

BRANT AND DISTRICT FOOTBALL CLUB

BY-LAW NO. 1

JANUARY 2010



Mission Statement

To provide youth, who reside in the Brantford and surrounding area, the opportunity to play tackle football and to learn sportsmanship, fair play and the life skills that are needed to succeed. Their skills will be upgraded and opportunities provided for them to continue their football careers through education.

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ARTICLE 1

DEFINITIONS AND REGISTERED OFFICE

1.01

Definitions

In these by-laws and other by-laws of Brant and District Football Club, unless the context otherwise specifies or requires:

- a) “BDFC” is understood to mean the Brant and District Football Club.
- b) “Club” is also understood to mean the Brant and District Football Club.
- c) “By-law” is understood to mean any by-law of BDFC, including any special by-law, that is in force and effect, and may be amended from time to time at an annual general meeting or special meeting of the voting membership.
- d) The singular shall include the plural and the plural shall include the singular. The masculine shall include the feminine also.
- e) “Member” is understood to mean an individual who has been admitted into the membership of BDFC pursuant to Article 3, Section 3.01 – Voting Members of BDFC.
- f) “Board” is understood to mean the Board of Directors of BDFC.
- g) “Executive Director” shall consist of the following positions within the Board of Directors;
President, Vice-President, Treasurer and Secretary
- h) “Director” is understood to mean an individual who has been elected to the Board of Directors of BDFC.
- i) “SOFAL” is understood to mean the Southwestern Ontario Football Association of Leagues.
- j) “OVFL” is understood to mean the Ontario Varsity Football League
- k) “OFA” is understood to mean the Provincial Governing Body, Ontario Football Alliance (formerly Ontario Tackle Football.com)
- l) “Corporations Act” means the Ontario Corporations Act, R.S.O. 1990, Chapter 38, and any statute amending or enacted in substitution therefore, from time to time.
- m) “Policies and Procedures” is understood to mean the written statements contained in the BDFC Policy and Procedure Manual, which governs issues affecting the affairs of the Club and have been considered and approved by the Board of Directors of the BDFC.
- n) All terms defined in the Ontario Corporations Act have the same meaning in this By-Law and all other by-laws and resolutions of the BDFC.
- o) “Chair” is understood to mean any member of the “Executive” that has attended two (2) consecutive meetings prior can request to chair an upcoming monthly meeting. Person acting as chair may only vote to break a tie.
- p) “Interim” is understood to mean the completion of the current term ending at the next Annual General Meeting. Incomplete “Executive” terms will be available at the Annual General Meeting for a one year period in order to keep the “Executive” roll over on a two (2) year schedule.

1.02

Registered Office

The registered head office of the Brant and District Football Club is located at 245 King George Road, Suite 116, Brantford, Ontario, N3R 7Z9. The registered head office shall be in the City of Brantford, in the Province of Ontario and thereafter as the BDFC may from time to time determine by special resolution of the members pursuant to the Corporations Act.

ARTICLE 2 BY-LAWS AND POLICIES

2.01 By-Laws

All members must abide by and act consistently with the by-laws of BDFC. The membership privileges of any member who fails to do so may be revoked. Copies of the by-laws are on file with the BDFC secretary and are available for viewing by any member in good standing of BDFC upon written request to the secretary.

2.02 Amendments

A by-law of BDFC may be amended only by no less than a two-thirds majority vote of all eligible voting members of BDFC in attendance at the annual general meeting or any other special membership meeting called solely for the purpose of considering the amendments.

Any proposed amendments to the by-laws of BDFC must be submitted in writing to the Secretary of BDFC at least twenty-one (21) days prior to the annual general meeting of BDFC and at least twenty-one (21) days prior to any other meeting of the members of BDFC. Any proposed amendments not submitted with proper notice will be put on hold for the agenda of the next meeting of the membership. Under no circumstances will an amendment be considered without the proper advance notice procedures being followed. This is necessary to ensure that the membership of BDFC is properly informed and able to make careful consideration of the proposed amendment(s).

2.03 Special By-Laws

It is understood and allowed by the current by-law that special by-laws may be enacted to comply with changes made by the associations and/or leagues that the BDFC belongs to. These special by-laws may be enacted by a simple majority vote at a regular monthly meeting. The special by-law will be adhered to by the Board until the next annual general meeting, at which point the special by-law must be passed in accordance with Section 2.02 of this By-Law.

