

MID ISLE SOCCER CLUB:

BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the Society Act and any other bylaws.

PART 1: INTERPRETATION

1.1 In these bylaws unless the context otherwise requires:

- (a) **“Club”** means the Mid-Isle Soccer Club
- (b) **“Team”** means any bona fide team or organization within the jurisdiction of the Club consisting of 11 or more registered players.
- (c) **“Senior Team”** means any bona fide team within the jurisdiction of the Club consisting of 11 or more registered adult players (age 19 years or older)
- (c) **“Directors”** means the director or any member of the Board of Directors for the time being.
- (d) **“Manager”** means the person selected by the Club to assist the coach with administrative requirements associated with the managing of players, club and coordinating communications.
- (e) **“Member”** means any person registered with the Club and who has not ceased to be a member.
- (f) **“Registered address”** of a member means his address as recorded in the registrar of members.
- (g) **“Society Act”** means the Society Act of British Columbia from time to time in force and all amendments to it.
- (h) **“Ladysmith area”** refers by the area bounded by the Chemainus River to the south and the Chase River overpass to the north.

1.2 The definitions in the **Society Act** of the Province of British Columbia on the date these bylaws become effective apply to these bylaws and all amendments thereafter.

1.3 Words importing the singular include the plural and visa versa and the words importing the male person include a female person and a corporation.

PART 2: MEMBERSHIPS

2.1 The members of the Club are comprised of the following:

- (a) All parents and guardians of registered Club youth players
- (b) All registered Club Senior players
- (c) All Club coaching staff
- (d) All elected members of the Club Board
- (e) Any person interested in promoting the purposes of the Club subject to approval of the Board.

2.2 For clarity, no person shall be entitled to hold more than one membership or to exercise more than one vote by reason of qualifying under more than one of the foregoing membership criteria.

2.3 Every member shall uphold the constitution and comply with the by-laws of the Club.

2.4 Every member shall abide by Club policies, code of conduct, guidelines and general rules of the Club as approved and amended by the directors from time to time.

2.5 A register of membership shall be maintained by the Club.

2.6 For the purpose of this bylaw the membership year shall commence on August 1st and end on July 31st of the following year.

2.7 To be eligible for and to maintain Senior Team Membership to the Club a team shall:

- (a) show reasonable proof of financial responsibility;
- (b) show adequate and responsible team management, upon investigation by the directors;
- (c) obtain and maintain uniforms (including playing colours) and equipment that is acceptable to the directors;
- (d) provide a list of coaches, managers, players and volunteers as requested by the directors;
- (e) pay or in part pay current annual membership fee or any other subscription or debt due owing by the team to the Club before the set deadlines and the team is not in good standing so long as the debt remains unpaid to the Club except by discretion of the directors; and
- (f) Each affiliated team shall furnish the Club with a list of names, addresses and telephone numbers of its members, coaches, managers and volunteers thirty (30) days prior to the commencement of the playing season in each and any year.

2.8 A Senior Team shall cease to be a member of the Club:

- (a) by dissolution;
- (b) on being expelled; or
- (c) having been a member not in good standing for twelve (12) consecutive months.

2.9 A person shall cease to be a member of the club:

- a) by delivering his resignation in writing to the Club;
- b) on his death;
- c) on being expelled;
- d) by being delinquent in payment of annual membership fees as defined in Part 3, unless such fees are waived by the directors as provided for in these bylaws;
- e) in the case of a director, upon retiring from the board or by delivering a resignation in writing to the Club or by expiration of their term of elected or appointed position.

2.10 The directors may by a 75% vote of the directors at a duly constituted meeting suspend or expel any member or team they consider not acting in the best interest of the Club. If the member being considered for suspension or expulsion is also a director his vote shall not be counted.

2.11 The member or team who is the subject of the proposed expulsion will be given notice of intention to suspend or expel setting forth the reason or reasons at which the resolution to suspend or expelled shall be heard by the directors shall be send to the last registered address of such member not less than 7 days prior to the meeting. The member or team who is subject to the proposed suspension or expulsion will be given an opportunity to be heard by directors at a constituted meeting prior to the director's vote.

