


CAROL PREST

Williams Lake Youth Soccer Association

Constitution

NAME

The name of this organization shall be Williams Lake Youth Soccer Association, hereinafter referred to as WLYSA.

OBJECTIVES

The Association shall have the following objectives:

- a) To promote, develop and administer the game of soccer at the Club level.
- b) To maintain membership in good standing with the British Columbia Soccer Association, hereinafter referred to as BCSA, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.
- c) To maintain membership in good standing with the Cariboo Youth Soccer Association, herein after referred to as CYSA, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.
- d) To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs.
- e) To operate without purpose of pecuniary gain to any of its members and any surplus of the Association shall be used solely for the purpose of the Association and the promotion of its objectives.

DISSOLUTION

Upon dissolution of the Association, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the members of the Association at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

Williams Lake Youth Soccer Association

Bylaws

ARTICLE 1: AFFILIATIONS

The Association shall be a Member of the British Columbia Soccer Association (BCSA) and shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:

1. FIFA
2. The Canadian Soccer Association
3. BC Soccer Association
4. Cariboo Youth Soccer Association

ARTICLE 2: INTERPRETATIONS

1)

- a) In these Bylaws, unless the context otherwise requires:
 - i. “Club” shall mean the Williams Lake Youth Soccer Association;
 - ii. “Youth District” shall mean the Cariboo Youth Soccer Association;
 - iii. “Directors” shall mean the directors of the Williams Lake Youth Soccer Association;
 - iv. “*Society Act*” shall mean the *Society Act* of the Province of British Columbia as amended from time to time in force;
 - v. “Registered Address” of a member shall mean the address as recorded in the register of members;
 - vi. “Active Member” shall mean a club and/or individual which becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active member shall have the right to vote as set out in these Bylaws;
 - vii. “Life Member” shall mean a person who becomes and remains a Life Member in accordance with these Bylaws. A Life Member shall have a voice but no vote at General meetings of the Association;
 - viii. “Team” shall mean a soccer team with not less than eleven registered players, (except for mini 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, or as determined by the Williams Lake Youth Soccer Association Executive;

- ix. "Registered Player" shall mean a person whose application for registration with the Association has been validated by the Registrar for the current playing season;
- x. "Board" shall mean the Board of Directors of the Association, also referred to as the "Executive";
- xi. "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;
- xii. "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.

b) 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.

2) 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.

ARTICLE 3: MEMBERSHIP

- 1) The Active Members of the Association are the applicants for incorporation of the Association, 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 Association and upon acceptance by the Association becomes a member.
- 3) Every member must uphold the Constitution and comply with these Bylaws.
- 4) There are two (2) classes of Membership (Active and Life):

ACTIVE MEMBERSHIP

Active Membership shall be open to the following individuals:

- a. An adult player, as defined by the age of majority, duly registered with this Association
- b. One parent or legal guardian of a minor aged player(s) duly registered with this Association

LIFE MEMBERSHIP

The Board of Directors may confer a Life Membership upon a person who has rendered valuable service to the Association; Life Members are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the Association.

Nominations for Life Membership must be submitted in writing to the Board of Directors detailing the service for which the honour should be bestowed, and signed by a member in good standing.

5) Membership Fees

The annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a General Meeting of the Association.

6) Approval of New Members

An individual may be accepted into Active Membership upon:

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

7) Membership Renewal

- a) Membership shall cease at the end of each playing season (as defined by BCSA)
- b) Individual Membership shall only be renewed by completing the required registration documentation 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 BC Soccer, the Respective Governing Body and the Club's published Constitution, bylaws and rules,
- b) To participate in BC Soccer sanctioned competitions and tournaments,
- c) To participate in BC Soccer sanctioned programs such as player, coach and referee development,
- d) To participate in BC Soccer, the Respective Governing Body and Club sanctioned programs,
- e) To attend and vote, in accordance with the Bylaws, at all meetings of the members called by the Club, and
- f) To participate in BC Soccer 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 BCSA's published rules.
- b) The Board of Directors may, with cause, immediately suspend a Member prior to a hearing for extraordinary circumstances.

- c) A Member that is suspended loses all rights of Membership until the suspension has been completed.

10) Termination of Membership

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
- c) If the Member fails to renew annual Membership in accordance with the Bylaws.

11) Members Not in Good Standing

The Board of Directors may declare a Member to be not in good standing who has failed to pay the current annual membership fee, or any other subscription or 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.

ARTICLE 4: BOARD OF DIRECTORS

- 1) The Association shall be governed by a Board of Directors which shall consist of a minimum of five (5) and a maximum of ten (10) individuals who are currently residents of the Province of British Columbia and have been residents of British Columbia for a minimum of six months preceding the election.

- a) The Board of Directors shall consist of:

- i. President or Chair
- ii. Vice-President or Vice-Chair
- iii. Treasurer
- iv. Secretary
- v. Director-At-Large (one or more positions)

The following positions are also required and report to the Board; however, they are not Director positions unless specifically assigned to a Director as listed above.