2.04 Dissolution

On the winding up or dissolution of BDFC the assets remaining, after all debts have been paid or provisions for their payment has been made, shall be paid, transferred and delivered to one or more sports programs within the City of Brantford, which shall be chosen by the current Board of Directors of BDFC on record.

2.05 Repeal of Prior By-Laws

All prior By-Laws of the BDFC, including the document entitled the "Constitution" of the BDFC, are hereby repealed.

2.06 Proviso

The repeal of all prior By-Laws of the BDFC shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

ARTICLE 3 MEMBERSHIP AND MEETINGS

3.01

Voting Members of BDFC

- a) Parents or guardians of registered player(s), under the age of eighteen (18), of the previous calendar year, to a maximum of two votes per family unit.
- b) Current Board of Directors of BDFC.
- c) A person who has volunteered their time, to a minimum of forty hours, for the betterment of BDFC and has applied in writing thirty (30) days in advance for approval by the Board of Directors for inclusion as a voting member for the current season only.
- d) Registered player, of the previous calendar year, who is eighteen (18) years or older.
- e) Head Coaches, appointed by the BDFC for the previous calendar year.

3.02

Termination of Membership

- a) Membership in the BDFC shall not be transferable and shall terminate upon a member's resignation or death.
- b) Members may resign from the BDFC by submitting a resignation in writing addressed to the Secretary who in turn notifies the appropriate Board members.
- c) Members in good standing shall be those admitted to membership under the provisions of Section 3.01 and who have paid all required fees to the BDFC. Members whose fees are in arrears for a period of three (3) months shall be suspended from membership and not permitted to vote, make nominations or hold office in the BDFC. The Secretary shall inform those concerned of this suspension in writing.
- d) Any member whose conduct is considered by the Board to be contrary to Section 2.01 or to the mission of the BDFC shall be asked by the Board to explain or justify their actions. If these member(s) are unwilling or unable to do so, or the Board finds their explanation insufficient, they shall be asked by the Board to resign from the BDFC. If they do not resign, the Board shall give proper notice of motion to be considered at the next Board meeting requesting the expulsion of these members. A copy of this motion shall be communicated to the member(s) concerned within a reasonable period of time for the person(s) to make a written response. If a response is made, it shall be circulated with the notice of motion. Approval of such a motion shall require a two-thirds majority in a ballot conducted at the meeting. The member(s) concerned shall be invited to attend the meeting and to explain their position before the vote is taken, but cannot be present during discussion of the motion or during the vote.

3.03

Membership Meetings

a) Annual General Meeting

The annual general meeting (AGM) of BDFC shall be held at a date, time and place established by the board of directors. The board shall always attempt to schedule the annual general meeting within the last two weeks of January.

b) Special Membership Meeting

The Board of Directors of BDFC shall at anytime with a two thirds majority vote call a special meeting of the BDFC membership.

3.04

Quorum

A quorum for an Annual General Meeting or Special Membership Meeting shall be a minimum of twenty-five (25) members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time which to adjourn, or to take a recess.

Article 3 – Membership and Meetings

3.05

Membership Meeting Notice

Notice of the Annual General Meeting or Special Membership Meeting shall be given as prescribed in Section 7.11 of this By-Law.

3.06

Voting

- a) All members in good standing of the BDFC pursuant to Section 3.01 shall be entitled to vote at any annual general meeting or special membership meeting. No proxies are permitted. Members must be present in person in order to exercise their voting rights.
- b) If a BDFC member wishes to be nominated and stand for a BDFC Board of Director position, excluding the Executive positions, but he/she cannot attend the proposed AGM meeting date that a letter of intent can be submitted to the BDFC Secretary for inclusion at the time of voting, for such position, with circumstances.

3.07

Business at Annual General Meeting

The business transacted at the annual general meetings of BDFC shall include the following:

- a) Roll call and/or registration of voting members.
- b) Approval of the agenda.
- c) Adoption of the minutes of the previous annual general meeting and of any special membership meeting held since the last annual general meeting.
- d) Report of any unfinished business arising out of the minutes.
- e) Report of the President on behalf of the Board of Directors.
- f) Report of the Treasurer.
- g) Any amendments to the By-Laws.
- h) Dissolution of current Board of Directors of BDFC
- i) Report of the Nominating Committee and election of directors.
- j) The handing of the chair to the newly elected President.
- k) New Business.
- l) Adjournment.

