



# Bylaws

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## **ARTICLE 1 NAME**

The name of the organization shall be the Petawawa Minor Soccer Club, hereafter referred to as the Club.

## **ARTICLE 2 REGISTERED OFFICE**

The Head Office of the Club shall be located within Petawawa, in the Province of Ontario.

## **ARTICLE 3 OBJECTIVE**

The Club shall have the following objectives:

- to develop the soccer skills of all club members in all divisions while stressing teamwork, sportsmanship and an appreciation for the game of soccer.
- to promote the game of soccer in the community, in the region, in the province and elsewhere.
- to promote the continual development of coaches through internal and external programs.
- to promote and develop a wholesome team sport for all participants (players, coaches, other volunteers, officials and spectators), both indoor and outdoor

## **ARTICLE 4 AFFILIATION**

The Club shall be a member of The District Association and shall follow the published rules of The District Association and Ontario Soccer. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. Canada Soccer
2. Ontario Soccer
3. The District Association
4. The Club

## **ARTICLE 5 ORGANIZATION**

The Club shall be composed of members and shall be managed by a Board of Directors as constituted in these bylaws. The Board of Directors and the members of the Club agree that the operation of the Club shall be in accordance with the current rules and regulations of the Club and associating Leagues.

## **ARTICLE 6 MEMBERSHIP**

### **1. CATEGORIES**

The Club has three (3) categories of Member:

#### **a. Active Member**

A regular member is either:

- i. a registered player's parent or guardian: a player shall become an active member when approved by The Club's registrar.
- ii. a registered club coach: upon application, a coach shall become a regular member upon acceptance by the directors of The Club. A coach is an individual who is registered with OS to teach, instruct, train and guide players to play the game of

soccer.

- iii. registered club administrator: an administrator shall become a regular member upon election or appointment by the directors of The Club. An administrator is an individual who is registered with OS to be responsible for one or more of the functions required to operate a club. For purposes of this definition, a team manager and a director shall be classified as an administrator.

Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one membership in The Club, and is entitled to one vote at members' meetings.

b. Honorary Member

The Board of Directors may designate an individual as an honorary member for a specific period of time.

c. Life Member

The Board of Directors may designate an individual as a life member.

## 2. RIGHTS OF MEMBERS

a. Active Members

Active Members shall be accorded the following rights:

- i. To be governed in accordance with Ontario Soccer, the District Association and the Club's published rules
- ii. To be a member of a team within the Club
- iii. To attend and vote at all member meetings called by the Club
- iv. To participate in Ontario Soccer's insurance plan

b. Honorary Members

An honorary member shall be accorded the following rights:

- i. To attend meetings of the members of the Club

c. Life Members

Life Members shall be accorded the following rights:

- i. To attend meetings of the members of the Club

d. Transfer

Membership may not be transferred.

e. Duration

The term of membership will be one (1) year, subject to renewal in accordance with the rules and regulations of the Club.

## 3. MEMBERSHIP FEES

Annual membership fees for members shall be as established by a majority of delegates present and entitled to vote at all member meetings of the Association. Membership fees shall be due and payable at the time of application for membership. Fees shall be based on the following criteria:

- a. Active Members: A flat fee included in player registration
- b. Honorary Members: No fee
- c. Life Members: No fee

#### **4. PLAYER REGISTRATION FEES**

Player Registration Fees for Members shall be as established by the Board of Directors and ratified by a majority of delegates present.

#### **5. 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 Club's published rules and a hearing held in accordance with the Club, the District Association and Ontario Soccer's published rules. A member whose membership has been suspended loses all rights of membership until the suspension has been completed.

Player, team and team official discipline for game infractions is governed in accordance with the procedures published by the Club, the District Association and Ontario Soccer. Any member who infringes the articles or rules of The Club or brings The Club into disrepute may be reprimanded, suspended or expelled from The Club after a hearing by the appropriate governing body at which hearing the member is entitled to attend.