2.13 Any member or team who resigns, withdraws is suspended or expelled from the Club shall forfeit all rights, claims and interest arising from or associated with membership in the Club.

Part 3: MEMBERSHIP DUES

- 3.1** The annual membership dues for a member shall be included within the annual registration fees as set each year by the directors as specified under Part 11.
- 3.2** The annual membership dues for elected Directors, coaches and other members approved by the Board shall be waived unless the directors determine otherwise.
- 3.3** The directors may waive the membership dues or registration fee, or any portion thereof due to economic need of a member.

Part 4: AMENDMENTS TO CONSTITUTION OR BYLAWS

- 4.1** The club may amend its constitution or bylaws at the Annual General Meeting or at a Special General Meeting of the Club if a special resolution is approved by 75% of the members present at the meeting. The president must receive specific notice in writing of proposed amendments thirty (30) days before the annual general meeting.

PART 5: ANNUAL GENERAL MEETING

- 5.1** The Club shall hold an Annual General Meeting (AGM) on dates and at such locations as determined by the directors. The AGM shall be held if possible, during the month of April, in any event, at least once every calendar year and not more than fifteen months after the holding of the last preceding AGM.
- 5.2** Fourteen (14) days notice of each AGM shall be given by the secretary to all members of the Club entitled to attend such meetings and shall specify the place, day, and hour of the meeting. Such notice shall include the agenda, which shall be as detailed as possible.
- 5.3** Accidentally omitting to give notice to, or non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at the AGM.
- 5.4** A quorum is 5 members present.
- 5.5** If at anytime during an AGM there ceases to be a quorum present, business then in progress shall be suspended, until a quorum is present or until the meeting is adjourned.
- 5.6** If within 30 minutes from the time appointed for an AGM a quorum is not present, the meeting will 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 will constitute a quorum.
- 5.7** The order of business at the Annual General Meeting shall be:
- Adopt the rules of order
 - Adopt the agenda
 - President's report
 - Secretary's report
 - Treasurer's report
 - Registrar's report
 - Committee reports

5.8 Agenda of AGM shall include but not limited to:

- minutes of the last AGM;
- the reports of the president and directors;
- the financial statements, including an operating budget for upcoming year;
- an audited report of the last fiscal year (if deemed necessary by the directors);
- establishment of membership fees for the ensuing year (whenever possible);
- proposed amendments, if any, to the Constitution and Bylaws;
- updates on policy, guideline and general rules;
- election of Directors; and
- any other business.

5.9 Voting at AGM

- members in good standing shall be entitled to voice and to vote.
- each director of the Club except the president in good standing shall be entitled to one vote on all matters of business.
- no member shall exercise more than one vote.
- the president may cast a vote only in the event of a tie vote.
- voting by proxy shall not be permitted.

5.10 Robert's Rules of Order shall apply to all meetings.

PART 6: SPECIAL GENERAL MEETING

- 6.1** A Special General Meeting (SGM) shall be convened by the president at the request of a majority of the directors, or shall be convened by the president at the request of 10% or more of the active membership with the Club.
- 6.2** Fourteen (14) days notice of each SGM shall be given by the secretary to all members of the Club entitled to attend such meetings and shall specify the place, day, and hour of the meeting.
- 6.3** Accidentally omitting to give notice to, or non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at the SGM.
- 6.4** Only the business set out in the requisition calling a SGM shall be dealt with at the meeting, except with unanimous consent of the president and those present.
- 6.5** A quorum must be present.
- 6.6** A quorum is 5 directors present.
- 6.7** If at anytime during a special meeting there ceases to be a quorum present, business then in progress shall be suspended, until a quorum is present or until the meeting is adjourned.
- 6.8** If within 30 minutes from the time appointed for a SGM a quorum is not present, the meeting will 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 will constitute a quorum.
- 6.9** Voting at a SGM will be in accordance with the voting rights at the AGM.

