

Campbell River Youth Soccer Association - Special Resolution

WHEREAS:

The Campbell River Youth Soccer Association will transition to the new *Societies Act* following the Annual General Meeting to be held on July 9, 2018.

The Campbell River Youth Soccer Association Board recommends that the Bylaws, attached hereto as Schedule A, are adopted as the Bylaws of the Society.

THEREFORE, BE IT RESOLVED THAT

The existing Bylaws of the Society be deleted and replaced with the Bylaws attached hereto as Schedule A.

Motion to adopt:

Seconded:

Schedule A:

BYLAWS CAMPBELL RIVER YOUTH SOCCER ASSOCIATION

PART 1 - INTERPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) "Directors" means the Directors of the Association for the time being.
 - (b) "Act" shall mean the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time.
 - (c) "Registered address" of a member means the address as recorded in the register of members.
 - (d) "Association" means the Campbell River Youth Soccer Association (CRYSA).
 - (e) "Board" shall mean the Board of Directors of the Association.
 - (f) "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.
 - (g) "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.
 - (h) The definitions in the Societies Act apply to these Bylaws on the date these Bylaws become effective.
- 1.2 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.

PART 2 - MEMBERSHIP

- 2.1. The directors of the current unincorporated Campbell River Youth Soccer Association are the applicants for incorporation of this Association.
- 2.2. There are two classes of membership:
 - (a) Operational Membership:
 - (i) Operational Membership is granted by the Board.
 - (ii) The term of an Operational Membership commences at the time of commitment to the position and concludes at the end of the following calendar year.
 - (iii) Operational Membership is limited to those persons whose names are submitted by CRYSA to the Upper Island Soccer Association by virtue of their participation and involvement in various volunteer positions in the operation of CRYSA activities.
 - (iv) Operational Membership does not include persons who are contractors to, or employees of, the Association.
 - (b) By Admission:
 - (i) "By Admission" membership is granted by application to, and approval of, the Board.
 - (ii) The Board need not provide reasons for not approving an applicant as a member.
 - (iii) "By Admission" membership will terminate at the end of the AGM that follows the admission.
 - (c) Both "Operational" and "By Admission" membership will have voting rights.
- 2.3 Every member shall uphold the constitution and comply with these Bylaws.
- 2.4 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;
 - (b) on his death or in the case of a corporation on dissolution;
 - (c) on being expelled;
 - (d) at the conclusion of the Operational Membership term; or
 - (e) at the conclusion of the "By Admission" membership term.
- 2.5 A member who, in the judgement of the Board 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 Board.
 - (a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (b) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a Board meeting before the special resolution is put to a vote.

Part 3 - MEETINGS OF MEMBERS

- 3.1 General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the directors decide.

- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The Board may, whenever they think fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.
 - (a) 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.
- 3.5 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 of each calendar year.

Part 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special Business:
 - (a) Special Business is business for which the extraordinary general meeting has been convened and for which notice has been given to members;
 - (b) No other business, other than Special Business, shall be conducted at an extraordinary general meeting.
- 4.2 Extraordinary general meetings may be 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 Board.
- 4.3 Proceedings and Order of Business for Extraordinary general meetings shall be similar to that of the Annual General Meeting.
- 4.4 No business, other than the election of a chairman and the adjournment of termination of the meeting, shall be conducted at an Extraordinary General Meeting at a time when a quorum is not present.
 - (a) 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.
 - (b) A quorum for an Extraordinary General Meeting shall be 5 members
- 4.5 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.
- 4.6 Subject to Bylaw 4.7, 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.

- 4.7 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.
- 4.8 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.
(a) 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.
(b) 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.
- 4.9 Resolutions proposed at a meeting must be seconded and the chairman of a meeting may move or propose a resolution.
- 4.10 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.
- 4.11 A member, present at a meeting of members, is entitled to 1 vote.
(a) Voting is by show of hands, or as authorized by ordinary resolution, by secret ballot.
(b) Voting by proxy is not permitted.
(c) A Director may attend the meeting by telephone conference call and is entitled to vote using a verbal response.
- 4.11 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

- 5.1 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.
- 5.2 A quorum for this meeting shall be 5 persons,
- 5.3 The Annual General Meeting of members shall include the following on it's agenda:
(a) Roll Call
(b) Credentials
(c) Minutes of the previous AGM of the members

- (d) President's Report
- (e) Officer's Reports, if any
- (f) Treasurer's Report including presentation of the annual Financial Statement
- (g) Other Reports
- (h) Unfinished Business
- (i) Amendments to Bylaws and Constitution
- (j) Election of Officers and Directors
- (k) Other Business
- (l) Adjournment

- 5.4 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, 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.
- 5.5 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.
- 5.6 A member, present at a meeting of members, is entitled to 1 vote.
- (a) Voting is by show of hands, or as authorized by ordinary resolution, by secret ballot.
 - (b) Voting by proxy is not permitted.
 - (c) A Director may attend the meeting by telephone conference call and is entitled to vote using a verbal response.