#### **6. TERMINATION OF MEMBERSHIP**

Membership in the Club shall be deemed to have been terminated if the member:

- a. Submits a signed letter of withdrawal to the Club
- b. Is expelled by the Club
- c. Fails to renew membership in accordance with the Bylaws
- d. By Ordinary Resolution of the Board or of the members at a duly called meeting, provided fifteen (15) days' notice is given and the member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

### **ARTICLE 7 BOARD OF DIRECTORS**

#### **1. BOARD**

The business of the Club shall be conducted by a Board of Directors comprised of five (5) Officers, and five (5) Directors each of whom shall be at least eighteen (18) years of age. No undischarged bankrupt shall become or remain a Director. All Board Members shall be subject to the Conflict of Interest Policy in Ontario Soccer's Published Rules.

#### **2. OFFICERS**

The Officers of the Club shall be the President, Vice President, Secretary, Treasurer and Technical Director (Head Coach) .

#### **3. DIRECTORS**

The Directors of the Club shall be five (5) Directors at Large.

#### **4. REMUNERATION**

All Directors, Officers and members of committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the Club under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these bylaws, and will not be included in the selection of the service.

#### **5. DIRECTOR CONSENT**

An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

#### **6. RESTRICTIONS**

Members of the Board of Directors will not:

- a. Be a paid employee of the Club
- b. Have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property
- c. Have been declared incapable by a court in Canada or in another country
- d. Have the status of bankrupt

#### **7. POWERS OF THE BOARD OF DIRECTORS**

- a. The Board of Directors shall be vested with the authority to make policies and procedures or manage the affairs of the Club for the purpose of furthering the objectives and purposes of the Club in accordance with the Act and these Bylaws.
- b. The Board of Directors may make policies and procedures relating to the discipline of members and have the authority to discipline members in accordance with such policies and procedures.
- c. Contracts, documents or any instruments in writing requiring the signature of the Club shall be signed by any two (2) Officers of the Club or one (1) Officer and the Club Administrator. All contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality.
- d. The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Club, and of all other matters necessary to show the true state and condition of the Club. The accounts shall be kept in such books and in such manner as the Board of Directors shall think fit and to the satisfaction of the auditors.

#### **8. TERMS OF OFFICE**

- a. The President, Secretary and three (3) Directors at Large will be elected at the AGM held in even numbered fiscal years.
- b. The Vice President, Treasurer, Technical Director and two (2) Directors at Large will be

elected at the AGM held in odd numbered fiscal years.

- c. In default of election, the then incumbents (being members of the Board of Directors) shall hold office until their successors are elected.

## 9. VACANCY

- a. If the office of any member of the Board becomes vacant during their term of office, the remaining Board of Directors, provided they constitute a quorum, may appoint a qualified individual to fill the vacancy for the remainder of the unexpired term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.
- b. If any position(s) of the Board of Directors becomes vacant during their term of office and the remaining Board of Directors do not constitute a quorum, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies.

## 10. DUTIES OF THE BOARD OF DIRECTORS

### a. President

The President shall:

- i. Be the Chair of the Board. They shall preside at all meetings of the Club and of the Board of Directors. They shall have a vote at all meetings of the Board of Directors. They may appoint Chairpersons of Committees, where necessary, and are an ex-officio Member of all Committees.
- ii. The President shall represent the Club as Club Representative to the District Association unless the President is unable to act in this capacity, declines the position or is removed from the position by either the Club Board of Directors or the District Association Board of Directors.
- iii. In the event that the President is not the Club Representative at the District Association, the Club Board of Directors, by majority vote, shall appoint one (1) of its other board members.

### b. Vice President

The Vice President shall act in the absence of the President

### c. Secretary

The Secretary, or their designate, shall:

- i. Give notice of all meetings
- ii. Attend all meetings of the Board and all Member Meetings of the Club and keep minutes of all such meetings
- iii. Be custodian of the minute books, correspondence, files and other records required to prepare an annual report, which shall be presented to the membership at the AGM
- iv. Be responsible for preparing and circulating all correspondence relating to Board business including decisions taken at Board meetings
- v. Have such other duties as prescribed by the Board

d. Treasurer

The Treasurer shall be responsible for the fiscal affairs of the Club and shall have such other duties as prescribed by the Board.

e. Directors at Large

- i. The Board may designate the position title, duties and responsibilities of any Director position other than the Officer positions set out in subsections (a) and (b).

## 11. DELEGATION OF DUTIES

In the case of the absence or inability of any Director, or for any other reason that the Board may deem sufficient, the Board may, subject to subsections (a) and (b) above, delegate all or any of the powers of such Director to any other Director.

