

HALIFAX DUNBRACK SOCCER ASSOCIATION
BY-LAWS
(Updated 11/07)

1. In these by-laws, unless there be something in the subject or context inconsistent therewith,
 - (a) 'Society' means the *Halifax Dunbrack Soccer Association*, also known as the *Halifax Dunbrack Soccer Club*,
 - (b) 'Board' means the Board of Directors of the Society,
 - (c) 'Executive' means the Executive Committee of the Society and those members elected to the Executive,
 - (d) 'HDSA' means *Halifax District Soccer Association*,
 - (e) 'SNS' means *Soccer Nova Scotia*.

MISSION

2. The principal objective of the Halifax Dunbrack Soccer Club shall be to ensure the opportunity for players of both sexes to participate in organized programs of team play and skill development at a level appropriate for each individual based on ability and commitment and in accord with the principles of fair play.

MEMBERSHIP

3. The following shall be admitted to membership in the Society:
 - (i) **player members**: all players properly registered with SNS in a particular season,
 - (ii) **family members**: the parents or legal guardians of such players,
 - (iii) **team members**: volunteer team officials,
 - (iv) **associate members**: any individuals or organizations interested in contributing to the aims and objectives of the Society, and who are admitted to membership by the Board of Directors,
4. All such persons shall be admitted to membership in accordance with these by-laws, and none others shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
5. For the purposes of registration, the number of members of the Society is unlimited.
6. Membership in the Society shall not be transferable.
7. Every member of the Society shall be entitled to attend any meeting of the Society but only members aged 19 and above shall be entitled to vote, and there shall be no proxy voting.

8. (a) Only members aged 19 and above shall be eligible for nomination to the Board,
(b) No two members of the same family unit shall be eligible to serve on the Board of Directors or any other committee of the Society.
9. Except for associate members, no formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any individual shall constitute admission to membership in the Society.
10. Membership in the Society shall cease if notice of resignation of membership is received in writing by the Secretary, or if an individual ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

11. The fiscal year of the Society shall be the period from 1st October in any year to September 30th in the following year.

MEETINGS

12. The ordinary or annual general meeting of the Society shall be held during the month of November each year. Twenty-one days notice of a general meeting specifying place, date and time of the meeting shall be given to the members. Notice shall be given by email and by posting on the club website. The non-receipt of any notice by any member shall not invalidate the proceedings of any general meeting.
13. An extraordinary or special general meeting of the Society may be called either by the President, or by a majority of the Directors sitting at a Board Meeting, or by the Secretary if requisitioned in writing by at least forty (40) eligible voting members of the Society.
14. At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - (a) minutes of a preceding Annual General Meeting,
 - (b) consideration of the Annual Reports of the Directors,
 - (c) consideration of the financial statements, including a balance sheet and operating statement and report of the Treasurer thereon,
 - (d) election of Directors for the ensuing year.

Any other business transacted at the Annual General Meeting shall be deemed to be special business, and will therefore be subject to the requirements of By-law 15.

15. In the case of special business, the nature of such business, shall be distributed to the members under the direction of the Secretary, at least five days prior to the date of the

meeting.

16. Notwithstanding By-law 22, any motion which would require a change in the Society's By-laws shall be submitted to the Secretary in writing at least 2 weeks before the meeting, and shall require approval by a 75% majority of those present and eligible to vote.
17. No business shall be transacted at any Annual General Meeting of the Society unless a quorum of members is present at the commencement of such business, and such quorum shall consist of fifteen voting members.
18. If within one-half hour from the time appointed for the Annual General Meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct, and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
19. (a) The President of the Society shall normally preside as Chair at every General Meeting.
(b) If the President is not present, the Vice-President (Administration and Operations) shall preside as Chair for all or that part of the meeting at which the President is not present.
(c) If the President and Vice-President (A&O) are both not present at a meeting, the members present shall choose someone of their number to be Chair.
20. The Chair shall have no vote, except in the case of an equality of votes and except for the election of new Directors.
21. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting, unless notice of such new business is given to the members.
22. At any General Meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
23. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chair may prescribe, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.
24. Robert's Rules of Order shall be adopted at all General Meetings.

