

BYLAWS OF-

CAMPBELL RIVER YOUTH SOCCER ASSOCIATION

PART 1. - INTERPRETATION

1. (a) In the Bylaws, unless the context otherwise requires,
 - (i) "directors" means the directors of the Association for the time being;
 - (ii) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it; and
 - (iii) "registered address" of a member means his address as recorded in the registrar of members.
 - (iv) "Association" means Campbell River Youth Soccer Association.
- (b) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2. - MEMBERSHIP

3. The directors of the current unincorporated Campbell River Youth Soccer Association are the applicants for incorporation of this Association.
4.
 - 4A (a) Any person may apply to the Directors for membership in this Association
 - (b) The application for membership must be made in writing and accepted at least 2 weeks before the Annual General Meeting before a member is entitled to vote at the AGM
 - (c) If the Directors accept the applicant, and then the applicant becomes a member on paying his annual membership fee.
 - (d) The Directors need not provide reasons for not accepting an applicant as a member
 - 4B (a) The Head Coach of any CRYSA team in the current or prior fiscal year is a member of this Association for the year he/she coaches and the next fiscal year without paying the annual membership fee.
5. Every member shall uphold the constitution and comply with these Bylaws.
6. The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Association.
7. A person shall cease to be a member of the Association:
 - (a) by delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association, or;

- (b) on his death or in the case of a corporation on dissolution, or:
 - (c) on being expelled, or;
 - (d) on having been a member not in good standing for 2 consecutive months.
- 8 (a) A member who, in the judgment of the Directors conducts themselves in such a manner as to be detrimental to the purposes of the Association, *may* be expelled *by* a special resolution of the Directors.
- (b) The notice of special resolution for expulsion shall be accompanied *by* a brief statement of the reason or reasons for the proposed expulsion.
 - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a Directors meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid.

Part 3. - MEETINGS OF MEMBERS

10. General meetings of the Association shall be held at such time and place, in accordance with the Society Act, ~~as~~ the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, whenever *they* think fit. Convene an extraordinary general meeting.
- 13 (a) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice, by, *any* of the members entitled to receive notice does **not** invalidate proceedings at that meeting.
14. The first annual general meeting of the Association shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held before July 31st each year and not more than 15 months after the holding of the last preceding annual general meeting.

Part 4. - PROCEEDINGS AT GENERAL MEETINGS

15. Special business
 - (a) all business at an extraordinary general meeting except the adoption on rules of order. And;
 - (b) all business that is transacted at an annual general meeting, except.
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors;
 - (vi) the appointment **OF** the auditor, if required, and;
 - (vii) such other business as, under these **Bylaws**, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the **D**irectors issued with the notice convening the meeting
16. Extraordinary general meetings *maybe* convened either at the request of *any* 3 Directors, or at the request of 10% of the voting members in good standing, in writing to the Directors.
17. Proceedings and Order of Business for Extraordinary general meetings shall be similar to that of the Annual General Meeting.
18. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at an Extraordinary General Meeting at a time when a quorum is not present.
 - (b) If at any time during an Extraordinary General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (c) A quorum for an Extraordinary General Meeting shall be 20 members or 5% of the membership, whichever is the lesser.
19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand

adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum,

20. Subject to Bylaw 21, the President of the Association. The Vice-President or in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.
21. If at a general meeting,
 - (a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting, or,
 - (b) the President and all the other Directors present are unwilling to act as chairman;the members present shall choose one of their number to be chairman.
22.
 - (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) Where a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
23.
 - (a) Resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
 - (b) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
24.
 - (a) A member in good standing present at a meeting of members is entitled to vote.
 - (b) Voting is by show of hands.
 - (c) Voting by proxy is not permitted.
 - (d) A Director may attend the meeting by telephone conference call and is entitled to vote using a verbal response.
25. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Association.

