

# KILLARNEY YOUTH SOCCER ASSOCIATION BYLAWS

## PART 1: AFFILIATIONS

The Club shall be a Member of the VYSA, which is a member of the BCSA and shall be subject to the published Bylaws, Rules, Regulations and Policies in declining order of authority of the following governing organizations:

- 1) Fédération Internationale de Football Association (“**FIFA**”)
- 2) The Canadian Soccer Association (“**Canada Soccer**”)
- 3) BCSA
- 4) VYSA

## PART 2: INTERPRETATIONS

- 1) Definitions.

In these Bylaws, unless the context otherwise requires:

- a) “**Act**” shall mean the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time;
- b) “**Active Member**” shall mean an individual who becomes and remains an active member in good standing in accordance with these Bylaws;
- c) “**BCSA**” shall mean the British Columbia Soccer Association;
- d) “**Bylaws**” means these bylaws as altered from time to time;
- e) “**Board**” shall mean the Board of Directors of the Club;
- f) “**Club**” shall mean the Killarney Youth Soccer Association;
- g) “**Constitution**” means the constitution of the Club as altered from time to time;
- h) “**Directors**” shall mean the directors of the Club;
- i) “**Family Member**” means the parent or legal guardian aged 19 or older;
- j) “**Life Member**” shall mean a person who becomes and remains a life member in accordance with these Bylaws;
- k) “**Member**” means both an Active Member and a Life Member;
- l) “**Ordinary Resolution**” shall mean a resolution passed in a meeting of the members by a simple majority of the votes cast as allowed under these Bylaws;

- m) **“Playing Season”** is a 12-month period starting July 1 and ending June 30 the following year during which a membership is activated for the fall/winter season;
  - n) **“Registered Player”** shall mean a person under the age of 18 at the time of registration whose application for registration with the Club has been validated by the Registrar for the current Playing Season;
  - o) **“Special Resolution”** shall mean a resolution passed in a meeting of the members by a majority of not less than two-thirds of the votes cast as allowed under these Bylaws;
  - p) **“Team”** shall mean a soccer team with not less than eleven registered players, (except for small sided teams that may not have less than 6 players) plus Team Officials, whose application for affiliation has been validated by the Registrar or designate for the current Playing Season;
  - q) **“Team Official”** shall mean a volunteer coach, assistant coach or manager registered with VYSA in accordance with applicable rules and regulations, and affiliated with a valid Team in the current Playing Season; and
  - r) **“VYSA”** shall mean the Vancouver Youth Soccer Association, which is a member of the BCSA.
- 2) The definitions in the 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) The Members of the Club are the applicants for incorporation of the Club, and those individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be Members in good standing.
- 2) An individual may apply for membership in the Club and upon acceptance by the Club pursuant to the terms of this Part 3, becomes a Member.
- 3) Every member must uphold the Constitution and comply with these Bylaws.
- 4) There shall be two (2) classes of membership: Active Members and Life Members.

#### **ACTIVE MEMBERSHIP**

Membership as an Active Member shall be open to the following individuals during a Playing Season, as approved by the Board at its discretion:

- a) Team Officials to a maximum of one (1) per Team; and
- b) A Family Member of each Registered Player as designated at the time of registration. If not designated at the time of registration then there shall be no Active Member associated with such Registered Player. For the purposes of clarification, only one (1) Family Member may exercise the

right of membership for a Registered Player under the age of 18. If there is a dispute between Family Members over the membership of such a player, the Family Member having the daily care and control of the child will be deemed to be the Active Member.

Each Active Member shall be entitled to receive notice of, to attend and to vote at all meetings of the Members of the Club.

Where one family has more than one player Registered Player, a single designated Family Member shall represent all such players and shall be able to cast a single vote under these Bylaws. No person shall have more than one (1) vote.

#### LIFE MEMBERSHIP

The Board may confer an Life Membership upon a person who has rendered valuable service to the Club. Life Members are afforded all rights of membership and shall have a voice but no vote at meetings of the Members of the Club.

#### 5) Membership Fees

The annual membership fees for Active Members shall be set by the Board. All Active Members shall be subject to fees. Life Members shall not be subject to any fees.

#### 6) Approval of New Members

An individual may be accepted as an Active Member upon:

- a) submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board; and
- b) obtaining the approval of the Board.

#### 7) Membership Renewal

- a) An Active Member shall cease to be a member of the Club at the end of each Playing Season.
- b) An Active Member's membership shall only be renewed by completing the required registration documentation for a Registered Player and the payment of any fees on an annual basis.