- i. Registrar
- ii. Risk Management Officer

- b) A Director may hold more than one portfolio

- c) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.

- d) A Director shall serve for a term of two (2) years or until the individual's successor is elected or appointed.

- i. In even calendar years, the President, Secretary, and one director shall be elected;

- ii. In odd calendar years, the Vice President, Treasurer, and one or more directors shall be elected;
- 2) Election into office as a director of the Association under these terms shall be held at the Annual General meeting of the Association each year.
- 3) A paid employee of the Association or any of its subordinate bodies may not hold a position on the Board of Directors of that Association.
- 4) Director Vacancy
 - a) A Director has the right to resign their position by submitting a signed letter of resignation to the Association.
 - b) The Club Board shall notify its members of any vacancy that may occur on the Board and such vacancy may be filled at the earliest opportunity determined by the Club Board, but within a period of sixty (60) days.
 - c) If the office of a Director shall become vacant for any reason, with less than ninety (90) days remaining during the individual's term of office, the Board may either;
 - (a) Appoint a new Director to serve in the individual's stead until the next ensuing Annual General Meeting;
 - Or
 - (b) Leave the position vacant until the next ensuing Annual General Meeting.
 - d) If the office of the President shall become vacant for any reason during the individual's term of office, the Vice President shall succeed the individual as President and the Board of Directors shall appoint a new Vice President from within the Board.
- 5) Removal of Director
 - a) No Member of the Board of Directors shall 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 the individual becomes incapable of performing the business of the Association
 - b. if the individual is absent from three (3) or more meetings of the Board without satisfactory reason
 - c. if the individual is no longer domiciled in British Columbia
 - d. if the individual 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. if the individual has been found guilty of an offence under the Harassment Policy of BCSA
 - b. if the individual has been found guilty of an offence involving violence under the Discipline Policy of BCSA

- c. if the individual has failed to properly account for monies or other property belonging to the Association
 - d. if the individual has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association
 - e. if the individual has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSA
 - iii) A Member of the Board of Directors may be suspended for good and sufficient cause provided:
 - a. The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
 - b. All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing;
 - c. The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing.
 - iv) A Member of the Board of Directors may be removed for good and sufficient cause provided:
 - a. The Director is given the opportunity to present evidence in their defense at the next duly constituted General Meeting;
 - b. All Members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting
 - c. The decision must be a two-thirds (2/3's) majority vote of the Members present at the General Meeting
- 6) Conflict of Interest and Standards of Conduct
- a) Directors and Officers of the Association must not only be free of conflict of interest but must also appear not to be in a conflict of interest;
 - b) On election to the position of a Director of the Association the newly elected Director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential Conflict of Interest and periodically thereafter update such disclosure;
 - c) A director of the Association shall not permit their own interest to conflict in any way with their fiduciary responsibilities to the Association;
 - d) A Director of the Association shall not benefit directly or indirectly from any transaction with the Association, unless it is to clear advantage of the Association as determined by the Board of the Association;
 - e) A Director of the Association shall declare a conflict of interest and abstain from discussion or voting on any matter relating specifically to their involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization;
 - f) A Director of the Association shall not receive compensation for their services, except for compensation for out-of-pocket expenses incurred in the performance of their duties on behalf of the Association;
 - g) Any deviation or perceived deviation from the Conflict of Interest Article shall be acted on only if reported, in writing, by the complainant to the Board of the Association;

- h) Any Director who, by personal or business conduct, violates any part of Article 14 may be suspended from the Board of Directors by a two-thirds (2/3) majority vote of the entire Board of the Association concerned after an investigation has been made at which [time] the Director concerned has been given a proper hearing with full opportunity to explain their action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than 10 working days before such hearing. Such suspension will remain in effect until ratified by the membership of the Association at its next General Meeting.

7) Duties of Board of Directors

- a) The Board of Directors shall conduct the business of the Association during the periods between General Meetings of the Association and in accordance with the authority granted to it in the Bylaws of the Association.
- b) The Board of Directors shall be responsible for the appointment and removal of appointments of all positions within the Association except for those positions elected by the Membership of the Association. This shall include the appointment of volunteer and paid positions within the Association's operations.
- c) The Board of Directors 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 [Chair]
The President shall be the Chief Executive Officer of the Association and shall supervise the other officers in the execution of their duties. The individual shall preside at all meetings of the Association and of the Board of Directors. In the event of a tie vote, the individual shall have a casting vote only. The individual shall be a member ex-officio of all committees.
- b) Vice-President [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 Association; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report to the Annual General Meeting. The Treasurer is required to submit a proposed budget to the Board no later than October 31st. Seven (7) days prior to the Annual General Meeting of a District Association, a financial statement for the current fiscal period, shall be issued to members of the District Board and prescribed voting delegates to the Annual General Meeting.
- d) Secretary
The Secretary shall keep a record of all minutes of the organization; prepare reports and annual filings as required to maintain Society status under the Society's Act; 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 of Directors.

9) Nominations and Elections.