3.08

Business at Special Membership Meeting

The business transacted at the special membership meeting of BDFC shall only include the following:

- a) Roll call and/or registration of voting members.
- b) Report of the President on behalf of the Board of Directors explaining reason for special meeting
- c) Question and Answers period
- d) Any voting requirements
- e) Adjournment.

3.09

Agenda

Each member of BDFC may be provided with a draft agenda and the report of the treasurer at the annual general meeting and or special membership meeting unless it is decided by a simple majority of the board that it would not be feasible.

3.10

Availability of Minutes

Upon request a copy of the minutes of any annual general meeting, special meeting or Board of Directors meeting shall be made available to a voting member by the BDFC secretary. This does not include in-camera minutes.

ARTICLE 4 BOARD OF DIRECTORS

4.01 Eligibility

A Director of the BDFC:

- a) shall be eighteen (18) years of age or older
- b) shall not be an undischarged bankrupt or of unsound mind
- c) shall be a member of the BDFC in good standing at the time of his or her election or appointment
- d) shall remain a member of the BDFC throughout his or her term of office.

4.02 Board of Directors

The board of directors shall manage the affairs of BDFC on behalf of the membership and shall consist of elected Board members as defined in Section five (5) of this By-Law.

- a) A simple majority electing the Board of Directors from the eligible voters at the Annual General Meeting.
- b) A simple majority from the newly elected Board of Directors may appoint vacancies.
- c) Past President is assigned and cannot be voted.

4.03 BDFC Board of Directors Meetings

- a) The Board shall meet at a designated place at such time and date as the President, in consultation with the Board, may determine.
- b) The Board should meet at least once a month.
- c) The President must call a meeting of the BDFC Board of Directors when requested by either:
 - i) A minimum of twenty five (25%) percent of the members on the BDFC Board of Directors
 - ii) Twenty (20%) percent or more of the voting members of the BDFC

4.04 Quorum

A quorum for a meeting of the Board of Directors shall consist of a simple majority of its current elected Board members as defined in Section five (5) of this By-Law.

4.05 Payment

No member of the Board shall be paid in cash for services rendered in his capacity as a director of the BDFC. Any party, including Directors, can and shall be reimbursed for legitimate approved expenses arising from carrying out his or her duties on behalf of the BDFC upon submitting appropriate receipts.

4.06 Declared Vacant

When a member of the Board of Directors fails to attend three (3) consecutive meetings without, in the opinion of the Board, having reasonable cause, or fails to perform the duties allotted to him as a director without just cause, his position on the board may be declared vacant by a simple majority of the remaining directors. A quorum of the Board of Directors may then appoint a qualified member to fill the vacancy until the next annual general meeting provided there is a quorum of directors remaining in office.

Article 4 - Board of Directors

4.07

Terms and Limits of Office

- a) "Executive Director" positions are for a term of two years with the position of President and Treasurer staggered from the position of Vice-President and Secretary. All other positions on the Board of Directors shall be for a one year term. An Executive Director of the BDFC, or any person wishing to run for the Executive, must have served at least one term on the Board of Directors during the three (3) years preceding the election in which they run for any Executive position.
- b) No director shall serve in the same "Executive Director" position for more than three (3) consecutive terms. Once this limit is reached, the director shall be required to take a leave of at least one term from that position. The director may serve in another executive position or as a non-executive director. No director shall hold more than one executive position.
- c) The provision for limits on consecutive terms may only be bypassed by a two-thirds majority vote of the voting members at a meeting where enforcing this provision would result in leaving an executive position vacant.

4.08

Positions on the Board

Members may hold more than one position on the Board of Directors if the BDFC is not able to fill all required positions. Members holding more than one position will be entitled to one vote only.

4.09

Responsibilities of the Board

- a) The Board of Directors has the authority to make decisions effecting the day to day operations of BDFC. The Board of Directors shall govern the BDFC in compliance with the objects, powers, by-laws, policies and procedures of the Club and all applicable laws and regulations.
- b) All Directors shall attend monthly meeting of the BDFC

4.10

Voting Rights and Procedures at Board Meetings

Each Director present at a Board meeting, except the Chair, shall be entitled to one vote. The Chair shall have a vote only in the event of a tie. A majority of votes of the Directors present at a Board meeting shall decide every question. Every question shall be decided by a show of hands unless a secret ballot is demanded by a Director present. A declaration by the Chair that a motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number of votes recorded in favour or against such motion.

