Board of Directors for at least one year.

6.4 Term of Office

All elected Directors shall hold office for a two-year term. Subject to section 6.5, a retiring Director shall be eligible for re-election.

All appointed Directors shall hold office for a maximum of one year, and will be formally elected to the Board of Directors at the next annual member's meeting. At this time, the term of office for elected directors will begin.

6.5 Officers

The officers of the Club shall be President, Vice-President, Past President, Secretary and Treasurer. The Members by ordinary resolution at any general meeting may provide for any other officer or officers. An individual may not hold any one of the above offices for more than 4 consecutive terms.

6.6 Qualification of Directors

All Directors must meet the qualifications stated in the Act. An individual shall not be required to be a Member to be elected as a Director of the Club. Any Director who is not a participating member shall be granted honorary membership for the duration of their term, and thus be entitled to vote at any Members' meetings.

6.7 Powers of the Board

The Board of Directors shall manage the affairs and promote the objects of the Club.

6.8 Vacancies

The Board may fill any vacancy occurring in its number by reason of the resignation or other termination of a Director's term by appointing an individual by ordinary resolution who shall hold office until the next members' meeting. In the event nobody is elected as President at the Members' Meeting, the Board of Directors shall have the power to appoint an acting President from the elected officers at the first meeting of the Board following the Members' Meeting.

6.9 Removal of Directors

The office of a Director shall be vacated if:

- a) The Director resigns by notice in writing to the Club;
- b) The Director is absent, without reasonable cause, from 3 consecutive meetings of the Board and the Board votes to remove said Director; or
- c) The Members by ordinary resolution at a Members' meeting duly called remove any Director or Directors from office.

6.10 Duties of Officers

The duties of each officer shall be those usually pertaining to the office held, and as the Directors from time to time stipulate. The guidelines describing the duties for the officers of the Club, shall be contained in an appendix to these Bylaws that may be amended by the Directors from time to time during regular meetings of the Directors. Such appendix may also describe the duties pertaining to other positions which may be established by the Directors from time to time which may be, but need not be, filled by a Director of the Club.

6.11 Board Procedures

The Board of Directors may, from time to time, make such regulations governing its meeting and procedures as it may determine including procedures for any proceedings under Sections 4.2 and 4.3 of these Bylaws.

6.12 Board Committees

The Board may create and prescribe the duties and terms of reference of such committee or committees as it may from time to time determine necessary to more effectively permit the efficient direction of the business and affairs of the Club. At a minimum the Board will ensure standing committees for Finance/Audit and Nominations. The Board may delegate to such committee or committees any powers of the Board except those which under the Act must be exercised by the Board itself, provided that any such delegation shall not limit the ability of the Board to make decisions on any subject matter so delegated. The procedures of any such committee of committees of the Board shall, except as otherwise determined by the Board, be those applicable to the Board.

7. MEETING OF DIRECTORS

7.1 Notice

Notice of any meeting of Directors shall be given by the President, Vice---President or Secretary by email or other electronic means not less than 1 day before such meeting as may be necessary or desirable to conduct the business and affaires of the Club.

Notice of any meeting may be waived by any Director in any manner. No notice shall be necessary in the case of a meeting of Directors held immediately upon adjournment of the annual meeting of the Club.

7.2 Telephone and Virtual Meetings

A meeting of the Directors may, if all Directors consent, be held by telephone or other method of communication as permit those Directors participating in the meeting to participate thereat, and a Director so participating in such meeting by such means is deemed to be present at the Directors' meeting.

7.3 Resolutions Effective

A resolution in writing, signed by all the Directors without their meeting together shall be as valid and effectual as if it had been duly passed at a meeting of the Directors duly called and constituted.

7.4 Voting

Each Director shall have one vote. Except as otherwise required by the Act, all questions arising at any meeting of the Board shall be decided by a majority of votes cast on such questions.

7.5 Irregularities

All acts done at any meeting of the Directors shall, notwithstanding that it shall afterwards be discovered there was some defect in the appointment of a Director acting thereat, or that any Director was disqualified, be as valid as if such person had been duly appointed and was qualified to be a Director.

