

ARTICLE 1: NAME

The name of this organization shall be the Southeast Ontario Soccer Association hereinafter referred to as the District Association. The headquarters of the District Association shall be in the City of Kingston, Ontario.

ARTICLE 2: OBJECTIVES

The objectives of the District Association shall be:

1. To promote, develop and administer the game of soccer, both indoor and outdoor, within the geographical boundaries of the City of Quinte West, and the Counties of Hastings, Prince Edward, Lennox-Addington, Frontenac, and Leeds.
2. To represent and act on behalf of The Ontario Soccer Association, hereinafter referred to as the OSA, in the administration of OSA programs within the District Association.
3. To represent and act on behalf of its Member organizations and assist them develop and effectively administer soccer programs that promote the development of the mental, physical, social, and leadership skills of their members.

ARTICLE 3: AFFILIATIONS

The District Association shall be a member of The Ontario Soccer Association and shall abide by the Published Rules and Policies of the OSA. The District Association is subject to the Published Rules in declining order of authority of the following governing organizations:

1. The Canadian Soccer Association
2. The Ontario Soccer Association
3. The District Soccer Association

ARTICLE 4: MEMBERSHIP

There are four (4) classes of Membership:

1. Active Membership
2. Associate Membership
3. Honorary Membership
4. Life Membership

Active Membership

Active Membership shall be open to clubs that meet the following criteria:

1. are properly constituted soccer clubs
2. have their headquarters in the District Association
3. operate within defined boundaries as set out in the Rules & Regulations

All Clubs shall have a Constitution which meets the minimum requirements for a Club Constitution in accordance with the OSA's Published Rules.

A Club which meets the OSA definition of:

- professional club which operates professional team(s) only,
- club which operates both professional and amateur teams,
- social club,
- service club,
- club operated by a municipality, or
- club operated by a facility.

A club running a senior recreational league may apply in writing for an exemption from any minimum requirement for a Club Constitution, subject to the approval of the Board of Directors of the District Association and the OSA.

Associate Membership

Associate Membership shall be open to

- leagues governed by the District Association including:
 - District Leagues
 - Multi-Jurisdictional Club Leagues
- leagues mandated by the OSA Published Rules, including:
 - Regional Leagues
 - Multi-Jurisdictional District Leagues
- other organizations which operate soccer programmes including, but not limited, to:
 - soccer camps, schools or academies
 - school boards
 - colleges
 - universities
 - match official associations
 - coach associations which support the objectives of, and operate within, the District Association

Honorary Membership

The Board of Directors may confer an honorary Membership upon an organization or a person for a period of time.

Honorary Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the District Association.

Life Membership

The Board of Directors may confer a life Membership upon a person.

Life Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of District Association.

Membership Fees

Except where mandated by the OSA Published Rules, the annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association

Player Registration Fees

Members shall be required to pay player registration fees which shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association.

Approval of New Members

A Club shall be accepted into Active Membership upon:

- Submitting an application form along with the other required documents and Membership fees and obtaining the approval of the District Association Board of Directors

An organization shall be accepted into Associate Membership upon:

- submitting an application form along with the other required documents and Membership fees and obtaining the approval of the District Association Board of Directors, where applicable

Membership Renewal

Active Members shall apply for renewal of their Membership by: by submitting an application form along with the required documents and Membership fees to the District Association prior to the Annual General Meeting and as set out in the Rules & Regulations. Payment of an amount equal to ten per cent (10%) of the Membership fee for the year ending at the Annual General Meeting, and payment of the balance of the Membership fee after the Annual General Meeting when invoiced by the District Association.

Associate Members shall apply for renewal of their Membership prior to the Annual General Meeting and pay the entire Membership fee required for the year ending at the Annual General Meeting.

Subject to the above conditions, renewal of Active and/or Associate Membership shall be automatic and does not require the approval of the Board of Directors.

