

## ***Updated* Board Bylaws**

**(to be approved at the January 22, 2018 – AGM)**

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## 1. Institutional Identity

1.1 The Queen City South United Soccer Club Inc. is a non-profit organization incorporated under the *Non-profit Corporation Act* of the Province of Saskatchewan.

1.2 Mission, Vision, and Values

Mission: To be the centre of choice for aspiring athletes through exceptional soccer experiences.

Vision: Realized Potential – Greater Opportunity – Accomplished Athletes

Values: Integrity – we are honest, transparent, and accountable.

Respect – we are responsive, collaborative, and fair.

Commitment – we are passionate about development, innovation, and achievement.

1.3 Strategic Goals

1. To provide an enhanced player development environment.
2. To promote active member engagement.
3. To establish and grow relationships with community partners.
4. To build and manage program and operational capacity that enables the Club's aspirations.
5. To generate and manage financial resources essential to our mission.

## 2. Board Governance Objectives

2.1 The Board of Directors of Queen City United Soccer Club will function as stewards of the agency, with obligation to manage the affairs and business of the organization. In order to satisfy this obligation, the Board provides strategic direction and fiduciary oversight to the agency while delegating to management the responsibility for day-to-day operations.

2.2 The fundamental obligation of the Board is to act in the best interests of the organization, in order to achieve the purposes of the agency. The Board will, therefore, focus on the strategic leadership rather than administrative detail and policy rather than operation details.

2.3 The Board also commits to establish and respect the distinction between Board and staff roles and manage any overlap between these roles in a spirit of collegiality and partnership that supports the authority of staff and maintains proper lines of accountability.

2.4 Board responsibility pertains to the governing of the organization as follows:

- Maintaining and updating a set of bylaws that conform with existing laws, regulations, and soccer governing affiliations;
- Developing a governance framework and process, including bylaws and policies, for the organization;
- Establishing and approving a strategic plan and direction, which affirms the vision, mission, values, and priorities of the organization;
- Approving an annual operating plan and budget;
- Developing processes for Board development;
- Monitoring the organization's performance, including financial affairs, risks, and opportunities;

- Selecting, overseeing, evaluating, and compensating the role of the organization's Executive Director; and
- Approving the staff structure for the Club.

### 3. Definitions

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

- "Act" means the *Non-profit Corporations Act, 1995* as amended or replaced from time to time, and in case of such amendment, any reference in the bylaws of the corporation shall be read as referring to the amended provisions;
- "the Corporation" means the Queen City South United Soccer Club, Inc.;
- "the Directors", "Board", and "the Board of Directors" means the Directors of the Corporation;
- The headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify, or explain the effect of any such terms;
- All terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act;
- Words importing the masculine gender shall include the feminine, and words importing the singular shall include the plural and vice versa;
- "member" means a regular member;
- "fiscal year" refers to the fiscal year of the corporation that shall end on the 30<sup>th</sup> day of September in each year.

### 4. Membership

- 4.1 The Membership of the Corporation shall consist of regular members.
- 4.2 A regular member is entitled to all privileges of membership, including the right to vote at meetings of members.
- 4.3 Any person who is at least 18 years of age and who is a player, or who has/had a child playing with the Queen City South United Soccer Club, Inc and whose fees are paid in full, is eligible for admission to membership as a regular member.
- 4.4 Members from the indoor and outdoor seasons in the current year are eligible members.
- 4.5 All Board of Directors are considered as members.
- 4.6 Membership fees are payable to the Corporation and are considered to be the cost of registering a player to participate on a Queen City South United Soccer Club, Inc team.
- 4.7 The Board determines the cost of registration from time to time.
- 4.8 Any person who is eligible for admission to membership may, upon payment of the prescribed registration fee, be admitted as a member.

## 5. General Board Duties & Responsibilities

5.1 In satisfying its obligations and objectives, the Board has the following specific duties and responsibilities, which do not limit or comprehensively define its overall responsibility for the stewardship of the organization.