#### 8) Rights of Active Members

Active Members shall be accorded the following rights where applicable based on membership type:

- a) To be governed in accordance with the BCSA, the VYSA and the Club's published Constitution, bylaws and rules;
- b) To participate in the BCSA sanctioned competitions and tournaments;
- c) To participate in the BCSA sanctioned programs such as player, coach and referee development;
- d) To participate in the BCSA, the VYSA and Club sanctioned programs;
- e) To attend and vote, in accordance with the Bylaws, at all meetings of the Active Members called by the Club; and
- f) To participate in the BCSA Insurance Plan.

## 9) Discipline of a Member

- a) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with the VYSA and in the case that the rules of the VYSA are silent, the BCSEA's published rules.
- b) The Board may, with cause, immediately suspend a Member prior to a hearing in extraordinary circumstances, as determined by the Board.
- c) The Members may discipline or remove a Member by Special Resolution at a meeting of the Members, provided the meeting notice states the proposed reasons for the discipline or removal, and the Member is provided with an opportunity to be heard at the meeting either orally or in writing.
- d) A Member that is suspended loses all rights of membership until the suspension has been completed.

## 10) Termination of Membership

Membership in the Club shall be deemed to have been terminated:

- a) If the Member submits a signed letter of withdrawal to the Club,
- b) If the Member is expelled by the Club as set out below,
- c) If the Member dies,
- d) If the Active Member is not in good standing for a period of six months; or
- e) If the Active Member fails to renew annual membership in accordance with the Bylaws.

## 11) Expulsion of Members

The Board may expel any Member by a majority of not less than two-thirds of the votes cast. The notice to the Board of the motion to expel must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed expulsion must be given an opportunity to be heard at the meeting of the Board the resolution is to put to a vote at.

## 12) Members Not in Good Standing

The Board may declare an Active Member to be not in good standing who has failed to pay the current annual membership fee, if any, or any other subscription or debt due and owing by the member to the Club or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the Active Member is not in good standing and loses all rights of membership.

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

1) The Club shall be governed by a Board which shall consist of at least but not limited to 5\_ individuals.

a) These individuals shall hold the positions of:

Required as Directors

- i) President and Chair
- ii) Vice-President and Vice Chair
- iii) Treasurer
- iv) Secretary

- v) Director-At-Large, one or more positions

Required as positions, not necessarily Directors

- i) Registrar
- ii) Risk Management Officer

- b) A director may hold more than one office, except President/Chair and Vice-President/Vice Chair.
- c) The offices of Treasurer and Secretary may be held by one person who is known as the Treasurer/Secretary.
- d) In the absence of a Secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
- e) A director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
- f) A director shall serve for a term of two (2) years based on staggered terms below or until his or her successor is elected or appointed.

2) A paid employee or other volunteer of the Club shall be permitted to attend meetings of the Board, as appropriate (at the discretion of the Board), and shall have a voice but no vote at such meetings.

3) After these Bylaws have been approved, one half of the Directors should be elected on alternating years.

4) Director Resignation and Vacancy

- a) A director has the right to resign their position by submitting a signed letter of resignation to the Club.
- 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 for the remainder of the term being filled or until the next annual meeting of the Members, whichever comes first.

5) Removal of Director

- a) A director shall automatically be removed from their position if they cease to be qualified as set out in the Act or these bylaws.
- b) A director may only be removed from their position by resolution of the Board if:
  - i) they become incapable of performing the business of the Club;
  - ii) they become, or are discovered to be, an undischarged bankrupt;
  - iii) they are absent from two (2) or more regularly scheduled meetings of the Board in a Playing Season without satisfactory reason;
  - iv) they are no longer domiciled in British Columbia;
  - v) they have failed to properly account for monies or other property belonging to the Club;
  - vi) they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club; or
  - vii) they have been found guilty by the BCSA of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy of the BCSA.

Such removal shall require the Board to give to all Board members, including the subject director, of a minimum of 14 days' notice of a hearing to consider the removal of a director. The subject director shall be given an opportunity to present evidence at the hearing. The decision to remove a director must be passed by a minimum two-thirds (2/3) majority vote of the directors present at the meeting.

- c) A director may be suspended for good and sufficient cause provided:
  - i) the director is given the opportunity to present evidence in their defense at a hearing of the Board;
  - ii) all directors including the director under review are given a minimum of fourteen (14) days' notice of the hearing; and
  - iii) the decision must be made by a minimum two-thirds majority vote of the members of the Board present at the hearing.
- d) A director may be removed by the membership provided:
  - i) the director is given the opportunity to present evidence in their defense at the next duly constituted meeting of the Members;
  - ii) all Members will be given a minimum of thirty (30) days' notice of this agenda item prior to the Members' meeting; and
  - iii) the decision to remove a director must be passed by a minimum two-thirds majority vote of the Members present at the meeting.

