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# SASKATOON YOUTH SOCCER INC.

## BYLAWS



150 Nelson Road  
Saskatoon SK, S7S 1P5  
Phone: (306) 975-3413

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### 1.0 BYLAW: Name

- 1.1 The name of this organization shall be Saskatoon Youth Soccer Inc. (hereinafter cited as SYSI).

### 2.0 BYLAW: Affiliation

- 2.1 SYSI shall be affiliated with the Saskatchewan Soccer Association (SSA) and the Canadian Soccer Association (CSA).
- 2.2 These bylaws shall be interpreted and applied in a manner consistent with the bylaws of the SSA and the CSA.

### 3.0 BYLAW: Territorial Limits

- 3.1 SYSI has jurisdiction in the City of Saskatoon and the area extending 100 kilometers beyond the city limits, excluding those areas or participants which are governed by a recognized Saskatchewan Soccer Association Member Organization ("Territory").
- 3.2 The Territory shall be divided into a minimum of two zones. Each zone will be administered by a Zone Association.
- 3.3 Each year, the SYSI Board will establish a Zone Composition Advisory Committee as set out in accordance with Bylaw 7.7.
- 3.3.1 The Board will communicate a decision of zone composition a minimum of 30 days before the registration week of the season prior to the season that the change is to take effect.
- 3.3.2 The Zone Composition Advisory Committee will be composed of directors of the SYSI Board, zone representatives (each zone shall have the opportunity to have representation on the committee), and may include members at large as appointed by the SYSI Board.
- 3.3.3 The Zone Composition Advisory Committee will review data and submissions and provide a written report to the SYSI Board.
- 3.3.4 The SYSI Board shall review the report and shall determine the composition of the zones in the best interest of youth soccer in Saskatoon.

### 4.0 BYLAW: Objectives

- 4.1 The objectives of SYSI are:
- 4.1.1 To govern, foster, and support the development of soccer, beach soccer, and boarded soccer at the mini and youth age levels within our membership, offered programs, and Territory.
- 4.1.2 To foster the development of qualified soccer coaches to serve the sport of soccer within our membership, offered programs, and Territory.
- 4.1.3 To work together with the other mini and youth soccer member organizations in the province and in concert with the objectives of the Saskatchewan Soccer Association as those apply.

## **5.0 BYLAW: Membership**

- 5.1 Classes of Members:** The SYSI shall be composed of the following classes of Members:
- 5.1.1** Zone Association Members, consisting of such organizations as may be approved by the Board of Directors of the Corporation;
  - 5.1.2** Community Association Members, consisting of such organizations and individuals, as may be approved by the Board of Directors of the Corporation;
  - 5.1.3** Associate Members consisting of such organizations or individuals that are involved in the sport of soccer, as may be approved by the Board of Directors of the Corporation;
  - 5.1.4** Honorary Life Members, consisting of individuals who have rendered meritorious service to the SYSI, as may be approved by the Board of Directors of the Corporation.
- 5.2 Rights of Members**
- 5.2.1** Each Zone Association Member, in good standing, shall be entitled to 10 delegates at the Annual General Meeting and any Special General Meeting, each of whom shall have a voice and may have a vote.
  - 5.2.2** Each Community Association Member, in good standing, shall be entitled to one delegate at the Annual General Meeting and any Special General Meeting, who shall have a voice and one vote.
  - 5.2.3** Each Associate Member, in good standing, shall be entitled to one delegate at the Annual General Meeting and any Special General Meeting, who shall have a voice but no vote.
  - 5.2.4** Each Honorary Life Member shall have a voice but no vote.
  - 5.2.5** Each voting delegate must be in attendance at the Annual General Meeting and any Special General Meeting to vote; votes are not transferable.
  - 5.2.6** Zone Association Members may have a director or directors vote their ten votes. Zone directors must, prior to an Annual General Meeting or a Special General Meeting file with the Executive Director (or designate) of SYSI who will be voting the Zones' votes. Once the meeting has been called to order there may be changes to the designation of the votes, at the discretion of the Chair.
  - 5.2.7** Community Association delegates must be appointed by the appropriate Member, and notice of the Member's appointment, signed by a duly authorized Member representative, must be filed with the Executive Director (or designate) of the SYSI at or before each Annual General Meeting or any Special General Meeting. Once the meeting has been called to order there may be no substitutions of delegates.
- 5.3 Conditions of Members**
- 5.3.1** Zone Association Members must fulfill the following requirements to be in good standing:
    - 5.3.1.1** Submit a constitution or bylaws to the SYSI Board for approval.
    - 5.3.1.2** Submit any amendments to the constitution or bylaws to the SYSI Board for approval.
    - 5.3.1.3** Submit a copy of its year-end Financial Statements to the SYSI Board by 30 days after the Zone's Annual General Meeting.
    - 5.3.1.4** Affiliate with SYSI by paying such levies, bonds and fees at such time and in such amount as may be determined by SYSI.
    - 5.3.1.5** Abide by the rules, regulations, and bylaws of SYSI.
    - 5.3.1.6** Disclose any conflict of interest its delegates may have with SYSI, including but not limited to, occupying a board position or employment with the CSA, SSA, SYSI, or other SSA Member Organization, or having a family member in CSA, SSA, SYSI or any other SSA Member Organization.
  - 5.3.2** Community Association Members must fulfill the following requirements to be in good standing:
    - 5.3.2.1** Affiliate with SYSI by paying such levies, bonds and fees at such time and in such amount as may be determined by SYSI.
    - 5.3.2.2** Abide by the rules, regulations, and bylaws of SYSI.
    - 5.3.2.3** Disclose any conflict of interest its delegates may have with SYSI, including but not limited to, occupying a board position or employment with the CSA, SSA, SYSI, or other SSA Member Organization, or having a family member in CSA, SSA, SYSI or any other SSA Member Organization.
  - 5.3.3** Associate Members must fulfill the following requirements to be in good standing:
    - 5.3.3.1** Affiliate with SYSI by paying such levies, bonds and fees at such time and in such amount as may be determined by SYSI.
    - 5.3.3.2** Abide by the rules, regulations, and bylaws of SYSI.

