



MISSION	2
NAME	2
SUB ORGANIZATION	2
PURPOSE	2
MEMBERSHIP	3
AUTHORITY OF MEMBERS / MEMBERSHIP FEES / VOTING PRIVLEGES	4
ROLES OF EXECUTIVE, DUTIES	5, 6, 7, 8
COMMITTEES	8
STANDARD OPERATING PROCEDURES	8
MEMBERS NOT IN GOOD STANDING	8
DISCIPLINE OF A MEMBER	9
BREACH OF CONSTITUTION / DISCIPLINES	9
DISCIPLINE COMMITTEE	10
ZERO TOLERANCE POLICY	10
GAME OFFICIAL HARASSMENT	10
DISPUTE RESOLUTION	11
MEETINGS OF BOARD EXECUTIVE	11
EXECUTIVE REPORTS	11
MINUTES	12
ANNUAL GENERAL MEETINGS	12
MATTERS OUTSIDE THE CONSTITUTION	13
MEMBER LIABILITY	13
INDEMNITIES	14
FINANCE	14
DISSOLUTION	15
RESIGNATION	15
<b>BY-LAWS:</b>	16
DEFINITIONS / COMPOSITION OF THE BOARD	16, 17
OPERATIONS OF THE BOARD	18
TERMS OF OFFICE / ELECTIONS / NOMINEES	19
VOTING MEMBERS	20
NON-VOTING MEMBERS / QUORUM	21
ANNUAL GENERAL MEETING	21, 22, 23
EXECUTIVE CONDUCT / REMOVAL OF EXECUTIVE / VACANCIES	23
FINANCIAL YEAR END	24
CONFLICT WITH CONSTITUTION	24
<b>APPENDIX:</b>	
ZERO TOLERANCE POLICY / CODE OF CONDUCT	



## HAMILTON SERBIANS YOUTH SOCCER CLUB (HSYSC) – Constitution and By-Law NO. 3

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### 1. MISSION STATEMENT:

To advance the sport of soccer among youth players in the Hamilton community, within a safe and healthy environment that fosters the development of individual and team skills regardless of ability, encourage fair play, enjoyment, values of good sport, and to uphold integrity, mutual respect, cultural heritage and cooperation within the community.

### 2. NAME:

This organization shall be known as "Hamilton Serbians Youth Soccer Club" (hereinafter called "HSYSC"), with headquarters in Hamilton, Ontario. HSYSC is a member and abides to the published rules of the Hamilton Soccer (hereinafter called "HS") and Ontario Soccer (hereinafter called "OS").

### 3. SUB-ORGANIZATIONS:

The HSYSC operates together as part of the "Hamilton Serbians" soccer code CD-1333, assigned to the first men's team in 1958 by Hamilton District Soccer Association under Ontario Soccer regulations. The HSYSC is also associated with the sub-organization names; "Hamilton Serbians S.C.", "Hamilton Serbians" and "Hamilton Serbians Sports Club", with the purpose to unite all Serbian youth/adult sport programs within Hamilton, including soccer, basketball, golf and other future sports and athletic programs.

### 4. PURPOSES:

To ensure the player is the focus for program development and that all players are welcome. To implement and maintain codes of fair play and zero-tolerance for violence/abuse for players, parents, coaches, administrators and volunteers. To recognize the coach as a role model for the player, and to provide opportunities for the continuous development of their coaching skills and certifications. To provide a stable organizational structure to ensure the ongoing viability of HSYSC by offering recreational and competitive teams. To uphold and publish all rules, regulations and by-laws for the operation of soccer activities (practices, games, events, conduct) for all to accept and abide. To cooperate with our community partners for the sustainability, growth and success of HSYSC in Hamilton, and uphold the continuity of Hamilton Serbians soccer legacy since 1958.



## 5. MEMBERSHIP:

The following descriptions of membership classifications for HSYSC:

- a) **Active Volunteer Member** - an individual eighteen years of age and older, who agrees and abides by the HSYSC Constitution, HSYSC Bylaws, rules and regulations; including OS and HS rules and regulations, who has been elected or appointed by HSYSC to volunteer in the capacity of:
  - a) Board Executive position
  - b) Current Team Official (coach, assistant coach, manager, assistant manager, parent liaison)
- b) **Participant Member** – an individual, eighteen years of age and older, who agrees and abides by the HSYSC Constitution, HSYSC Bylaws, rules and regulations; including OS and HS rules and regulations; who meets all of the following:
  - a) has paid the HSYSC Membership Fee of fifty dollars (\$50.00) in the current year
  - b) and; has registered a player participating in a HSYSC soccer program for the current year
- c) **General Member** – an individual, eighteen years of age and older, who agrees and abides by the HSYSC Constitution, HSYSC Bylaws, rules and regulations; including OS and HS rules and regulations; who meets all of the following:
  - a) has paid the HSYSC Membership Fee of fifty dollars (\$50.00) in the current year
  - b) and; has not registered a player participating in a HSYSC soccer program for the current year
- d) **Honorary Life Member** – on occasion, an individual may be admitted at the discretion of HSYSC Executive and Board of Directors, by nomination submitted at Annual General Meeting and shall require the affirmative vote of at least two-thirds (2/3) of the voting members present at the Annual General Meeting, to be appointed and approved by the Board Executive, based on this individuals' long time and extraordinary contribution as a dedicated member in good standing to the significant development and promotion of HSYSC. No incumbent Executive or Board member of HSYSC shall be eligible for nomination to Honorary Life Membership.
- e) **One Classification** - an individual may only hold one classification of membership even if they qualify to be designated under more than one classification, and they may only hold one vote if they are entitled to vote.



f) **Membership Exclusion** – any individual who receives remuneration at any time from HSYSC or its Sub-Organizations, except for the reimbursement of expenses approved by Board, is not eligible to hold a membership, and not eligible to vote in any form.

