

Bylaws of Juan de Fuca Soccer Association (the "Society")

PART 1 – DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Association" means the Juan de Fuca Soccer Association;

"Board" means the Board of Directors of the Association;

"Bylaws" means these Bylaws as altered from time to time;

"Director" is a person elected or appointed to a position on the Board;

"Member of the association" includes a Director, Team Officials, Adult Player, Parent and/or Guardian of a Youth Player, Referees, and Technical Directors. Additionally any person interested in promoting the purpose of the Association can request membership;

"Player" means a person whose application for registration has been approved to play by the Registrar or Treasurer for the current playing year;

"Senior Manager" means a person appointed by the Board to manage the activities of the Association under the supervision of a Director;

"Special Resolution" means a resolution passed at a general membership meeting by at least 2/3 of the votes cast by the voting members;

"Team" means those team officials and players assigned to a team at the beginning of the season. Players are members of that team until they are reassigned by a member of the Technical Committee;

"Team Officials" includes Coach, Co-coach, Assistant Coach, Gender Representative and Manager of a Team;

"Technical Committee" includes Association Technical Director(s), President or Vice-President, Age-group Representatives and other Directors as appointed;

“Working Committee” means a group of people appointed by the Board to manage the activities of the Association under the supervision of a Director.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 The Association is to operate within the confines of the Societies Act.

1.4 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

1.5 In the event of any misunderstanding, misinterpretation of these bylaws, or silence on any issue, the Board will make the Final Decision.

Amendments

1.6 Changes or amendments to these Bylaws may be effected at the Annual General Meeting or at any time during the year at a General Meeting of the Association. Such changes require a special resolution and the Notice of Meeting and Notice of special resolutions as set out below.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board for membership in the Association, and the person becomes a member on the Board’s acceptance of the application.

Duties of members

2.2 Each member shall support the purpose of this Association, must uphold the constitution of the Association and must comply with these Bylaws.

2.3 Each member shall be allowed to vote on all Association business at annual general meetings (AGMs) and other general meetings arising from a Requisition.

2.4 The membership shall elect a Board which shall conduct the business of the Association.

Amount of membership dues

2.5 Members shall pay annual fees in the amount set annually by the Board.

Member not in good standing

2.6 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.7 A voting member who is not in good standing

- (a) may not vote at a general meeting, and
- (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.8 A person's membership in the Association is terminated if the person is not in good standing for three (3) consecutive months. 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.

Suspension or termination of member for conduct

2.10 The Board may suspend or expel any Member or Player for conduct detrimental to the Association. The decision of the Board is final. The Association's Code of Conducts shall inform such a decision.

2.11 All members of the association are bound by the Association's Code of Conducts. Additionally, all Directors and Senior Managers shall adhere to BC Soccer'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.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general membership meeting

3.1 A general meeting must be held at the time and place the Board determines. Historically, the President has called an annual general meeting in June.

Ordinary business at annual general meeting

3.2 At an annual general meeting, the following business is ordinary business:

- (a) adoption of rules of order and the agenda;
- (b) introduction of the current Board members;

- (c) review and adoption of the prior year's annual general meeting (AGM) minutes;
- (d) President's report;
- (e) Treasurer's report including consideration of any financial statements of the Association presented to the meeting;
- (f) appointment of an auditor to provide at a minimum a Notice to Reader Financial Statements;
- (g) consideration of the reports, if any, of the directors or auditor;
- (h) amendments to the By-Laws;
- (h) election or appointment of directors who are elected on staggered terms;
- (i) business arising out of a report of the Directors not requiring the passing of a special resolution; and
- (j) other business brought forward by the membership by Requisition.

Requisition of general meeting

3.3 In addition to the annual general meeting called by the Board, a general meeting will be called upon the requisition of at least 10% of the Association's members. Such requisition shall:

- (a) outline the purpose of the general meeting;
- (b) state, in 200 words or less, the business to be considered at the meeting, including any special resolution the Members wish to have considered at the meeting;
- (c) contain the names and signatures of the members requisitioning the meeting;
- (d) be delivered or sent to the address of the Association and be sent to each member of the Board.