Part 6 - DIRECTORS AND OFFICERS

- 6.1 The Directors may exercise all such powers and do all 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:
- (a) all laws affecting the Association;
 - (b) these Bylaws, and;
 - (c) rules and policies, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting or by the Board at a Board meeting.
 - (d) 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.
- 6.2 The Board:
- (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
- 6.3 Election and Termination of the Board:

- (a) The Directors shall retire from office at the end of 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) The new Board of Directors shall take office at the conclusion of the Annual General Meeting.
- 6.4 The Board may at any time and from time to time appoint a member as a director to fill a vacancy in the Directors.
- (a) 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.
- 6.5 If 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.
- (a) 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.
- 6.6 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.
- 6.7 An individual who is elected, designated, or appointed as a Director at a meeting where the individual is not present must consent in writing.
- 6.8 No act or proceeding of the Board is invalid only by reasons of there being less than the prescribed numbers of Directors in office.
- 6.9 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 Board, duly called and constituted.
- 6.10 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.
- 6.11 The Board may remove a Director upon being absent from 3 consecutive meetings of the Board without reasonable excuse.
- 6.12 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.

- 6.13 A person is not qualified to be a Director if the person:
- (a) is found in court to be incapable of managing their own affairs;
 - (b) is an undischarged bankrupt; or
 - (c) has been convicted of fraud.
- 6.14 Directors have a statutory obligation to manage, or supervise the management of, the activities and internal affairs of the Association. They must do so honestly and in good faith with a view to the best interests of the society. They must exercise the care, diligence and skill of reasonably prudent individual, in accordance with Act and regulations, and in accordance with bylaws
- (a) Any person acting in the role of a director is under the same obligations.
 - (b) A Director must disclose any conflict of interest and conduct themselves in accordance with the *Act* where a conflict exists.

PART 7 - PROCEEDINGS OF DIRECTORS

- 7.1 The Board 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 Board 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 Board; 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 favour 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 Board.
- 7.2 The Board may elect or appoint from their numbers the positions of Scheduler, Equipment Manager, Divisional Directors and any other positions that they so desire.
- 7.3 A Director may attend a Board meeting by telephone conference call and is entitled to vote by verbal response.
- 7.4 The Board may delegate any, but not all, of their powers to committees consisting of the Director or the Directors, or members, contractors, or administrators, as they think fit.
- (a) 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 Board, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.
 - (b) 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 number to be chairman of the meeting.

(c) The members of a committee may meet and adjourn as they think proper.

- 7.5 For a first meeting of the Board - 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.
- 7.6 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 or electronic communication, 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;
 - (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 of Directors shall be decided by a majority of votes; and
 - (d) in case of an equality of votes the chairman does not have a second vote.
- 7.7 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.
- 7.8 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.
- 7.9 The Directors shall appoint such other persons to a committee as in their discretion, they deem advisable.
- 7.10 The President of the Association shall be an ex-officio member of each committee.
- 7.11 Each Director and each chairperson of a committee shall endeavor to make a written report, 10 days before each meeting of the Directors.
- 7.12 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

8.1 The President is the senior executive officer of the Society and provides leadership to the Executive, Board of Directors, Administrator and the Technical Director in the execution of their duties. Subject to direction from the Board, the President shall have general responsibility and control of CRYSA's business.

- (a) The President shall have the following duties and responsibilities:
 - (iv) Ensure that CRYSA is managed in accordance with its bylaws, policies, mission statement and guiding principles.
 - (v) Be an ex-officio member of each committee.
 - (vi) Ensure that all decisions and/or directives of the BOD are implemented in a timely manner.
 - (vii) Ensure that CRYSA operations are managed in a timely and efficient manner.
 - (viii) Ensure that all positions to run CRYSA are filled.
 - (ix) Appoint committees as required to carry out CRYSA business.
 - (x) Work with the BOD to develop a dynamic strategic roadmap for CRYSA.
 - (xi) Preside at all official CRYSA meetings, and, establish the agenda for all Board meetings, annual and special meetings.
 - (xii) Present an annual report at the Annual General Meeting.
 - (xiii) Act as principal representative and spokesperson of CRYSA.
 - (xiv) Have shared signing authority for club expenditures

- (b) The President has the authority and responsibility to act in the event of an emergent or existing emergency situation. In so acting, the President must:
 - (i) where practical, endeavor to consult with the executive before taking action;
 - (ii) act honestly and in good faith with a view to the best interests of the society;
 - (iii) exercise the care, diligence and skill of reasonably prudent individual; and
 - (iv) report to the Board, as soon as is practical, what was done in the exercise of such authority.

8.2 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.

- (a) The Vice-President shall have the following duties and responsibilities:
 - (i) Serve, with the President and Treasurer, on the Executive Committee.
 - (ii) Support any other committees as requested.
 - (iii) Assist in the future direction of the Club including planning and oversight.
 - (iv) Perform tasks as requested by the President.
 - (v) Attend scheduled CRYSA Board of Director meetings and provide a Vice-President report.

8.3 The Secretary is responsible for recording, maintaining and distributing records of CRYSA business.

- (a) The Secretary shall have the following duties and responsibilities:
 - (i) Conduct the correspondence of the society.

