

St-Lazare Football Association

General By-Laws

CHAPTER 1 –GENERAL RULES

Article 1 : NAME and HEADQUARTERS

The association's name is "St-Lazare Football Association", and its headquarters are located at 938, Frontenac street, St-Lazare, Qc J7T 2A4

Article 2 : COLORS and TEAM NAMES

The colors of The St-Lazare Football Association teams are burgundy, white and silver. The names of all the teams are the Stallions. The choice of colors and team names can only be changed at the Annual General Meeting by voting of the members with a 2/3 majority

Article 3 : THE MISSION OF THE ASSOCIATION

The association is a non-profit organization as defined in Part III of the Quebec Companies Act and its main purposes are as follows:

1. Each year to bring together within the association the players, the volunteers, the coaches as well as any other persons or organizations needed to set up, develop and run amateur football teams;
2. To develop an interest in amateur football within the general population as well as public and private organisms in order to promote the sport of amateur football;
3. To recruit and train volunteers who are necessary for the good operation of the association;
4. To maintain a consistent set of playing rules.

Article 4 : DEFINITION

There are six categories of members within the St-Lazare Football Association which are divided into two classes:

Categories :

- Minor player member: identifies a person who is registered, plays a sport offered by the association and is a roster member of one of the St-Lazare football Association's minor teams at any level other than junior. Minor player members must respect all of the association rules as well as the rules of different leagues and federations to which the association belongs. Minor player members can participate as a volunteer within the association. Minor player members are non-voting members
- Junior player member: identifies a person who is registered, plays a sport offered by the association and is a roster member of the junior team of the St-Lazare football Association . Junior player members must respect all of the association rules as well as the rules of different leagues and federations to which the association belongs. To prevent a possible situation of conflict of interest, Junior player members are not eligible to be members of the board of directors. However, players of any age can participate as a volunteer within the association. Each Junior player is a voting member.
- Parent member: identifies a parent or a guardian of a registered minor player who is a roster member of one of the St-Lazare football Association's minor teams. Parent members are eligible to be members of the board of directors as well as participating as volunteers for the benefit of the association. 1 vote per family except in the case of Junior player members, as each Junior player is considered a voting member. Because they are of majority age, parents of these players do not enjoy the privilege of voting members. Only one parent member per registered player has the right to be a voting member.
- Volunteer member: identifies any person who either is a coach, a manager, a member of the support staff of any current team of the St-Lazare Football Association, a director or who performs any other official function directly related to the activities of the association. Volunteer members are voting members.
- Director: identifies any person who is elected as a Director during the Annual General Meeting or any Special General Meeting. Only voting members, with the exception of junior player members, are eligible to be candidates for director positions in an election as long as they have accumulated at least 24 months of volunteer service on behalf of the association at the time of the election. The candidacy of any member who has provided less than 24 months of volunteer service on behalf of the association at the time of the election must be supported by at least two members of the current board of directors. Current directors are voting members.
- Honorary member: identifies any person or organization that the board of directors wishes to honor for services which they performed for the benefit of the association. Honorary members are not voting members.

Classes :

- Voting members: Have the right to vote, nominate and second at all AGM or special general meetings. Only parent members, with the limit of one vote per registered player, Junior player members who have reached the age of majority, volunteer members and Directors who are in good standing and are not subject to suspension or expulsion have the right to vote during the annual general meeting and any special meetings.
- Non-voting member: is any other member who is not a voting member.

Article 5 : RESIGNATION

Any member who resigns must submit his notice of resignation to the secretary of the association. The resignation is effective from the moment it is received by the secretary.

Article 6 : SUSPENSION AND EXPULSION

The board of directors may decide by resolution to suspend a member for a period of time it deems appropriate or to expel a member who acts in a way which is contrary to the interests of the association (for example: in case of physical or verbal violence or in case of suspected theft) or who is subject to legal proceedings. This decision of the board of directors must be passed with a two-thirds majority and is final unless the affected member appeals the decision to the Annual General Meeting or an Extraordinary Meeting

Article 7 : ANNUAL ASSEMBLY

The Annual General Meeting shall take place within three (3) months immediately following the end of the financial year of the association. The board of directors has the task of choosing the date, the time and the place of the meeting. The purpose of this meeting, among others, is to report on the status of the association's activities, to modify its bylaws and to elect directors.

Voting by proxy is not allowed and members who intend to vote must be present during the meeting.