#### 6) Conflict of Interest and Standards of Conduct

The directors and Team Officials of the Club shall adhere to the BCSA's Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the procedure for disclosure and recordation of conflicts as set out in the Act.

#### 7) Duties of Board

- a) The Board shall conduct the business of the Club during the periods between meetings of the Members of the Club and in accordance with the authority granted to it in these Bylaws.
- b) The Board shall be responsible for the appointment and removal of appointments of all positions within the Club except for those positions elected by the membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations.
- c) 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.

#### 8) Duties of Directors

##### a) President and Chair

The President shall preside at all meetings of the Members of the Club and meetings of the Board. The President shall: be an 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, and staff; and shall be the official spokesperson for the Club. The President has no authority to act unless directed to do so by the Board.

##### b) Vice-President and Vice-Chair

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 Club; shall report to the Board at least once per quarter; and submit an annual financial report (including budget) at annual meetings of the Members.

e) 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 Club'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 meeting of the Members; send out to the Board notice of each meeting of the Board; 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, preside until the immediate election or appointment of a new presiding officer.

f) Other Director Positions

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

9) Nominations and Elections

- a) Nominations for positions on the Board may be made by any member at the annual meeting of the members.
- b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
- c) Election shall be by secret ballot unless otherwise indicated at the beginning of the meeting, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- d) All directors shall be elected as follows:
  - i) The President and Chair shall be elected by majority vote. In the event no candidate receives a majority vote, the candidate with the least votes shall be dropped from the ballot and another vote shall be held. The voting process will continue in this manner until one person has the majority vote.
  - ii) The Vice President and Vice Chair shall be elected by majority vote. In the event no candidate receives a majority vote, the candidate with the least votes shall be dropped from the ballot and another vote shall be held. The voting process will continue in this manner until one person has the majority vote.
  - iii) The Treasurer shall be elected by majority vote. In the event no candidate receives a majority vote, the candidate with the least votes shall be dropped from the ballot and another vote shall be held. The voting process will continue in this manner until one person has the majority vote.
  - iv) The Secretary shall be elected by majority vote. In the event no candidate receives a majority vote, the candidate with the least votes shall be dropped from the ballot and another vote

shall be held. The voting process will continue in this manner until one person has the majority vote.

v) A majority of the votes cast shall be required to elect the remaining directors.

10) Authority of President and Chair. The President or Chair shall speak on behalf of the Club based on the direction of the Board.

11) Only 2 Team Officials and/or Active Members from each Team may hold a position on the Board.

## **PART 5: MEETINGS**

### 1) General or Special Meetings

- a) An official notice of each meeting of the Members shall be given to all members at least 14 days before the meeting is to be held, at such place, and at such date as the Board may determine. Such notification shall be by:
  - i) Email address provided at time of registration by the Active Member;
  - ii) And/or website notice.
- b) A quorum shall be those present at a duly constituted general or special meeting of the Club or a minimum of three (3) voting members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
- c) In the event a quorum is not achieved at the general or special meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those voting members who are present.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.
- e) Voting at General Meetings
  - (i) Each Active Member shall have one (1) vote.
  - (ii) No person shall have more than one (1) vote.
  - (iii) Voting by proxy is not allowed.

### 2) Annual General Meeting of Members

The Club shall hold its annual general meeting of the members no later than **June 30** of each year. The agenda of the meeting shall include:

1. Roll Call;
2. Credentials Report;
3. Minutes of Previous annual general meeting of the Members;
4. President's (Chair's) Address;
5. Officers' Reports;
6. Treasurer's Report;
7. Auditor's Report (if applicable);
8. Appointment of Auditors (if applicable);
9. Other Reports;
10. Unfinished Business;
11. Amendments to the By-Laws (if applicable);
12. Election of Officers and Directors;
13. Any Other Business; and
14. Adjournment.



### 3) Requisitioning a Special Meeting of Members

- a) A special meeting of the Members of the Club:
  - i) may be called by the Board by its own motion, or
  - ii) shall be called by the Board upon receipt of a written request submitted to the Club by registered mail or certified mail, signed by Active Members in good standing and entitled to vote representing not less than ten per cent (10%) of the voting membership
- b) The special meeting of Members shall be held within twenty-one (21) days of receipt of the written request from the Active Members.
- c) Only the business set out in the notice to the special meeting shall be considered.