4.11

Termination of a Director

- d) **Removal of a Director by Membership**
Provided that notice specifying the intention to pass such a resolution has been given with the notice of meeting, eligible voting members of the BDFC may, by a resolution passed by at least two-thirds of the votes cast at a General Meeting of Members at which a quorum is present, remove any Director before the expiration of his or her term of office, and, by a majority of the votes cast at that meeting, may elect any eligible member in his or her stead for the remainder of his or her term.
- e) **Resignation**
A Director of the Board may resign his or her Directorship by submitting a letter of resignation to the President of the BDFC. In the case where the President chooses to resign, the letter of resignation is to be submitted to the Secretary of the BDFC.

ARTICLE 5
POSITIONS AND DUTIES OF THE BOARD OF DIRECTORS

BOARD OF DIRECTORS EXECUTIVE

5.01

President

- a) Preside as chair at all Annual General Meetings and Special meetings of the membership.
- b) Be ex-officio member of all committees and sub-committees of the board, except in the case where there is a conflict of interest.
- c) Preside as chair of all meetings of the board of directors and, in concert with the board of directors, set the meeting dates. While acting as chair, may only vote to break a tie.
- d) Be the chief spokesperson and representative for BDFC at any public or official function where BDFC is represented, or appoint a designate to act as chief spokesperson as appropriate.
- e) Report to each annual meeting of the membership of BDFC concerning the operations of the BDFC.
- f) Be responsible for appointing people to count and scrutinize any balloting at any meeting of the board of directors or the membership.
- g) Perform such duties as are necessary for the proper conduct of his office as president as well as any duties that may from time to time be determined by the board of directors.
- h) Meet with Parks and Recreation when necessary.
- i) Initiate applications for grants.
- j) Attend any OFA/SOFAL/OVFL/Field Users/Brant Sports Council meetings on behalf of the BDFC, as required. Acting as a liaison between BDFC and the other affiliated clubs, voting in a manner that reflects the Board's wishes.
- k) Chair a subcommittee to develop the budget.
- l) Assign any duties to members to help in fulfilling the position.

5.02

Vice President

- a) Assist the President whenever possible.
- b) Assume the duties and office of the President in his/her absence.
- c) Perform such duties as may be determined from time to time by the Board of Directors.
- d) Member on the Budget subcommittee.
- e) Attend any OFA/SOFAL/OVFL/Field Users/Brant Sports Council meetings on behalf of the BDFC, as required. Acting as a liaison between BDFC and the other affiliated clubs, voting in a manner that reflects the Board's wishes.

5.03

Secretary

- a) Maintain the agenda, and have custody of the official records of BDFC including the insurance documents and all official correspondence.
- b) Keep the official record of all meetings for all directors and members.
- c) Issue copies of all minutes of all meetings to all directors, make a copy of all minutes (except in camera minutes) available to the membership, and maintain BDFC file for membership use as well as a file for the lawyer as required.
- d) Give notice of all meetings of the membership in the manner prescribed by these by-laws.
- e) Be the official correspondent and contact officer of BDFC
- f) Perform such duties as may be determined from time to time by the board of directors.
- g) Update and print the by-laws and policies of BDFC.
- h) Prepare and e-mail previous monthly meeting minutes and new agenda twenty four hours prior to next Board of Directors meeting.
- i) Pick up and deliver mail accordingly.

Article 5 – Positions and Duties of the Board of Directors

5.04

Treasurer

- a) Be the custodian of the books of account and accounting records of BDFC. Required to be kept in a manner acceptable to the board of directors and shall at all times be open to inspection by the board of directors.
- b) Prepare and submit a written monthly financial statement to the board of directors showing receipts and disbursements, the accounts receivable, the accounts payable and the financial position of the BDFC.
- c) Deposit all funds received at the earliest possible convenience after receiving them, in the depositories prescribed by the board of directors.
- d) Provide a written treasurer's report to the membership at the annual general meeting.
- e) Oversee the financial aspects of the activities performed by any other director charged with accepting and/or depositing funds on behalf of the BDFC.
- f) Prepare any financial reports as may be required by government departments.
- g) Follow up on any returned cheques received by BDFC.
- h) Perform such duties as may be determined from time to time by the board of directors.
- i) Responsible for sending out all invoices.
- j) Member of budget sub-committee
- k) Return information to the Fundraising Director regarding sponsorship checks received.

