

Kanata Knights Football Club Bylaws

January 2017

Bylaws of The Kanata Knights Football Club

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Name, Location and Fiscal Year

1. The football club shall be known as The Kanata Knights Football Club, also referred to herein as “The Knights”.
2. The Kanata Knights Football Club is a non-profit organization, registered in the province of Ontario.
3. The headquarters of the Knights shall be in the city of Ottawa.
4. The fiscal year of the Knights is February 1st to January 31st.

Objects of The Kanata Knights Football Club

5. The Kanata Knights Football Club provides a year-round youth football program to boys and girls of the community.
6. The Knights is an amateur football club affiliated with the National Capital Amateur Football Association (NCAFA) and subscribes to the objectives and by-laws of that organization.
7. The Club operates the football program in a manner that:
 - a. Instructs players in the fundamentals of the game;
 - b. Provides a basic knowledge of the game;
 - c. Is safe, fun and provides the opportunity for physical development and fitness;
 - d. Promotes fair play and sportsmanship, and;
 - e. Promotes self-respect and respect for other members, competitors, coaches and spectators.

Code of Conduct

8. Members shall abide by the Knights Code of Conduct approved by the Members.
9. The Board of Directors shall approve and regularly review conduct and discipline procedures for the administration of the Code of Conduct.

Membership

10. The Board of Directors shall establish registration requirements and fee schedule principles in the Knights Rules and Regulations.
11. Applicants may appeal the refusal of membership to the Board of Directors, the decision of which shall be final and binding and there shall be no further appeal therefrom.
12. Annual dues payable by Active Members shall be those approved from time to time by the Board of Directors.
13. The Board of Directors shall establish, in the Knights Rules and Regulations, such other general membership rights, privileges and obligations as do not specifically affect the rights, privileges and obligations of each category of Member as described in these Bylaws.
14. There are three types of members:
 - a. Active Member:
 - i. An Active Member is a registered Knights player or cheerleader in good standing;
 - ii. Active membership is valid from the time of registration to March 1st of the following year.
 - iii. Active Members who have reached the age of eighteen (18) by the date of the Annual General Meeting may vote at the Annual General Meeting or Special Meetings.
 - iv. A parent or legal guardian may exercise the vote of an Active Member who is under the age of eighteen at the Annual General Meeting or Special Meetings.
 - b. Volunteer Member:
 - i. A Volunteer Member is a coach, manager, trainer or member of the Board of Directors who is not an Active Member or the parent or guardian of an Active Member.
 - ii. Volunteer membership is valid from the time of appointment by the Knights Board of Directors to March 1st of the following year.
 - iii. Volunteer Members may vote at the Annual General Meeting or Special Meetings.
 - c. Alumni Member:
 - i. All former Active and Volunteer Members are deemed to be Alumni Members.
 - ii. Alumni members are entitled to the privileges invested in an Alumni group as determined by the Board of Directors.

- iii. Alumni Members are not entitled to vote at the Annual General Meeting or Special Meetings.
15. Notwithstanding the foregoing, no individual person shall have greater than one (1) vote at the Annual General Meeting or Special Meeting. They may, however, carry proxy votes as per bylaw 25b.
 16. Members may be suspended from the Knights Football Club or otherwise disciplined in accordance with the conduct and discipline procedures approved by the Board of Directors.
 17. Membership may at any time be terminated should any of the following occur:
 - a. the Member dies;
 - b. the Member resigns from membership by notifying the Knights of such intention in writing;
 - c. the Member's term of membership expires;
 - d. the Member is suspended, expelled or membership is otherwise terminated by resolution of the Board of Directors in accordance with the Conduct and Discipline procedures approved by the Board
 - e. the Knights organization is liquidated and dissolved.
 18. Former Members may reinstate their membership in the Knights in accordance with the Rules and Regulations approved by the Board.

