

KCSC By-Law Amendments (2018)

This document contains five amendments for the KCSC By-Laws, as well as one note of future consideration based on the pending approval of the Ontario Not-for-Profit Corporations Act (2010) by the Government of Ontario.

Article 5: Board of Directors

Change:

A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club.

To:

A Director shall be 18 years of age or older, shall not be an undischarged bankrupt. Upon election the Director shall become a Regular Member of the Club.

Rationale:

With the current wording, up to five (5) people on the current Board of Directors are potentially not eligible for their positions, as the current wording requires directors to already be Regular Members of the Club (as per Article 4: Membership – registered players, registered coaches, or registered administrators). Note that other team officials (trainers, managers, etc.) are treated separately from coaches elsewhere in the By-Laws, suggesting the same should hold true here.

The suggested wording allows for parents, members of the business community, etc. to join the Board, at which time, they will be considered Regular Members of the Club. Note that the membership still controls the election of directors.

Article 3: Affiliations

Remove: East Region Soccer League

Rationale:

Currently, this section lists the East Region Soccer League, suggesting that it is a governing body of the Club. If this League is being considered a governing body, then the Ottawa Carleton Soccer League and SOSA League should (at a minimum) both be also included.

The best resolution would be to remove the East Region Soccer League as a governing body, as they are not a governing body of the Club in the same manner as Ontario Soccer and SOSA; the Club is a member of them as a League being played into, in the same manner that they are members of the Ottawa Carleton Soccer League and SOSA League.

Article 5: Board of Directors

Minor wording change:

The Past President of the Club will be an ex-officio Voting Member of the Board for two years provided the Past President has attended at least fifty percent of the Executive meetings held since he or she became Past President.

Change “Executive meetings” to “Directors meetings”

Rationale:

As there is no other reference to “Executive” in the By-Laws, and this is obviously intended to refer to the regular Directors meetings.

Article 5: Board of Directors

Removal of “Discipline Chair” as an Appointed Director. This role is typically treated in a similar manner to an Auditor or Bookkeeper, and the position has been filled by one of the other members of the Board of Directors for at least the last two years.

This would require two removals:

Under “Appointed Positions” at the beginning of the Article and again “Odd Years” for elections at the end of the Article.

Under the new structure, the Discipline Chair would still be appointed by the Board of Directors as a role, but would not sit on the Board, nor would carry a vote with that position.

Article 9: Constitution and Amendments. (By-Laws)

Change:

- a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 21 days prior to the general meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting in person at the general meeting of the Club.
- b) All Members entitled to vote shall be notified with the Club's notice of the said Member's meeting about By-Law amendments at least 14 days prior to the general meeting. Such notification shall be by website notice.

To:

- a) All proposed amendments to this By-Law must be received by the Club in writing not less than twenty-one (21) days prior to a General Meeting.

- b) Copies of proposed amendments to this By-Law shall be shared with the Membership not less than fourteen (14) days prior to the General Meeting at which they are to be considered.
- c) Amendments shall be adopted upon attaining a two-thirds majority of the votes cast by the Voting Members present at the General Meeting.

In addition to these changes, the title of the Article would be changed to simply “Amendments”.

Rationale:

The By-Laws belong to the Membership and should not be controlled by the Board of Directors as they currently are (requiring a majority acceptance by the Board of Directors before the proposals can even be seen by the Membership). This ownership and control is so that if a situation arises where the Membership needs to limit the activities of the Board of Directors for some reason, the Board of Directors should not be able to halt those changes to suit their own purposes.

In addition to this, the new wording attempts to simplify the language, including simply noting that amendments will be shared with the Membership, not limiting it to a website notice, as technologies may change.

Note Regarding Elected Directors v Appointed Directors

The Ontario Not-for-Profit Corporations Act (2010) [expected to be enacted early 2020, with a 3-year transition date] has a number of changes that will affect the way soccer clubs and districts function in Ontario, but one thing to note that will affect the Kingston Clippers is as follows:

Section 24(7) reads:

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

This language states that for every three (3) Directors elected at an annual meeting, a maximum of one (1) Director may be appointed to the board (for up to a year term).

Currently, the KCSC By-Laws list the members of the Board of Directors at seven (7) elected and five (5) appointed. Please note that this ratio will need to be changed before the end of the transition period in order to not contravene the Act.

KCSC By-Law Amendment (2018)

This document contains one amendment for the KCSC By-Laws. This amendment will remove four Director positions from the Board of Directors, shifting their roles into advisory positions or committees.

Article 5: Board of Directors

At the beginning of the Article, change:

Elected Positions;

President
Vice-President
Secretary
Treasurer
Director of Competitive Teams
Director of Recreational House League
Director of First Kicks

Appointed Positions;

Director of Equipment
Director of Human Resources
Discipline Chair
Director at Large
Director of Communications and Marketing

To:

Elected Positions;

President
Vice-President
Secretary
Treasurer
Director at Large

Appointed Positions;

Director of Human Resources
Discipline Chair
Director of Communications and Marketing

At the end of the Article, change:

Even Years	<u><i>Elected:</i></u>
	Vice President,
	Treasurer,
	Director of Mini Kicks
	<u><i>Appointed:</i></u>
	Director at Large,

Director of Equipment,
Director of Communications and Marketing

Odd Years Elected:
President,
Secretary,
Director of Competitive,
Director of Recreational House League,
Appointed:
Director of Human Resources,
Discipline Chair

To:

Even Years Elected:
Vice President,
Treasurer,
Director at Large,
Appointed:
Director of Communications and Marketing

Odd Years Elected:
President,
Secretary,
Appointed:
Director of Human Resources,
Discipline Chair

Rationale

The Directors of First Kicks, Competitive, Recreational House League, and Equipment are all operational positions. With the Club's continuing investment in operational and technical staff, the Board does not need to be as focused on the operational aspects of the business. The move of these Director roles to advisory positions or committees allows the Kingston Clippers Board of Directors to better focus on the needs of the membership and the strategic direction of the Club. These proposed changes would also eliminate the need for these positions to attend Directors meetings unless required to do so by the Board and would reduce issues with meeting quorum.

With the removal of three elected positions, the Board structure would have been 4 elected positions and 4 appointed. As such, the Director at Large position was moved into an elected position to bring the ratio to 5 and 3. This change also provides steps towards meeting the requirements of the upcoming Ontario Not-for-Profit Corporations Act (2010).

The composition of the KCSC Board of Directors will continue to evolve over the coming years as the Club continues to grow and evolve to meet the needs of its membership.