## 12. REMOVAL

An Officer or Director may be removed:

- a. Upon resignation in writing effective on the later of the date of the resignation or the date of receipt by the Secretary
- b. If they become bankrupt or are declared insolvent
- c. If they are declared incapable by a court in Canada or in another country
- d. If they are found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property
- e. If they are removed by Extraordinary Resolution of the Board of the Directors of the Club, with a higher association witness, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such Extraordinary Resolution is put to a vote

## ARTICLE 8 COMMITTEES

### 1. STANDING COMMITTEES

There shall be established the following standing Committees that will be appointed by the Board to hold office at the pleasure of the Board. They shall have such duties and responsibilities as the Board may determine:

- a. Coach Selection
- b. Season Planning
- c. Fundraising

### 2. ADDITIONAL COMMITTEES

The Board may establish such additional committees, as it, from time-to-time, considers advisable. The members of such committees shall be appointed by and hold office at the pleasure of the Board

### 3. POWER OF COMMITTEES

No committee shall have the power to act or otherwise commit or bind the Club to any course of action. Committees shall only have power to make recommendations to the Board or to the

members as the Board, from time-to-time may direct.

#### **4. REPORTS OF COMMITTEES**

The Chair of each committee shall submit to the Board such reports as the Board may, from time-to-time, request, but, in any event, each Chair shall submit an annual report to the Membership at the AGM.

#### **ARTICLE 9 CLUB STAFF**

1. The Board of Directors shall appoint such staff members as they determine appropriate for the efficient administration of the Club's business affairs.
2. Staff Members shall be paid such remuneration as determined by the Board of Directors and shall have such duties as prescribed by the Board.

#### **ARTICLE 10 PROTECTION OF DIRECTORS AND OFFICERS**

##### **1. PROTECTION OF DIRECTORS**

Except as otherwise provided in the Act, no Director or Officer of the Club shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or assets belonging to the Club or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

##### **2. INDEMNITY**

Members of the Board of Directors or staff of the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club 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 11 MEETINGS**

##### **1. GENERAL**

- a. All meetings of the Club shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.
- b. The only persons entitled to be present at a meeting of Members or of the Board shall be those entitled to vote thereat, the auditors of the Club (at meetings of Members only), and others who, although not entitled to vote are entitled or required under any

provision of applicable legislation or the Bylaws of the Club to be present. Any other person may be admitted on the invitation of the Chair of the meeting and with the consent of the meeting.

- c. Any meetings of the members or of the Board may be adjourned any time and from time- to-time and such business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- d. Minutes shall be kept of all meetings of the Club's Board of Directors and Members and they shall be submitted for ratification at the next relevant meeting.
- e. Copies of minutes of each Board meeting shall be submitted promptly to Board members.
- f. Copies of minutes of Board meetings shall be furnished to any members upon written request.
- g. The draft minutes of a members meeting shall be distributed within twenty-one (21) calendar days after the said meeting.

## 2. MEMBER MEETINGS

### a. Attendance at Member Meetings

- i. At member meetings of the Club 25% of the number of Active Members of the Club or twenty-five (25) Active Members must be present to constitute a quorum, whichever is less. It is understood and agreed that in making the above calculations only Active Members in good standing, as of the date of the meeting, shall be counted
- ii. Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting

### b. Voting at Member Meetings

- i. Active Members in good standing at the time of the meeting shall be entitled to vote at all member meetings of the Club. Member in good standing means any member who has met all criteria and is not under suspension for any reason
- ii. Officers and Directors may not sit as voting delegates of a Member at a Members Meeting
- iii. Notwithstanding subsection (ii) above, Officers and Directors may represent a Member to which they belong and may be counted solely for the purpose of declaring a quorum
- iv. Except as otherwise provided in these bylaws, the majority of votes will