DIRECTORS

5.05

Past President

- a) Advisor to the board.
- b) Perform such duties as may be determined from time to time by the Board of Directors

5.06

SOFAL Director

- a) Attend all SOFAL meetings on behalf of the BDFC board.
- b) Vote at SOFAL meetings in a manner that reflects the BDFC board's wishes.
- c) Be a liaison between SOFAL and the BDFC and keep both parties informed of all pertinent information.
- d) Perform such duties as may be determined from time to time by the board of directors.

5.07

Registration Director

- a) Organize, coordinate and supervise the planning and receipt of all registrations.
- b) Prepare and maintain rosters of the various teams in the various divisions.
- c) Coordinate the weigh-in process of all BDFC players in accordance with the rules set out by the league in which the BDFC is registered.
- d) Coordinate registration.
- e) Collect all registration monies in co-operation with the Treasurer or other individual appointed by the Board.
- f) Prepare team binders.
- g) Make sure necessary money and forms get to OFA secretary on time (liability issue).
- h) Perform such duties as may be determined from time to time by the Board of Directors.

5.08

Concessions Director

- a) Organize, coordinate and purchase all goods for resale of concessions, count money and give deposits to the treasurer in the time set out by the board.
- b) Work with the clothing director to maintain an inventory of clothing.
- c) Perform such duties as may be established from time to time by the Board of Directors.

Article 5 – Positions and Duties of the Board of Directors

5.09

Equipment Director Number 1

- a) Maintain all equipment owned by BDFC.
- b) Help distribute and properly size the equipment to all registered players.
- c) Purchase equipment necessary to field the number of teams registered upon approval of the board of directors.
- d) Maintain equipment room.
- e) Issue and collect equipment with head coaches and team managers.
- f) Keep inventory.
- g) Make up coaches' bags.
- h) Arrange recertification of equipment.
- i) Arrange cleaning and repairs of equipment.
- j) Organize ordering of jerseys.
- k) Perform such duties as may be established from time to time by the board of directors.

5.10

Equipment Director Number 2

- l) Maintain all equipment owned by BDFC.
- m) Help distribute and properly size the equipment to all registered players.
- n) Purchase equipment necessary to field the number of teams registered upon approval of the board of directors.
- o) Maintain equipment room.
- p) Issue and collect equipment with head coaches and team managers.
- q) Keep inventory.
- r) Make up coaches' bags.
- s) Arrange recertification of equipment.
- t) Arrange cleaning and repairs of equipment.
- u) Organize ordering of jerseys.
- v) Perform such duties as may be established from time to time by the board of directors.

5.11

Communications Director

- a) Report all game results to the local media.
- b) Coordinate any press releases or advertisements as may be required to the media, including special events.
- c) Facilitate communications within the Club and direct outside parties to the correct person.
- d) Perform such duties as may be established from time to time by the board of directors.

5.12

Fundraising Director

- a) Coordinate and oversee all fundraising activities of BDFC and report to the Board of Directors.
- b) Attain sponsorships for BDFC
- c) Contact existing sponsors and maintain a contact list showing all parties contacted. Information to be passed to the new 5.12 director upon completion of the term.
- d) Prepare thank you letters.
- e) Organize raffles and draws.
- f) Develop letter for sponsorship, donations, advertising etc.
- g) Perform such duties as may be established from time to time by the Board of Directors.

5.13

Web Site and Program Director

- a) Create and maintain web site.
- b) Screen email inquiries and forward to the appropriate person(s).