5.2 **Agency Management:**

- Selection and appointment of the Executive Director (ED) of the agency and definition of the ED's conditions of employment and remuneration;
- Evaluation of the performance, and if necessary, termination of the ED;
- Monitoring the implementation of management succession and development plans for the agency;
- Approval of human resources policies and procedures as prepared by management;
- Ensuring independent functioning of the Board from management;
- Satisfying itself as to the integrity of the senior executive of the agency and as to the establishment of a culture of integrity throughout the agency;
- Being available to the senior executive to provide expertise and advice as required;

5.3 **Strategic & Business Planning:**

- adoption of an annual strategic planning process involving the Board and management, approval of strategic plans prepared by management, and monitoring of the agency's performance against those plans;
- approval of annual business plans prepared by management, including goals, objectives, strategies, budgets, and performance measures and targets.

5.4 **Performance & Risk Management:**

- monitoring the agency's performance against annual approved targets;
- approval of annual risk management plans, prepared by management;
- monitoring the principal risks of the business to ensure appropriate risk management is in place;
- monitoring the integrity and completeness of the agency's internal controls and management information systems;
- approving and monitoring compliance with significant policies and procedures which have a material impact on the operation and performance of the agency.

5.5 **Board Governance**

- developing and approving Board Governance Policies and processes to ensure good corporate governance;
- adopting an annual Board Work Plan to ensure the duties and responsibilities are scheduled to be achieved;
- reviewing annually, in conjunction with the Governance Committee, the adequacy of the Board Governance Policies and the Terms of Reference for its Committees;
- reviewing annually the performance and effectiveness of the Board, its Committees, and individual Directors in achieving the requirements of the Board Governance Policies, and the Terms of Reference of all Committees of the Board, including the Annual Work Plans;
- ensuring that there is an appropriate orientation program for new Directors and that there is a continuing education program in place for all Directors, and succession planning for Directors.

## **5.6 Annual Reporting Requirements**

- approving auditors to be appointed annually; and
- approving the annual report including the audited Financial Statements and other disclosure documents.

## **6. Board Structure & Responsibilities**

6.1 The Board of Directors of the organization shall be elected at the annual meeting of members. Nominations for Directors shall be submitted in writing to the Chair of the Board Nominations Committee not less than 30 days prior to the annual meeting of members.

6.2 Directors must be members in good standing.

6.3 The Directors of Queen City South United Soccer Club, Inc. will consist of a maximum of ten (10) Directors.

6.4 The ED shall be a non-voting member of the Board of Directors, including committees as required.

6.5 The Directors shall manage the activities and affairs of the Corporation, including establishing committees as it deems desirable.

6.6 The term of office for Directors shall be three (3) years, with approximately one third (1/3) being elected each year by the members.

6.7 When vacancies occur on the Board of Directors during the term of office, the vacancy may be filled by the Board of Directors, pending an election for the completion of the term.

6.8 To ensure that there is no conflict of interest:

- No Director of the association shall hold simultaneously a position of Director of another soccer organization; and
- No Director shall simultaneously be a staff member, coaching personnel, or individual paid to provide services to the organization.

6.9 The regular members may, by ordinary resolution at a meeting called for that purpose, remove any Director(s) from office.

6.10 Where there is a vacancy on the Board of Directors, and:

- where there is a quorum of Directors, the remaining Directors may exercise all powers of the Directors, or may fill the vacancy until the next annual meeting.
- where there is not a quorum of Directors, the remaining Directors shall call a general meeting for the purpose of electing regular members or associate members to fill any vacancies.

6.11 There shall be no remuneration paid to Directors. They shall, however, be entitled to reimbursement for expenses incurred on behalf of or at the request of the Corporation.

6.12 Every Director shall be given, by telephone or email, at least five (5) days notice of every meeting of Directors.

6.13 Attendance of a Director at a meeting of Directors is deemed to be a waiver of notice of the meeting, unless the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not called in accordance with these bylaws.

6.14 The quorum at Board meetings shall be a majority of the Board.

6.15 Non-attendance of a Director at three (3) Board meetings in succession, without just cause, shall be removed as a Director from the Board. Just cause will be decided by a majority vote of the remaining Directors.

## 7. Director Duties & Responsibilities

7.1 The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary, and Treasurer, and any other Directors appointed from time to time.

7.2 The Board of Directors shall:

- appoint a Chairperson from among their number; and
- designate the officers of the Corporation, appoint persons as officers, specify their duties, and delegate powers to manage the business affairs of the Corporation to them.