- (ii) Issue notices of meetings of the society and directors.
- (iii) Keep and distribute minutes of all meetings of the society and directors.
- (iv) Have custody of all records and documents of the society except those required to be kept by the treasurer.
- (v) Have custody of the common seal of the society.
- (vi) Maintain the register of members.
- (vii) Ensure the Society is in good standing with Registrar of Companies.
- (viii) Liaise with City to ensure renewal of club house facility.
- (ix) Attend scheduled CRYSA Board of Director meetings.

8.4 The Treasurer, subject to the direction of the Board of Directors, has general responsibilities for the financial affairs of CRYSA.

- (a) The Treasurer shall have the following duties and responsibilities:
- (i) Working with the Executive and the Board, compile and maintain an annual operating budget.
 - (ii) Implement and/or maintain the book keeping system and accounting processes required to provide a detailed set of records of income and expenditures of CRYSA.
 - (iii) Responsibility for all day-to-day bookkeeping and handling of accounts payable and accounts receivable issues.
 - (iv) Process scheduled payments for contractors including Administrator, Technical Director, coaching staff, trainers, referees, etc.
 - (v) Ensure all accounts payable, bills, and reimbursements related to the CRYSA annual operating budget, or as otherwise authorized by the Board, are paid in a timely manner.
 - (vi) Obtain Board authorization for expenditures not approved in the annual budget.
 - (vii) Publish a year-end financial statement and present to the Board a monthly working budget.
 - (viii) Ensure proper controls related to financial affairs are maintained and audited accordingly.
 - (ix) Have custody of all funds, securities, financial records, and tax documents.
 - (x) File/send all reports to the appropriate government agencies in a timely manner.
 - (xi) Ensure CRYSA maintains a non-profit status.
 - (xii) Maintain bank accounts in the clubs name that are reconciled on a monthly basis.
 - (xiii) Have shared signing authority for club expenditures in accordance with CRYSA policy.
 - (xiv) Attend scheduled CRYSA Board of Director meetings
 - (xv) Ensure that Gaming Funds and other sources of financial support are engaged.

8.5 The offices of Secretary and Treasurer may be held by one person who shall be known as Secretary-Treasurer. 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 6.2(b).

- 8.6 In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.
- 8.7 The signing officers of the Association shall be the President, Vice-President, Treasurer, Secretary or persons as designated by the Board of Directors, and 2 signatures must be obtained to disburse Association funds.

PART 9 - SEAL

- 9.1 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.
- 9.2 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

- 10.1 The Board of Directors may not cause the Association to be indebted or encumbered without seeking the prior approval of the membership, and obtaining prior approval by special resolution.

PART 11 - AUDITOR

- 11.1 This Part applies only where the Association is required or has resolved to have an auditor.
- 11.2 The first auditor shall be appointed by the Board which shall also fill all vacancies occurring in the office of auditor.
- 11.3 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.
- 11.4 An auditor may be removed by ordinary resolution.
- 11.5 An auditor shall be informed forthwith in writing of appointment or removal.
- 11.6 No Director and no employee of the Association shall be auditor.
- 11.7 The auditor may attend general meetings.

PART 12 - NOTICES TO MEMBERS

- 12.1 A notice may be given to a member personally, by mail to their registered address, or by email.

12.2 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.

12.3 Notice of a general meeting shall be given to:

- (a) every member shown on the register of members on the day notice is given;
- (b) the auditor, if Part 10 applies.
- (c) No other person is entitled to receive a notice of a general meeting.

PART 13 - FINANCE

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

13.2 A financial statement, prepared in accordance with the *Act*, must be presented by the Directors at each AGM.

PART 14 - MINUTES AND RECORDS

14.1 The Directors shall ensure that minutes of all general meetings, and all annual general meetings and minutes of all Board meetings, and all other necessary books of the Association are properly kept.

14.2 The books and records of the Association shall be open to inspection by the members at all reasonable times, at the registered and records office of the Association.

PART 15 - AMENDMENTS TO BY-LAWS

15.1 Changes or amendments to these Bylaws may be made only with approval by special resolution.

15.2 A notice of proposed changes or amendments must be sent in writing to the Secretary at least 14 days in advance of the meeting.

PART 16 – CONSTITUTING ELEMENTS

16.1 The operation of the Association is to be carried on in the area of Campbell River and District in the Province of British Columbia This provision was previously unalterable.

16.2 The Campbell River Youth Soccer Association recognizes the authority of the Youth Soccer Association of British Columbia and in no way attempts to contravene the By-Laws of that Association. This provision was previously unalterable.

16.3 The Association shall carry on its objectives without gain for its members, and profits and other benefits, monetary or otherwise, shall accrue to the Association

and shall be used in promoting its purposes This provision was previously unalterable.

- 16.4 In the event of dissolution of the Association, any funds of the Association remaining after satisfaction of its debts and liabilities, shall be paid or transferred to such organizations having substantially the same purpose of the Association as may be determined by the members of an ordinary resolution This provision was previously unalterable.