Notice of meeting

3.4 Written notice of the date, time and location of a general meeting must be sent to every member of the Association at least 14 days before the meeting, and not more than 60 days before the meeting.

3.5 Notice of a general meeting is deemed to have been sent if:

- (a) notice of the date, time and location of the meeting has been sent to the email address of every member of the Association who has provided an email address to the Association, and

- (b) notice of the date, time and location of the meeting is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on the Association's website.

3.6 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Notice of special resolutions

3.7 Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

Chair of general membership meeting

3.8 The president shall preside as the chair of a general meeting. In the absence of the president, the vice-president shall preside as the chair. In the absence of both the president and vice-president the Board members present shall appoint a chair.

Quorum required

3.9 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.10 The quorum for the transaction of business at a general meeting is fifteen (15) Members.

Lack of quorum at commencement of meeting

- 3.11** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.13 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Methods of voting

3.15 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.16 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.17 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.18 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

- 4.1** The Association must have no fewer than five (5) and no more than twenty (20) directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Removal and filling of a Director

- 4.3** Any Board Member who is absent without notice and good cause from three (3) consecutive regularly scheduled Board meetings, or who is willfully neglecting his or her duties as outlined in Bylaw 6 and the Board of Director's Roles and Responsibilities Manual may forfeit the position.
- 4.4** For reasons other than those stated above, a Board member may be removed from office before expiration of the term of office by a special resolution.
- 4.5** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, removal or incapacity of a director during the director's term of office.
- 4.6** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.7** Upon resignation, removal or expiration of term of office, a Board Member must return to the Association all books, paper, electronic documents, electronic files, keys, passwords, photographs and equipment pertaining to Association's business.

Functions of the board

- 4.8** The Board shall be bound by the decisions of the annual general meeting.
- 4.9** No Resolution, Policy or Procedure passed by the Association in a General Meeting invalidates a prior act of the Board that was valid at the time their decision was made.
- 4.10** The Board shall set the annual fee structure.

- 4.11** For the purpose of executing these Bylaws, the Board may make Rules and Regulations consistent with these Bylaws to govern specific cases not provided for in these Bylaws.
- 4.12** The Board will review and approve all contracts annually.
- 4.13** The Board will receive no remuneration for their services as a Board member. Board members are eligible for reimbursement of expenditures incurred while performing their duties.

PART 5 – DIRECTORS’ MEETINGS

Frequency of meetings

- 5.1** Directors’ meetings shall be held as often as is convenient or necessary for the smooth operation of the Association. Generally this is considered to be monthly.

Calling directors’ meeting

- 5.2** A directors’ meeting may be called by the president or by any two (2) other directors.

Notice of directors’ meeting

- 5.3** At least two (2) days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.4** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Quorum of directors

- 5.5** The quorum for the transaction of business at a directors’ meeting is a majority of the directors.
- 5.6** The quorum for any business conducted by email or in writing shall require approval of not less than 2/3 of the directors.

Proxy voting not permitted

- 5.7** Voting by proxy is not permitted.

Expenditures of the Association

5.8 Expenditures of the Association are to be approved by the Board at Directors' meetings and the total of the expenditures will be recorded in the minutes.

Rules and Regulations

5.9 All meetings are to be governed by Roberts' Revised Rules of Order.

PART 6 – BOARD POSITIONS

Term of Directors

6.1 The Directors of the Association shall be elected by the Membership at the Annual General Meeting for a two (2) year term. Positions will be staggered as noted below (*).

Election or appointment to Board positions

6.2 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) President;*
- (b) Vice-President;
- (c) Secretary;*
- (d) Treasurer;
- (e) Registrar;*
- (f) Director of Coaching and Player Development;*
- (g) Director of Communications;
- (h) Director of Equipment;
- (i) Director of Fields and Facilities;*
- (j) Director of Projects and Fundraising;
- (k) Director of Referees;*
- (l) Director of Risk Management;*
- (m) Director of Special Events;
- (n) Director of Uniforms;
- (o) Timbits Division Director;*
- (p) Mini Division Director;*

- (q) Youth District Director(s) (1 or 2);
- (r) Adult District Director;
- (s) Past President (ex-officio).

