

# **Constitution and Bylaws of Bulkley Valley Soccer Society**

## **Constitution**

The name of this organization shall be Bulkley Valley Soccer Society, also referred to as 'BVSS' and hereinafter referred to as the "Association".

### ***PURPOSES***

The Association shall have the following purposes:

- a) To promote, develop and administer the game of soccer for ALL players in the Bulkley Valley area.
- b) To represent and act on behalf of its members and assist them to develop and effectively administer youth and adult soccer programs.
- c) To operate without purpose of pecuniary gain to any of its members, such that any surplus of the Association shall be used solely for the purpose of the Association and the promotion of its purposes.

# Bylaws

## **PART 1: AFFILIATIONS**

The Association shall be a member of the British Columbia Soccer Association (“BCSA”) and shall be subject to the rules of the game in declining order of authority of the following governing organizations:

1. FIFA
2. Canadian Soccer Association
3. British Columbia Soccer Association

## **PART 2: INTERPRETATIONS**

- 1) Definitions. In these Bylaws, unless the context otherwise requires:
  - a) “Bulkley Valley” shall mean the Bulkley Valley communities of Houston, Telkwa, Smithers, Hazelton and their surrounding areas;
  - b) “Association” shall mean Bulkley Valley Soccer Society, abbreviated as BVSS;
  - c) “BCSA” shall mean the British Columbia Soccer Association;
  - d) “Board” shall mean the Board of Directors of the Association;
  - e) “Affiliate” shall be defined distinctly from any BCSA definition of a Club or Association and shall mean an organization which, for BVSS leagues, enrolls players, forms teams, and organizes home games and tournaments:
    - i) as directed by BVSS,
    - ii) in accordance with BVSS bylaws and operation policies and procedures, and
    - iii) for a community or communities within a geographic area defined by BVSS;
  - f) “Society Act” shall mean the Society Act of the Province of British Columbia, as amended from time to time;
  - g) “Registered Player” shall mean a person whose application for registration with the Association has been validated by the Registrar for the current playing season;
  - h) “Special Resolution” shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes cast as allowed under these Bylaws;
  - i) “Ordinary Resolution” shall mean a resolution passed in a General Meeting or Annual General Meeting by a simple majority of the votes cast as allowed under these Bylaws; and
  - j) "Handbook" refers to the collection of policies and procedures developed and approved by the Board for the administration and operation of the Association.
- 2) The definitions in the Society Act, on the date these Bylaws become effective, apply to these Bylaws, save and except those that are specified herein.
- 3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

### **PART 3: MEMBERSHIP**

- 1) Membership of BVSS shall be conferred automatically upon:
  - a) one parent or legal guardian of a minor aged player duly registered with the Association, including players enrolled by BVSS Affiliate Associations;
  - b) an adult player, as defined by the age of majority in the province of British Columbia, duly registered with this association.
  - c) other individuals nineteen years of age or older who are active volunteers in BVSS, including but not limited to coaches, referees, and Directors.
- 2) The Active Members of the Association are individuals who become members in accordance with the bylaws and policies of the Association, and have not ceased to be members in good standing.
- 3) Membership shall be annual and shall commence with the registration of the player or first day of active volunteering, and shall cease at the end of the spring player registration period of the next season, or be renewed if registration of the player has been repeated or volunteering continues.
- 4) Every member must uphold the Constitution and comply with these Bylaws.
- 5) Members shall be accorded the following rights where applicable based on membership type:
  - a) to be governed in accordance with the Association's published Constitution, bylaws and rules;
  - b) to participate in Association sanctioned programs as appropriate; and
  - c) to attend and vote, in accordance with the Bylaws, at all General Meetings called by the Association.
- 6) Disciplinary actions will follow BVSS published discipline policy.
  - a) The Directors may, with cause and by majority vote, immediately suspend a member, player, coach or official prior to a hearing for extraordinary circumstances.
  - b) A member that is suspended loses all rights of membership until the suspension has been completed.
- 7) Membership in the Association shall be deemed to have been terminated:
  - a) if the member submits a signed letter of withdrawal to the Association;
  - b) if the member is expelled by the Association; or
  - c) upon his or her death.
- 8) The Board may declare a member to be not in good standing who has failed to pay any debt due and owing by the member to the Association or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the member is not in good standing and loses all rights of membership.