Members' Meetings

19. Annual General Meeting:
 - a. Members' meetings shall be held in Kanata unless the Board of Directors resolve to meet elsewhere in the city of Ottawa.
 - b. The Annual General Meeting of the Knights shall be held within 1 month of the end of the fiscal year and not more than 13 months after the last preceding annual meeting at such time and place as may be designated by the Board.
20. Special Meetings:
 - a. A Special Meeting of the Knights may be called at any time by the Board at such time and place as it may designate.
 - b. A Special Meeting may be called upon the written request of greater than 20% of the voting Members. The Board of Directors shall call a Special Meeting of members within 21 days of receiving a qualifying written requisition of members.
 - c. The notice of the meeting shall state the purpose of the meeting.
21. Notice:
 - a. Notice of Members' Meetings of the Knights shall be given to Members by mail, telephonic, electronic or other communication facility, at least 30 days before the date of the meeting. The location of the meeting shall be stated in the notice. Any business to be transacted at the meeting other than the election of Directors, appointment of auditors and receipt of the financial statement shall be described in the notice in sufficient detail to enable members to form a reasoned judgement

thereon.

- b. Failure of a Member to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

22. Members' Proposals:

- a. Members entitled to vote at a Members' Meeting may submit notice to the Board of Directors of a matter that they propose to raise at the meeting. The Board of Directors must include the proposal and a supporting statement in its notice of the meeting.
- b. The sponsor of the proposal may be required to pay all costs of distribution of the proposal.
- c. Members' proposals are limited to 500 words in length.
- d. The Board of Directors may refuse to include a proposal in a notice of a meeting if:
 - i. the proposal is intended to enforce a personal claim or grievance;
 - ii. the proposal promotes a cause which does not relate in a significant way to the activities of the Knights;
 - iii. the Member fails to present the proposal at a meeting;
 - iv. substantially the same proposal was submitted to Members in a notice of a meeting held within the previous two years and the proposal did not meet the minimum prescribed level of support; or
 - v. if, by ordinary resolution of the Board of Directors, the rights conferred are being abused to secure publicity.
- e. If the Board of Directors refuses to distribute a Member's proposal, it will send notice in writing to the person submitting the proposal setting out the reasons for the refusal.

23. Unless otherwise specified in the Bylaws or Rules and Regulations of the Knights, Members' Meetings shall be conducted in accordance with Robert's Rules of Order - Latest Edition.

24. All Members who have voting rights have the right to vote at all Members' Meetings, subject to the voting procedures established by the Board of Directors which are consistent with these Bylaws. This right shall be referred to in the notice of the meeting which may be accompanied by a form of proxy.

25. Method of Voting by Members:

- a. In Person: Voting may be by show of hands, unless a ballot is requested by any Member either before or after a show of hands, unless a count or poll is demanded, or if a ballot vote is ordered by a motion.
- b. By Proxy:
 - i. Any Member of the Knights who has a right to vote shall be able to hold a proxy for a maximum of 4 Members who have a right to vote.
 - ii. The Member who wishes to vote by proxy shall fulfil the proxy requirements as outlined with the notification of the meeting.

26. Quorum: At all Members' Meetings, 5% of the Active Members, either present in person or represented by proxy shall constitute a quorum.

Board of Directors Duties and Responsibilities

27. There shall be a maximum of 7 Directors on the Board of the Knights who shall be elected or appointed in accordance with these Bylaws and the Rules and Regulations.
28. The Board of Directors shall supervise, control and direct the affairs and business of the Knights. The Board may adopt such Rules and Regulations as may be deemed advisable to carry out the purpose of these Bylaws and actively pursue the objects, mission and goals of the Knights.
29. The Board of Directors may establish standing and special committees and appoint the chair and members of such committees. The Board may remove the chair or other members of committees from office.
30. The Board shall establish provisions for the existence of an Alumni group and other such components of or relationships with the Knights as it deems necessary.
31. The Board may delegate to any committee or officer any or all power, duties and authority of the Board which may be lawfully delegated.
32. The Board shall be accountable to the Members.

Directors Term of Office

33. Unless specified otherwise in these Bylaws, Directors shall be elected or appointed for a term of 3 years on a rotating basis. At each annual election, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of 3 years or until their successors have been duly elected or appointed, whichever comes first.
34. If a vacancy occurs on the Board, any Director who is appointed or elected to fill such a vacancy shall be appointed or elected for the remainder of the term of the Director whose departure from the Board has created the vacancy. Retiring Directors shall be eligible for re-election to the Board if otherwise qualified and retiring Directors shall continue in office until their successors have been duly elected or appointed.
35. No Director who has served more than eight consecutive years on the Board (including years served in filling a vacancy and as an officer) shall be eligible for re-election until that person has ceased to be a Director for at least one year.