NOMINATIONS AND ELECTIONS

Nomination Committee

25. A Nomination Committee composed of a Chairperson and two other family members of the Society, and recognized for their interest and commitment to the development of soccer, and not currently members of the Board, shall be appointed by unanimous approval of the Board at any Board Meeting prior to 1st October each year. The Nomination Committee will prepare a slate of candidates for the Board of Directors for presentation to the voting membership at the Annual General Meeting, and the chairperson of the Committee shall preside over that part of the Annual General Meeting at which election of Directors occur.
26. The Nomination Committee shall prepare its slate of nominations by:
 - (a) determining whether current Board Members wish to stand for re-election,
 - (b) inviting nominations prior to the annual General Meeting, in writing and supported by the signatures of two members aged 19 and above and a statement of the nominee to accept a position if elected,
 - (c) by receiving nominations from the floor at the Annual General Meeting, provided nominees agree to accept a position if elected, either verbally if present at the meeting, or in writing if not in attendance.

Elections

27. When there is only one nomination for a position, the nominee shall be declared to be the successful candidate by acclamation. When there are two or more candidates for a position, the Nomination Committee will conduct a secret ballot of **all members present aged 19 and above including the current Board and President**, with the assistance of two scrutineers approved by the voting members, declare the names of those who have been elected, and ensure the destruction of the ballots.
28. In the event of the resignation of the President, or for any other reason that the President is unable to continue in a term of office, the Vice-President Administration and Operations, shall serve as acting President until the next Annual General Meeting.
29. Should a member of the Board other than the President resign or be unable to complete a term of office for any reason, whereupon his/her office as Director shall *ipso facto* be vacated, the vacancy thereby created may be filled until the next Annual General Meeting with a majority agreement of the remainder of the Board from among the members of the Society.

BOARD OF DIRECTORS

30. The operation of the Society shall be governed by a Board of Directors, not more than eighteen (18) in number, and with the exception of any Directors-at-Large and any Directors representing an organization that supports the work of the Society, each shall act as an Officer of the Society for a specified term, with responsibilities defined hereafter in these By-laws, as follows:

1. President – Odd Years
2. Vice-President Administration and Operations – Even Years
3. Vice-President Competitions and Development – Odd Years
4. Secretary – Even Years
5. Treasurer – Even Years
6. Program Director – Senior Soccer - Even Years
7. Program Director – Tier I Soccer – Odd Years
8. Program Director – Tier 2 Soccer – Even Years
9. Program Director – Mini Soccer – Odd Years
10. Business Director – Odd Years
11. Equipment Director – Odd Years
12. Volunteer Director – Odd Years
13. Technical Director – non-voting
14. Club Administrator – non-voting

31. Whenever possible, all the Directors whose term has expired as listed in By-law 30, except for the Technical Director and Club Administrator, shall be elected at the Annual General Meeting, but in the event that any position is not filled, the Board will appoint a Director as soon as possible after the Annual General Meeting and before the commencement of the next playing season. The Board shall contain at most four (4) Directors-at-Large, each elected for a One Year Term, who shall preferably be elected at the Annual General Meeting, or otherwise appointed by the elected Board members as soon as possible. Additional Directors-at-Large may be appointed at any time by the Board as it deems necessary with terms of service expiring at the next Annual General Meeting.

32. The level of remuneration and the appointments of the Technical Directors and Administrative staff shall be considered annually by the Executive Committee.

33. Any member of the Society aged 19 and above shall be eligible to be elected a Director of the Society.

34. The members may elect as a Director-at-Large a representative nominated by an organization that financially supports the work of the Society.

35. At every Ordinary or Annual General Meeting of the Society, all the Directors whose terms have expired shall retire from office, but shall hold office until the dissolution of the meeting at which their successors are elected or appointed, and retiring

Directors shall be eligible for re-election or re-appointment.