PART 5. - ANNUAL GENERAL MEETINGS

26. (a) The Annual General Meeting of this Association shall be held before July 31st each year, *and* shall be preceded by a public announcement of at least 7 days notice.
- (b) A quorum for this meeting shall be 20 persons, *or* 5% of the membership, whichever is the lesser.
- (c) The order of business at the Annual General Meeting shall be as per the Youth Soccer Association of British Columbia i.e., roll call, credentials, minutes, communications, officers' reports, unfinished business, reports, proposals, elections, new business, and general adjournment.
- (d) If within 30 minutes from the time appointed for the Annual General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but, in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if, all the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- (e) The President of the Association, the Vice-President, or *in* the absence of both, one of the Directors present shall preside as Chairman of the Annual General Meeting.
- (f) Voting:
- (i) A member in good standing, present at a meeting of members, is entitled to 1 vote.
- (ii) Voting is by show of hands, or as authorized by ordinary resolution, by secret ballot.
- (iii) Voting by proxy is not permitted.
- (iv) A Director may attend the meeting by telephone conference call and is entitled to vote using a verbal response

Part 6. - DIRECTORS AND OFFICERS

- 27 (a) The Directors *may* exercise all such powers and do an such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of:
- (i) all laws affecting the Association:
- (ii) these Bylaws, and;

- (iii) rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting.
 - (b) No rule, made by the Association in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
28. (a) The President, Vice-President, Secretary, Treasurer and four or more other persons shall be the Directors of the Association.
- (b) The number of Directors shall be not less than 8, and not more than 15 unless more are needed.
29. (a) The Directors shall retire from office at each annual general meeting.
- (b) The Directors of the Association shall be elected at the Annual General Meeting of the Association.
- (c) Separate elections shall be held for each office to be filled.
- (d) An election may be by acclamation, otherwise it shall be by a show of hands, or by secret ballot, or by verbal response of a Director attending by telephone conference call.
- (e) If no successor is elected the person previously elected or appointed continues to hold office.
- (f) The new Board of Directors shall take office at the conclusion of the Annual General Meeting.
30. (a) The Directors may at any time and from time to time appoint a member as a director to fill a vacancy in the Directors.
- (b) A Director so appointed holds office only until the conclusion of the next following annual general meeting of the Association, but is eligible for re-election at the meeting.
31. (a) A Director resigns his office or otherwise ceases to hold office, provided there remains a majority of Directors elected at the last Annual General Meeting the remaining Directors shall appoint a member to take the place of the former Director.
- (b) A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Association, but is eligible for re-election at the meeting, as are Directors retiring.
32. If there is not a majority of Directors elected at the last Annual General Meeting remaining Directors shall convene an extraordinary general meeting where an election shall be held to fill the vacant offices, pursuant to the by-laws of this part.

33. No act or proceeding of the Directors is invalid only by reasons of there being less than the prescribed number of Directors in office.
34. A resolution signed in writing by all of the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Directors, duly called and constituted.
35. The members may remove a Director before the expiration of his or her term of office by means of a special resolution, and may elect a successor to complete the term of office.
36. A Director shall cease to be a Director upon being absent from 3 consecutive meetings of the Directors, without reasonable excuse.
37. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.
38.
 - (a) A nominating committee chairperson, who is a member of the Board of Directors, shall be appointed by the President at least 30 days prior to each Annual General Meeting.
 - (b) The nominating committee chairperson shall select 2 Directors to complete the committee.
 - (c) The nominating committee shall present nominees for election as Directors and Officers of the Association at the Annual General Meeting.
 - (d) Nominations shall also be accepted from the members at the Annual General Meeting.
 - (e) Absentee nominees shall show intent by means of written declaration.

PART 7. - PROCEEDINGS OF DIRECTORS

39. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
 - (a) They shall meet at least every 2 months during the playing season, or whenever the President deems it necessary, or if a majority of the Directors so desire.
 - (b) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
 - (c) The President or Vice-President shall be chairman of all meetings of the Directors: but if neither is present the Directors present may choose one of their number to be chairman at that meeting; until the President and/or Vice-President arrives, whereupon the chair shall be vacated in favor of the most senior officer.
 - (d) A director may at any time, and the secretary, on the request of a

director, shall, convene a meeting of the directors.