Board Vacancies

36. The office of a Director shall be vacated upon the occurrence of any of the following events:
 - a. if the Director becomes bankrupt or suspends payment of personal debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or,
 - b. if the Director is found to be a mentally incompetent person or becomes of unsound mind; or,

- c. if by notice in writing to the Knights the Director resigns, which resignation shall be effective at the time it is received by the Knights or at the time specified in the notice, whichever is later; or,
 - d. if the Director dies; or,
 - e. if the Director is removed from office by the Members, in accordance with section 37 below.
 - f. Subject to section 37, a vacancy or vacancies on the Board, however caused, may, so long as there is a quorum of Directors then in office, be filled by the Directors appointing a qualified person if the Directors shall see fit to do so; otherwise such vacancy shall be filled at the next annual election of Directors. If there is not a quorum of Directors, the remaining Directors shall forthwith proceed with an election of Directors under these Bylaws or call a meeting of Members to fill the vacancy or vacancies.
37. The members of a corporation may, by resolution at a special meeting, remove any Director or Directors from office.

Nomination, Election and Appointment of Directors

38. Eligibility:

- a. Directors must be individuals at least 18 years of age with power under law to contract.
- b. Directors who are elected by the Members must be either:
 - i. Active Members; or
 - ii. The parent or legal guardian of an Active Member, including an Active Member who has reached the age of eighteen;
 - iii. A Volunteer Member.

39. Nomination & Acclamation:

- a. A committee appointed by the Board shall be responsible for soliciting nominations of individuals who are qualified for the position of Director, and for preparing a slate for their election or appointment.
- b. The closing date for receipt of nominations shall be established by the Board.
- c. Where the number of nominations equals the number of positions available, election shall be by acclamation.

40. Election Procedures:

- a. The number of Directors to be elected annually by the Members and the election process shall be determined by the Board in accordance with these Bylaws and with the voting methods established in these Bylaws and the Rules and Regulations and shall be communicated to the Members prior to the election.
- b. An elections committee shall be appointed annually by the Board.
- c. If the election is for more than one position, the method of voting shall be by majority vote, with the candidates receiving the most votes being declared elected. If the election is for one position and there are two candidates for that position, the

method of voting shall be by majority vote, with the candidate receiving the most votes being declared elected. If the election is for only one position and there are more than two candidates for that position, the method of voting shall be by Preferential Ballot.

- d. The election shall be conducted at the Annual General Meeting.

Officers

41. The Board of Directors designates the offices of the Knights from amongst the sitting Directors, appoints Officers on an annual or more frequent basis, specifies their duties and delegates to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Knights.
42. The Officers of the Association shall be the President, the Secretary, the Treasurer, and the Director of Football Operations.

Duties and Terms of Office

43. President:
 - a. The term of office of President shall be 2 years.
 - b. The President shall be charged with the general supervision of the business and affairs of the Knights and shall fulfil the responsibilities of the position in accordance with these Bylaws, the Rules and Regulations and all relevant legislation.
 - c. The President shall chair all meetings of the Members and the Board of Directors.
 - d. The President shall be a signing officer of the Knights, authorized to contract and disburse funds with at least one other signing officer.
 - e. If the position of President becomes vacant, or if the President is temporarily incapacitated, this position shall be filled by the Director of Football Operations.
44. Secretary:
 - a. The Secretary shall be appointed by the Board of Directors every year.
 - b. The Secretary is responsible for club records, returns and meeting minutes. He/she shall generally assist the President in organizing the Board of Directors, and maintain a written record of decisions from each meeting.
 - c. The Secretary shall be a signing officer of the Knights, authorized to contract and disburse funds with at least one other signing officer.
 - d. If the position of Secretary becomes vacant, this position shall be filled by a Director of the Board.
45. Treasurer:
 - a. The Treasurer shall be appointed by the Board of Directors every year.
 - b. The Treasurer is responsible to receive Knights revenues, to maintain such Knights bank accounts as directed by the Board, and, where reasonably possible, to maintain regular and timely payment of Knights liabilities.
 - c. The Treasurer is required to maintain a proper and up-to-date set of books to record