## 6. AUTHORITY OF MEMBERS:

Membership allows a person the eligibility to participate as Board Executive, Team Official, Volunteer for HSYSC and to apply or be selected to act upon voting privileges, based on the classification of HSYSC Membership within the HSYSC Constitution and By-Laws.

## 7. MEMBERSHIP FEES:

HSYSC Membership fee of fifty-dollars (\$50.00) is an annual fee and will be included in the participant registration fee for the current outdoor summer season. The amount of the fee will be established by the Board from time to time. An individual may pay for the membership fee without registering a participant in a soccer program. The fund for the Membership fee will be disbursed as needed by majority vote of two-thirds (2/3) of the Board at a General Meeting to allocate:

- i) Up to fifty percent (50%) of the current year membership fees to support the Hamilton Serbians adult first team (s) defined as over U18 competitive divisions (not old-timer divisions)
- ii) The remainder fifty percent (50%) of the current year membership fees to support the youth program development
- iii) Any unused portion of the membership fees will remain as HSYSC future facilities project fund and carry over on SYSC financial statements

## 7. VOTING PRIVILEGES:

There are a limited number of members that may hold voting privilege at meetings. To be eligible to vote on matters of HSYSC, there must not exist a conflict of interest, the member must be in good standing, and agree and abide by the HSYSC Constitution, HSYSC By-Laws, rules and regulations. The voting privileges of members will be determined by the



definition of Voting Members, as stated in HSYSC By-Law NO. 3, section #5 - Voting Members. Voting privileges will be exercised at HSYSC general meetings, special meetings or the Annual General Meeting in accordance with HSYSC Constitution and By-laws. Voting at Board of Executive Meetings for day-to-day operations of soccer programs will be eligible for Board of Executive members in attendance of the meeting.

## 8. ROLES OF EXECUTIVE MEMBERS:

### CHAIRPERSON SHALL:

- Conduct Executive meetings, prepare agenda items, participate in sub-committees as needed
- Ensure the term positions of Executive are held for minimum of 2-year terms, with appropriate rotation of term positions for election continuity

### PRESIDENT SHALL:

- Provide leadership for HSYSC to ensure it operates in accordance with Hamilton District Soccer League rules/regulations, and Ontario Soccer rules & regulations
- Establish, uphold HSYSC constitution, policies, By-Laws, and mission statement
- Ensure Board Executive, and committee members are appointed and fulfill their role as required for soccer season success. President may also hold the Chairperson title if the position is vacant.
- Share responsibilities with Vice-President team and/or Co-President term as needed, to develop succession planning and share responsibilities in their absence
- Set short-term / long-term goals for the club that are clear and attainable with Executive/Board
- Oversee that all teams are registered, coaches are assigned, and the youth and adult competitive (men's or women's) team continue to grow and thrive, to uphold our soccer heritage since 1958 with Hamilton Soccer, and OS
- Collaborate to provide a clear philosophy of player development and coaching expectations with Technical Director, and Vice-Presidents as needed; to have best experience and program development for our players
- Preside at all meetings of the Executive for HSYSC, or appoint a vice-president to attend
- Establish the agenda for meetings, and annual general meeting with Secretary, Treasurer and Executive
- Hold Executive meetings as needed (monthly to start season, during season as needed), meet with Directors as needed to ensure soccer operations are established and operating successfully
- Resolve issues that may arise with members, coaches, players, with your Vice-President team/Executive
- Present an annual report at the AGM
- Have signature authority, in addition to the Treasurer(s) for HSYSC as needed
- Provide leadership with respect and ethical working manner towards all members and within the community. To be a role model for members to follow with integrity, positive attitude and collaboration
- Establish a climate of enthusiasm, openness. Prioritize cooperation with the Board Executive to ensure responsibilities are fulfilled, concerns are heard and addressed. Seek input and explore alternatives before making important decisions



**VICE-PRESIDENT SHALL:**

- Support President in duties/responsibilities and serve as backup in case President is unavailable
- Share responsibilities of ensuring Executive positions are filled and assist with responsibilities delegated by President, such but not limited to Field facilities, scheduling, and ensure soccer season operates smoothly
- Attend meetings with President or in replace of President as needed with Executive and HS
- Assist President in resolving issues that may arise with Discipline of members, coaches, players, with the Vice-President team
- Support Team Managers with problem solving to ensure parents/players/coaches are satisfied and abiding by League and HSYSC policies, fostering a positive relationship for all members
- Provide leadership with respect and ethical working manner towards all members and within the community. To be a role model for members to follow with integrity, positive attitude and collaboration

**SECRETARY SHALL:**

- Prepare meeting agendas, take meeting minutes, maintain record of minutes for Annual General Meeting, provide meeting minutes to eligible members by request
- Assist President/Vice-President with administrative correspondence for HSYSC
- Support given to President/Vice-Presidents/Registrar/Treasurer/Administrator as needed to ensure registrations are completed accurately and documentation needed for soccer programming, or governance are complete
- Liaison with Hamilton Soccer, Ontario Soccer as needed

**TREASURER SHALL:**

- Ensure bank account(s) is reconciled accurately on monthly basis
- Responsible for accurate bill payments/ deposits and oversee the assistant Treasurer positions if applicable
- Ensure multiple signatures are on monies collected, received and paid for accuracy and accountability
- Report an overview of financial updates at Executive meetings
- Prepare an Annual Financial Statement/Interim Statement for Dec.31st year end at the Annual General Meeting for approval by the Board (to submit to Hamilton Soccer – see Finance)
- Ensure all year end financials are accurately processed and reconciled, submitted to Certified General Accountant if required (see Finance)
- Appoint an internal auditor prior to AGM (see Finance)
- Track and reconcile all expenses, proceeds, refunds for HSYSC and teams. Issue receipts for all monies received.
- Assist in creating team budgets/Executive budgets for team registration fees/equipment purchases etc.
- Work with Equipment Director to place orders for club uniforms/soccer equipment as needed
- Implement processes as needed for claiming expenses, collecting deposits
- Reconcile monies related to all special events, fundraising and provide event reports of monies to Executive
- Work with President/Secretary/Registrar for support to ensure accuracy of records (player registration fee payments/sponsorships/special events.), collaborate to submit funding applications for HSYSC