Directors at large

6.3 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of President

- 6.4** The president is the chair of the Board and is responsible for:
- (a) supervising the other directors in the execution of their duties;
 - (b) to act as one of the Signing Officers of the Association.

Role of Vice-President

- 6.5** The vice-president is the vice-chair of the Board and is responsible for:
- (a) carrying out the duties of the president if the president is unable to act;
 - (b) to act as one of the Signing Officers of the Association.

Role of Secretary

- 6.6** The secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings;
 - (c) keeping the records of the Association in accordance with the Act;
 - (d) conducting the correspondence of the Board;
 - (e) filing the annual report of the Association and making any other filings with the registrar under the Act;
 - (f) to act as one of the Signing Officers of the Association.

Absence of secretary from meeting

6.7 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.8 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Association's financial transactions;
- (c) preparing the Association's financial statements;
- (d) making the Association's filings respecting taxes;
- (e) to act as one of the Signing Officers of the Association.

Roles and responsibilities of the Board Members

6.9 In addition to the roles and responsibilities set out above, additional roles and responsibilities are outlined in the Roles and Responsibilities of Board Members, Association Employees and Team Officials document.

Senior Managers and Working Committees

6.10 Upon the recommendation of a Director, and with approval of the Board, one or more senior managers may be appointed to manage the activities of the Association under the supervision of a Director. The term of senior manager(s) shall end consistent with the Director's term of office, or sooner.

6.11 Upon the recommendation of a Director, and with approval of the Board, a working committee may be created under the supervision of the Director. The term of this committee shall end consistent with the Director's term of office, or sooner.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Association to pay to a director remuneration for being a director, but the Association may, subject to the Act, pay remuneration to a director for services provided by the director to the Association in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Association must be signed on behalf of the Association. Two (2) signatures are required for a cheque.

PART 8 – TEAM ORGANIZATION

Team Officials

8.1 The District or Division Director(s) shall arrange for each Team to have Team Officials which shall consist of a Coach and Gender Representative(s), as needed. Other Team Officials may include Co-Coach, Assistant Coach and Manager. Individuals acting in such a capacity will be noted in the club's registration system.

Roles and responsibilities of the Team Officials

8.2 Roles and responsibilities of Team Officials are outlined in the Roles and Responsibilities of Board Members, Association Employees and Team Officials document.

Team Selection by Assessment

8.3 The team selection process shall be conducted as per the JDF Soccer Assessment Process.

PART 9 – AFFILIATION

9.1 The Association shall be affiliated with, and under the direction of all appropriate governing bodies existing for the purpose of the sport of soccer.

9.2 Considering player composition, the Club shall be a Member of Lower Island Soccer Association (LISA) and have teams affiliated with Vancouver Island Soccer League (VISL) and Lower Island Women's Soccer Association (LIWSA) which are members of the British Columbia Soccer Association (BC Soccer) and shall be subject to the published Bylaws, Rules, Regulations and Policies in declining order of authority of the following governing organizations:

- a) FIFA
- b) The Canadian Soccer Association
- c) BC Soccer
- d) LISA
- e) VISL and LIWSA

PART 10 – GENERAL

10.1 The official Club colours and logo shall be decided on and approved by the Board.

PART 11 – PROFIT, BORROWING AND DISSOLUTION

- 11.1** The Association is to operate without purpose of gain or profit to its members, and any profits or accretions to the Association should be used in promoting its purposes. **This provision was previously unalterable.**
- 11.2** The Association is to operate without borrowing. **This provision was previously unalterable.**
- 11.3** On winding up or dissolution of the Association, the assets of the Association shall not be distributed among the Members or any one of them. After all debts have been paid, or provisions for payments have been made, the assets remaining shall be paid, transferred, or delivered, to a youth sport organization in the same geographical area as the Juan de Fuca Soccer Association existing solely for charitable purposes, which shall be chosen by resolution of the members of the Association, or failing such resolution, by resolution of the Executive of the Association. **This provision was previously unalterable.**