- 5.3.3.3 Disclose any conflict of interest its delegates may have with SYSI, including but not limited to, occupying a board position or employment with the CSA, SSA, SYSI, or other SSA Member Organization, or having a family member in CSA, SSA, SYSI or any other SSA Member Organization.

## 6.0 BYLAW: Board of Directors

### 6.1 Board Composition

- 6.1.1 The Board of Directors shall consist of not less than seven and no more than 15 Directors.
- 6.1.2 There shall be three Board Officers: President, Vice-President, and Chair of the Audit and Finance Committee.
- 6.1.3 The Executive Director shall serve as an ex-officio non-voting member of the Board.
- 6.1.4 Each of the Members shall appoint one Member Liaison and one alternate Member Liaison at the Annual General Meeting. Upon appointment:
  - 6.1.4.1 Each Member Liaison and alternate shall be entitled to receive all notices and minutes distributed to the Board.
  - 6.1.4.2 The Member Liaison (and in their absence, the alternate) shall be entitled to attend all meetings of the Board, to move or second motions, and to participate in discussions. A Member Liaison shall not have a vote at any Board Meeting and shall not participate in any in-camera session convened for personnel, legal or other similar matters.
  - 6.1.4.3 In the event that either should require replacement by reason of resignation or otherwise, the Member shall declare the name of the replacement(s) to the Executive Director forthwith.
  - 6.1.4.4 In the event that both the Member Liaison and alternate are unavailable to attend a board meeting, the Zone President may appoint a designate for the purpose of that meeting and shall notify the Executive Director in advance of the meeting.
  - 6.1.4.5 Zone Member Liaisons shall disclose any interest they may have in CSA, SSA or any other SSA Member Organization, or having a family member in CSA, SSA, SYSI or any other SSA Member Organization, prior to being appointed as a Zone Liaison or Alternate referred to in 6.1.4 herein. In the event the Zone Liaison or Alternate (or designate) is in a position of conflict, they will be required to recuse themselves from the discussion and/or appointed position.

### 6.2 Nominations and Elections

- 6.2.1 The Board shall present a list of nominees for the position(s) of SYSI Director(s) to the Annual General Meeting.
- 6.2.2 Directors shall be elected at the Annual General Meeting by secret ballot. Elections shall be decided by plurality. If the number of nominees is fewer than the number of vacancies, the nominees may be declared elected by acclamation.
- 6.2.3 The Board shall elect its officers at a regular Board meeting shortly after the Annual General Meeting. The election of officers will include the President, Vice-President, and Chair of the Audit and Finance Committee.
- 6.2.4 At least 40% of Directors shall be elected by the membership each year.
- 6.2.5 At the completion of the outgoing President's term, the membership may elect him or her as a director to serve in the role of Past President for a one year term.
- 6.2.6 Filling a vacancy on the Board of Directors:
  - 6.2.6.1 A quorum of directors may fill a vacancy among the directors with the exception of:
    - 6.2.6.1.1 A vacancy resulting from an increase in the minimum number of directors. (Example: If the SYSI bylaw for minimum directors was stated as 7 directors and there were 7 filled positions and then the bylaws were changed to a minimum of 8 directors the Board could not fill the 8<sup>th</sup> position however after the 8<sup>th</sup> position is filled by membership vote at an AGM or Special Meeting the Directors could then fill any other vacancies still available after the meeting up to the maximum directors allowed in the bylaws).
    - 6.2.6.1.2 A vacancy resulting from a failure to elect the minimum number of directors required. (Example: If the SYSI bylaw for minimum directors was stated as 7 directors and there were only 6 filled at the AGM the Board could not fill the 7<sup>th</sup> position. However after the 7<sup>th</sup> position is filled by membership vote at another Special Meeting the Directors could then fill any other existing vacancies after the meeting up to the maximum directors allowed in the bylaws).
  - 6.2.6.2 If there is not a quorum of directors, or if there has been a failure to elect the minimum number of directors required, the directors then in office shall immediately call a Special General Meeting of the membership to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member. (Example:

This bylaw only comes into effect when the Board does not have its minimum directors filled OR the Board does not have a quorum available for a meeting to fill the vacancy – if there are 7 or 8 filled directors and they cannot get a quorum of 5 directors or there are 9 or 10 filled directors and they cannot get a quorum of 6 directors and so on).

**6.2.7** A Director cannot also serve as a Director on a Member’s Board. Nominees shall disclose any interest they may have in CSA, SSA or any other SSA Member Organization, or having a family member in CSA, SSA, SYSI or any other SSA Member Organization, prior to the election referred to in 6.2.2 and 6.2.3 herein. In the event the nominee is in a position of conflict related to CSA, SSA or any other SSA Member Organization they will be required to recuse themselves from election; and if the nominee is in a position of conflict related to SYSI the elected Board member will be required to recuse themselves from the discussion and/or vote when appropriate.

**6.3 Terms of Office**

**6.3.1** The term of office for Directors shall be two years, commencing after the meeting at which they are elected. Directors shall be eligible for re-election.

**6.3.2** The President shall serve for no more than four consecutive years unless otherwise approved by unanimous vote of the Board.

**6.3.3** In the case of the death, resignation or removal of the President, Vice-President, or Chair of the Audit and Finance Committee, the remaining Directors shall elect one of their number to fill the vacancy.

**6.4 Disciplinary Procedures**

**6.4.1** In the event that a Director is absent from four meetings of the Board in a 12 month period, a two-thirds majority of the remaining Directors may remove such Director from the Board effective immediately.

**6.4.2** The Board shall have authority to deal with all cases of misconduct or violation of the rules and regulations of SYSI on the part of any Director, employee or volunteer of SYSI.

**7.0 BYLAW: Duties of the Board of Directors**

**7.1** The directors are charged with the responsibility to govern the activities and affairs of the corporation in accordance with *The Non-Profit Corporations Act* and with the articles and bylaws of the corporation.

**7.2** Every director and officer is required:

**7.2.1** To act honestly and in good faith with a view to the best interests of the corporation.

**7.2.2** To exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**7.3** The Board shall ensure that there are sufficient and appropriate human, organizational and financial resources for SYSI to accomplish its work and shall approve the management structure of the organization.

**7.4** The Board shall ensure that SYSI meets all legal requirements, including all requirements of incorporation.

**7.5** The Board of Directors shall establish the following committees of the Board, whose terms of reference shall be set out in the policies and procedures of SYSI.

**7.5.1** Audit and Finance

**7.5.2** Board Development

**7.5.3** Strategic Planning

**7.6** The Board of Directors shall ensure that operational committees are established, whose terms of reference shall be set out in the SYSI Policies and Procedures Manual.

**7.7** The Board of Directors may establish such other committees and sub-committees as it deems advisable.

**7.8** All committees of the Board of Directors shall report to the Board and shall include the President as an ex-officio member.

**8.0 BYLAW: Meetings**

**8.1 Meetings of the Board**

**8.1.1** The Board shall have a minimum of six meetings per year. Meetings shall be at the call of the President or upon written request of a majority of the Directors.

**8.1.2** At all Board meetings, a quorum shall consist of 50% of those eligible to vote.

**8.1.3** The Board meetings shall be chaired by the President. In the President’s absence, the Vice-President shall serve as chair. The chair shall not have a vote, except in the case of a tie when the chair shall cast the tie-breaking vote.

**8.2 Annual General Meeting**

- 8.2.1 The Annual General Meeting shall be held after September 1 and no later than November 30 of each year.
- 8.2.2 Notice of the time and place of the Annual General Meeting shall be sent to each Member, Director, and Auditor no less than 15 days before the meeting.
- 8.2.3 The Annual General Meeting shall be open to all interested persons. A quorum shall consist of a minimum of 31 votes.
- 8.2.4 The President shall chair the Annual General Meeting. In the President's absence, the Vice-President shall serve as chair.