**REGISTRAR SHALL:**

- Ensure SportsEngine registrants are received and reconciled in collaboration with Treasurer, Technical Director
- Ensure player information is entered accurately to register players and register teams with Hamilton Soccer, within timelines regulated by league and our club
- Supported by President/Vice-Presidents/Secretary/Treasurer as needed to ensure registrations are completed accurately and reconciled
- Collaborate with Technical Director to create and establish team rosters and complete team registration

**FIELD DIRECTOR SHALL:**

- Create a committee of volunteers to maintain fields in timely manner, ensure safety and quality of fields, painting lines, pre-season field care, during season inspections and maintenance, post-season maintenance, equipment needed for maintenance to be efficient and cost-effective, seek supplier quotations for new equipment

**ADMINISTRATOR SHALL:**

- Assist President/Treasurer/Secretary to fulfill administrative duties as needed for soccer season, special events, funding applications
- Support Registration process for accuracy and player equipment fulfillment, support SportsEngine registration reconciling / updates together with Registrar as needed
- Additional liaison for Hamilton Soccer as needed
- Assist Teams with Travel Permits for tournaments
- Assist Coaching Staff with certification documentation verification / liaise with Treasurer for reimbursements

**TECHNICAL DIRECTOR SHALL:**

- Provide leadership, mentorship and guide all coaching staff to align soccer programming success
- Develop programming for player development at all ages for outdoor/indoor soccer seasons to thrive
- Act as the chief spokesperson for HSYSC club-level technical development matters
- Ensure coaches are conducting themselves within HSYSC constitution, By-laws, rules and regulations of OS and HS
- Conduct player evaluations and team assignments; Uphold coaching certifications and lead by example
- Recruit and retain coaches for growth of HSYSC soccer programs in alignment with HSYSC goals and mission
- Build player confidence through progressive skill development and interactive feedback
- Oversee tryouts, in-house leagues, special training days for players and coaches
- Ensure programming aligns with OS Ontario Player Development League (OPDL) guidelines
- Provide leadership with respect and ethical working manner towards all members and within the community. To be a role model for members to follow with integrity, positive attitude and collaboration

**EQUIPMENT DIRECTOR SHALL:**

- Responsible to procure, provide and manage the needed equipment for team uniforms, soccer training equipment for soccer program success for all team uniform needs U8-U18, adult teams and old-timer teams



## HAMILTON SERBIANS YOUTH SOCCER CLUB (HSYSC) – Constitution and By-Law NO. 3

- Ensure accuracy of club order with supplier, working together with Registrar/Treasurer/Administrator for assistance (order placed January for delivery end of April), coordinate uniform sample sizes for try on and confirm sizing lists
- Apply for Timbits program to supply uniforms for U3-U7 Little Eagles / Mini Eagles
- Distribute and ensure all uniforms are delivered and received by teams/players (distribution is usually in May)
- Seek suppliers in fall for next season planning, provide meeting updates on progress
- Collaborate with Executive on initiatives for uniform collection/donations to underprivileged countries

### COACHES SHALL:

- Coaches will be responsible for the conduct of their team officials, their players, their players' parents in accordance with OS and HS rules and regulations.
- Coaches must ensure that FULL HSYSC supplied uniforms are worn at all games.
- Coaches are only allowed to play players properly registered to his/her team. Coaches playing ineligible players will be subject to discipline.
- Coaches will obtain their coaching certifications and designations as required by OS.
- All coaches will abide by HSYSC 'Code of Conduct' and "Zero Tolerance Policy", and abide by HSYSC constitution and By-Laws; coaches will also follow mentorship and expectations of HSYSC Technical Director.

### 9. SPECIAL COMMITTEES:

Committees will be determined by the Executive and are not exclusive to this list of Sub-Committees: Special Events, Fundraising, Discipline.

### 11. STANDARD OPERATING PROCEDURES:

All Members will comply with HSYSC policies, constitution, By-Laws and rules. While attending any HSYSC event or activity at home or away, all members and guests will comply with HS and OS rules and regulations, and local soccer district league rules and regulations.

### 12. MEMBERS NOT IN GOOD STANDING:

Any person who accepts a position or is elected as a Board of Directors and/or an Executive Member, team official, subcommittee Member, then subsequently neglects, abuses, abandons or resigns said position without showing due cause, shall be deemed "not in good standing" and will therefore not qualify to serve on the HSYSC Executive or as a member. Any Member deemed not to be in good standing may be removed from his/her position by the Board during



his/her term of office by two-thirds (2/3) majority vote of the Board.

#### 13. DISCIPLINE OF MEMBER:

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with HSYSC published Constitution, By-laws and rules, and a hearing held in accordance with HSYSC and the OS published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been revoked. Player, team and team official discipline for game infractions are governed in accordance with the procedures published by the OS. Any Member, who infringes HSYSC Constitution or rules of HSYSC or brings HSYSC into disrepute, may be reprimanded, suspended or expelled from HSYSC after a hearing by the Board, and Discipline Committee, at which hearing the Member is entitled to attend. Operation of Discipline is outlined in By-Law NO. 3, section #28.

#### 14. BREACH OF CONSTITUTION:

Any Member of the Board Executive or Executive Sub-Committee who knows of, or is advised of, any breach of the Constitution, Rules and By-laws, at any time, shall report the same to the Board immediately. The HSYSC Board Executive shall then investigate the allegation, and if found necessary, shall appoint a Discipline Committee to proceed with a Disciplinary Hearing against the offender and shall take appropriate action.