- d. all financial transactions.
 - d. The Treasurer shall be a signing officer of the Knights, authorized to contract and disburse funds with at least one other signing officer.
 - e. The Treasurer will provide a financial report at all Board meetings, and to the Annual General Meeting of members.
 - f. The Treasurer will prepare a budget for ratification by the Board of Directors every year.
 - g. If the position of Treasurer becomes vacant, this position shall be filled by a Director of the Board.
46. Director of Football Operations:
- a. The Director of Football Operations is responsible to oversee and coordinate, in cooperation with the Board of Directors, all activities specifically related to football operations. This shall include but is not limited to:
 - i. Serving in cooperation with the President to ensure appropriate representation of the Knights within all affiliated leagues and associations;
 - ii. Registration fees and related activities;
 - iii. Coordination of coaches;
 - iv. On-field staff.
 - b. The Director of Football Operations shall undertake such duties as may be assigned by the Board of Directors from time-to-time.
 - c. If the position of Director of Football Operations becomes vacant, this position shall be filled by a Director of the Board.

Conduct of Business at Board Meetings

- 47. The Board shall meet at least four times a year and shall meet in Kanata unless the Board resolves to meet elsewhere.
- 48. Notice of meetings shall be given at least 7 days in advance by telephone, facsimile or other electronic transmission, or at least 14 days in advance by mail. A Director may at any time waive notice of any meeting and may ratify any proceeding taken at a meeting.
- 49. All notices of meetings of Directors shall include an agenda identifying the matters to be considered at the meeting. With the consent of Directors, matters may be added to an agenda at a meeting and considered by the Directors, with the exception to an agenda prepared for a Special Meeting.
- 50. Failure of a Director to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.
- 51. At the meetings of the Board a quorum shall be a majority of the Directors and shall include at least one officer.
- 52. If all the Directors consent generally, or in respect of a particular meeting, a Director may participate in a meeting of the Board by means of conference telephonic, electronic or other communication facilities which permit all persons participating in the meeting to communicate simultaneously and instantaneously. A Director participating in such a meeting by such means is deemed to be present at the meeting.
- 53. A written resolution of the Board, signed by all the Directors entitled to vote on that

resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board.

Administration and Finance

54. Every Director, Officer, committee member or employee of the Knights, or other person who undertakes any liability on behalf of the Knights, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Knights from and against:
- a. all costs, charges and expenses which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution of the duties of the person's office or in respect of any such liability;
 - b. all other costs charges and expenses which such person sustains or incurs in or about, or in relation to the affairs of the Association; except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.
 - c. Section 54 is applicable providing the individual:
 - i. acted honestly, in good faith and in the best interests of the corporation; and,
 - ii. in a criminal or administrative case, had reasonable grounds to believe the conduct was lawful.
55. The Knights may purchase and maintain insurance for the benefit of any Director, officer, committee member, employee or other persons against such liabilities and in such amounts as the Board may from time-to-time determine.
56. Financial Disclosure:
- a. Directors must approve and sign annual financial statements.
 - b. Directors must make the annual financial statements available to members in advance of, and, at the time of the AGM.
 - c. Annual financial statements will be mailed to Members on request.

Audit & Banking

57. The auditor shall be appointed by a majority vote of the Members each year at the Annual General Meeting to audit the accounts of the Knights and to report on the accounts to the Members.
58. The audited financial statement of the Knights shall be presented to the Annual General Meeting.
59. The Board of Directors shall designate the banks, trust companies and registered dealers in securities with which the money and securities of the Knights shall be deposited.

Rules and Regulations

60. The Board may prescribe such Rules and Regulations as are consistent with these Bylaws and relate to the management of the Knights.
61. A Resolution of the Directors present and voting at the Board Meeting shall be required to amend the Rules and Regulations.
62. Members shall be notified of revisions to the Rules and Regulations.

Amendments to Bylaws

63. Amendments to the Knights Bylaws shall be proposed by any Member or Director of the Association.
64. Proposals to amend or repeal the Knights Bylaws shall require a Resolution of the Directors present and voting at a meeting of the Board. Amendments to the bylaws are in effect immediately upon approval of the Board and in effect until the amendments are either confirmed or rejected by Members at the next Members' Meeting at which they are to be considered.
65. The proposed amendments shall be included in the notice of the Members' Meeting at which they are to be considered.
66. At a Meeting of Members, a Resolution by the Members is required to approve the proposed amendments.
67. The invalidity or unenforceability of any provision of these bylaws as deemed by the Province of Ontario shall not affect the validity or enforceability of the remaining provisions of these bylaws.