40. (a) The Directors will elect or appoint from their numbers the positions of Registration Chairman, Scheduler, Equipment Manager, Divisional Directors and any other positions that they so desire.
- (b) A Director may attend a Director's meeting by telephone conference call and is entitled to vote by verbal response.
41. (a) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or the Directors, or members, or non-members, as they think fit.
- (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- (c) A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.
- (d) The members of a committee may meet and adjourn as they think proper.
42. For a first meeting of Directors held immediately following the appointment or election of a Director or directors at an annual or other general meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
43. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,
 - (a) no notice of meetings of Directors shall be sent to that Director, and,
 - (b) any and all meetings of the Directors of the Association, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.
 - (c) Questions arising at any meeting of the Directors and committees or Directors shall be decided by a majority of votes;
 - (d) In case of an equality of votes the chairman does not have a second or casting vote.
44. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

45. A resolution In writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.
46. The Directors shall appoint such other persons to a committee as in their discretion, *they* deem advisable.
47. The President of the Association shall be an ex-officio member of each committee.
48. The chairperson of each committee shall make a written and verbal report, monthly, at a meeting of the Directors.
49. Registration of players will be done by a committee of at least 3 persons. headed by a registration chairman, who shall conduct registration and make-up of teams according to a policy established by the Directors.
50. Directors shall not spend amounts totaling more than \$500.00 for items over and above pre-approved budget amounts without prior approval of a quorum of directors.

PART 8. - DUTIES OF OFFICERS

51. The President shall
 - (a) as the Chief Officer of the Association, supervise the *other* Officers in the execution of their duties.
 - (b) preside at all meetings of the Association and of the Directors..
52. The Vice-President shall
 - (a) The Vice-President shall generally assist the President and perform the duties and possess the authority of the President in the absence or disability of the President.
53. The Secretary shall:
 - (a) conduct the correspondence of the Association;
 - (b) issue notices of meetings of the Association and Directors;
 - (c) keep minutes of all meetings of the Association and Directors;
 - (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Association, if any, and;
 - (f) Maintain the register of members.
54. The Treasurer shall:
 - (a) keep such financial records, including books of account, as are necessary to comply with the Societies Act, and;

- (b) oversee the accounts of all monies received and expended, and of all assets and liabilities of the Association.
 - (c) render financial statements to the Directors, members and others when required.
 - (d) report on the financial position of the Association at each regular Board of Directors meeting.
55. (a) The offices of Secretary and Treasurer may be held by one person who shall be known as Secretary-Treasurer.
- (b) Where a Secretary-Treasurer holds office the total number of Directors shall not be less than three or such greater number as may have been determined pursuant to Bylaw 26(b).
56. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
57. The signing officers of the Association shall be the President, Vice-President, Treasurer, Secretary or a person as designated by the Board of Directors, and 2 signatures must be obtained to disburse Association funds.

PART 9. - SEAL

58. The Directors may provide a common seal for the Association and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
59. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

PART 10. - BORROWING

60. In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association. Raise or secure the payment of repayment of money in such manner as the members decided and in particular but without limiting the generality of the foregoing, by the issue of debentures.
61. No debenture shall be issued without the sanction of a special resolution of the members.
62. The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

PART 11. - AUDITOR

63. This Part applies only where the Association is required or has resolved to have an auditor.
64. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

65. At each annual general meeting the Association shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
66. An auditor may be removed by ordinary resolution.
67. An auditor shall be informed forthwith in writing of appointment or removal.
68. No Director and no employee of the Association shall be auditor.
69. The auditor may attend general meetings.

PART 12. - NOTICES TO MEMBERS

70. A notice may be given to a member, either personally or by mail to him at his registered address, or by e-mail
71. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
72. (a) Notice of a general meeting shall be given to:
 - (I) every member shown on the registrar or members on the day notice is given, and;
 - (II) the auditor, if Part 10 applies
- (b) No other person is entitled to receive a notice of a general meeting.

PART 13 - FISCAL YEAR

73. The Fiscal Year of the Association shall commence on the 1st day of June to the 31st day of May of the following year.

PART 14 - MINUTES AND RECORDS

74. (a) The Directors shall ensure that minutes of all general meetings, and all annual general meetings and minutes of all Directors meetings, and all other necessary books of the Association are properly kept
- (b) The books and records of the Association shall be open to inspection by the members at all reasonable time, at the registered and records office or the Association.

PART 15 - AMENDMENTS TO BY-LAWS

75. Changes or amendments to these By-laws may be made only with a three-quarters majority vote of the voting members in good standing. A notice or proposed changes or amendments must be sent in *writing* to the Secretary at least 14 days in advance of the meeting.

PART 16. - BYLAWS

77. On being admitted to a membership, a member is entitled to and the Association shall give him a copy of the constitution and Bylaws of the Association.
78. These Bylaws shall not be altered or added to except by special resolution.

DATED the 8th day of October, 1996

Dated the 24th day of June, 2013