#### 15. DISCIPLINES:

All players, team officials, and Club officials will be subject to discipline, as outlined in the OS Policy & Procedures for Discipline. All persons appearing before the OS Discipline Committee have the right to bring witnesses. All suspensions and reprimands will be noted in the discipline record of HSYSC. It should be noted that all Members who fail to abide by the HSYSC Constitution, and By-laws shall be liable for disciplinary action. Any Member acting in a manner detrimental to HSYSC shall also be subject to disciplinary action by HSYSC. Discipline meetings will be held as required and as deemed necessary by the Discipline Chairman appointed by the President. Should any coach or player not attend the required OS Disciplinary meeting, the coach or player will be automatically suspended from HSYSC until they do appear before the Disciplinary Committee.



**16. DISCIPLINE COMMITTEE:**

The Discipline Committee will be comprised of: The Discipline Chairman as appointed by the Executive, (or in his/her absence the Club President), a neutral HSYSC Member and a recording Secretary. All decisions will be given in writing. Any Member of the Discipline Committee who is personally involved in a particular discipline case or is deemed to be in conflict of interest with the accused, shall not be allowed to stand on the Committee hearing that case. HSYSC Discipline Committee decisions may not be appealed.

**17. ZERO TOLERANCE POLICY:**

Anyone, including but not limited to a HSYSC member, volunteer, employee, coach, team official, parent, grandparent or guardian, judged by the HSYSC Executive Discipline Committee to be guilty of abusive conduct or harassment towards anyone or while in attendance at a HSYSC event, and violates the "Fair Play Code" and/or "Zero Tolerance Policy", or conducts defamation towards HSYSC or any of its members, will be reprimanded in writing by HSYSC Executive. A second conviction, during the same season will result in all playing Members of the immediate family in question being deregistered from the HSYSC. In extreme cases, as determined by the HSYSC Executive/Discipline Committee, the de-registration process may be invoked after the first offense, and if necessary, the authorities will be involved. It is the parents/players responsibility to be aware of the OS, HS and HSYSC constitution, By-laws, policies, rules and regulations and agree to abide by them and be bound by them at all times (home field, away fields, off field travel etc.). Parents are liable for any damage to playing equipment caused by themselves, or their child due to careless or negligent behavior.

(Full Policy attached)

**18. GAME OFFICIAL HARASSMENT:**

Team officials, coaches, players, parents, referees and spectators must abide by HSYSC policies. Game official harassment, or abuse by a team official, or spectator will be subject to the harassment policy and disciplined in accordance with HS, OS, and respective HSYSC rules and regulations.



**19. DISPUTE RESOLUTION:**

HSYSC adheres to the Dispute Resolution process as published and approved by the OS. Any Member of HSYSC may initiate the Dispute Resolution process of the OS by communicating in writing to OS, with a copy to HSYSC and HS, the nature and facts of the dispute. Game discipline follows standard penalties as outlined by OS and HS.

**20. MEETINGS OF BOARD EXECUTIVE:**

Meetings of the Board Executive shall be held at a minimum of four (4) meetings annually with minimum 7 days' notice given by the Chairperson, Secretary or President. Special General meetings may be called by the President as needed. At season start-up Executive meetings can be held monthly as determined by the President. A meeting quorum will consist of fifty percent (50%) of the Board Executive Members. Any Member missing two (2) regular Board meetings without just cause will be considered not in good standing and may be dismissed of their position by the Executive.

- a) Majority Vote - Motions arising at any meeting shall be decided by majority vote of fifty percent plus one (50% + 1), by show of hands, where each Executive member and voting members in attendance are entitled to cast one vote within the limits of HSYSC By-law No.3, Voting Members Section#8.
- b) The President will exercise his/her voting right only in the event of a tie vote.
- c) Quorum - The minimum number of Board members in attendance for meetings to be held will be fifty percent (50%) of the current year Executive. Meeting to be postponed and rescheduled by President if quorum is not achieved.
- d) Meeting format to follow Robert's Rule of Order, and comply within jurisdiction of Ontario Not-for-Profit Act.

**21. EXECUTIVE REPORTS:**

Regular reporting at meetings is expected by the Executive for in progress updates. All Executive will advise the President in advance if they will report at Annual General Meeting a summary of their duties and future recommendations.



**22. MINUTES:**

To be recorded by the Secretary in format agreed by the Board. Minutes of meeting to be made available within seven (7) days of meeting for Board members to review. Once minutes are approved at the next Board meeting, these approved Minutes are available upon written request by HSYSC Members, and filed in the corporate minute book by the President.

**23. ANNUAL GENERAL MEETING / ANNOUNCEMENT OF:**

An Annual General Meeting (AGM) will be held at the completion of the current playing outdoor season, within the last seven (7) days of October and no later than November 7<sup>th</sup>. The announcement of an AGM must be made with twenty-one (21) days advance notice to the HSYSC members, community and HS.

**a) SPECIAL GENERAL MEETINGS:**

The Executive may convene a Special General Meeting as needed. No other business, other than that for which the meeting has been called, shall be discussed or transacted. The meeting date must be called within at least five (5) days notice by the President.

**b) VOTING & QUORUMS:**

- All eligible voting members present, except the President, shall have one vote.
- The President will exercise his/her voting right only in the event of a tie vote.
- The Voting members in attendance are determined by the HSYSC By-law No.3, Voting Members Section#8.
- Voting Majority: Majority vote by membership is fifty percent plus one (50% + 1) as required to carry a vote unless otherwise stated in HSYSC constitution or By-Laws.
- Quorum: Minimum number of voting members required to attend in person to hold the AGM or Special Meeting is fifty percent plus one (50% +1) of each member voting class; see By-Law No.3, Section 8. a) iii).