### 4) Board Meeting

- a) The Board shall meet whenever the chair deems it necessary, or is instructed to do so by a majority of the Board, but in any case shall meet at least once every two (2) months. The Board shall meet at least **six (6)** times per year. Notice of the time and place of each meeting shall be given by the President and Chair or Secretary to all directors at least seven (7) days before the meeting is to be held.
- b) A majority of the members of the Board shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

## **PART 6: COMMITTEES**

The membership at any meeting of the Members, or the Board at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

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

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

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

- 1) Bylaw amendments may be proposed by the Board, or submitted by an Active Member to the Club in writing at least forty-five (45) days prior to a meeting of the Members, and approved by Special Resolution at a meeting of the Members where notice of the proposed amendments has been given.
- 2) All members shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of seven (7) days prior to the meeting called for that purpose.

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

- 1) The Club shall have Rules and Regulations for the operation and administration of the game of soccer within the Club.

- 2) Amendments to the Rules and Regulations may be made by a majority vote of the Board or the voting Members at a meeting of the members. If the Rules and Regulations are amended by the Board, the amendment shall be presented for ratification at the next general or special meeting of the Members. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

## **PART 10: INDEMNITY**

- 1) In this Part, “**eligible party**” has the same meaning as in the Act.
- 2) Indemnification. Subject to the provisions of the Act, the Club will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within the Club:
  - a) is or may be joined as a party to such legal proceeding or investigative action; or
  - b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
- 3) Advancement of Expenses. To the extent permitted by the Act and these Bylaws, all costs, charges and expenses reasonably incurred by an eligible party with respect to any legal proceeding or investigative action may be advanced by the Club prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.
- 4) Indemnification Prohibited. Notwithstanding the above, the Club shall not indemnify an eligible party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:
  - a) has already been reimbursed for such expenses;
  - b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
  - c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Club or subsidiary; or
  - d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.
- 5) Non-compliance. The failure of an eligible party to comply with the provisions of the Act, of the constitution, or these bylaws will not invalidate any indemnity to which he or she is entitled to under this Part.
- 6) Deemed Contract. Every eligible party on being elected or appointed will be deemed to have contracted with the Club upon the terms of the foregoing indemnities.

## **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 Club shall be reviewed annually with a Notice to Reader by a licensed CPA.
- 2) The annual Financial Statements of the Club and the independent review report (when prepared for the prior fiscal year) shall be presented at the annual meeting of the Members. The annual Financial Statements of the Club and the independent review report (when prepared for the prior fiscal year) shall be distributed to membership at least 10 days before the annual meeting of the Members.
- 3) A budget for the following fiscal year shall be prepared by the Board and presented for approval at the annual meeting of the members. The budget shall include all proposed fees.
- 4) The Board of Directors may not cause the Club to be indebted or encumbered without seeking the prior approval of the membership, and obtaining prior approval by Special Resolution.
- 5) Signing officers for financial accounts and executing contracts on behalf of the Club shall be a minimum of two (2) directors.
- 6) The fiscal year end will be as determined by the Board.

## **PART 12: DISPUTE RESOLUTION**

- 1) Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the VYSA, the BCSA, Canada Soccer, Confederation of North, Central America and Caribbean Association Football, or FIFA, as applicable.
- 2) The Club shall adhere to any dispute resolution process as published and approved by the VYSA and in the case that the rules of the VYSA are silent, the BCSA, from time to time (the “**Dispute Resolution**” process).
- 3) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the VYSA, with a copy to the Club, the nature and facts of the dispute. The VYSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 4) The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the Club, any applicable Youth District Association or the BCSA.
- 5) The Club shall make available to any Member a copy of the Dispute Resolution process when requested.
- 6) The Member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. the BCSA and the Club support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

## **PART 13: POLICIES**

- 1) The Club shall maintain policies that are consistent with the published and approved policies of the BCSA. The Club 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 Club.

- 3) The Club shall make available to any member a copy of the Club's policies when requested.

#### **PART 14: APPEALS**

- 1) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision.
- 2) The denial or termination of membership in the Club may be appealed by a non-registered individual or organization.
- 3) A decision of the Club may be appealed to the VYSA, to be conducted in accordance with the VYSA's published rules. A decision of the VYSA may be further appealed to the BCSA, to be conducted in accordance with the BCSA's published rules. A decision of the BCSA may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules.
- 4) 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 Club's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.
- 5) An individual shall not be entitled to appeal a decision made by the Club 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 the VYSA and the BCSA in its constitution, bylaws and published rules. In the case of a conflict between definitions, the definition used by the BCSA shall govern.

#### **PART 16: DISSOLUTION**

In the event of winding up or dissolution of the Association, the funds and assets of the Association remaining after payment of all cost, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization providing soccer programs for children and youth in the City of Vancouver. This provision was previously unalterable.