### **PART 4: BOARD OF DIRECTORS**

- 1) The Association shall be governed by a Board which shall consist no fewer than 5 members

- a) These individuals shall be Directors and shall hold the positions of:
  - I. President
  - II. Vice- President
  - III. Treasurer
  - IV. Secretary
  - V. Directors-At-Large
- b) A Director may hold more than one position if needed, but not more than one vote until a director is appointed to fill that position.
- c) The board shall determine the following positions who do not necessarily have to be Directors:
  - i) Registrar
  - ii) Risk Management Officer
- d) A Director shall be nineteen years of age or older and not an undischarged bankrupt.
- e) A Director shall serve for a term of two years, or until his/her successor is elected or appointed.

## 2) Conflict of Interest for Directors

- a) No Director may receive remuneration or other financial benefits for their regular and outlined services to the Association.
- b) If a Director is directly or indirectly involved in a proposed contract or transition with the Club, this conflict of interest must be disclosed in the full extent by themselves, or presented by a committee member, to all Directors present at the meeting.
  - i. Directors involved shall abstain from voting.
  - ii. Approved and completed contracts or transactions shall eliminate the conflict of interest.

## 3) A paid employee of the Association shall be permitted to attend meetings of the Board, at the discretion of the Board, and shall have a voice but no vote at such meetings.

## 4) Director Vacancy

- a) A Director has the right to resign their position by submitting a signed letter of resignation to the Association.
- b) A vacancy on the Board, caused by removal, resignation, incapacity or death, shall be filled by a majority vote of the Board. The successor Director shall hold their incumbent's position until the next AGM.

## 5) Removal of a Director

- a) A Director shall not be removed for arbitrary reasons, but may be removed if:
  - i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
    - A. if she/he becomes incapable of performing the business of the Association;
    - B. if she/he is absent from two or more meetings of the Board without satisfactory reason;
    - C. if she/he is no longer domiciled in British Columbia;
    - D. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
  - ii) the Director has compromised the integrity of the Association due to, but not limited to, any of the following reasons:
    - A. found guilty of an offence under the Harassment Policy of the Association;
    - B. found guilty of an offence involving violence;

- C. failed to properly account for monies or other property belonging to the Association;
- D. found guilty of a criminal offence regardless of whether or not the offence directly affected the Association; or
- E. found guilty of failing to act in accordance with the Conflict of Interest Policy of the Association.

b) Prior to removal of a Director for good and sufficient cause:

- i) the Director may be suspended by vote of the Board;
- ii) the Director must be given the opportunity to present evidence in his/her defence at a hearing of the Board, or if unable to present evidence, the available evidence must in any case be examined at such a hearing;
- iii) all Directors including the Director under review must be given a minimum of fourteen days' notice of the hearing; and
- iv) The decision for removal must be approved by a majority vote of the Directors present at the hearing, excluding the Director under review.

## 6) Duties of Board

- a) The Board shall conduct the business of the Association during the periods between General Meetings of the Association, in accordance with the authority granted to it in the Bylaws of the Association, and using the policies and procedures in the Handbook of the Association.
- b) The Board shall have the duty to ensure that expenditure is maintained at a level that does not exceed reasonably foreseeable income.
- c) Except for those positions elected by the membership of the Association, the Board shall be responsible for the appointment and removal of appointments of all positions within the Association and for determining the duties, authorities and responsibilities of such positions. This shall include volunteer and paid positions within the Association's operations.
- d) The Board may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.

## 7) Duties of Directors

### a) *President*

The President shall preside at all General Meetings of the Association and of the Board. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Association.

### b) *Vice-President*

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

### c) *Treasurer*

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board at least once per quarter; and shall submit an Annual Financial Report to the Annual General Meeting.

d) *Secretary*

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Association's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the membership a notice of each General Meeting; to send out to the Board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the president and vice-president to preside until the immediate election or appointment of a new presiding officer.

e) *Other Director Positions*

The duties of other Director positions shall be determined by the Board.