**c) AGM AGENDA:**

The agenda for AGM to include:

- a. Call to order
- b. Establish Quorum
- c. Approve Agenda
- d. Approve Previous minutes of AGM
- e. Presentation of Reports (President, Treasurer, Technical Director....)
- f. Business matters listed in Agenda
- g. Election of New Directors
- h. Adjournment



**d) CHANGES TO CONSTITUTION, RULES AND BY-LAWS:**

Changes will be made only at the Annual General Meeting, or in rare occasions by Special General Meeting called for that sole purpose, initiated by the Board or current year members. Proposed amendments must be in the hands of the Secretary 14 days before the scheduled Annual General Meeting, received in writing, by email, or letter, clearly stating the change with reference to any affected clause(s) and defining specific rationale for the change. Changes to amend, revise or repeal constitution and/or By-Laws will be affirmative by majority vote of two-thirds (2/3) of eligible voting members in meeting attendance to be effective immediately.

- i) Quorum not achieved – when quorum of each voting member class is not achieved in the Special General Meeting duly called to amend HSYSC constitution and/or By-Laws, the Special General Meeting may proceed with quorum of fifty percent plus one (50% +1) of Executive Board members in attendance. In this case, the vote for changes will be affirmed by majority vote of three-quarters (3/4) Board members present. (By-Law No.3 – part C, iii)).
- ii) Conflicts – conflicts within membership arising from the process to amend, revise or repeal HSYSC constitution and/or By-Laws will be resolved by the process stated under the jurisdiction of the Ontario Not-for-Profit Corporations Act required by OS, for all soccer Clubs to be in compliance.

**e) Members in attendance are privy to the reports and information announced at the AGM.**

**24. MATTERS OUTSIDE THE CONSTITUTION:**

Any matter occurring that is outside the scope of this Constitution, or appears to be a contravention of this Constitution, may be decided by the majority vote of two-thirds (2/3) of the Executive of the Whole at a Board meeting. The constitution must include operating procedures as defined in the By-Law NO. 3, and where a conflict may exist the resolve will be decided by the majority vote of two-thirds (2/3) of the Executive of the Whole in meeting attendance.

**25. MEMBER LIABILITY:**

Every Member of the Board of Directors, every Executive position, every subcommittee Member and every team official of HSYSC shall be indemnified by HSYSC against all costs, losses and expenses incurred by them respectively in or about the act of their duties, except those which happen as a result of their own malice, neglect or defaults.



**26. INDEMNITIES:**

Members of the Board or every Executive position, every subcommittee Member, and every team official of HSYSC, their heirs, executors, administrators, estate, and effects respectively shall be indemnified and saved harmless at all times by HSYSC against all costs, losses and expenses incurred by them respectively in or about discharge of their respective duties, except if such act happens from their own respective wilful neglect or default.

**27. FINANCE:**

a) The accounts of HSYSC shall:

1. Be audited annually by a Chartered Accountant, that is not in conflict of interest to anyone holding a position on Board Executive, if the Annual Gross Revenue is greater than \$30,000

or,

2. be reviewed annually with a “Notice to Reader” statement completed by a Certified General Accountant, Certified management Accountant that is not in conflict of interest to anyone holding a position on Board or Executive, if the Annual Gross Revenue is \$30,000 or less,

or,

3. With the consent of all of its members, be exempt from any external Audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10,000. If the annual gross revenue is less than \$10,000.00 then the Treasurer will present the reconciliation of banking and accounts as proof to the Executive for review.

b) The Audit or Financial Review Engagement Statement shall be presented to the Membership at the Annual General Meeting for adoption, and finalized within 60 days of the Annual General Meeting.

c) The Fiscal Year of the Club shall be January 1<sup>st</sup>, to December 31<sup>st</sup> of each year.

d) Within 60 days prior to the Annual General Meeting, the President to appoint an Internal Audit Review Committee consisting of two (2) neutral members of HSYSC and the Treasurer, to provide full access of HSYSC banking transactions (cheques, bank accounts, invoices) to validate good standing of HSYSC bank account(s) for current fiscal year and/or past year(s) if needed.

e) Expenditures over \$5,000.00 to be reported by the President to Board members for approval by majority vote of two-thirds (2/3), and these expenditures are to be recorded in HSYSC meeting minutes.



## HAMILTON SERBIANS YOUTH SOCCER CLUB (HSYSC) – Constitution and By-Law NO. 3

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f) Adult teams (Hamilton Serbians men's or woman's, CD-1333) U18+ competitive, will operate their own Executive Board for their team operations. Two (2) of their Board members will be nominated to have signing authority together with one (1) HSYSC Treasurer, for the adult team(s) expenditures and finances. HSYSC and Hamilton Serbians adult team(s) will have separate bank accounts in the same financial institution.

### 28. DISSOLUTION:

In the event of dissolution of HSYSC, and after payment of all debts and liabilities, its remaining property (assets, monies, inventory) shall be distributed or disposed of by the Board Executive to one or more, not-for-profit Serbian sport-related organizations in Hamilton, Ontario; firstly to "Hamilton Serbians Sports Club", secondly to "SNF Basketball Hamilton" (Serbian National Federation Basketball Hamilton), thirdly to Hamilton Serbians adult competitive (men's or woman's, CD-1333) soccer team and/or another not-for-profit Serbian athletic community organization; all which operate solely in the Province of Ontario, have an existing youth sport program affiliation and have a functioning Executive. All dissolution procedures must be voted by majority fifty percent +1 (50%+1) of the current HSYSC Board, recorded and made available in a written report by the HSYSC Board, available to the public at large.

### 29. RESIGNATIONS:

Any member of the Executive or Board of Directors must submit their resignation in writing to the HSYSC President, within two (2) weeks prior to resignation date.