Article 8 : NOTICE OF CONVOCATION

The Annual General Assembly is convened by the board of directors by a written notice indicating the place, the date and the time of the meeting as well as the agenda and distributed to the members at least ten (10) days before. In the case of an extraordinary meeting, the notice is the same as the AGM

Article 9 : QUORUM

In order to have a quorum at either the Annual General Meeting or at an extraordinary meeting there must be at least ten (10) voting members present and 2/3 of the directors

Article 10 : COMPOSITION

The board of directors is composed at most of nine (9) members. They are elected for a term of two (2) years. A board member whose mandate expires at the time the Annual General Assembly is held, is eligible to be a candidate for re-election.

The Executive committee is composed of a president, vice-president, a treasurer, a secretary and a registrar. No member of the Executive committee is remunerated for their work as part of the group. However, the expenses that they incur within the context of carrying out the duties authorized by the board of directors, will be reimbursed upon presentation of receipts.

In case of serious misconduct, a director may be stripped of his duties either by a two-thirds majority vote of the board of directors or by the Annual General Meeting as specified in Article 6. The affected director, however, does have the right to appeal the decision at the Annual General Meeting or at an Extraordinary Meeting.

Article 11 : DUTIES AND OBLIGATION OF A BOARD MEMBER

Every board member must see to it that all measures are taken to ensure that the association adheres to its stated purpose and mission statement. They are responsible for setting the overall direction of the association and they administer the affairs of the association within the mandates conferred on them at the Annual General Meeting.

All board members have the right to speak during meetings. They are all considered to be equal, to have their questions answered, to have access to the association's books and to read all the documents of the association.

The Association must hold an AGM to replace the board members whose mandates are due to expire. They must also turn over all goods, books and registers of the association in the shortest possible delay to those who replace them under the penalty of a fine specified by the Quebec Companies Act.

Article 12 : CONFLICTS OF INTEREST

Directors shall not place themselves in a position of conflict of interest between their personal interests and their obligations as administrators.

In the case of an actual conflict of interest, the affected member must divulge to the board of directors, the nature of the conflict before the start of any discussion; abstain from the discussion, from any vote and from influencing the outcome of the vote.

Article 13 : QUORUM AND VOTE

The meetings of the board of directors have a quorum when there is a simple majority (that is 50% plus one) of the board members present. All decisions are also taken by a simple majority.

Article 14 : RESIGNATION OR EXCLUSION

An board member is considered to have resigned when :

- They have submitted a letter of resignation to the executive committee ;
- They have been absent without a valid reason for three (3) official meetings of the board of directors during a year.

An board member is considered to be expelled or excluded when :

- They have been suspended or excluded by a two-thirds majority vote of the board of director as specified in Article 10;
- They have lost their status as a member of the association in accordance with Article 6.

Article 15 : VACANCY WITHIN THE BOARD OF DIRECTORS

If a position within the board of directors becomes vacant during the course of the year the board of directors may, by a resolution passed by a simple majority, designate a new member to fill the vacancy from amongst the eligible voting members of the association for the remainder of the term of the vacant post. However, the subsequent Annual General Meeting must ratify the decision

Article 16 : ELECTION OF A DIRECTOR

Directors are elected during the Annual General Meeting or during any Extraordinary Meeting, by secret ballot, by the voting members of the association, or by acclamation. The terms of 5 directors will expire in even years and the terms of 4 directors will expire in odd years. The length of the terms of office of the directors is two (2) years except in case of vacancies filled in mid-term, in which case it is for the remainder of the original term. Each year, immediately following the AGM, the directors will elect from within their group, the 5 members of the Executive committee. For the first year only, four (4) of the nine (9) elected members of the Board of Directors will serve a one (1) year term. The Board of Directors will determine which members fall into this category.

Candidates for election can advise the association of their intention prior to the AGM. All eligible candidates must be nominated and seconded by a voting member during the AGM. During the AGM, nominations from the floor are accepted.

A member who cannot attend the AGM for the election will not be eligible to be a candidate. Votes and nominations by proxy are not accepted.

Election of directors is conducted as follows :

1. A secretary and a president of election are chosen by the members present. These positions may be filled by persons who are either members or non-members of the association.
2. Nominations

3. Introduction of the candidates to all the members;
4. Closure of the introduction of the candidates ;
5. If there are more candidates than there are available positions, then the members present proceed to vote by secret ballot. Otherwise, the candidates are elected by acclamation. During the election, each voter will write on their own ballot, the names of the four or five preferred candidates, depending on whether the election takes place in an odd or even-numbered calendar year.