Rights of Active and Associate Members

Active Members shall be accorded the following rights:

- To be governed in accordance with the OSA and the District Association Published Rules,
- To register players, administrators, team officials and match officials with the OSA and the District Association,
- To be a Member of, and register their teams with, OSA sanctioned leagues,
- To enter teams in OSA sanctioned competitions,
- To participate in OSA sanctioned programs such as player, coach and match official development,
- To participate in District Association sanctioned programs,

- To attend and vote at all general meetings called by the District Association
- To operate Club Leagues in accordance with the OSA Published Rules,
- To operate Player, Coach, and Match Official Development Programs, and
- To participate in the OSA Insurance Plan
- To receive Board minutes within twenty-one (21) days of Board ratification and shall include a district financial summary
- To receive Board meeting Agenda ten (10) days prior to meeting

Associate Members shall be accorded the following rights:

- To be governed, where applicable, in accordance with the OSA and District Association Published Rules,
- To register, where applicable, administrators and teams with the OSA and the District Association,
- To enter teams, where applicable, in OSA sanctioned competitions,
- To participate in OSA and District Association sanctioned programs, and
- To attend and vote at all general meetings called by the District Association

Discipline of a Member

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the District Association's Published Rules and a hearing held in accordance with the District Association's and the OSA's Published Rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Termination of Membership

Membership in the District Association shall be deemed to have been terminated:

- If the Member submits a signed letter of withdrawal to the District Association
- If the Member is expelled by the District Association
- If the Member fails to renew Membership in accordance with the By-Law.

ARTICLE 5: BOARD OF DIRECTORS

The District Association shall be governed by a Board of Directors which shall consist of 8 members, or such number not to be less than 7, as may be amended from time to time in accordance with the District Association's By-Laws. These individuals shall hold the positions of:

- President
- Vice- President
- Secretary
- Treasurer
- West Director

- Central Director
- East Director
- Director-at-Large

A Director may hold more than one (1) position for an interim period only until such a time that a new director is appointed. That Director shall only hold one (1) vote.

A Director shall be eighteen (18) years of age or older.

Tenure and Election

A Director shall serve for a term of two (2) years or until his or her successor is elected or appointed.

A District Association Board member shall not sit on another OSA District Board of Directors.

A paid employee of the District Association may not hold a position on the Board of Directors of that District Association.

The positions of President, Treasurer, West Director, and East Director shall be elected in even numbered years while, Vice-President, Secretary, Central Director, and Director-at-Large, shall be elected in odd numbered years.

Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the District Association.

All District Association members shall be notified within 15 days of any Board vacancies.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

Removal of Director

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

- the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - i. if she/he becomes incapable of performing the business of the District Association
 - ii. if she/he is absent from two (2) or more meetings of the Board without satisfactory reason
 - iii. if she/he no longer resides in reasonable proximity to the District Association
 - iv. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
- the Director has compromised the integrity of the District Association due to, but not limited to, any of the following reasons:
 - i. if she/he has been found guilty of an offence under the Harassment Policy of the OSA

- ii. if she/he has been found guilty of an offence involving violence under the Discipline Policy of the OSA
- iii. if she/he has failed to properly account for monies or other property belonging to the District Association
- iv. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the District Association

A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by a two-thirds (2/3) majority vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the District Association. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the incumbent's position(s) for the remainder of the term being filled.

A Member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the Members of the District Association provided notice to remove the Director has been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of his or her term being filled.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the Conflict of Interest and Standards of Conduct Policy in the OSA's Published Rules.

Duties of Board of Directors

The Board of Directors shall conduct the business of the District Association during the periods between general meetings of the District Association and in accordance with the authority granted to it in the Published Rules of the District Association.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the District Association except for those positions elected by the Membership of the District Association. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the District Association's operations. The selection process and the appointments shall be based on procedures outlined in the District Association's Published Rules.

The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for revoking an appointment as outlined in the District Association's Published Rules.

Duties of Directors

President

Except: as provided for in the Dispute Resolution Policy of the OSA, and where the President delegates the responsibility to another person, the President shall preside at all general meetings of the District Association and of the Board of Directors. The President shall be ex-officio a member of all committees,

except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, and staff; and shall be the spokesperson for the District Association.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the District Association; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the society, unless otherwise specified in the District Association's Published Rules; maintain record books in which the constitution, Published Rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each general meeting; to send out to the Board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer an order of business; and in the absence of the president and vice-president to preside until the immediate election or appointment of a chair pro tem.