### **HSYSC BY-LAW, NO.3**

#### **DEFINITIONS:**

1. In this bylaw:
  - (a) "HSYSC" means, Hamilton Serbians Youth Soccer Club
  - (b) The "Club" means, Hamilton Serbians Youth Soccer Club
  - (c) "member" means a person that is compliant with HSYSC Constitution, By-Laws, HSA and OS rules and regulations; and is either a voting or non-voting member based on their eligibility and class of membership
  - (d) "Executive" means a member that has been elected or accepted position to fulfill responsibilities in HSYSC Board
  - (e) "uprava" means another word for Executive Board of Directors
  - (f) "HS" means, Hamilton Soccer (District which governs the soccer league)
  - (g) "OS" means, Ontario Soccer
  - (h) "Board" means, Executive Board of Directors (elected members that operate the club; President, Vice-President, Treasurer, Secretary, Registrar, Administrator, Technical Director, Equipment Director, Committee Director, Field Director)
  - (i) "Executive of the Whole"; means combination of Executive Board of Directors and Head Coach representatives (one per team)
  - (j) "Board Executive"; "Executive Board"; means the Executive Board of Directors
  - (k) "Team Official" is defined as team coach, assistant coach, manager, assistant manager, parent liaison
  - (l) "AGM"; means Annual General Meeting
  - (m) "Adult Teams" means, Hamilton Serbians U18+ competitive first team(s), (men's and/or women's), operating under CD-1333 Hamilton Soccer code, which registered with Ontario Soccer in 1958 to create our club legacy

#### **COMPOSITION OF THE BOARD:**

2. The operating "uprava"/Executive Board of Directors of HSYSC shall be composed of the following:
  - (a) Composition of the "Executive Board of Directors" will consist of the following:
    - 1) President / Chair of the Board
    - 2) Vice-President
    - 3) Treasurer
    - 4) Secretary
    - 5) Administrator
    - 6) Registrar
    - 7) Technical Director
    - 8) Equipment Director
    - 9) Field Operations Director
    - 10) \*Optional: Committee Director



- 11) \*Optional: Sponsorship Director
- 12) \*Optional: Communications/Media Director
- 13) \*Optional: Website/IT Director
- 14) \*Optional: Advisory Director - this position may be a Past President that provides advice to the Board regarding club operations and matters to assist in governing the Club, to support the President as-needed

(b) Optional Director positions noted with asterisk \* (2. a) #10, #11, #12, #13, #14):

- i. If positions are vacant, the responsibilities will be delegated by the President to other Directors on the Executive.
- ii. The President may assign additional positions to the Executive Board within the limits as needed (2<sup>nd</sup> Vice-President, Assistant Treasurer(s), Co/Shared Director positions).
- iii. The maximum number of Executive Board positions will be twenty (20) Directors.

(c) Composition of the “Executive of the Whole” will consist of maximum forty (40) members:

- i. Executive Board of Directors, (maximum of twenty (20) Directors).
- ii. Team Officials – One (1) Team Official representative for every current outdoor team (coach, assistant coach, manager, assistant manager), (maximum of twenty (20) Team Officials).
- iii. To include one (1) Team Official per current outdoor season team, the Executive Board may vote by two-thirds (2/3) majority to increase the maximum number of Executive of the Whole as needed.
- iv. The number of Executive of the Whole voting member positions will equal the combined number of “Participant Member” and/or “General Member” voting positions for AGM and/or Special General Meeting voting purposes, as defined By-Law No.3, Section 8 – Voting Members.

(d) Remuneration: All Executive, Team Officials and members of Committees will serve their term of office without remuneration. The only exception to receiving remuneration must be approved by the Executive Board at a Special General Meeting by majority vote. Remuneration does not include reimbursement for expenses approved by the Board. Any member of the Executive, Team Official or member receiving remuneration from HSYSC, its sub-organizations, sponsors or members for their services, is not eligible to hold a vote. (Constitution Section 5 - Membership (f)).



**OPERATIONS OF THE BOARD:**

3. The operations of the Board will include but not limited to the following:
  - A. Senior Board – to be comprised of the President, Vice-President(s), Technical Director, and/or Secretary, Treasurer, Registrar; to meet as needed for day-to-day operations of the Club.
  - B. Senior Board to respectively report updates at Board Executive meetings for record in club minutes.
  - C. Executive of the Whole will meet at least once a season (season kick-off meeting), in addition to the AGM.
  - D. Board members will provide updates to President at meetings to implement operations and raise concern for timely decisions to be made.
  - E. The President and Vice-President hold positions for a minimum of two (2) years.
  - F. The President will hold position for no more than three consecutive terms (6 years).
  - G. The Senior Board positions to be held by members with previous minimum one (1)-year Executive role with HSYSC. If this experience is unavailable, the current Executive will nominate and vote by majority two-thirds (2/3) to accept a member in good standing within the community, who has expressed written or verbal consent that they intend to serve and uphold the responsibilities of their Senior Board position.
  - H. HSYSC will have one (1) Executive member attend the uprava meetings of Hamilton Serbians Adult Team(s), this may be President or another Executive, for outdoor soccer season.
  - I. Hamilton Serbians Adult Team(s) will nominate one (1) Executive member to attend and report at HSYSC Board meetings during the year.
  - J. Quorum Executive Board meetings is fifty percent (50%) of the current Board, (Constitution – Section 20, c)).
4. Signing Officers – The President, one (1) or both Vice-Presidents, Treasurer will be the signing officers of the Club and have no conflict of interest, relationship as family, domestic or religious relationship. The Senior Board may appoint another Executive Member in good standing by written approval and documented in Club minutes, as an additional Signing Officer. All cheques shall require two (2) signatures of Signing Officers that have no conflict of interest, relationship as family, domestic or religious relationship.