- decide each issue. In the case of a tie, the issue is defeated
- v. At all member meetings of the Club voting shall be by a show of hands, orally, or electronic ballot, unless a ballot is demanded by a member entitled to vote at the meeting, except in the case of the election of Officers and Directors, which shall be by secret ballot.
  - vi. A member entitled to vote at the meeting may demand a ballot either before or after any vote by a show of hands
  - vii. In the case of the election of Officers and Directors, if no person receives a majority of votes cast the person with the least number of votes is removed from a second ballot
  - viii. Persons appointed as honorary or life members shall be entitled to a voice at all meetings of the Club but no vote
- c. Annual General Meeting (AGM)
- i. *Notice of AGM*
    - 1. The AGM of the Club shall be held within fifteen (15) months of the previous AGM and within six (6) months of the Club's fiscal year end.
    - 2. All Members shall receive not less than ten (10) and not more than fifty (50) days written notice via email of the date and location of the AGM, along with the agenda for the meeting. This notice will be addressed to the official contact(s) of each Club as noted in their annual membership application and will also be communicated through the Club website, which is where any remaining documentation will be posted as it becomes available.
  - ii. *Errors in Notice, Waiver*
    - 1. No error or omission in giving such notice of a meeting of any AGM shall invalidate such a meeting or make void any proceedings taken or had at such a meeting. Any Member may, at any time, waive notice of such a meeting and ratify and approve of any or all proceedings taken or had thereat.
  - iii. *Special business*
    - 1. All business transacted at an AGM is special business except for the following:
      - a. Consideration of the financial statements
      - b. Consideration of the audit or review engagement report, if any
      - c. An extraordinary resolution (80% majority vote) to have a review engagement instead of an audit or to not have an audit or a review engagement
      - d. Election of directors
      - e. Reappointment of the incumbent auditor or person appointed to conduct a review engagement
- d. Special Members Meetings
- i. A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of the Members

- holding ten percent (10%) of the votes of the Club for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act
- ii. The Special Meeting will be called within twenty-one (21) days from the date of the receipt of the requisition and the Special Meeting will be held within thirty (30) days of the call of the meeting
- iii. Only the business for which a Special Members Meeting has been called will be dealt with, except with the unanimous consent of those present

### 3. BOARD MEETINGS

#### a. General

- i. A majority of the Directors shall form a quorum at any meeting of the Board
- ii. Meetings of the Board of Directors may be called by the President or by any three Directors
- iii. The Board may consider or transact any business, either Special or General, at any meeting of the Board

#### b. Notice

- i. Electronic notice of Board meetings shall be sent to all Directors at least five (5) days prior to the scheduled meeting
- ii. No formal notice of meetings shall be required if all of the Directors are present or if those absent have signified their consent to the meeting being held in their absence
- iii. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meetings, no notice need be sent

#### c. Errors in Notice Waiver

- i. No error or omission in giving notice of a meeting of the Board shall invalidate such a meeting or make void any proceedings taken or had at such a meeting.
- ii. Any Director may, at any time, waive notice of such a meeting and may ratify and approve of any or all proceedings taken or had thereat

#### d. Voting

- i. Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and voting. The Chair does not receive a second vote in the event of a tie.
- ii. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands for and against
- iii. A declaration by the Chair of the meeting that a resolution has carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of votes

recorded in favour or against such resolution

## ARTICLE 12 AMENDMENTS TO THE BYLAWS

### 1. FUNDAMENTAL CHANGES

- a. A Special Resolution of all members (whether voting or non-voting) is required to make the following fundamental changes to the bylaws or articles of the Club.

Fundamental Changes are defined as follows:

- i. Change the Club's name
- ii. Add, change or remove any restriction on the activities that the Club may carry on
- iii. Create a new category of Members
- iv. Change a condition required for being a Member
- v. Change the designation of any category of Members or add, change or remove any rights and conditions of any such category
- vi. Divide any category of Members into two or more categories and fix the rights and conditions of each category
- vii. Add, change or remove a provision respecting the transfer of a membership
- viii. Increase or decrease the number of, or the minimum or maximum number of, Directors
- ix. Change the purposes of the Club
- x. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Club is to be distributed
- xi. Change the manner of giving notice to Members entitled to vote at a meeting of Members
- xii. Change the method of voting by Members not in attendance at a meeting of the Members
- xiii. Add, change or remove any other provision that is permitted by the Act

### 2. VOTING

- a. Subject to Article 12.1 above (when applicable), these bylaws may only be amended, revised, repealed or added to by:

- i. Ordinary Resolution of the Board

The new, amended, or repealed bylaw is effective until the next meeting of the Members and, except for those amendments that are considered Fundamental Changes, the voting Members may confirm, reject or amend the bylaws by Ordinary Resolution. A new, amended, or revised bylaw that is not ratified by the Members ceases to have effect and no new bylaw of the same or like substance has any effect until ratified at a meeting of the Members; or

- ii. A Member who is entitled to vote at an AGM may make a proposal to make, amend, or repeal a bylaw in accordance with the Act. The proposal requires at least sixty (60) days' notice prior to the AGM. The proposed bylaw will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting

Members may confirm, reject or amend the bylaws by Ordinary Resolution.