Article 5 – Positions and Duties of the Board of Directors

5.14

Spring Football Director

- a) Act as liaison between the BDFC Board of Directors and all Spring Football Teams that the BDFC has established for the current playing year.
- b) Act as liaison between the BDFC Board of Directors and the Spring Football Team's Head Coaches.
- c) Coordinate all operations of Governors (if necessary) , Managers (if necessary), Statisticians (if necessary) with each team's Head Coach assistance, to maintain a required structure based on the requirements of affiliated Spring Football Association that BDFC is a member of or that the BDFC Board of Director's requires.
- d) Be responsible of assuring BDFC representation at all Spring Football affiliated Association's meetings and that voting is in such a manner to reflect BDFC wishes.
- e) Coordinating all schedule home games with the Fields and Referees Director (5.19)
- f) Ensure all forms and monies are submitted to the affiliated Spring League Associations where necessary. Examples are OFA for insurance forms or Team entry fees.
- g) Assist with registration where deemed necessary.
- h) Coordinate with the BDFC Treasurer (**5.04**) to ensure that BDFC policies are followed in regards to registration fees submitted.
- i) Perform such duties as may be established from time to time by the BDFC Board of Directors.

5.15

Assistant Spring Football Director

- a) Assist the Spring Football Director (**5.14**) in performing his/her duties
- b) Perform such duties as may be established from time to time by the BDFC Board of Directors.

5.16

Team Manager/Parent Liaison Director

- a) Act as liaison between the BDFC Fall Football teams managers or guardians and the Board of Directors
- b) Handle distribution and return of all special event tickets.
- c) Prepare and handout parent information.
- d) Prepare and handout team manager information.
- e) Be a Liaison if a team manager is having difficulties.
- f) Make sure that all team managers are fulfilling their duties correctly
- g) Perform such duties as may be established from time to time by the BDFC Board of Directors.

5.17

Special Events Director

- a) Coordinate setup for evaluation camp.
- b) Coordinate Brantford Day.
- c) Coordinate banquets or dances.
- d) Coordinate Extravaganza (opening day) and/or Championship Day if applicable.
- e) Coordinate any special tournaments.
- f) Coordinate registration dates with registrars.
- g) Coordinate Picture Day for both spring and fall seasons.

5.18

Fields and Referees Director

- a) Booking fields.
- b) Coordinating referees.
- c) Coordinating EMS.
- d) Attending field users meetings with the city of Brantford.
- e) Scheduling practice times with all teams.
- f) Coordinating games (times and dates) for all teams.

Article 5 – Positions and Duties of the Board of Directors

5.19

Clothing and Novelty Director

- a) Obtain tenders for clothing and novelty items and report to the Board.
- b) Deal directly with the concession for ordering and maintaining the inventory of clothing and novelties.
- c) Order trophies for all special events.
- d) Pick up and deliver any orders as required by his/her duties.
- e) Design new logo's and or shirt designs and submit to Board.

5.20

Coaches Coordinating Director

- a) Act as liaison between BDFC Football team's coaching staff and the BDFC Board of Directors.
- b) Assist the Spring Football Director (**5.14**) and/or Assistant Spring Director (**5.15**) in all areas concerning the coaching staff of BDFC current year football teams.
- c) Maintain an ongoing BDFC Coaches Log Book documenting all coaches involved in the BDFC football programs.
- d) Surrender the BDFC Coaches Log Book to the BDFC Board of Directors at the end of his/her term.
- e) Handle all complaints received in regards to a BDFC coaching staff member unless a conflict of interest is declared. Document this complaint and action taken in BDFC's Coaches Log Book.
- f) Co-ordinate all NCCP certification or other coaching clinics and keep records of same.
- g) Co-ordinate with Special Events Director (**5.17**) to help run evaluation day.
- h) Help in the ongoing implementation of a BDFC Play book and terminology.
- i) Perform such duties as may be established from time to time by the BDFC Board of Directors.

5.21

Director at Large

- a) Perform such duties as may be determined from time to time by the Board of Directors.

5.22

Change in Number of Directors Positions

The increase or decrease in the number of Board of Director positions may only take place at the Annual General Meeting. Any such change in the number of Directors shall be in compliance with prevailing Ontario laws and regulations.

ARTICLE 6 COMMITTEES

6.01 Establishing Committees

The board of directors may from time to time establish various committees of the board in order to assist the board of directors in carrying out their administrative functions. Nothing in this by-law shall be construed to limit the ability of the Board of Directors and the Membership of the BDFC to abolish or create committees by by-law or from establishing such sub-committees by Directors' resolution as may be desired or required from time to time.

6.02 Duties and Powers of Committees

The board shall specify the duties and powers of each committee appointed.

6.03 Committee Recommendations

Any recommendations of any committee must be approved by a simple majority vote of the Board of Directors.

6.04 Other Duties of Committees

Any and all standing committees may be responsible as well for other duties assigned by a simple majority vote of the Board of Directors.