- a) Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting.
- 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, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
 - a. All Directors shall be elected by majority vote
 - b. At the first Board of Directors meeting the Board shall elect the positions of President [Chair], Vice President [Vice Chair], Treasurer, Secretary, and remaining Directors.

10) Authority of President or Chair

- a) The President or Chair shall speak on behalf of the Association based on the direction of the Board Directors.

11) A Director of the Association may not hold an elected position, for more than 60 days after election to any other soccer organization Board of Directors.

12) No member of the Club Board shall vote on any matter directly affecting themselves or any team in which the individual is holding office or on which their child plays.

ARTICLE 5: MEETINGS

1) General Meetings

- a) An official notice of each meeting 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 of Directors may determine. Such notification shall be by one or more of the following methods:

- regular mail
 - Email
 - Fax
 - website notice
 - newspaper announcement
 - public notice
 - posting at League office
 - any other method determined by the Members
- b) A quorum shall be those present at a duly constituted general meeting of the Association 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 Meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those Members are present.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.

2) Annual General Meeting

- a) The Association shall hold its Annual General Meeting no later than December 1 of each year.
- b) No member who is under suspension from the Association will be eligible to vote or participate in the business of the Association at the Annual General Meeting.
- c) The agenda of the Annual General meeting shall include:
1. Roll Call
 2. Credentials Report
 3. Minutes of Previous Annual General Meeting
 4. Business Arising
 5. Officers' Reports
 6. Amendments to the Constitution and Bylaws
 7. Amendments to the Rules and Regulations
 8. Election of Officers and Directors
 9. New Business
 10. Adjournment

3) Special General Meeting

- a) A Special General Meeting of the Association:
- 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 Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than ten per cent (10%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting

- b) The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
 - c) Only the business set out in the notice to the Special General Meeting shall be considered.
- 4) Voting at Annual General Meeting:
- a) Each adult player, as defined by the age of majority, shall have one (1) vote
 - b) One parent or legal guardian of a minor aged player(s) shall have one (1) vote
 - c) No Member shall have more than one (1) vote
 - d) No active member shall be permitted to assign its voting privileges to another active member.
- 5) Board of Directors Meeting
- a) The Board of Directors shall meet at least eight (8) times per year, upon seven (7) days' notice given by the President (Chair) and/or Secretary, at such place and time as the Board of Directors may determine.
 - b) In emergency circumstances this notice period may be reduced to 1 day, however, in such circumstance decisions taken at that meeting must be ratified at the next board meeting.
 - c) A majority of the members of the Board of Directors 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.
- 6) The President, or in his absence, the First Vice President, or in the absence of both, one of the other Directors present shall preside as chairperson of a meeting of the Association.

ARTICLE 6: COMMITTEES

The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Association. A Director from the Board shall chair all established committees.

ARTICLE 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 Rules of Order except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of the Association.

ARTICLE 8: BY-LAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board of Directors, or submitted by a Member to the Association in writing at least forty-five (45) days prior to a General Meeting of the Association; and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Association duly called for that purpose.

- 2) All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

ARTICLE 9: RULES AND REGULATIONS

- 1) The Association shall have Rules and Regulations for the operation and administration of the game of soccer within the Association.
- 2) Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. If the Rules and Regulations are amended by the Board of Directors the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.
- 3) The Association may, from time to time, frame temporary rules or regulations covering specific cases not contained herein, but which may be necessary for the carrying out of the objectives of the Association.

ARTICLE 10: INDEMNITY

Members of the Board of Directors or other servants to the Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

ARTICLE 11: FINANCE

- 1) The accounts of the Association shall be reviewed at a minimum of every two years by an independent review committee consisting of not less than 3 persons.
- 2) The audit or the Financial Review shall be presented to the Annual General Meeting for adoption.
- 3) In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 4) A debenture must not be issued without the authorization of a special resolution.
- 5) The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 6) The signing officers shall be a minimum of two (2) Directors.

- 7) The fiscal year of the Association shall end on September 30th.

ARTICLE 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 Respective Governing Body, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
- 2) The Club shall adhere to any dispute resolution process as published and approved by the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BC Soccer, 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 Respective Governing Body, with a copy to the Club, the nature and facts of the dispute. The Respective Governing Body, 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 BC Soccer.
- 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. BC Soccer 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.

ARTICLE 13: HARASSMENT AND PRIVACY POLICIES

- 1) The Association shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BCSA.
- 2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Association.
- 3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

- 4) The Association shall make available to any member a copy of the Harassment and Privacy Policy when requested.

ARTICLE 14: APPEALS

- 1) Any registrant or registered organization 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 or organization.
- 3) A decision of the Association may be appealed to BCSA. The appeal shall be conducted in accordance with BCSA's published rules.
- 4) An individual shall not appeal a decision made by the Board of Directors 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 & Regulations has not been followed.
- 5) An individual shall not appeal a decision made by the Association regarding a player's team assignment on any Club, District, or Regional team.

ARTICLE 15: DEFINITIONS/TERMINOLOGY

Terminology used in this Bylaw shall have the same meaning as used by BCSA in its letters patent, Bylaws and published rules.