**TERMS OF OFFICE:**

5. Executive Board Members, all of which are elected positions and serve for a two (2) year term. The Chair of the Board of Directors will serve as the President of HSYSC and will not serve as a Chair of any other committee. No Member will serve as Chair of any committee for any more than two (2) consecutive terms or four (4) straight years. The President will hold position for no more than three consecutive terms of which is six (6) years.

**ELECTIONS:**

6. i) A neutral chairperson and Secretary shall conduct the elections. Any Members, in good standing, not running for an Executive position can be classified as neutral. To maintain continuity of the Executive Board the position terms



for renewal shall be in alternating years unless extensions are approved by two-thirds (2/3) majority vote of the current Executive Board. To maintain continuity a maximum of 3 members positions will be up for election every year; and the Executive position terms for renewal shall be in alternating years whenever possible:

- The following positions to be elected in EVEN years, for a two (2) year term:
  - a) President, one (1) Vice-President, Treasurer
- The following positions to be elected in ODD years, for two (2) year term:
  - b) Vice-President (other than above), Technical Director, Secretary

ii) Elections are held at the AGM and all members (voting and non-voting) are required to sign in.

iii) Election ballots may be used for voting elected positions, or eligible votes will be counted by Secretary and Chairperson, by show of hands.

iv) Vacancies of the Board after the election will be filled by appointment by two-thirds (2/3) majority vote of the Executive in attendance, for a one (1) year term, regardless if odd or even year.

v) No proxies will be permitted. Voting members must be present in person in order to exercise their vote.

vi) Voting is limited to the “first come, first served” members signed in; as per the maximum of forty (40) voting positions, process stated in this By-Law No.3 – Section 8.

#### NOMINEES FOR EXECUTIVE POSITIONS:

7. The Executive may choose to nominate an existing Board Member or any member of HSYSC for an Executive position at the AGM. Any member can nominate an individual for a position, in writing to the Secretary or President, at least 7 days prior to election. Nominations from the floor will be accepted. All nominations must be “seconded” and “accepted” prior to entering into the voting process. Proxy nominations will not be permitted. Each eligible voter will be entitled to one vote for each vacancy. Should there be only one accepting nominee, that individual will be considered declared to the position. Candidates may only run for the HSYSC Board of Directors if they are a member in good standing with the HSYSC.



VOTING MEMBERS:

8. Only “Active Volunteer Members”, “Participant Members” and “General Members”, as defined under the Membership classification, (Constitution item (5)) shall be eligible to hold a position to vote, as per the HSYSC Constitution and By-Law NO. 3:

A. The number of voting member positions for an AGM or Special General Meeting will be:

- i. Maximum forty (40) voting positions from the member classification of “Active Volunteer Members” (same as Executive of the Whole), in good standing as listed in Constitution item#5.
- ii. Maximum forty (40) voting positions from the member classifications of “Participant Members”, and/or “General Members”, in good standing as listed in Constitution item#5, and who must have paid their HSYSC fifty-dollar (\$50.00) HSYSC membership fee as set in Constitution item#7.
- iii. Maximum total number of members voting is eighty (80) members. (represents balance between Board Executives, Team Officials, Parent/Participant Members, General Members within HSYSC).
- iv. Ideal representation is to have minimum of one (1) voting member position in attendance to represent each team of the current outdoor season.
- v. All voting members must be present to sign in (paper form provided) to the AGM or Special General Meeting on “first come/first serve” basis, and have their membership validated prior to meeting start by a Senior Board Member, in order to be eligible to vote.
- vi. If maximum number of voting positions are not filled at a given meeting, the vote may continue with the eligible voting members present in quorum.
- vii. The President shall exercise his/her voting right only in the event of a tie vote.
- viii. Meetings may be attended by all HSYSC members however only those signed in and validated up to the maximum number of member voting positions may vote.
- ix. The Board may vote to increase the maximum number of voting positions in a current year for “Active Volunteer Members”; the same maximum number of voting positions would then apply to the combined “Participant Members” and “General Members” for the current year, as per this By-Law NO.3 section 2, c) iii) and iv).
- x. Honorary Life Members will be eligible to vote in person with payment of the annual HSYSC membership fee, only if there are unfilled voting positions available at the meeting.



- B. The number of voting member positions for Executive Board meetings will be one (1) vote per Executive member present, with Board meeting quorum established of fifty percent (50%) of the current Board Executive positions (By-Law – Section 2, a); Constitution – Section 20, c)), and;
  - i. Meetings of the Executive Board of Directors and/or Senior Board are to vote only on matters of day-to-day operations of HSYSC.
  - ii. Any major decisions of long-term effect for HSYSC will require a Special General Meeting.
- C. In the event of a voting representative acting in a manner deemed to be unsatisfactory at any meeting, the Executive of the Board shall have the power to expel him/her from the meeting, by majority vote (50%+1).

**NON-VOTING MEMBER:**

- 9. There are limited number of voting positions at meetings of HSYSC, and non-voting members would be those that have:
  - A. not paid their annual HSYSC membership fee.
  - B. not attended minimum of one (1) meeting in person inclusive of the AGM.
  - C. not attended in person to sign in, and have their voting position validated by HSYSC Executive.
  - D. not arrived in person on a first come, first serve basis to meet the maximum voting positions available (By-Law No.3, part 8 – v) viii)).
  - E. Received remuneration from HSYSC, members, sub-organizations, sponsors or otherwise.

**QUORUM:**

- 10. The minimum number of Board members in attendance for meetings of the Board Executive or Senior Board will be fifty percent (50%) of the current year Executive (Constitution – Section 20, c); By-Law No.3, part 2, a)). The quorum for AGM and Special General Meetings is fifty percent (50%) for each voting member class. If AGM and Special General Meeting quorum is not achieved refer to process as stated in By-Law No.3, part 11 – B), C).