6.05 Chairing of Committees

The President of BDFC shall appoint a chairman for every standing committee.

6.06 Budget Sub-Committee

- a) A Budget Sub-Committee shall be established at the beginning of each fiscal year.
- b) Members of this sub-committee shall include President, Vice-President, Treasurer and two other members within the Board of Directors.
- c) The two empty positions shall be filled by a simple majority vote by the Board of Directors.
- d) Budget Sub-Committee recommendations must be approved by a simple majority vote of the Board of Directors.
- e) Budget Sub-Committee should meet at least 4 times per year and prepare a report to the following BDFC Board of Directors meeting.

ARTICLE 7 ORGANIZATION AND ADMINISTRATION

7.01

Affiliation

BDFC considers itself to be affiliated with and will at all times act in accordance with the regulations and the by-laws of the recognized Provincial Governing Body. Should a conflict exist between the by-laws of BDFC, BDFC's playing rules, and any other regulations, by-laws or playing rules of the aforesaid organization(s) in which our teams participate, the matter will be referred to a BDFC documentation committee for study and resolution.

BDFC may also be affiliated with one or more organizations within the province of Ontario and/or the City of Brantford and will at all times act in accordance with the regulations and by-laws of these organizations. Should a conflict exist between the by-laws of BDFC, BDFC's playing rules and any other regulations, by-laws or playing rules of these provincial or municipal organizations in which our teams participate, the matter will be referred to a BDFC documentation committee for study and resolution.

7.02

Membership List

- a) The Secretary of the Board shall prepare and maintain a list of current members. This list shall be kept with the Secretary and updated as necessary and made available to all Directors. Such list of members will be used to determine eligibility to attend and vote at any meeting of the membership.
- b) Individuals who are members of the BDFC at least thirty-five (35) days in advance of any General Meeting of the Members of the Club are entitled to notice of and to vote at such General Meeting. Any individual who is not a member at least thirty-five (35) days in advance of a General Meeting is not entitled to notice of or to vote at such General Meeting for which the record date has been established.

7.03

Membership Fees

Registration fees will be established annually by the Budget Sub-Committee, or the "Executive", and resolved by the Board of Directors. Fees for any unexpired term of membership are normally not refundable, but the Board of Directors may, in its sole discretion, grant a request for such a refund in extenuating circumstances. These circumstances will be outlined in the Policy and Procedure Manual.

7.04

Banking

a) **Signing Authority**

All cheques tendered by the BDFC shall be issued and recorded by the Treasurer. All cheques must be signed by two different people (not related) with signing authority, the Treasurer, and countersigned by the President, Vice-President or Secretary. Directors or members with signing authority for BDFC may not be related to the treasurer. The Treasurer shall issue a receipt to evidence any monies received by the BDFC and a duplicate receipt shall be kept and recorded by the Treasurer.

b) **Cheques**

Cheques made payable to any member or director who has signing authority must have these cheques signed by two other signing authorities.

Article 7 – Organization and Administration

7.05

Financial

- a) The fiscal year end of BDFC shall be the thirty-first (31st) day of December.
- b) All purchases over \$350.00, not previously approved by the board of directors through the budget process, must be approved by the board of directors and three quotes should be submitted for comparison.
- c) No member of the BDFC may fundraise for the organization or teams without the approval of the board of directors.
- d) All monies generated through the fundraising efforts of BDFC must be reported to the fundraising director and deposited as soon as possible.
- e) Only bank accounts approved by the board of directors may be opened by the membership from monies collected from BDFC activities.

7.06

Liability and Indemnification of Directors

- a) **Liability**
BDFC and all of its members must abide by and follow all rules set out by our affiliates and the current Provincial Governing Body.
- b) **Indemnification of Directors**
BDFC shall, at all times, maintain indemnity and/or liability insurance covering and protecting Directors and Officers against any and all liability or other obligation which may accrue to them as a consequence of their Directorship or Officership. This Insurance protection shall be maintained in such amounts and levels as the Board of Directors shall from time to time determine.

7.07

Execution of Documents

The Board of Directors may from time to time appoint any Executive Director(s) or any person(s) on behalf of the BDFC, either to sign documents generally or to sign specific documents. The corporate seal of the BDFC, when required, shall be affixed to documents executed in accordance with the foregoing.