Immediate Past President

The Immediate Past President shall:

- Refer to the individual who served as the District Association's President immediately prior to the current President.
- Act only as an advisor to the Board of Directors.
- Undertake those duties assigned by the President or the Board of Directors.

West Director:

This Director shall:

- Represent member organizations in the Counties of Hastings and Prince Edward.
- Attend member organization's board meetings as requested.
- Have such duties as prescribed.
- Be an official representative of the District Association and shall conduct himself/herself in a manner befitting that responsibility at all relevant soccer functions.

Central Director:

This Director shall:

- Represent member organizations in the Counties of Lennox-Addington, and Frontenac.
- Attend member organization's board meetings as requested.
- Have such duties as prescribed.
- Be an official representative of the District Association and shall conduct himself/herself in a manner befitting that responsibility at all relevant soccer functions.

East Director:

This Director shall:

- Represent member organizations in the County of Leeds.
- Attend member organization's board meetings as requested.
- Have such duties as prescribed.
- Be an official representative of the District Association and shall conduct himself/herself in a manner befitting that responsibility at all relevant soccer functions.

Director-at-Large

This Director shall:

- Have responsibilities assigned by the Board of Directors as required.

Appointed Positions

The Executive Director and the District Administrator shall not be elected members of the District Association Board.

District Paid Staff

The Board reserves the right to hire paid staff at their discretion.

Nominations and Elections

Nomination for positions on the Board of Directors may be made by any member at or in advance of the Annual General Meeting or at a Special General Meeting called for that purpose. Nominations and elections for positions open shall be held in the order of the positions listed in this By-Law.

Election shall be by secret ballot, but in the event only one (1) candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

District Representative

The President of the District Association shall be a Board Member of the OSA unless the President declines the position or is removed from the position by a majority vote of either the District Association Board of Directors or the OSA Board of Directors.

In the event that the President is not the OSA Board Member, the District Association Board of Directors, by majority vote, shall elect one (1) of its other Board Members or appoint a member of the District Association soccer community to the position.

The term of office of the position shall be in accordance with the OSA's Published Rules.

ARTICLE 6: MEETINGS

General Meetings

An official notice of each District Association Board of Directors meeting shall be given to all Members at least fifteen (15) days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by regular mail, email, fax, or website notice.

Members representing fifty percent (50%) of the voting Board of Directors Membership shall form a quorum at all general meetings of the Board. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

Annual General Meeting

The District Association shall hold an Annual General Meeting in November and not later than February 28 of the following year. Members shall receive sixty (60) days' notice of the time and location of the Annual General Meeting.

A quorum shall be formed at the Annual General Meetings by thirty percent (30%) of the Active and Associate Members whose accumulated votes total fifty percent (50%) plus one (1).

The agenda of the Annual General meeting shall include:

- Roll Call
- Credentials Report
- Period of Remembrance
- Introduction of Guests
- Minutes of Previous Annual General Meeting
- President's Address
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Officers' Reports
- Executive Directors Report
- Unfinished Business
- Amendments to the By-Laws
- Roll Call
- Election of Officers and Directors
- Any Other Business (the chair may introduce special business for discussion)

- Adjournment

Special General Meeting

A Special General Meeting of the District Association:

- a) may be called by the Board of Directors by its own motion, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the District Association by registered mail, certified mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than twenty-five percent (25%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within thirty (30) days of receipt of the written request from the members.

Only the business set out in the notice to the Special General Meeting shall be considered.

General Meeting Delegates

A Member is entitled to have a maximum of three (3) delegates, from its membership, attend and speak at an annual general meeting of the District Association.

The Member must appoint one (1) of its delegates to cast all of its votes at a general meeting.

At general meetings, an Active member shall have one (1) vote per club

Members of the District Association Board of Directors have no right to vote, except in the case of a tie, then the chair will have the deciding vote.

Members of the District Association Board of Directors may sit as voting delegates at an Annual General Meeting.

Associate members shall have one (1) vote at general meetings.

Board of Directors Meeting

The Board of Directors shall meet at least four (4) times per year, upon fifteen (15) days' notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one (1) vote.