36. The Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his or her stead, the person so appointed shall hold office until the next Annual General Meeting.
37. The Board of Directors shall meet at least four times (January, April, July and September). Other meetings of the Board shall be held as often as the business of the Society may require, and shall be called either by agreement of the Board at a regular meeting, or at the call of the Secretary or at the call and discretion of the President. A meeting of the Board may be held at the close of every Ordinary or Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
38. (a) No business shall be transacted at any meeting of the Board unless at least one-third in number of the voting Directors are present at the commencement of such business. Except for matters of a disciplinary nature, a simple majority (more than 50%) of those present is sufficient to affirm a resolution.
(b) When matters of a disciplinary nature are being considered, at least 75% of the voting Directors must be present and a vote of 75% or more of those present is required to affirm a resolution. In a disciplinary hearing involving a member of the Board, that member may be present and heard, but shall have no vote.
39. The President, or in her/his absence, a Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meeting of the Board.
40. The Chair shall have no vote except in the case of an equality of votes, when the Chair shall have the casting vote.

POWERS OF DIRECTORS

41. Overall responsibility for all activities of the Society shall be vested in the Directors who, in addition to the powers and authorities conferred expressly by these By-laws, may exercise all such powers and do all such acts and things as are necessary to be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting.
42. The Board of Directors shall be responsible for maintaining and developing the framework of Rules, Policies and Procedures under which the Club operates, and for ensuring that the powers delegated to the Executive Committee are exercised in accord with this framework. The Board of Directors is also the final body for

decisions in matters of a disciplinary nature, and for consideration of any appeals of decisions made by the Executive Committee. The Board of Directors does not have the power to change the By-Laws of the society, these may only be altered by a special resolution of the membership.

EXECUTIVE AND COMMITTEE STRUCTURE

43. The normal operations and administration of the Society shall be controlled and directed by an Executive Committee composed of the President, both Vice-Presidents, the Senior Director, the Treasurer and the Secretary. The Executive shall function within the framework, by-laws, regulations and agreed policies of the Society and in accord with the powers delegated by the Board of Directors. The Executive shall refer all matters that constitute a major departure from established practice or precedent and recommendations for the appointments of any paid employees to the Board for approval. The Executive will direct and monitor the activities of four committees, each chaired by a member of the HDSC Board of Directors, as follows:

(1) The Administration and Operations Committee:

Chair: Vice-President Administration and Operations

Members: Treasurer, Secretary, Business Director, Equipment Director, Volunteer Director and Club Administrator(s) (non-voting)

(2) The Mini Technical Committee:

Chair: Program Director - Mini Soccer

Members: Vice-President Competitions and Development, Technical Director(s) (non-voting), Mini Technical Director (non-voting) and a volunteer representative from each Mini age level approved by the HDSC Board of Directors annually.

(3) The Youth Technical Committee:

Chair: Vice-President Competitions and Development

Members: Tier I Program Director, Tier II Program Director, Technical Director(s) (non-voting) and one Coach approved by the HDSC Board of Directors annually

(3) Senior Committee:

Chair: Program Director - Senior Soccer:

Members: Both Vice-Presidents, Technical Directors (non-voting) and a coach and general manager from each team.

At the discretion of each Committee and with the approval of the Board of Directors, ad hoc committees may be established for specific purposes.

The President shall be an ex-officio member of all committees.

44. Meetings of the Executive will be convened frequently at times fixed at a previous meeting or at the call of the President. The duties of the Executive Committee shall include the review of all Competitions and Development Committee recommendations including appointments to all coaching and manager positions of Senior and Tier I and Tier IIA Youth teams, and to approve the appointments of all other team officials for all teams at all levels. Should a member of the Executive Committee be a candidate for any coaching or manager position, the member shall withdraw from the Committee whenever the Committee is considering applications for the team or teams for which the member is applying.

DUTIES OF OFFICERS

45. The President

- (a) shall preside at all General, Board and Executive meetings of the Society, and shall have no vote except in the case of a tie vote,
- (b) shall be the Chief Executive Officer of the Society and shall have responsibility for general supervision of all activities of the Society,
- (c) shall submit an annual written report at the Annual General Meeting, outlining the activities and achievements of the Society during the current year,
- (d) in consultation with Treasurer and Business Director, shall produce an annual budget with proposed fees prior to the start of registration process in each season, for approval by the Executive and Board,
- (e) may delegate some responsibilities, including financial signing authority, to other members of the Executive on approval of the Board.