7.3 The Officers shall consist of the following:

### **Chair**

- preside at all general meetings;
- preside at all Director's meetings;
- have signing authority on behalf of the Board for all accounts as directed by the Board;
- be an *ex officio* member of all committees established at general meetings or by the Directors;
- report in writing to each AGM of the members concerning the operations of the Corporation;
- represent the Corporation at public or official functions; and
- perform such other duties as may from time to time be determined by the Board or at a general meeting.

### **Vice-Chair**

- attend Board meetings;
- have signing authority on behalf of the Board for all accounts as directed by the Board;
- assume all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such other duties, if any, as may from time to time be assigned to him by the Board.

### **Treasurer**

- attend Board meetings;
- have signing authority on behalf of the Board for all accounts as directed by the Board;
- submit a financial statement at each regular meeting of the Board, indicating the financial position of the Corporation at the close of the preceding month;
- have all accounts audited annually, or as may be required by the Board of Directors;
- supervise the audit and present the audited financial statements at the AGM;
- supervise the preparation of the annual budget and program forecasts;
- liaise with any Committee regarding finances and budgets;
- perform such other duties as may be established from time to time by resolution of the Board;
- work with office staff in preparing tenders for good and services; and
- recommend to the Board any training for office staff or upgrading of financial practices that will enhance the objectives of the Corporation's business.

### **Secretary**

- be the recording Secretary of the Corporation;
- have signing authority on behalf of the Board for all accounts as directed by the Board;
- to supervise specific requests from Board Directors;
- responsible for notification of meetings at the call of the Chair or President;
- to ensure minutes of meetings are issued to members prior to the next meeting;
- responsible for working with the Chair for the development of agendas; and

- liaise between the Board, office, and staff.

## **8. General Meetings**

8.1 An annual meeting of members shall be held no later than 120 days following the end of the fiscal year of the Corporation, at a time and place to be fixed by the previous annual meeting or by the Directors.

8.2 The Chairperson may call a special meeting of members at any time but shall do so upon the written request of at least twenty-five percent (25%) of the regular members.

8.3 All business transacted at a special meeting of members or at an annual meeting of members, other than consideration of financial statements and an auditor's report, review of proposed bylaw amendments, election of Directors and reappointment of an incumbent auditor, is deemed to be special business.

8.4 No special business may be transacted at a meeting of members unless the notice of meeting stated the nature of the business in sufficient detail to permit members to form a reasoned judgement thereon.

8.5 Notice of the time and place of a meeting of members shall be sent not less than 15 days or more 50 days before the meeting to each member entitled to attend the meeting and to the auditor.

8.6 No regular member is entitled to more than one vote on any question.

8.7 Regular members shall vote by a show of hands, except where a ballot is demanded by a member either before or after a vote by show of hands.

8.8 Five percent (5%) of regular members personally present at the opening of a meeting shall constitute a quorum.

8.9 The latest revised edition of Roberts Rules of Order shall govern the conduct of meetings.

## **9. Financial Disclosure**

9.1 The Directors shall place before the members at every annual meeting:

- Financial statements for the year ended not more than four (4) months before the annual meeting;
- The report of the auditor, if any; and
- Any further information respecting the financial affairs of the Corporation.

9.2 The Directors shall approve the financial statements and shall evidence their approval by the signature of two (2) Directors.

9.3 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, if there is one.

9.4 The Corporation shall make available a copy of its financial statements and report of the auditor, if there is one, to each member and to the Director, Corporations Branch, Saskatchewan Justice.



## 10. Legal Responsibilities

In discharging its legal duties and statutory responsibilities, the Board will ensure that the agency establishes appropriate and effective policies and procedures to:

- operate at all times within applicable laws and regulations;
- operate in accordance with the highest ethical standards; and
- properly prepare, approve, and maintain corporate documents and records;

In performing their legal duties, Directors will:

- act honestly and in good faith, with a view to the best interests of the Corporation, while taking into account the business objectives of the agency; and
- exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

## 11. Committee Structure

11.1 The Board will appoint an Committees that it considers necessary for the efficient conduct of the affairs and business of the organization, and will prescribe the scope, duties, and responsibilities of all Committees it appoints through Terms of Reference for each Committee.

11.2 The Board will appoint, by resolution, members of the Committees, to hold office until that member is removed by resolution of the Board, or ceases to be a member of the Board.

11.3 The appointment by the Board of a Committee and the assignment of duties to it does not absolve the full Board of its responsibility for the actions or decisions of the Committee. Committees will assist with the deliberations required for the fulfillment of the Board's Terms of Reference. However, unless specifically stated otherwise, all Committees will act in an advisory capacity only, recommending decisions to the Board for approval.

11.4 The Board Chair, in conjunction with the Committee Chairs, will annually review the membership composition, and mix of required skills and qualifications of all Board Committees.

11.5 The Board Chair is an *ex-officio* member of any Committee appointed by the Board.

## 12. Management Responsibilities

12.1 The Board discharges its obligation to manage the affairs and business of the organization by delegating certain of its powers to the ED/General Manager of the agency.

12.2 Management of the agency will be responsible for the day-to-day operations, acting within approved Board policies and directives.

12.3 The Board, in addition, requires management to:

- Develop for recommendation with and to the Board a vision and mission, and associated strategic plan, annual business plans, and budgets, to achieve the vision and mission.
- Establish, prioritize, and achieve goals, objectives, strategies and plans, and measure performance against targets.
- Identify, prioritize, and manage principal risks.
- Appoint, train, motivate, monitor, and evaluate staff, and develop effective succession plans.
- Propose and implement policies, processes, and plans to effectively deliver and manage the organization's resources and other related programming.

- Design and implement policies and procedures to ensure the integrity of the organization's internal controls and management information systems.
- Provide accurate, complete, and timely information to the Board to enable it to discharge its obligations and meet its governance and legal responsibilities.
- Establish and implement policies and procedures to ensure statutory and compliance responsibilities are met, and establish the appropriate and effective policies and procedures to:
  - Operate at all times within applicable laws and regulations;
  - Operate in accordance with integrity and the highest ethical standards; and
  - Properly prepare, approve, and maintain Creative Saskatchewan corporate documents and records.

### **13. Confidentiality**

All deliberations of the Board and all committees, and all records, material, and information pertaining to QC United obtained by a member of the Board are and will be considered confidential. Board members will maintain the confidentiality of such deliberations, and will safeguard such records, material, and information from improper access.

### **14. Conflict of Interest**

The following independence test criteria should be used to ensure that a Board member is not in conflict of interest, to ensure independence and objectivity when providing policy direction and advice. A member of the Board:

- cannot be a staff member of the Club or a Board member of another soccer association;
- cannot directly financially benefit from QC Soccer operations;
- cannot be a spouse or an existing Board member;
- cannot be currently providing consulting or professional advisory services to QC Soccer; or
- any other criteria as expressed in this policy to protect the independence and oversight of public funds.

14.1 Each Director should examine the Board agenda for potential conflicts of interest, notify the Board Chairperson before the meeting of any potential conflict, and declare the potential conflict at the beginning of the meeting where the matter appears on the agenda.

14.2 For items where a Director is in potential conflict, that member should abstain from discussion on that agenda item unless invited to do so by the Chair, abstain from voting on that agenda item unless invited to do so by the Chair, and excuse him/herself from that portion of the meeting if asked to do so by the Chair or the rest of the Board.

## **15. Amendments to Bylaws**

- a. The Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation.
- b. The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next meeting of regular members and the members may, by ordinary resolution, confirm, reject, or amend the bylaw, amendment, amendment or repeal.
- c. A bylaw, or an amendment or repeal of a bylaw, is effective from the day of the resolution of Directors until confirmed as amended or rejected by the regular members.
- d. If a bylaw, or any amendment or repeal of a bylaw, is rejected by the regular members or is not submitted to the next meeting of members, the bylaw, amendment, or repeal thereof ceases to be effective and no subsequent bylaw, amendment, or repeal having substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the regular members.

## **16. Liquidation of and Dissolution**

The remaining property of the Corporation, after paying all liabilities, in the course of liquidation and dissolution, shall be transferred according to the Board Liquidation and Dissolution Plan, as developed by the Board, and approved by members. Changes to such plans must be approved by at least two thirds (2/3) of the membership.