**THE ANNUAL GENERAL MEETING:**

- 11. A) The Annual General Meeting (AGM) will be an open meeting and shall be held within the last 7 days of October and no later than November 7<sup>th</sup>, at which time Members holding positions due for re-election (see Term of Office) shall vacate their positions.
  - i) Open positions will accept nominations prior to the AGM by notice to the Executive Board in writing or verbal, at least 7 days in advance of the AGM.



- ii) Proxy votes will not be accepted. All eligible Voting Members in good standing at the end of the playing season must be present to vote at the AGM. (By-Law No.3, part 8)
- iii) Every Competitive Team must be represented in attendance at the AGM by one or more of their Team Officials. Role call for Team Official representation at AGM will be conducted to validate attendance.
- iv) Approval of Financial report (interim report or audited financials) and statements provided by Treasurer.
- v) Nominations for Executive positions from the floor will be accepted. (By-Law No.3, part 7 and part 8).
- vi) Term of Office may be extended by majority vote of two-thirds (2/3) at AGM for Executive positions by members in good standing.
- vii) All outgoing Members are obligated to hand over all files, books, records, etc., which they have compiled as part of their work during their stay in office, to the newly elected Members, along with anything else which may be of assistance to them. All the aforementioned items must be well kept and up-to-date.
- viii) The outgoing Treasurer will be available to assist the new Treasurer until 90 days following HSYSC year end.

B) AGM Quorum – To hold AGM or Special General Meeting quorum of fifty percent (50%) for each voting member class is to be filled as follows:

Active Volunteer Member Quorum:

- Minimum fifty percent (50%) of Board Executive must be present
- Minimum fifty percent (50%) of Team Officials must be present (one official for each outdoor team required at roll call)

Participant Members and/or General Member Quorum:

- This voting membership must equal the combined quorum of Active Volunteer Members (Board / Officials)
- For example:
  - If there are 12 Executives on the Board, quorum is six (6) Board Members.
  - If there are 10 outdoor teams, quorum is five (5) Team Officials.
  - Therefore, Participant Member and/or General Member quorum will be matched at eleven (11).

C) AGM or Special General Meeting Quorum is short - In the event quorum is not achieved:

- i) If quorum is not achieved by the Active Volunteer Members, then the AGM will be rescheduled, date to be given by President before meeting is adjourned.
- ii) If quorum is achieved by the Active Volunteer Members, and not matched by the combined Participant Member/General Member in attendance, then a majority vote of three quarters (3/4) of all voting members present are required by show of hands to affirm meeting can commence. The Secretary and President to count hand votes, record



and verify. If this vote does not pass by three quarter (3/4) majority the meeting will be rescheduled, date to be given by President before meeting is adjourned.

iii) If quorum is not achieved by each voting member class to hold a Special General Meeting duly for the purpose of “Changes to Constitution and By-Laws” (per Constitution – Section 23, d)); the required quorum will be fifty percent plus one (50% + 1) of the current Executive Board. The Secretary and President to count hand votes, record and verify. Votes to amend, revise or repeal Constitution and/or By-Laws will be affirmed by three-quarter (3/4) majority vote of Executive members in attendance.

#### EXECUTIVE CONDUCT:

12. All members of HSYSC must abide by the HSYSC Constitution, By-Laws, policies, rules and regulations, and respectively same of Ontario Soccer, Hamilton Soccer and must conduct themselves in a manner which is considered honest, fair, and appropriate. This includes being a positive example and/or role model to other Members, parents and players. Behaviour, which is deemed to contravene this conduct, could result in immediate dismissal at the discretion of the Board. The majority vote of three-quarter (3/4) of the Executive would uphold this dismissal.

#### REMOVAL OF AN EXECUTIVE MEMBER:

13. An Executive member may be removed by,

- (a) A member initiating the removal of another member must write a letter stating just cause for removal and submit copies of this letter to the President and Vice-President. A Special Meeting will be called by the President involving the named party, the Vice-President and any other members the President deems relevant to attend and investigate the nature and relevance of the complaint.
- (b) If warranted, at the next Executive Meeting following the Special Meeting noted above (a), the individual will be given the opportunity to speak to the letter requesting their removal. The executive will vote with three-quarter (3/4) majority to determine if the removal is deemed appropriate, and the individual will be given the opportunity to resign, if declined, the Executive will vote on removal of the individual. Removal is effective immediately with three-quarter (3/4) majority vote of Executive present at the meeting.

#### VACANCIES:

14. If a vacancy occurs on the Executive, the Executive has the right to appoint a suitable Member to fill the vacancy on a temporary basis until the Member returns or the holding of the Annual General Meeting for elections, whichever occurs first. The Executive Board may vote with two-thirds (2/3) majority vote to extend the Term of Office for an Executive member in good standing for any vacancies.



## HAMILTON SERBIANS YOUTH SOCCER CLUB (HSYSC) – Constitution and By-Law NO. 3

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### FINANCIAL YEAR END:

15. The financial operating year end for HSYSC will be December 31<sup>st</sup> of each year. Financial reports required to be submitted by Secretary to Hamilton Soccer will be provided by the Treasurer and completed within HS timelines (90 days after our year-end) and auditing requirements. All financial year end reports to be reviewed and approved by the Executive Board prior to submitting to HS. Interim Financials and Internal Audit Review to be completed prior to HSYSC AGM, and approved by the Board at the AGM. (Constitution – Section 20).

### CONFLICT WITH CONSTITUTION:

16. In the event of conflict between the provision of the By-Law and the provision of the HSYSC Constitution amended on this 19<sup>th</sup> day of November, 2023, the provision of this By-Law NO. 3 governs.

Passed and enacted on this 19<sup>th</sup> day of November, 2023.

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President

NIKOLA VORKAPIC

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Vice President

IGOR KRVOSIJA

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Secretary

SUSANNA ZDERO