46. The Vice-President Administration and Operations

- (a) shall be responsible for coordinating and overseeing the positions of Club Administrator(s), Treasurer, Secretary, Business Director, Volunteer Director and Equipment Director,
- (b) shall assume the duties of the office of President in the temporary absence of the President,
- (c) shall become acting President in the event that the President is unable to continue a term of office, for whatever reason,
- (d) shall be responsible for appointments to the Administration and Operations Committee, shall be Chair of that committee, and shall have overall responsibility for directing and monitoring the activities of the A&O Committee,
- (e) shall be assigned other duties by the President, subject to the approval of the Board.
- (f) shall submit an annual written report at the Annual General Meeting

47. The Vice-President Competitions and Development

- (a) shall be responsible for overseeing and coordinating the positions of the Youth Soccer Program Directors [Tier I, Tier II and Mini Soccer] , the Technical Director(s) and for working in consultation with the Program Director for Senior Soccer,
- (b) shall be responsible for appointments to the Youth Technical Committee, shall be Chair of that committee, and shall have overall responsibility for directing and monitoring the activities of the Youth Technical Committee,
- (c) shall be assigned other duties by the President, subject to the approval of the Board.
- (d) shall submit an annual written report at the Annual General Meeting

48. The Secretary

- (a) shall take minutes of all General and Board meetings of the Society, and distribute minutes to relevant parties, within a reasonable time; optionally, the Secretary may act as the non voting Recording Secretary of the Executive Committee,
- (b) shall inform the membership of the date, time and place of the Annual General Meeting and of any Special General Meeting, and of any motions on the agenda at such meetings requiring advance notice,
- (c) shall be responsible for compiling a list of players to be recognized at an annual ceremony, normally during the Closing Festivities, by the presentation of Club Awards, and for the acquisition and engraving of such awards,
- (d) shall assist the President in routine secretarial work in an agreed manner.
- (e) shall participate as a member of the Executive Committee

49. The Treasurer

- (a) shall deposit all monies of the Society in a recognized financial institution covered by the Canadian Deposit Insurance Act, and shall keep all financial records of the Society,
- (b) will advise and assist the Board of the procedures to follow when handling financial matters, and will be responsible for receiving all monies and dues and for paying all expenses of the Society,
- (c) will be responsible for the safe-keeping of all financial assets of the Society,
- (d) shall produce financial statements as requested from time to time by the Executive, and shall prepare a report for the Annual General Meeting,
- (e) shall maintain employment and other financial records of HDSC staff both seasonal and full time,
- (f) shall be responsible for receiving and processing applications and maintaining records of potential candidates for hardship support,
- (g) shall participate as a member of the Administration and Operations Committee of the Society.

50. Program Director - Senior Soccer

- (a) shall be responsible for appointments of team representatives to the Senior Committee, shall be Chair of that committee, and shall have overall responsibility for directing and monitoring the activities of senior teams,
- (b) shall participate as a member of the Executive Committee of the Society,
- (c) shall be responsible for producing a slate of proposed team officials for each senior team prior to the commencement of the upcoming season,
- (d) shall be responsible for directing that all teams operate in accord with approved policy and procedures, and in particular that all team managers and coaches are aware of the Society's rules, policies and procedures,
- (e) shall be responsible for receiving complaints, reports of incidents or suggestions from players and team officials, and for resolving such issues when appropriate, and for regular reporting of such matters to the Executive,
- (f) shall prepare a written report for the Annual General Meeting.

51. Program Directors - Tier I and Tier II Soccer

- (a) shall be responsible for appointments of coordinators to their respective committees, shall be Chairs of those committees, and shall have overall responsibility for directing and monitoring the activities of Coordinators.
- (b) shall participate as members of the Youth Technical Committee of the Society,
- (c) shall organize seasonal try-outs for Tier I and Tier II A teams, ensure that the try-outs are widely advertised in good time, and that a fair try-out procedure is adopted and followed for each team in accord with the rules, regulations and procedures,
- (d) shall be responsible for producing a slate of proposed team officials for each youth team under their jurisdiction to the Youth Technical Committee, prior to the commencement of the upcoming season,
- (e) The Tier II Director shall be responsible for ensuring, as far as possible, that when two or more teams are being formed at Tier IIB level of play, that these teams are of equal ability and competitive with each other,
- (f) shall coordinate and encourage the participation of all teams in a least one tournament each season,
- (g) shall be responsible for directing that all teams operate in accord with approved Society rules, policies and procedures,
- (h) shall be responsible for receiving complaints, reports of incidents or suggestions from players, parents and team officials, and for resolving such issues when appropriate, and for regular reporting of such matters to the Competitions and Development Committee,
- (i) shall assume overall responsibility for organization of the appropriate *Closing Festivities* at the end of each season,