7.08

Books and Records

The Board of Directors shall ensure that all necessary books and records of the BDFC required by the by-laws of the Club or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

7.09

Computation of Time

In computing the date when notice must be given under any provision of this By-Law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is included unless otherwise provided.

7.10

Omissions and Errors

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by any Director or member or by the auditor of the BDFC, or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

Article 7 – Organization and Administration

7.11

Methods of giving notice

Whenever, under the provisions of this By-Law of the BDFC, notice is required to be given, such notice may be given using any combination of the following methods. Whenever possible, it is suggested that more than one method be used to ensure that all eligible persons receive notice.

- a) Printed notice in the Brantford Expositor at least twenty-one (21) days prior to the date of the meeting.
- b) Posting of the notice on the BDFC website at least twenty-one (21) days prior to the date of the meeting.
- c) By handout of a printed notice.
- d) By electronic mail.
- e) By postal mail addressed to the person(s) at the address in the records of the BDFC.
- f) Where notice of the meeting is published, handed out, posted on the website and/or electronically mailed to all persons on the membership list of the BDFC at the time the notice is given, it will be deemed to be received generally by the members of the BDFC. The accidental omission to any member or the non-receipt of notice by any member shall not invalidate any resolution passed or any proceedings taken at the meeting.

7.12

Policies and Procedures

- a) A Policy and Procedure Manual shall be maintained to guide in the day to day operations of the BDFC. Notwithstanding any other provision contained in this By-Law, the Board shall have the power to pass without any confirmation or ratification by the members of the Corporation all necessary policies and procedures they deem expedient related in any way to the operations of the BDFC, including but not limited to the conduct of its members, member teams and guests, provided such policies and procedures are not otherwise inconsistent with the Letters Patent of the Corporation or this By-Law.
- b) The BDFC Board of Directors shall at all times endeavour to follow the Policy and Procedure Manual to help in the decision-making process.
- c) Changes, additions or removals of policies shall be decided upon by a two-thirds majority vote of the Board of Directors of the BDFC.
- d) The Policy and Procedure Manual shall be recorded and updated by the BDFC Secretary and is available to all members of the BDFC for review upon written request to the Secretary.

7.13

Confidentiality

Every Director and Executive Director of the Board of the BDFC shall respect the confidentiality of matters brought before the Board of Directors for consideration. Any breach of confidentiality may be grounds for the dismissal of a Director. Confidential matters do not include any matters which are recorded in the minutes of Board of Directors meetings and available for the membership to view. In-camera proceedings ARE confidential and any disclosure of such to persons not in attendance at the proceedings is a breach of confidentiality and will be dealt with immediately upon discovery.

ARTICLE 8 CONFLICT OF INTEREST

8.01

Conflict of Interest

All Directors and Committee members must carry out their duties honestly, in good faith, and in the best interests of BDFC rather than in their own interests. There must be clear procedures for dealing with situations where there is, or appears to be, a conflict of interest.

8.02

Types of Conflict of Interest

- a) A conflict of interest occurs when someone benefits personally in any way from a decision of BDFC. This covers conflicts of interest of Directors and Committee members. It also covers everyone in their households and their relatives.

- b) A conflict of interest can occur when someone in BDFC:
 - makes or takes part in a decision affecting BDFC affairs, and
 - has a financial or other interest in, or gets a benefit from, the result of that decision which the rest of BDFC members do not have, or which only a few other members have.

- b) Examples of conflict of interest are:
 - BDFC signs a contract or votes to do business with a member of BDFC or a company in which they, their household members or relatives, have a financial interest or any stock
 - a BDFC member is involved personally in a disciplinary procedure where they made the complaint or where the board is disciplining a friend, relative, or assistant

This is not an exhaustive list. BDFC Board of Directors shall deal with any conflict or potential conflict on a case by case basis, according to merit.

**ARTICLE 9
EFFECTIVE DATE**

This By-Law shall come into force without further formality upon its enactment after approval by the members of the BDFC as hereinbefore set out.

This foregoing By-Law No. 1 is hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the members of the BDFC at a General Meeting of the Members of the BDFC duly called and held at _____ Lions Park _____ in the City of Brantford, Ontario and at which a quorum was present on the Twentieth day of _____ January _____, 2010__.

Don MacDonald
Chair

Jen Dallaway
Secretary