7.6 Quorum

A quorum of the Board of Directors for transacting official business of the club shall be a simple majority of the elected Directors.

7.6.1 Virtual Participation

When all or some members of the board are unable to be physically present, they may fully participate virtually by video or teleconference. The technology must enable board members to hear the member(s) not physically present and enable the member(s) not physically present to hear the board discussion and participate in the act of voting on tabled motions.

7.6.2 Change in quorum status during a meeting

If quorum is present at the beginning of a duly called meeting and quorum is about to be lost by the departure of a board member, the meeting may continue with quorum only if it is agreed upon by the consensus of the board members present before quorum is lost.

7.6.3 Board business conducted by e-mail

In exceptional circumstances where the board members are unable to assemble in-person or virtually with the expectation of quorum, club business may be conducted via motions tabled and debated through email initiated by the board chair and distributed to all members of the board. Tabled motions to be passed in this manner require approval by email, copied to the entire board, of enough members to constitute a simple majority of what is considered quorum for an in-person meeting. The board chair shall clearly specify to members the time allowed for the debate and approval of any tabled motion. The motion as tabled via email, a summary of the debate, and the result of any vote, shall be recorded in the minutes of the next scheduled in-person or virtual board meeting.

7.7 Members to be Kept Informed

The Board shall endeavor to inform the Members of upcoming regular Board meetings by notice on the website or other suitable means. Members may attend, but not vote at, any meeting of the Board after giving prior notice to any Director of his or her intention to attend such meeting. Submissions from such Member or Members attending meetings of the Board may be entertained in the discretion of the chairperson.

7.8 Guide for conducting meetings and affairs

The Board shall use the second edition of Herb and Susan Perry's "Call to Order" to guide its meetings and affairs.

8. FINANCIAL AFFAIRS

8.1 Fiscal Year

The fiscal year of the Club shall end on the 31st day of August of each year.

8.2 Records

The Directors shall cause to be kept proper records and accounts of all transactions of the Club.

8.3 Financial Disclosure

a) The Directors shall place before the Members at every annual meeting:

- i. Financial statements for the fiscal year ended not more than 4 months before the annual meeting;
- ii. The report of the auditor; and
- iii. Any further information respecting the financial affairs of the Club.

b) The Directors shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.

c) No financial statement shall be released or circulated unless it has been approved by the Directors and is accompanied by the report of the auditor.

- d) The Club shall publish a notice advising members that the audited financial statement is available for members' review upon reasonable notice and at reasonable time by requesting said review of the President.

8.4 Deposit of Funds in the Name of the Club

All funds of the Club shall be deposited in one or more accounts in the name of the Club at a chartered bank, trust company or credit union, designated by the Directors.

Any two of the President, Vice-President, Treasurer and Programs Coordinator/Operations Manager shall, unless changed by the Directors as hereinafter provided, be authorized to sign in the name of the Club all cheques, notes, bills of exchange or other negotiable instruments and all other documents or contracts pertaining to the bursaries and financial affairs of the Club. The Programs Coordinator/Operations Manager shall not have signing authority on matters pertaining to payroll. The Directors may, by ordinary resolution, change the designated officers from time to time.

8.5 Auditor

The Members of the Club shall at each annual meeting appoint an auditor to hold office until the close of the next such meeting. Such auditor shall meet the qualifications prescribed by the Act.

9.0 INDEMNITY

9.1 Indemnification

Except in respect of an action by or on behalf of the Club to procure a judgment in its favour, the Club shall indemnify a Director or officer of the Club, and all former Directors and officers of the Club (the "Directors and Officers") and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by any of them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director officer of such Club, where:

- a) He or she acted honestly and in good faith with a view to the best interests of the Club; and
- b) In the case of a criminal or Administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

10. AMENDMENT of BYLAWS

10.1 Authority to Amend Bylaws

The Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the club.

10.2 Process to Amend Bylaws

The Directors shall submit a bylaw, or an amendment or repeal of a bylaw, to the Members at the next meeting of Members, and the Members may confirm, reject, amend or repeal the bylaw.

11. Conflict of Interest Policy

In accordance with Hollandia's Conflict of Interest Policy, all members of the Board of Directors and any persons in the employment of Hollandia Soccer Club shall review and sign in agreement of the club's Conflict of Interest Policy at the beginning of their appointment and on an annual basis thereafter on or before the anniversary of their appointment.

Submitted by the Board of Directors and ratified by the Members in accordance with the Act this 30th Day of January, 2024.

Amended Bylaws Certified by

Tasha Piper,
President Hollandia Soccer Club

Appendix A

Hollandia International Soccer Club

Officers and Directors

President

The President is responsible to oversee the general operations of the Club and ensure that such operation conforms to the Bylaws and guidelines set out by governance organizations. In addition, the President shall lead the Board of Directors and the Club toward the fulfillment of the stated objectives of the Club. The President also:

- Acts as primary point of contact for any club employees, unless otherwise stipulated in their employment contract;
- Ensures that the administrative affairs of the Club are carried out effectively;
- Presides at all general and Board of Director's meetings;
- Calls meetings as required to ensure successful operation of the Club, or in response to special requests as provided for in the Bylaws;
- Sits on all Hollandia committees in an ex-officio capacity;
- Represents the Club on any SYS or SSA committee as required;
- Acts as Club liaison and spokesperson with SYS, SSA and other groups as required; and
- Is a signing officer of the Club.

Vice President

The Vice-President will perform the duties of the President in their absence, resignation, or inability to perform such duties until the President is able to resume normal duties or a new President is appointed, or elected. The Vice-President may also be requested to assist the President in carrying out the administrative affairs of the Club, and representing the Club on various boards and committees and is a signing officer of the Club.

Past President

The Past President shall take office immediately upon their resignation as President or upon the election of a new President. The President assigns responsibilities to the Past President.

Secretary

The Secretary of the Club will prepare, keep, and manage the written records of the Club. The Secretary also:

- Keeps minutes, correspondence, and records of the Director meetings and makes these available to the Board of Directors or members as applicable;
- Assists the President as requested in conducting the administrative affairs of the Board of Directors pertaining to meetings and records;
- Makes records available to Club Members for inspection upon request as provided for in the Bylaws.

Treasurer

The Treasurer is responsible for administering the financial affairs of the Club. Specifically:

- Attends to the banking affairs of the Club;
- Prepares financial statements for presentation and distribution at all general meetings and Board of Directors meetings as requested;
- Arranges for payments payroll, invoices and other moneys owing due to the operation of the Club;
- Coordinates the preparation of an annual budget for the Club based on input from the other members of the Board of Directors and from any committees of the Club. A current budget review will be incorporated in any financial statements presented to the Club;
- Arranges for an annual audit and/or inspection of the financial records as provided for in the Bylaws; and
- Acts as a signing officer of the Club.

Director of Coaching and Player Development

The Director of Player and Coach Development is responsible, along with the technical committee, for the technical development of the Club and represents the Club's technical interests. Specific duties are:

- Recommends various technical courses and clinics for the players, coaches and team personnel;
- Provides in-house training and educational opportunities for club coaches that total at least five hours per year;
- Provides recommendations and guidance on the club's technical philosophy and on the conduct of coaches in a player-centric, age appropriate environment;
- Ensures club development pathways align with provincial and national pathways
- Interfaces with other organizations involved in the technical aspects of the sport in order to represent Club interests and acquire information related to development opportunities available through these organizations;
- Develops relationships with appropriate governing bodies involved in the development and modification of regulations and procedures for the purpose of influencing changes that will support the objectives of the Club;
- Makes recommendations to the Technical Committee with respect to the formation of teams, placement in leagues, and the appointment of coaches to teams;
- Oversees the recruitment and evaluation of coaches, with an emphasis on the recruitment of female coaches;
- Provides guidance to the Club's Head Coach(es), Age Group Specialists and Team Coaches

Other Directors (Up to 6 additional)

Directors of the Board attend meetings, provide support to the Board and leadership of any committees of the Board as required, and generally assist in carrying out the affairs of the Board.