The top four or five candidates, depending on the calendar year, who received the largest number of votes, are declared elected. In case of a tie between candidates for the last available spot, a runoff election will be used to determine the eventual winner(s).

Article 17 : MEMBERS OF THE EXECUTIVE COMMITTEE

The members of the executive committee are :

- President
- Vice-President
- Secretary
- Treasurer
- Registrar

Article 18 : FUNCTION OF THE PRESIDENT

- He is the spokesman for the association;
- He is responsible for the relationship between the association and the leagues ;
- He presides at all the meetings of the board of directors and executive committee;
- He is automatically a member of any committee ;
- He is authorized to sign any document which imposes legal or financial obligations upon the association provided that a resolution to that effect has been passed by the board of directors;
- He has the right to cast any deciding vote in case of a tie in a vote of the board of directors and executive committee;

In no case can he make a major decision without the approval of the board of directors

Article 19 : FUNCTION OF THE VICE-PRESIDENT

- Assist the president in the execution of his duties.
- Represent the association in the absence of the president and may be designated as an alternate signing authority with an appropriate resolution by the board of directors;

- Responsible for sponsorship and fund raising activities
- Carries out special projects assigned by the president

In no case can he make a major decision without the approval of the board of directors.

Article 20 : FUNCTION OF THE SECRETARY

- He is responsible for all the books and files of the association ;
- He is responsible for the preparation of meeting minutes and all the correspondence of the board of directors;
- He is empowered to authenticate documents;
- He is in charge of relations with the municipality and all external entities
- He manages all official communications received and sent by the AssociationHe carries out any other mandate conferred on him by the board of directors.

Article 21 : FUNCTION OF THE TREASURER

- He is responsible for all the financial registers of the association ;
- He works to ensure sound financial management (monitors expenses, regularly presents an overview of revenues and expenses to the board of directors, prepares budget forecasts and financial reports);

He co-signs all banking transactions together with the president or the president's delegated representative as authorized by the appropriate resolution by the board of directors.

Article 22 : FUNCTION OF THE REGISTRAR

- To look after the registration of all players and volunteers as required by the association and the various leagues to which the association belongs and to ensure compliance with the Green Book.
- Ensures compliance with the requirements of all the amateur football associations with which the association interacts.

The registrar is responsible for the coordination with the registrars of the different federations and leagues that the association belongs to.

Article 23 : FUNCTION OF THE DIRECTOR AT LARGE (4 POSITIONS)

- Responsible for executing tasks and responsibilities assigned to them by the board of directors. These responsibilities are directly related to the needs of the association and may change from year to year.

Article 24 : DESCRIPTION OF WORKING COMMITTEES

The board of directors may establish any working committee that it considers useful towards achieving the association's objectives and determines its composition.

Each working committee is accountable to the board of directors for its activities and it shall seek the council's approval for its planned work. The president has the privilege to sit on any committee of his choice.

Article 25 : DEVELOPMENT FOOTBALL

This encompasses all the teams within the association at the development level of the sport. Development football comprises of all the teams at the Tykes, Atom, Mosquito and Pee-wee levels

Article 26 : ELITE FOOTBALL

This encompasses all the teams of the association at the competitive level of the sport. Elite football comprises of all the teams at the Bantam, Midget and Junior levels.

Article 27 : FINANCIAL YEAR

The financial year of the association begins on the first (1-st) day of January and ends on the thirty first (31-st) day of December

Article 28 : SIGNATURES

All banking transaction of the association must be signed by the treasurer and the president of the association, or by any other persons designated by the board of directors. All checks shall be signed by two (2) signatures.

No two board members who reside in the same household may have signing authority at the same time.

Article 29 : AMENDMENTS OF THE GENERAL BY-LAWS

The General By-Laws may be modified only by a General Assembly especially convened for that purpose or at the Annual General Meeting. Amendments shall be described in the notice of convocation. All proposed amendments must receive a two-thirds (2/3) majority vote of the cast ballots in order be considered ratified.

Article 30 : DISSOLUTION

Only a General Assembly may vote to dissolve the association by a two-thirds (2/3) majority vote of cast ballots. In such a case, the assembly must also vote on a proposal identifying the organism(s) to which the association's assets would be disposed.