8) Nominations and Elections

- a) Vacant positions on the Board shall be filled by election at the Annual General Meeting.
- b) Nominations for vacant positions may be made by any member at the Annual General Meeting.
- c) Nominations and elections for vacant positions shall be held in the order of the positions listed in the Bylaws.
- d) Election shall be by secret ballot, and all Directors shall be elected by majority vote, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- e) Director positions not filled at the Annual General Meeting shall be filled by majority vote of the Directors at a subsequent Board meeting.

**PART 5: MEETINGS**

1) Board Meetings

- a) The Board shall meet whenever the President or the majority of the Board deems it necessary, but in any case, shall meet at least once every three months and at least six (6) times per year. Official notice of the time and place of each meeting shall be given by the President or Secretary to all directors at least seven days before the meeting.

Notification shall be by:

- e-mail,
- telephone, or
- any other method determined by the Board.

- a) Voting shall be by show of hands unless a motion is passed requiring a ballot. Any Director, including the President, may make a motion. No seconding of motions is required.

- b) A quorum shall comprise a majority of the Directors. Any question shall be decided by a simple majority of the votes unless otherwise required by these Bylaws.
- c) In the event a quorum is not achieved at the Board Meeting, the meeting may be adjourned for seventy-two hours with official notice of the time and place to all Directors, at which time it will be reconvened with those members who are present.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.
- e) The board may vote on a motion by e-mail. In the event of an e-mail vote, a quorum shall comprise a majority of the Directors, and approval shall be decided by a majority of the voting Directors.

## 2) Annual General Meeting

- a) The Association shall hold its Annual General Meeting no later than November 30 of each year.
- b) The agenda of the Annual General meeting shall include:
  1. Call to Order
    - b. Establish Quorum (with min of 5 directors)
  2. Approval of Agenda
  3. Approval of Minutes of Previous AGM
  4. President's Address
  5. Treasurer's Report
  6. Other Reports (optional)
  7. Amendments to the Constitution and/or By-Laws
  8. Election of Directors
  9. Other Business
  10. Adjournment
- c) Self-Nominations for the Director Positions can be submitted in writing prior to AGM if unable to attend.
- d) For Constitutional and By-law changes a special resolution vote (two-thirds majority) is needed.

## 3) Special General Meeting:

- a) may be called by the Board by its own motion, or
- b) shall be called by the Board upon receipt of a written request submitted to the Association by registered mail, certified mail, courier service, hand delivery, or e-mail, signed by members representing not less than ten per cent of the voting membership, setting out the items of business to be conducted at the Special General Meeting.
- c) is called for when the Constitution or By-law's need to be changed or amended outside of the AGM.
- d) when financial decisions are above \$10,000.00 and are outside of the year's approved regular budget.
- e) The Special General Meeting shall be held within twenty-one days of receipt of the written request from the members.
- f) may be held at a set date provided that a 14-day notice is given to the membership
- g) Only the business set out in the notice to the Special General Meeting shall be considered.
- h) if no notice is given prior to the meeting, the item must be tabled until the next scheduled regular meeting.

#### 4) Voting at General Meetings:

- a) At Annual General Meetings and Special Meetings an Active Member shall have one vote.
- b) Voting by proxy is not allowed.

#### 5) *Crisis Management:*

- a) The Directors shall have the power to make safety and/or all financial decisions under emergency situations.

### **PART 6: COMMITTEES**

- 1) The President or the Board may establish a standing committee or special committee to carry out specific business or programs of the Association.
- 2) The board may elect a representative(s) for specific external committees which have an importance with the Association's activities or programs.
- 3) The purpose of the Associations' committees and the representative(s) on external committees is to inform, present and recommend a course of action for the Association's board meeting proceedings.

### **PART 7: PROCEDURES GOVERNING MEETINGS**

All meetings of the Association shall be conducted in person or via video/ teleconferencing and in accordance with the most recently published Robert's Rule of Order except as may be otherwise stipulated in these Bylaws or other Rules and Regulations of the Association.