52. Program Director - Mini Soccer

- (a) shall be responsible for the appointments of volunteer representatives to the Mini Technical Committee, shall be Chair of that committee and shall have overall

- responsibility for directing and monitoring the activities of the Mini Technical Committee,
- (b) shall participate as a member of the Mini Technical Committee of the Society, and through it, make recommendations to the Executive on the appointment of team officials,
 - (c) shall be responsible for setting up and administration of programs of mini soccer at the U-6 and U-8 levels. Such responsibilities shall include recruitment of volunteer parent coaches, the organization of pre-season coaching clinics (in cooperation with the Technical Director), and the setting up of schedules of practice time and in-house league play.
 - (d) shall be responsible for the formation of teams that will participate at the U-10 levels,
 - (e) shall encourage and coordinate the participation of teams in mini-soccer festivals that have been sanctioned by SNS,
 - (f) shall organize *Mini Soccer Closing Day Festivities*,

53. Volunteer Director

- (a) shall conduct recruitment drives for volunteers at winter and summer registrations.
- (b) shall be responsible for compiling a list of volunteers and maintaining a Club database.
- (c) shall assign volunteers to various tasks and/or activities such as registration, tryouts, tournaments, team managers and closing ceremonies.
- (d) shall arrange and maintain a program to recognize volunteers for their service in the Society.

54. Business Director

- (a) shall participate as a member of the Administration and Operations Committee,
- (b) shall actively seek out potential sources of corporate sponsorship for the Society, and in consultation with the Vice-President - Administration and Operations will undertake negotiations with such sponsors on behalf of the Society,
- (c) shall be energetic in planning and organizing other fundraising activities for the benefit of the Society,
- (d) in consultation with the Facility/Fields Director, shall act on behalf of the Board of Directors in negotiating rental and lease agreements involving premises, facilities and office equipment.
- (e) shall submit an annual written report at the Annual General Meeting

55. Equipment Director

- (a) shall be responsible for maintaining an up to date inventory of all equipment belonging to the Society,
- (b) shall be responsible for ordering all new equipment required by the Society, as approved by the Executive,

- (c) shall be responsible for the distribution of equipment to individual teams, for ensuring the return of such equipment to the Society at the end of each season, and for the safe keeping of equipment when not in use by teams.

ACCOUNTS

- 56. The Society shall present a written report to the members as to the financial position of the Society at each Annual General Meeting. The report shall include a balance sheet and operating account that are full and fair and properly drawn up to exhibit a true and correct view of the Society's financial affairs.
- 57. Remittances received in favour of the Society shall be endorsed for deposit with the Society's authorized bankers or financial institution. All cheques issued by the Society shall be signed by the Treasurer and the President, or by one of them and the approved designate for the other. All payments on accounts of the Society shall be supported by receipts, and all payments over \$10.00 shall be made by cheque. The Treasurer can maintain petty cash up to \$50.00 for payments less than \$10.00.

MISCELLANEOUS

- 58. The colors of the Club's primary strip shall be a red and black jersey, black shorts and red socks. The alternate strip shall be a white jersey, black/white/red shorts and white socks. The primary strip is to be worn at all times except in cases of a conflict, when the alternate shall be worn in accordance with league rules.
- 59. The Secretary shall file, within 14 days of the Annual General Meeting, with the Registry of Joint Stock Companies, its Annual Statement and a list of the Society Executive and Directors, with their addresses, occupations and dates of election or appointment.
- 60. Preparation of minutes and custody of the books and records and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
- 61. This constitution may only be amended at a General Meeting of the Society by a 75% majority vote of all eligible voting members present at the meeting.
- 62. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.
- 63. The borrowing powers of the Association may be exercised by special resolution of the members.

64. The Seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
65. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President Administration and Operations and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
66. The Society shall maintain and enforce consistently a set of Rules, Policies and Procedures that are in accord with the rules and regulations of HDSA and SNS. Any amendments to such Rules, Policies and Procedures as approved from time to time by the Board shall be ratified at the next Annual General Meeting.