PART 7: DIRECTORS

- 7.1** The business of the Club shall be conducted by a Board of Directors. The directors may exercise all such powers and do all such acts as the Club 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 club, subject to the provisions of:
- (a) all laws affecting the Club;
 - (b) these bylaws; and
 - (c) rules consistent with these bylaws which the club may make from time to time at a general meeting.
- 7.2** The president, vice-president, secretary, treasurer, and two or more persons shall be directors of the Club.
- 7.3** The number of directors shall be a minimum of six (6) to a maximum of 15 persons as may be determined from time to time at an AGM.
- 7.4** The directors shall hold office for a term of one year.
- 7.5** An election may be by acclamation; otherwise it shall be by show of hands unless the members decide upon a secret ballot.
- 7.6** If no successor is elected the person previously elected or appointed may continue to hold office by acclamation. Should the previous elected or appointed director desire not to continue to hold office, the directors shall redistribute said director's duties to other directors at their discretion.
- 7.7** The directors may at any time and from time to time appoint a member as a director to fill a vacancy. A director so appointed shall hold office only until the conclusion of the next AGM of the Club, but is eligible for re-election at that meeting.
- 7.8** No act or proceeding of the directors is invalid only because there were fewer than the prescribed number of directors in office.
- 7.9** The members may by special resolution remove a director before the expiration of his/her term of office and may elect a successor to complete the term.
- 7.10** No director shall be remunerated for being or acting as a director but a director shall, on proof satisfactory to the Treasurer, be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Club.

PART 8: GENERAL MEETINGS:

PROCEEDINGS OF DIRECTORS

- 8.1** The directors may meet together at such places as they deem fit for the dispatch of business; they may adjourn and otherwise regulate their meetings and proceedings at their discretion.
- 8.2** The directors may from time to time fix the quorum necessary for the transaction of routine business and unless so fixed the quorum shall be a majority of the directors then in office.
- 8.3** The president shall be chairperson of all meetings of the directors; but if at any meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson; if neither is present the directors present may choose one of their number to be chairperson at that meeting.

- 8.4** A director may at any time and the secretary, on the request of the directors, shall convene a meeting of the directors.
- 8.5** The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
- 8.6** In the exercise of the powers so delegated such a committee 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 next meeting of the directors.
- 8.7** The committees may make recommendations to the directors but shall not usurp the function or approval required by the directors.
- 8.8** 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 thirty (30) minutes after the time appointed for holding the meeting, the directors who are members of the committee shall choose one of their number to be chairman of the meeting.
- 8.9** The members of a committee may meet and adjourn at their discretion.
- 8.10** All proposals to the directors must be in writing and will only be acted upon at the next directors meeting after receipt of the same. Any member who wishes to attend a directors' meeting or make a proposal may do so at the discretion of the president.
- 8.11** For a first meeting of directors held immediately following the appointment or election of a director or directors at an AGM or for a meeting of the directors at which a director is appointed to fill a vacancy, 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.
- 8.12** Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- 8.13** The chairman shall not vote unless there is a tie, in which case the chairman shall cast the deciding vote.
- 8.14** Any resolution can be accepted for debate with the requirement to be seconded and the chairman of a meeting may move or propose a resolution.
- 8.15** A resolution in writing, signed by all the directors and placed with the minutes of the directors' meeting is as valid and effective as if regularly passed at a meeting of the directors.

PART 9: DUTIES OF DIRECTORS

9.1 The **President** shall:

- (1) preside at all meetings of the Club and of the directors;
- (2) supervise the directors in the execution of their duties;
- (3) chair meetings, appoint committees with terms of reference, represent the Club at meetings and be chief spokesperson;
- (4) assign positions to the directors in consultation with them; and
- (5) be an ex-officio member of all committees.

9.2 The Vice-President shall:

- (1) carry out the duties of the president in their absence;
- (2) assist the president in the execution of their duties; and
- (3) assist in the management and supervision of other directors in the execution of their duties.

9.3 The Secretary shall:

- (1) conduct the correspondence of the Club;
- (2) issue notices of meetings of the Club and directors;
- (3) keep minutes of all meetings of the Club and directors;
- (4) have custody of all records and documents of the Club except those required to be kept by the treasurer and registrar; and
- (5) maintain the register of members.