If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Executive Committee

The Executive Committee shall consist of four (4) positions including the President, Vice President, Secretary and Treasurer. The Executive Committee, between meetings of the Board, shall possess, and may exercise, all powers of the Board of Directors in the management and direction of the affairs of the District Association. A majority of the Executive Committee shall constitute a quorum of the Executive Committee. Meetings of the Executive Committee shall be at the call of the President.

ARTICLE 7: COMMITTEES

The Membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the District Association.

ARTICLE 8: PROCEDURES GOVERNING MEETINGS

All meetings of the District Association shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the District Association.

ARTICLE 9: BY-LAWS AND AMENDMENTS

- a) By-Laws and amendments may be proposed by the Board of Directors, or submitted by a District Association member at an Annual General Meeting or a Special General Meeting called for that purpose.
- b) Proposed amendments shall be forwarded in writing to the District Association no later than forty-five (45) days prior to the Annual General Meeting or a Special General Meeting called for that purpose.
- c) Copies of the proposed amendments shall be sent to all Members not less than fifteen (15) days prior to the Annual General Meeting or the Special General Meeting at which they shall be considered.
- d) By-Law amendments shall require a two-thirds (2/3) majority of those delegates present and voting at the Annual or Special General Meeting.
- e) Amendments to the Policies and Procedures shall require a simple majority of those delegates present and voting at the Annual General Meeting.
- f) By-Law amendments immediately upon approval at an Annual or Special General Meeting unless otherwise stipulated.

ARTICLE 10: RULES AND REGULATIONS

The District Association shall have Rules and Regulations which shall include, but is not limited to, the following:

- a) discipline of a Member: summary of charges regarding misconduct
- b) discipline of a Member: procedures for discipline hearing
- c) duties of Board of Directors: authority granted to Board regarding the business being conducted

- d) duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions
- e) duties of Board of Directors: process for revoking appointments
- f) voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast, only delegates can hold a proxy vote
- g) a member may only hold one (1) proxy vote

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with the By-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization.

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. If the Rules and Regulations are amended by the Board of Directors, the amendment shall be presented for ratification at the next Annual General Meeting or Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

ARTICLE 11: INDEMNITY

Members of the Board of Directors or other servants to the District Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the District Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

ARTICLE 12: FINANCE

The accounts of the District Association shall:

- a) be audited annually by a Chartered Accountant* if the annual Gross Revenue is greater than \$30,000*; or
- b) be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is \$30,000* or less.

The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

At the Annual General Meeting of the District Association, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the District Association shall end on September 30 of each year, unless otherwise ordered by the Board of Directors.

ARTICLE 13: MONIES OWING

- a) All monies owing to the District Association shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.
- b) Interest of ten percent (10%) per year shall be charged on all monies owed after thirty (30) days of invoicing.
- c) A member club or league, shall be deemed “not in good standing and restricted from voting or speaking at an Annual General Meeting” for being in arrears to the District Association for a period of ninety (90) days after the invoice was sent and received, and shall be suspended from membership in the District Association after one hundred and twenty (120) days in arrears.

ARTICLE 14: DISPUTE RESOLUTION

The District Association shall adhere to the Dispute Resolution process as published and approved by the OSA from time to time.

Any member of the District Association may initiate the Dispute Resolution process by communicating in writing to the OSA, with a copy to the District Association, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one (1) or more neutral persons to the dispute.

The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.

The District Association shall make available to any member a copy of the Dispute Resolution process when requested.

ARTICLE 15: HARASSMENT

The District Association shall adhere to the Harassment Policy as published and approved by the OSA from time to time.

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, members and registrants of the District Association.

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

The District Association shall make available to any member a copy of the Harassment Policy when requested.

ARTICLE 16: APPEALS

- a) Any registrant or registered organization directly affected by a decision of the District Association may appeal such decision, except as stipulated in **16 d) or e)**.
- b) The denial or termination of membership in the District Association may be appealed by a non-registered organization.

- c) A decision of the District Association may be appealed to the OSA. The appeal shall be conducted in accordance with the OSA's Published Rules.
- d) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the District Association's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
- e) An individual shall not appeal a decision made by the District regarding a player's team assignment on any District or Regional team.

ARTICLE 17: DISSOLUTION

In the event of dissolution of the District Association, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one (1) or more not-for-profit soccer related organizations which is (are) registered with the OSA.