### 8.3 Special General Meetings

- 8.3.1 Special General Meetings may be called by the Board or by a signed request of members in accordance with *The Non-Profit Corporations Act, 1995*, or any replacement Act. Notice of the time and place of any Special General Meeting shall be sent to each Member and Director not less than 15 days before the meeting. The notice shall state the purpose for which the meeting is being called. No other business shall be transacted at the meeting. Any meeting to be called at the request of the members must be called by the Board no more than 21 days after receiving the written request.
- 8.3.2 The voting procedures and meeting rules used at Special General Meetings shall be those used at Annual General Meetings, as provided for under Bylaws 5.2 and 8.2.

### 8.4 Rules of Order

- 8.4.1 The rules of procedure for all meetings shall be *Robert's Rules of Order*, insofar as they may apply. In the case where an SYSI Bylaw is inconsistent with *Robert's Rules of Order*, the bylaw shall take precedence.

## 9.0 BYLAW: Financial Administration

- 9.1 Signing Officers of SYSI shall be a minimum of any two of the following: the President, Vice-President, Chair of the Audit and Finance Committee, and Executive Director.
- 9.2 The fiscal year shall run from August 1 to July 31 of the following year.
- 9.3 The Board shall appoint an auditor and shall ensure that an annual audit of the Financial Statements of SYSI is completed within 90 days of the close of the fiscal year.
- 9.4 The Financial Statements and the auditor's report shall be presented for approval to the Annual General Meeting.
- 9.5 A budget shall be presented to the membership for approval at the Annual General Meeting.

## 10.0 BYLAW: Management and Programs

- 10.1 The Board shall employ an Executive Director who shall provide direction and leadership in the management of the operations of SYSI, in accordance with SYSI's Policy and Procedure Manual and the organization's Strategic Plan. The Executive Director shall report to the Board.
- 10.2 SYSI shall employ other staff as deemed necessary and approved by the Board.
- 10.3 SYSI shall establish a Program Coordination Committee whose purpose shall be to develop coach and player development initiatives, mini and youth leagues, and to deal with business and technical matters that arise out of such programs.
  - 10.3.1 The Program Coordination Committee will be composed of: the Program Coordinator or designate who shall serve as chair, the Administrator or designate who shall serve as minute-taker, three zone representatives per zone who shall be the zone president, zone technical director, and one other zone board member (or the designates of such zone representatives) and the Executive Director who may serve ex officio.
  - 10.3.2 The Program Coordination Committee shall meet a minimum of six times per year provided they meet at least once per season.
  - 10.3.3 Zone representatives shall disclose any interest they may have in CSA, SSA or any other SSA Member Organization, or having a family member in CSA, SSA, SYSI or any other SSA Member Organization, prior to being appointed as a zone representative of the Program Coordination Committee referred to in 10.3.1 herein. In the event the zone representative is in a position of conflict, they will be required to recuse themselves from the discussion, vote, and/or committee.

## 11.0 BYLAW: Indemnity

- 11.1 SYSI shall indemnify every Officer, Director, employee and volunteer against all costs, expenses and

liabilities which he or she may incur personally in the course of his or her duties, provided that he or she has acted honestly and without malice.

- 11.2** To be entitled to indemnification, an individual must inform SYSI of the claim or possible claim at the earliest reasonable opportunity after he or she becomes aware of it, and must make a complete report to SYSI of the incident giving rise to the claim.

## **12.0 BYLAW: Amendments**

- 12.1** Any proposed amendment or change to these bylaws from the membership shall be forwarded to the SYSI Board at least 30 days prior to the date by which it must be forwarded to each Member and Director.
- 12.2** Amendments to these bylaws may only be made at an Annual General Meeting or a Special General Meeting, by a two-thirds majority of those present and eligible to vote.
- 12.3** Notice of any proposed amendment or change to these bylaws shall be sent to each Member and Director, at least 30 days before the meeting at which such amendment is to be considered.
- 12.4** Any amendment to these bylaws shall be effective immediately unless otherwise specified.

## **13.0 BYLAW: Jurisdiction**

- 13.1** Any recourse to the courts of any jurisdiction in a dispute by any member, league, team, manager, coach, player, trainer, referee or individual before all rights of appeal and all the rights and remedies of the bylaws of SYSI have been exhausted, shall be deemed a violation and breach of these bylaws, and shall result in automatic indefinite suspension from SYSI.
- 13.2** Any member, league, team, manager, coach, player, trainer, referee or individual who, in a dispute, has sought court action before exhausting all proper procedures of appeal will be liable for all legal costs and disbursements incurred by SYSI.
- 13.3** Any member, league, team, manager, coach, player, trainer, referee or individual who, having exhausted all proper procedures of appeal, proceeds with court action, will be liable for all legal costs and disbursements incurred by SYSI should the courts rule in favour of SYSI prior to reinstatement of said party's membership with SYSI.