9.4 The Treasurer shall:

- (1) keep such financial records, including books of account, as are necessary to comply with the *Society Act*; and
- (2) render financial statements and budgets to the directors, members and others at the annual general meeting or when required.

9.5 The Registrar shall:

- (1) coordinate team and player's registration at the beginning of the season and manage all other player registration throughout the year;
- (2) purchase or prepare all players registration forms for all teams;
- (3) Collect the completed team lists and registrations forms at time of registration;
- (4) submit all money to the treasurer and registration forms to the appropriate Club representatives;
- (6) Prepare a name/phone/email list of all members for the directors September 31st.
- (6) act as the privacy director and maintain responsibility over any and all privacy issues, in accordance with the ***Privacy Act***; and
- (7) actively recruit new members for the Club (coaches, players, managers, volunteers).

9.6 The Director(s) at Large shall:

- (1) hold no specific portfolio of work or responsibility that continues throughout the year;
- (2) hold director responsibilities on an "as require" basis as identified by the president and the directors; and
- (3) assist other portfolio directors with their responsibilities as needs may be required.

9.7 A director, subject to directors' approval, may appoint other members of the Club to perform duties for the Club.

9.8 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 10: FINANCES

10.1 Funds required by the Club shall be obtained by whatever means the directors see fit and shall be disbursed at their discretion.

- 10.2** The Club shall maintain at least one account and no more than two accounts with a chartered bank, credit union, or trust company for the deposit of funds. The authorized signatures on each account shall be the president, treasurer and one (1) director. Accounts shall be established such that any two of three signatories authorize withdrawal from the account subject to the proviso that the signatories are not related through blood, marriage, common-law relationship or such other relationship as the directors may impose as a restriction from time to time, acting reasonably.
- 10.3** The accounts of the Club shall be:
- (1) audited annually by a Chartered Accountant if the annual gross revenue is greater than \$60,000 dollars; or
 - (2) the accounts be reviewed annually by a committee of independent persons, so identified and appointed by the directors, subject to the provisos that this committee includes at least one person whom is a member in good standing of a professional accounting body if the annual gross revenue is \$60,000 or less; or
 - (3) with consent of 75% of its directors , be exempt from any audit or financial review.
- 10.4** No person identified under section 10.3 shall be related to any director through blood, marriage, common-law relationship or such other relationship as the directors may impose from time to time, acting reasonably.
- 10.5** The fiscal year of the Club shall be May 1st to April 30th of the subsequent year.
- 10.6** In order to carry out the purposes of the Club the directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
- 10.7** No debentures shall be issued without the sanction of a special resolution.
- 10.8** 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: CLUB POLICIES AND OPERATIONS

- 11.1** It will be the responsibility of the directors to provide the coaches, managers and players with a Club code of ethics, policies, guidelines and general rules related to operations of the Club prior to the start of each season.
- 11.2** The Club shall seek by fair discussion, e-mail communication, website notices and newsletters to keep its members informed on all questions of public importance and any proposed legislation affecting the Club.
- 11.3** No actions on any public questions or proposed legislation shall be taken by the Club until they have first been submitted to and approved by the directors.

PART 12: COMPLAINT AND APPEAL PROCEDURE

- 12.1** The directors may enquire into the conduct of any member in the member's capacity as a coach, manager, player, or team and may take disciplinary action where it is determined necessary.
- 12.2** The directors may summon any coach, manager, player or other party in order to inquire into any alleged offense.

PART 13: PROTECTION OF THE DIRECTORS

Except as otherwise provided in the Act no Director or assigned volunteer for the time of being of the Club shall be liable for the acts, receipts , neglects or defaults of any other director or volunteer or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club or the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for ay loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or assets belonging to the Club or for any other loss damages, or misfortune whatever which may happen on the execution of the duties of the director's or volunteer's respective office or trust or in relation thereto unless the same shall happened by or through the director's or volunteer's own willful neglect or default.

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