## **ARTICLE 14 FINANCIAL MANAGEMENT**

### **1. AUDITORS**

- a. At each AGM the members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Club in accordance with the Act. The auditor will hold office until the next AGM. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club under the Public Accounting Act, 2004, as amended.
- b. The Club shall ensure all finances:
  - i. be audited annually by a chartered accountant if the annual gross revenue is greater than \$30,000; or
  - ii. 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; or
  - iii. with the consent of all its members, be exempt from any audit or financial review engagement if the annual gross revenue is less than \$10,000 the audit or the financial review engagement statement shall be presented to the annual general meeting for adoption.

### **2. ANNUAL FINANCIAL STATEMENTS**

- a. The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Club of the last fiscal year of the Club but not more than six (6) months before the AGM and present the approved financial statements before the Members at every AGM. A copy of the Annual Financial Statements will be provided to any Member requesting a copy not less than twenty-one (21) days before the AGM. The Financial Statements will include:
  - i. The financial statements
  - ii. The auditor's report or review engagement (if any)
  - iii. Any further information respecting the financial position of the Club
- b. For the purpose of the Club, the fiscal year shall be from October 1 to September 30 following, inclusive
- c. The Board of Directors shall be vested with the authority to approve unanticipated expenditures, not approved by the Membership through the approval of the Budget at the AGM, up to \$10,000.00 for any one-time acquisition of goods or services. Expenditures in excess of \$10,000.00 shall require the approval of the Membership at a Special Members Meeting

### **3. EXPENDITURES**

- a. Only those expenditures budgeted for in the operating budget will be authorized
- b. Unforeseen expenses not noted in the budget must first be approved during a Board of Directors meeting.
- c. No member may purchase any item bearing the PMSC logo without the expressed written permission of the PMSC Board of Directors
- d. Only the President, Vice President, the Treasurer and Administrative Assistant shall be authorized to spend PMSC funds
- e. Any director, age coordinator or position appointed by the Board to represent the Club may

approve the reimbursement of funds to members as it aligns with the annual budget (coach courses, end of year celebrations, etc).

#### **ARTICLE 15 DISPUTE RESOLUTION**

1. The Club shall adhere to the Dispute Resolution Process as published and approved by Ontario Soccer from time to time
2. Any Member of the Club may initiate the Dispute Resolution Process by communicating in writing to Ontario Soccer, with a copy to the Club, the nature and facts of the dispute. Ontario Soccer, at its discretion, may proceed with the Dispute Resolution Process by assigning one or more neutral persons to the dispute
3. The Dispute Resolution Process shall not be used for game discipline, which follows the normal Discipline and Appeals Process
4. The Club shall make available to any Member the Dispute Resolution Process when requested

#### **ARTICLE 16 HARASSMENT**

1. The Club shall adhere to the harassment Policy as published and approved by Ontario Soccer from time to time
2. The Harassment Policy shall apply to all Employees, Directors, Officers, Volunteers, Coaches, Game Officials, Administrators, Players, Members and Registrants of the Club
3. Harassment is defined as any comment, conduct or gesture directed toward an individual or group of individuals that is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment
4. The Club shall make the Harassment Policy available to any member when requested

#### **ARTICLE 17 DISSOLUTION**

It is specifically provided that in the event of dissolution or winding up of the Club all its remaining assets after payment of its debts and liabilities shall be distributed to one or more charitable organizations in Ontario

#### **ARTICLE 18 ADOPTION OF THESE BYLAWS**

##### **1. RATIFICATION**

These bylaws were ratified by the Members of the Club at a meeting of Members duly called and held on **September 21, 2023**

##### **2. REPEAL OF PRIOR BYLAWS**

In ratifying these bylaws, the Members of the Club repeal all prior bylaws of the Club provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws