

By-Laws Of
ST. CHARLES SOCCER ASSOCIATION

1. Term of Office of Executive Directors

1.1. Executive member terms shall run from the date of the annual general meeting at which they were elected, or from the time of their appointment by the board as a replacement, until the next annual general meeting falling on an odd or even year as follows:

Even years: Vice-president, Secretary, Director of Recreational Programming and Director of Premier and Developmental Programming.

Odd years: President, Three Members-at-Large, Treasurer.

2. Executive Duties

2.1. President

- 2.1.1. Chairs the executive meetings, meetings of the board and the annual general meetings.
- 2.1.2. Attends the Winnipeg Youth Soccer Association (hereinafter called the WYSA) meetings as a representative of the SCSA board.
- 2.1.3. Attends the Manitoba Soccer Association (hereinafter called the MSA) semi-annual and annual meetings as the SCSA board representative.
- 2.1.4. Provides general supervision of the business affairs of the SCSA subject to the authority of the board.
- 2.1.5. Monitors all SCSA activities, subject to the authority of the board.
- 2.1.6. Reports to the SCSA on the activities of WYSA and the MSA.
- 2.1.7. Delivers reports to the board from any executive members absent from the board meetings.
- 2.1.8. Acts as a signing officer for the SCSA.

2.2. Vice President

- 2.2.1. Attends the WYSA meetings as a representative of the SCSA.
- 2.2.2. Carries out the duties of the President in the president's absence.
- 2.2.3. Chairs the Appeal Committee.
- 2.2.4. Acts as SCSA incident investigator and disciplinarian.
- 2.2.5. Acts as a signing officer for the SCSA.

2.3. Member-at-Large (Administrative)

- 2.3.1. May represent the SCSA at WYSA in absence of the President or First Vice-President.
- 2.3.2. Helps to organize and oversee tournament committee for any SCSA tournaments or jamborees hosted by the SCSA.
- 2.3.3. May act as a signing officer for the SCSA.
- 2.3.4. May participate in various SCSA committees.
- 2.3.5. Serves as acting president in the absence of both the president and vice-president.

2.4. Secretary

- 2.4.1. Records Minutes of all SCSA meetings and sends copies of minutes to all members of Board.
- 2.4.2. Maintains up-to-date by-laws and has copies available upon request to members of governing bodies.
- 2.4.3. Maintains a current and accurate list of Board members and provides a copy of list to WYSA.
- 2.4.4. Notifies SCSA board members of all meetings requiring their attendance and advises them of other important dates.
- 2.4.5. Files all SCSA correspondence
- 2.4.6. Notifies the public of SCSA registration dates.

2.5. Treasurer

- 2.5.1. Keeps account of all monies collected and spent by the SCSA.
- 2.5.2. Banks all monies collected in a chartered financial institution.
- 2.5.3. Has SCSA finances reviewed at the end of the fiscal year (April 1 through March 31 each year)
- 2.5.4. Pays all bills owed by the SCSA within a reasonable time.
- 2.5.5. Bills outside people or organizations for money owed to the SCSA.
- 2.5.6. Assists in the preparation of the SCSA budget for presentation at the January Executive meeting.
- 2.5.7. Presents a financial report at Monthly General Meetings and a financial review at the Annual General Meeting.
- 2.5.8. Acts as a signing officer for the SCSA.

2.6. Director of Recreational Programs

- 2.6.1. Establishes a Recreational Committee comprised of all Community Centre soccer convenors from the SCSA who will meet as required.
- 2.6.2. Chairs Recreational Committee.
- 2.6.3. Submits budget for recreational programs to the SCSA Budget Committee, prepared by Recreational Committee.
- 2.6.4. Maintains open and clear communications with all community centres through their soccer convenors and presidents to promote the SCSA.
- 2.6.5. Deals with any non-technical related issues involving teams, players or parents for the recreational division.
- 2.6.6. Chairs and organizes recreational team formation prior to each indoor and outdoor season.
- 2.6.7. Advises the Director of Premier and Developmental Programs of recreational team formation dates at least three (3) weeks prior to ensure enough time for the Premier division to release any players back to the recreational division
- 2.6.8. Assigns coaches to all Indoor teams each season.
- 2.6.9. Assists and oversees office staff with all communication issues relating to recreational division.
- 2.6.10. Through the board, certain duties of the Director of Recreational Programming may be delegated to the SCSA office staff, board members and/or committees as appropriate;

however, the accountability for them remains with the Director of Recreational Programs.

2.6.11. Attends all SCSA meetings.

2.7. Member-at-Large (Liaison)

- 2.7.1. Secures use of fields from the City of Winnipeg and School Boards for SCSA fields
- 2.7.2. Acts as SCSA liaison with City of Winnipeg and School Boards for SCSA fields
- 2.7.3. Acts as sole authority for SCSA field use within and coordinates all field schedules within the SCSA programs.
- 2.7.4. Schedules mini-soccer program for combined clubs
- 2.7.5. Ensures all fields are in playable condition and acts as the SCSA liaison for any field complaints and ensures they are fixed by the appropriate people.
- 2.7.6. Ensures all necessary fields are lined.
- 2.7.7. Secures all indoor permits for recreational and SC Force teams as budgeted and approved by the board.
- 2.7.8. Acts as the SCSA representative to the WYSA and MSA Referee committees and liaises with all organizations regarding referee matters.
- 2.7.9. Informs the board of rule changes, etc.

2.8 Member-at-Large (Recreational)

- 2.8.1. Assists the director of Recreational Programs as required.
- 2.8.2. Ensures all recreational coaching certifications and standards are complete as required.
- 2.8.3. Attends Recreational Committee meetings as scheduled.
- 2.8.4. Acts as the Director of Recreational Programs in the absence of said director.

2.9. Director of Premier and Developmental Programs

- 2.8.1. Responsible for all ordering of equipment, uniforms, coach's gear, merchandise and pride wear for applicable programs.
- 2.8.2. Responsible for approving any merchandise bearing the Force Logo to ensure the integrity of our brand.
- 2.8.3. Communicates with the team managers for uniform needs, distribution and collecting of uniform fees due.
- 2.8.4. Keeps accurate inventory of all supplies coming and going from the club, orders replenishment stock when needed, working with the treasurer on budgetary requirements.
- 2.8.5. All requests for equipment, uniform's, coach's gear and pride wear go through the equipment manager for better inventory and cost control.
- 2.8.6. Main contact for our Vendors for ordering and questions.
- 2.8.7. Responsible to oversee the administration of Premier and Developmental soccer within the SCSA.
- 2.8.8. Chairs the Premier and Developmental Committees as established by the SCSA board.
- 2.8.9. Oversees team managers and acts as a resource for them.
- 2.8.10. Advises appropriate Community Centre/Area Association representatives of all released players from the Premier or Developmental Program.

- 2.8.11. Assists and oversees the Technical Director & Administrative Assistant with all communication issues relating to Premier and Developmental division.
- 2.8.12. Ensure coaches and managers have a full understanding of the SCSA program as well WYSA Rules and Regulations.

3. Appointed Officer Duties

- 3.1 From time to time, the SCSA may appoint non-voting volunteers to assist various board members in completing required tasks. Said appointments require prior board approval and said individuals are held to the same accountability regarding ethics, privacy and confidentiality as are regular board members.

4. Community Centre/Area Association Representatives

- 4.1. Attend all SCSA meetings.
- 4.2. Act as liaison between their respective clubs and the SCSA.
- 4.3. Ensure all team fees are paid and players are properly registered.
- 4.4. Ensure coaches and managers have a full understanding of the SCSA program as well WYSA Rules and Regulations.
- 4.5. Will participate when necessary on the Appeals Committee.
- 4.6. Advocate for Community Centre/Area Association members.

5. Appeals and Discipline Committee

- 5.1. The Appeals and Discipline Committee deals with complaints concerning coaches, players (multiple cautions, dismissals, etc.), and hears appeals of decisions.
- 5.2. It is chaired by the 1st Vice-President who will case of deadlock cast the deciding vote.
- 5.3. It is comprised of two neutral Community Centre/Area Association members plus the chairperson.
- 5.4. This Committee will document and record accurately all correspondence, evidence from all involved parties, witness accounts, and any resulting decisions taken or reached.
- 5.5. The committee will inform involved parties of its decision and of higher appeal procedures.

6. Meetings, General Parliamentary Proceedings and Rules of Order

- 6.1. Where not otherwise indicated, all meeting of St. Charles Soccer Association shall be conducted under "Roberts Rules of Order".

6.2. Board Meetings

- 6.2.1. Notice of meetings, including minutes of the previous meeting and a preliminary meeting agenda shall be mailed, emailed, or faxed to each Board Member, SCSA Representative and Appointed Officers at least seven (7) days prior to the meeting.
- 6.2.2. Monthly General Meetings are to be held on the first Sunday of each month. A meeting may be delayed or cancelled by majority consent for extenuating circumstances, including long weekends, however at least nine (9) regular monthly meetings must be held in a calendar year.

- 6.2.3. All board members are to attend, wherever possible.
- 6.2.4. Quorum for Monthly General Meetings and Special General Meetings is set as seven directors present, three of which must represent the associate members. If two associate members are present along with the Director of Recreational Programs, and if there are seven directors present, then quorum is met.
- 6.2.5. Meetings of the Board may be held at any place in the City of Winnipeg as the directors may from time to time determine. They may also be held electronically, by Zoom.com or other software.
- 6.2.6. Attendance and voting via phone during an in-person board meeting: If quorum has not been met a member may join by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.
- 6.2.7. Any immediate action required and permitted to be taken by the Board, may be taken without a meeting, if an absolute two-thirds majority of all current voting members of the Board, individually consent in writing to such action. Such consent may be delivered in counterpart by fax or e-mail. Such written consent or consents shall be kept on file with the Secretary. Such action by written consent shall have the same force and effect as the vote of such Board or committee at a general or special meeting.

6.3. Executive Meetings

- 6.3.1. As called by the President.
- 6.3.2. Executive members plus invited appointed officers to attend.
- 6.3.3. An Executive Meeting may be convened on at least two days' notice by the President or any two directors or by the Secretary on the direction or authorization of the President or any two directors. The notice may be in writing and delivered or mailed or may be given by telephone, or facsimile transmission, or e-mail and need not specify the purpose of business to be transacted at the meeting except where any matter referred to in s. 110(3) of the Act is to be dealt with at such meeting.
- 6.3.4. The executive may hold discussions and hold votes by e-mail communication. Indeed, this is the preferred method of achieving the day-to-day operation of the Association.
- 6.3.5. Decisions by the executive on matters not requiring a formal vote of the board shall take immediate effect. All other decisions made at an executive meeting, held either in person or via e-mail, must be affirmed by a vote of the SCSA board to come into force. Such vote may be held via e-mail if it is of an urgent nature.

6.4. Annual General Meetings

- 6.4.1. Notice of the Annual General Meeting shall be made public through the media or area newsletter or the SCSA website at least fourteen (14) days prior to the meeting. This notice may include a slate of nominees for elected Board Members.
- 6.4.2. The Chair of the election presents the slate of nominees, as indicated in 6.4.1., and shall call for additional nominees from the floor.
- 6.4.3. Meeting Time: held not before October 15th and not later than January 31 of the following year, the date to be determined by the Board.
- 6.4.4. Entire SCSA board and the public may attend.

- 6.4.5. Copies of the agenda, minutes of the previous Annual General Meeting and Annual Reports shall be distributed at the meeting.
- 6.4.6. Order of business for the Annual General Meeting shall be:
 - 6.4.6.1. Call to Order
 - 6.4.6.2. Approval of the Agenda
 - 6.4.6.3. Approval of Minutes of the Previous Annual General Meeting
 - 6.4.6.4. Business arising from minutes
 - 6.4.6.5. Annual reports
 - 6.4.6.6. Audited Financial Statement
 - 6.4.6.7. Election of Board Members
 - 6.4.6.8. Amendments to the By-Laws or Constitution
 - 6.4.6.9. New Business
 - 6.4.6.10. Adjournment

7. Voting

- 7.1. Questions arising at any Board meeting shall be decided by a majority vote of those present, except as specified in 7.3 below.
- 7.2. The Executive and appointed officers each hold one vote and may exercise it when present. Community Centre and Area Association members each hold one vote and exercise it when present.
- 7.3. Changes
 - 7.3.1. A change to
 - 7.3.1.1. The SCSA organization requires a simple majority at a monthly or annual general meeting;
 - 7.3.1.2. The SCSA rules and regulations need a simple majority at any general or special board meeting;
 - 7.3.1.3. The SCSA by-laws and the Constitution requires seventy-five per-cent (75%) approval from those attending a monthly, special or annual general meeting; and
 - 7.3.1.4. Any other matter not mentioned by this by-law, a simple majority at any general or special board meeting.
- 7.3. For clarity, a tie vote results in the defeat of a question or motion. All eligible directors may vote and there is no casting vote (second individual vote) held by any board member.
- 7.4. For elections of executive positions, if there is a tie vote, or if no candidate receives a simple majority of the votes, the vote is retaken. In a retaken vote, if there are more than two candidates, the candidate with the fewest votes is dropped from the subsequent ballot. This process continues until one candidate receives a simple majority of the votes.

8. Committees

- 8.1. The Board may by resolution appoint committees from among its members and delegate to such committee any of the 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 the subject matter so delegated.

These committees may be dissolved, and the members of such committees shall hold their offices at the pleasure of the Board. The procedures of any such committee shall, except as otherwise determined by the Board, be those applicable to the Board.

9. Omissions and errors

- 9.1. The accidental omission to give a notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

10. Finances

- 10.1. The Board will determine team fees and referee fees each year and include same in the budget.
- 10.2. Cheques, drafts and notes. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not they are officers of the Association and in such manner as the Board may from time to time designate.
- 10.3. The banking business of the Association, or any part thereof, shall be transacted such bank, credit union, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Association by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Association; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Association; the execution of any agreement relating to any such banking business and the defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Association to facilitate such banking business.
- 10.4. Except with the consent of the Board, expenditures on behalf of the SCSA programs and activities can only be made against budgets that have been approved by the Board.
- 10.5. Budget submitted for approval by the SCSA must be in written form and identify the following:
- 10.5.1. Purpose and a general description of how the funds are to be spent.
- 10.5.2. An expiry date by which the funds are to be spent.
- 10.5.3. The person(s) presenting for the budget.
- 10.6. The balance of any approved budget account that is not expended after the budget expire date shall be returned to general accounts.
- 10.7. Funds may only be expended for the purpose(s) for which they were approved.
- 10.8. Expenditures cannot exceed approved budget authority without the approval of the Board. The person(s) responsible for the budget must keep track of expenditures to ensure this does not occur.

- 10.9. Requests for reimbursements, advance payments or for the payment of invoices must identify the budget accounts against which expenditures are to be charged and must be authorized in writing by the person responsible for the budget.
- 10.10. Receipts must be provided for all expenditures and shall be signed by the person responsible for the budget against which the expenditure is to be charged. If no receipt is available, a written declaration describing the expenditure and to whom it was paid must be submitted. This declaration must also be authorized by the person responsible for the budget.
- 10.11. Advances for petty cash must be accounted for with authorized receipts or declarations before any additional funds can be advanced.
- 10.12. The treasurer can disperse funds without board approval up to a cumulative maximum established by the board at the January meeting.

11. Execution of Instruments

- 11.1. Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the President and any one (1) of the Vice-Presidents or the Treasurer or the Secretary and all contracts, documents or instruments in writing so signed shall be binding on the Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 11.2. The Corporate seal of the Association, if any, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board.
- 11.3. The terms contract, documents or instruments in writing as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all other paper writings.

12. Corporate Seal

- 12.1. The Association may have a seal, and if it does the impression will be stamped in the margin hereof. Such seal may be used in the execution of any instrument of the Association whenever so authorized by a resolution of the directors.

13. Rules and Regulations

- 13.1. Rules and Regulations passed by the Board may be amended by the Board provided that such amendment shall not take effect until after notice thereof is given to the members.

14. Effective Date

- 14.1. Coming into force. This by-law and the accompanying Rules and Regulations shall come into force upon, and only upon, being confirmed by the members entitled to vote thereon in accordance with the Act.