### **PART 8: BY-LAWS AND AMENDMENTS**

- 1) Bylaw revision or amendments may be
  - a) proposed by the Board, or
  - b) submitted to the Association in writing by a member at least twenty-one days prior to the Annual or a Special General Meeting of the Association.
- 2) Bylaw revision or amendments must be approved by Special Resolution vote (adopted by a two-thirds vote with previous notice) at a General or Special Meeting of the Association.
- 3) All members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification may be by e-mail or other means and shall be made a minimum of fourteen days prior to the meeting called for that purpose.

### **PART 9: RULES AND REGULATIONS**

- 1) The Association shall maintain a Handbook of Policies and Procedures for its operation, as well as Rules and Regulations for the administration of the game of soccer within the Association.
- 2) Amendments to the Handbook, or the Soccer Rules and Regulations, may be made by the Directors at a Board meeting, or by an Ordinary Resolution passed at a General Meeting.

## **PART 10: INDEMNITY**

With the approval of the Supreme Court of British Columbia, the Board shall cause the Association to indemnify a Director, officer, former Director or former officer of the Association or of a corporation of which the Association is or was a shareholder, and his or her heirs and personal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Association or a Director or officer of such corporation, including any action brought by the Association or any such corporation, if:

- 1) he or she acted honestly and in good faith, with a view to the best interests of the Association or such corporation of which he or she is or was a Director; and
- 2) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

## **PART 11: FINANCE**

Financial Statements shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.

- 1) The Financial Statements of the Association shall be reviewed annually by a licensed CPA.
- 2) The Financial Statements of the Association and the review engagement report, for the most recently completed fiscal year, shall be presented, with written copy circulated, at the Annual General Meeting.
- 3) A budget for the following fiscal year shall be prepared by the Treasurer and presented for approval at the Annual General Meeting. The budget shall include all proposed registration fees.
- 4) The Directors may, with the authority of a Special Resolution passed at an Annual General Meeting or a Special General Meeting called for this purpose,
  - a) borrow money upon the credit of the Association, or
  - b) limit or increase the amount to be borrowed.
- 5) The fiscal year end will be as determined by the Board.

## **PART 12: DISPUTE RESOLUTION**

- 1) The Association shall adhere to the Dispute Resolution process as published and approved by BVSS from time to time.
- 2) Any member of the Association may initiate the Dispute Resolution process by communicating in writing to the Association, the nature and facts of the dispute. BVSS, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 3) The Dispute Resolution process shall not be used for game discipline, which follows the normal discipline and appeals process.

- 4) The Association shall make available to any member a copy of the Dispute Resolution process when requested.
- 5) The member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation.

### **PART 13: POLICIES**

- 1) The Association shall maintain policies that are consistent with the published and approved policies of the BC Soccer. The Association may set such additional policies as determined from time to time by the Board.
- 2) The policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Association.
- 3) The Association shall make available to any member a copy of the Association's policies when requested.

### **PART 14: APPEALS**

- 1) Any registrant directly affected by a decision of the Association may appeal such decision.
- 2) The denial or termination of membership in the Association may be appealed by a non-registered individual.
- 3) An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Association's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.
- 4) An individual shall not be entitled to appeal a decision made by the Association regarding a player's team assignment on any Club, District, or Regional team.

### **PART 15: DEFINITIONS/TERMINOLOGY**

Terminology used in these Bylaws shall have the same meaning as used by BC Soccer in its constitution, bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

### **PART 16: NON-PROFIT**

The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purpose.

This clause was previously unalterable.

### **PART 17: DISSOLUTION**

Upon winding up or dissolution of the Society, the assets which remain after the payment of all costs, charges and expenses properly incurred in winding up, including the remuneration of a liquidator and, after payment to all employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall subject to the provisions of the Societies Act, be distributed to a charitable organization (or organizations) in Canada, registered under the provisions of the Income Tax Act, which shall be designated by the Board of Trustees. Any of such assets remaining which had

originally been provided for specific purposes, shall, whenever possible be distributed to a charitable organization registered under the provisions of the Income Tax Act, carrying on work of a similar nature to such specific purposes.

This clause was previously unalterable.