



## CONSTITUTION AND BY-LAWS OF MIRAMICHI UNITED SOCCER CLUB

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### ARTICLE I

#### NAME AND TERRITORY

The name of the organization is Miramichi United Soccer Club (The Club), a not-for-profit soccer club. The geographic area of jurisdiction shall be as set forth by the Members, limited by Soccer New Brunswick. The Club shall be a member of Soccer New Brunswick and abide by its rules and regulations.

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### ARTICLE II

#### PURPOSE

The purposes for which the Club is organized and formed are:

- To foster the development of soccer in Northumberland County, specifically the Miramichi area, with an emphasis on players including youth and adult players as set forth by Soccer New Brunswick.
  - To provide programs, where practicable, for players with skills ranging from house league to the highest level of play in the province.
  - To invest and participate in the planning and development of fields and facilities for the purpose of playing soccer.
  - To educate players, parents, and coaches in order to enhance their ability to contribute to the development and promotion of the sport.
  - To administer the sport for all age groups in our Club which seek to organize leagues and to obtain the use of fields and facilities in the area of its jurisdiction.
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### ARTICLE III

#### MEMBERSHIP

The members of the Club are all parents or guardians of children registered to play within the Club, coaches, players, and active volunteers on duly constituted committees of the Board of Directors, who comply with the constitution, by-laws and regulations of the Club.

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## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### *Section 1: Purpose, Powers, and Duties*

The Board of Directors has the general power to

- Control and manage the affairs, funds, and property of the Club;
- Disburse the Club's monies and dispose of its property in fulfillment of its purpose; provided, however, that the fundamental and basic purposes of the Club, as expressed herein shall not thereby be amended or changed, and provided further, that the Board of Directors shall not permit any part of the net earnings or capital of the Club to inure to the benefit of any private individual.
- Further delegate authority to committees, to individual Directors, or to volunteer members as it deems necessary for the carrying out of the purposes and business of the Club.

#### *Section 2: Board Composition*

The number of Directors, (including the Executive Officers) shall be not less than five (5), or more than nine (9), shall be fixed from time to time by the Members at an Annual General Meeting, except that a Director's term may not be shortened by a reduction in the Board's size. Each position shall be elected and/or up for re-election during a specified time frame, with responsibilities defined hereafter in these By-laws, as follows:

- President — Odd Years
- Vice-President — Even Years
- Secretary — Odd Years
- Treasurer — Even Years
- Program Director – Youth Recreational (ages 4-12) — Even Years
- Program Director – Youth Competitive (ages 11-18) — Odd Years
- Program Director – Senior — Even Years
- Director at Large — Odd Years
- Director at Large — Even Years

### **NOMINATIONS AND ELECTIONS**

#### *Section 3: Nomination Committee*

A Nomination Committee composed of the sitting President, Vice-President, and Secretary will prepare a slate of candidates for the Board of Directors for presentation to the voting membership at the Annual General Meeting, and the Secretary shall preside over that part of the Annual General Meeting at which election of Directors occur.

The Nomination Committee shall prepare its slate of nominations by:

- Determining whether current Board Members wish to stand for re-election,
- Inviting self-nominations prior to the Annual General Meeting, in writing.
- By receiving nominations from the floor at the Annual General Meeting, provided nominees agree to accept a position if elected, either verbally if present at the meeting, or in writing if not in attendance.

#### Section 4: Elections

- When there is only one nomination for a position, the nominee shall be elected by acclamation if there are no objections to its election.
- When there are two or more candidates for a position, the Nomination Committee will conduct a secret ballot of all members present, aged 19 and above, including the current Board and President, with the assistance of two scrutineers approved by the voting members, declare the names of those who have been elected, and ensure the destruction of the ballots.

*Board positions shall be filled by a majority vote of all qualified voting members in attendance at the Annual General Meeting.*

- Any member of the Club aged 19 and above shall be eligible to be elected a Director of the Club.
- Whenever possible, all the Directors whose term has expired as listed Article IV, Section 2, shall be elected at the Annual General Meeting, but in the event that any position is not filled, the Board will appoint a Director as soon as possible after the Annual General Meeting and before the commencement of the next playing season.
- At every Ordinary or Annual General Meeting of the Club, all the Directors whose terms have expired shall retire from office, but shall hold office until the dissolution of the meeting at which their successors are elected or appointed, and retiring Directors shall be eligible for re-election or re-appointment.

#### Section 5: Resignation and Removal of Directors

Any Director may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Club. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

The Club may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his or her place. The person so appointed shall hold office until the next Annual General Meeting. Such a special resolution requires a vote of two-thirds of the number of Directors then serving in office.

### Section 6: Vacancies

Vacancies in the Board, however arising, shall be filled by a majority vote of all Directors then serving in office at any regular meeting of the Board or at a special meeting of the Board called for that purpose. Persons shall be nominated for Directorship by the Nominating Committee and the list of any such nominees shall be included with the notice of the meeting at which election is proposed.

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## **ARTICLE V**

### **Meetings**

#### Section 1: Annual General Meeting

The Annual General Meeting of the Club shall normally be held during the month of November each year, or on such other date as may be fixed by the Board of Directors.

#### Section 2: Regular Meetings

The frequency and dates of regular meetings of the Board of Directors shall be discussed by the Board of Directors, normally at its annual meeting. The Board of Directors is expected to schedule meetings with a frequency necessary to facilitate the function of the club. The President shall have the duty to notify the board of meeting times and locations, with 3 days of notice when possible. All members of the Board of Directors are expected to be in attendance for meetings. Any Board member who misses three Board meetings, without good reason, will be deemed to have vacated his or her seat. Meetings may occur remotely via telecommunication or in person, as deemed appropriate by the President.

#### Section 3: Special Meetings

Special meetings of the Board of Directors may be called by the President or Vice President of the Board or shall be called by the Secretary at the request of any three voting Directors then serving in office.

#### Section 4: Notice of Meetings

Notice of an Annual General Meeting of the Club shall be posted on the Social Media outlet most used for club & member communication at least fourteen days prior to the date set for the meeting.

#### Section 5: Waiver of Notice

Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at such time and place within the area bounded by the Miramichi United Soccer Club as the Board of Directors shall designate, and any action may be taken thereat, if notice thereof is waived in writing by every Director having the right to vote at the meeting.

### Section 6: Quorum

Unless provided for differently elsewhere in these By-Laws, 50% of the Board's composition +1 then serving in office shall constitute a quorum for all meetings of the Board of Directors. In the absence of a quorum, a majority of the Directors present may, without giving notice other than announcement at the meeting, adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

### Section 7: Voting

- At any meeting of the Directors, every voting Director present in person at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these By-Laws, the act of a majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Directors.
- When matters of a disciplinary nature are being considered, a majority of the Directors then serving in office, at least 50% + 1, shall constitute a quorum for the vote.
- The President, or in her/his absence, a Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meeting of the Board.
- The Chair shall have no vote except in the case of an equality of votes, when the Chair shall have the deciding vote.
- Voting by proxy shall be limited to important matters that cannot wait until the next regular board meeting, and shall be conducted through the President or his/her delegate.

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## **ARTICLE VI**

### **OFFICERS**

#### Section 1: Principal Officers

The principal officers of the Club shall be a President, a Vice President, a Treasurer, and a Secretary. All officers shall be elected to office at the Annual General Meeting according to the specified time frame identified in Article IV, Section 2. The Board of Directors at any meeting may by resolution elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

### **DUTIES OF OFFICERS AND DIRECTORS**

#### Section 2: President

- Preside at all meetings of the Board
- Perform all acts incident to the office of President
- Shall have additional powers and duties as may from time to time be assigned by the Board

- Unless otherwise stated, shall appoint the chairs of each Board committee and be ex-officio voting member of each Board committee

### Section 3: Vice President

- In the absence, or inability to act, of the President, the Vice president shall exercise the powers and perform the duties of the President
- Shall generally assist the President
- Shall have additional powers and duties as may from time to time be assigned by the Board
- In the event of the resignation of the President, the Vice-President shall serve as acting President until the next Annual General Meeting
- Staff members of the Club shall report to the Vice-President or their designate

### Section 4: Treasurer

- Shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all of the funds of the Club
- Shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of assets, liabilities, and transactions of the Club
- Shall deposit, or cause to be deposited, all monies and other valuable effects of the Club in the name of and to the credit of the Club in such banks, trust companies, or other depositories as may be designated from time to time by the Board
- Shall disburse, or cause to be disbursed, the funds of the Club based upon proper vouchers for such disbursement
- Report the financial position of the Club at each Board meeting and prepare financial records for the Annual General Meeting
- Shall perform all duties incident to the office of the Treasurer and such other duties as may from time to time be assigned by the President or the Board

### Section 5: Secretary

- Shall keep, or cause to be kept, the minutes of all meetings of the Board, in an appropriate digital format and shared with the Board within 14 days of each meeting
- Shall see that all notices are duly given in accordance with this document and as required by law
- Shall be the custodian of the seal of the Club and shall sign any and all official Club documents that have been authorized by the Board for public release
- Shall have charge of the books, records, and papers of the Club relating to its organization as a Club and shall see that all reports, statements, and other documents required by law are properly kept and available to the Board, except to the extent that the same are to be maintained by the Treasurer

- Shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned by the President or the Board

Section 6: Program Director — Youth Recreational (U4-U12)

Working with the Club staff and Summer Program Coordinator:

- Responsible for recruitment and retention strategies for volunteer recreational coaches
- Assist organization of 1st night orientation for recreational programs
- Assist organization for u4-u12 programs in coordination with Summer Program Coordinator
- Provide a monthly, in season only, review on programs (strengths, weaknesses, areas of concern)
- Administer in-season complaints concerning the Youth Recreational program, concerns, feedback and forward information accordingly

Section 7: Program Director — Youth Competitive (U11-U18)

Working with the Technical Director:

- Assist with recruitment and retention strategies for volunteer coaches including pre-season coach seminar
- Assist in organizing try-outs including dates, times, venues and advertisement
- Attend League meetings
- Provide a monthly, in season only, review on programs (strengths, weaknesses, areas of concern)
- Assist in tournament and play-off organization according to Soccer New Brunswick and Miramichi United Soccer Club policies
- Administer in-season complaints concerning the Youth Competitive program, concerns, feedback and forward information accordingly

Section 8: Program Director — Senior Soccer

Working with the Technical Director;

- Administer in-season complaints concerning the Senior program, concerns, feedback, and forward information accordingly
- Assist with promotion of senior leagues and informal play to general membership and public
- Attend League meetings

Section 9: Directors at Large (2)

- Serve on standing or adhoc committees as designated by the President

- Provide insight and guidance to the Board regarding the overall purpose of the Club
- Uphold the values, vision, and mission statement of the Club
- There shall be no more than two (2) Directors at Large serving at any one time

#### Section 10: Bonding

Any officer or employee of the Club shall, if required by the Board of Directors, give such security for the faithful performance of his or her duties as the Board of Directors may require.

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## **ARTICLE VII**

### **COMMITTEES**

#### Section 1: Standing, Ad Hoc, and Special Committees

The Board of Directors may by resolution at any meeting of the Board designate standing, ad hoc, and/or special committees of the Board. The Board may appoint an Advisory Council and/or honorary groups. The terms of appointment and expectations of service of any advisory or honorary group shall be determined by the Board of Directors. Each year at the AGM the Board of Directors will establish the list of planned committees for the next year

#### Section 2: Committee Membership

The President shall appoint the chair of each Board committee. Normally, the Chair of each committee shall appoint the other committee members in consultation with the President. Each committee typically shall consist of at least three members, one of whom shall be a voting member of the Board of Directors. Unless otherwise provided for in these By-Laws or by the laws of the Province of New Brunswick, any committee designated by the Board of Directors may include as full voting members of such committees such persons, whether or not Directors or Officers of the Club, as the Board of Directors shall determine. Each such committee shall have power to the extent delegated to it by the Board of Directors and in accordance with the laws of the Province of New Brunswick. Each committee shall keep minutes of proceedings and report to the Board of Directors. One member of the Board of Directors shall be chair each of the committees

#### Section 3: Committee Meetings

Unless otherwise provided for in these By-Laws, a majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year.

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## **ARTICLE VIII**

### **Conflict of Interest**

#### Section 1: Definition

Any situation in which an individual's decision making, which should always be in the best interest of the Club, is influenced or could reasonable be assumed to be influenced by competing personal, family, financial, business, or other private interests.

#### Section 2: Background

Individuals who act on behalf of the Club first have a duty to the Club, second to any personal stake they have in the operation of the Club. Individuals are to use their best judgment to ensure they report and address actual and potential conflicts of interest. It is equally important to monitor the potential perception of conflict of interest which could damage the reputation of the Club.

#### Section 3: Potential and Actual Conflicts

Individuals shall not;

- Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties in the Club, unless such business, transaction, or other interest is properly disclosed to the Club and approved by the Board
- Knowingly place themselves in a position where they are under obligation to any person who might benefit from special consideration or who might seek preferential treatment from them or the Club
- Exploit their position within the Club to derive personal profit from the activities of the Club
- Exploit their position within the Club to level for themselves a personal profit, advantage, or position of prestige
- In the performance of official duties, give preferential treatment to family members, friends, colleagues, or organizations in which their family members, friends, or colleagues have an interest, financial or otherwise
- Derive personal benefit from the information that they have acquired during the course of fulfilling their official duties, if such information is confidential or not generally available to the public
- Engage in any outside work, activity, business, or professional undertaking that conflicts or appears to conflict with their official duties as a representative of the Club
- Use the Club's property, equipment, supplies, or services for activities not associated with the performance of their official duties with the Club, unless approved by the Board
- Accept any personal gift or favour that could be construed as being given in anticipation of, or in recognition of, any special consideration granted by virtue of being a Club member

#### Section 4: Declaration of Interests

Board members, committee members, and Club employees will self-declare potential or actual conflicts of interest to the Board when they are aware of such a conflict.

Any Club member who believes that any Board member, committee member, or Club employee has made a decision influenced by a perceived or actual conflict of interest may submit a complaint to the Board for review.

#### Section 5: Minimizing Conflict in Decision Making

Decisions or transactions that involve a conflict of interest that has been proactively disclosed will be considered and decided by applying the following provisions;

- Nature and extent of the interest has been fully disclosed to the Board, and this disclosure is recorded
- The individual in conflict does not participate in discussions on the matter giving rise to the conflict of interest, unless the Board allows such participation
- The individual in conflict abstains from voting on the decision
- For Board decisions, the individual does not count toward quorum
- The decision can be reasonably seen to be in the best interests of the Club

#### Section 6: Complaint Review

After reviewing a conflict of interest complaint, the Board will determine if a conflict of interest exists and, if so, the sanction to be imposed. The decision of the Board as to whether a conflict of interest exists will be made by an agreement of 50%+1 of board composition.

#### Section 7: Sanctions

The Board may apply the following sanctions, including but not limited to, singly or in combination, for real or perceived conflicts of interest;

- Removal or temporary suspension of responsibilities and decision making authority
- Removal or temporary suspension from designated positions
- Removal or temporary suspension from certain teams or events
- Expulsion from the Club, or, in the case of employees, dismissal from employment
- Other actions as may be considered appropriate by the Board

Failure by an individual to adhere to this policy may give rise to additional disciplinary measures as determined by the Board.

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## **ARTICLE IX**

### **MISCELLANEOUS**

#### Section 1: Fiscal Year

The fiscal year of the Club shall be November 1 through October 31.

#### Section 2: Contracts, Checks, Bank Accounts, etc.

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Club. The Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Club's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

#### Section 3: Loans

This Club shall not make any loan of money or property to or guarantee the obligation of any Director, Officer, or Employee, provided, however, that this Club may advance money to a Director, Officer, or Employee of the Club or any subsidiary for expenses reasonably anticipated to be incurred in the performance of duties of such Director, Officer, or Employee so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

#### Section 4: Expenditures

An annual budget shall be prepared by the Treasurer and approved by the Board of Directors in May of each year. Individual expenditure commitments in excess of the budgeted amounts for amounts greater than or equal to \$300 shall be approved by the Board of Directors prior to making the commitment.

A preliminary budget shall be prepared by the Treasurer and approved by the Board of Directors in October of each year to be presented at the AGM.

#### Section 5: Dissolution

In the event of any dissolution of the Club, the Club, prior to such dissolution, shall at its expense deliver or cause to be delivered all securities and property, including cash, to a successor organization whose mandate is similar to the Club, or to Soccer New Brunswick as decided by the Board.

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## **ARTICLE X**

### **AMENDMENTS**

These By-Laws may be altered, amended, or repealed in whole or in part at any duly organized meeting of the Members of the Club, by a majority vote of the voting Members present at the meeting. Any proposal to amend these By-Laws shall be included with the notice of the meeting at which the amendment is proposed.