

South Delta United Soccer Club - Bylaws

I. INTERPRETATION

- 1) In these Bylaws unless the context otherwise requires:
 - a. "Executive" means the duly elected Directors of the Society according to section VI of these by-laws.
 - b. "Society" means a society as incorporated under the Society Act
 - c. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it
 - d. "Employee" includes any full time or part time employee
 - e. "General meeting" means a meeting of which all members of the Society are duly notified
 - f. "Ordinary resolution" has the same meaning as in the Society Act
 - g. "Special resolution" has the same meaning as in the Society Act
 - h. "Registered address" of a member means the address of a member as recorded in the register of members
 - i. "Club" refers to the South Delta United Soccer Club
- 2) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws
- 3) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

II. MEMBERSHIP

- 1) The members of the Society are all parents or guardians of any child registered to play soccer with the Club and any Head Coach allocated a team within the Club. Registration fees for each child must be paid and the child accepted as a team member before the parent or guardian is considered a voting member.

And/Or

- 2) A person who allows his/her name to stand for election as a Director of the Society, and is so elected, or who accepts an appointment as Director to fill any vacancy is a member.

III. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 1) Membership for a season shall last from the time of registration for that season to the first (1st) July of the year in which the season ends
- 2) Every member shall uphold the Constitution and comply with these Bylaws.
- 3) Members have the right to attend any and all special or general membership meetings called by the Executive of the Society.
- 4) Any member has the right to express concerns, with regard to Club business at a membership meeting and have those concerns placed on the agenda.
- 5) Any member has the right to access any information pertaining to the business of the Society, except confidential information with regard to registered players.
- 6) All members of the Club shall abide by the written rules of soccer and the spirit of good sportsmanship, as well as the code of ethics and conduct policy in place at that time.
- 7) MEMBERSHIP EXPULSION:
 - a) A member may be expelled by a special motion passed by a majority of not less than 2/3rds of the members present at a General Membership Meeting at which quorum is present, for any cause which the membership may deem reasonable including engaging in activities which are deemed to be detrimental to the interests or contrary to the purposes of the Society or failing to uphold the Constitution or failing to comply with the Bylaws.
 - b) The Executive shall give fourteen (14) days written notice of such action to expel a member accompanied by a brief statement of the reason or reasons for the proposed expulsion to the member in question. The Executive shall give the member an opportunity to be heard at a General Meeting before the resolution is put to a vote. If the person who is subject to the proposed expulsion refuses to appear or unduly delays appearance all rights to be heard are relinquished and the Executive may exercise whatever judgement they see fit.
 - c) An expelled member may appeal the expulsion within sixty (60) days of the General Meeting where the resolution was passed. The expelled member may appeal their expulsion by way of the Ethics Committee, who can bring forth a resolution to re-instate at the next General Meeting, or by a motion at the next General Meeting supported by 2/3rds of the members present.
 - d) All members are in good standing except the member who has failed to pay his registration fee or any other subscription or debt due and owing by

that member to the Club and the member is not in good standing so long as the debt remains unpaid.

- 7) The members have a right to request or petition the Executive to call a Special or Extraordinary meeting. The written request of ten percent (10%) of voting members is sufficient grounds to call a meeting. The request or petition must include the specific reasons or concerns of the membership in asking for a meeting to be called. The membership must be given seven (7) days notification of any Special or Extraordinary Meeting called at the will of the membership. Notification by E-mail shall be considered sufficient notification. Notification must set forth the concerns or reasons why the extraordinary meeting has been called. At an Extraordinary Meeting requested by the regular members the meeting shall deal only with the business stipulated in the request or petition.

IV. MEETINGS OF MEMBERS

- 1) All meetings of the Club shall be held at such time and place as the Executive decides, in accordance with the Society Act.
- 2) An Annual General Meeting shall be held once in every calendar year and before the first (1st) of July each year.
- 3) General Membership meetings may be called at the discretion of the Executive. Notification of all general meetings shall be given in writing to each member not less than thirty (30) days in advance. Notification by e-mail shall be considered sufficient notification.
- 4) Notice of any membership meeting shall specify the place, the day and the hour of the meeting along with a tentative agenda. Notification of any extraordinary meeting shall also specify the concerns or reasons why the meeting has been called.
- 5) Accidentally omitting to give notice to, or non-receipt of notice by, any member entitled to receive notice, does not invalidate proceedings at any legitimately held meeting where quorum is present.
- 6) The Executive may call an Extraordinary Meeting at any time it deems necessary. Written notification must be given to each member not less than seven (7) days in advance. Notification must set forth the concerns or reasons why the extraordinary meeting has been called. Notification by e-mail is considered sufficient notification. The extraordinary meeting called under this section shall deal only with the business stipulated in the notification.

- 7) The membership has the right to request or petition the Executive to call an extraordinary meeting as stipulated in Section III paragraph 7). The Executive must comply with the request or petition within twenty –one (21) days of receiving it.

V. PROCEEDINGS AT GENERAL MEETINGS

- 1) Extraordinary Business is:
 - a. all business at an extraordinary general meeting except the adoption of rules of order; and
 - b. all business 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 Executive
 - iv) the report of the Auditor if any
 - v) the election of Executive
 - vi) the appointment of the auditor if required and
 - vii) other business that, under these Bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the Executive issued with the notice convening the meeting.
- 2) All meetings shall be conducted efficiently and with fairness to the members present.
- 3) No business, other than the election of a chair and the adjournment or termination of the meeting shall be conducted at a general meeting when no quorum is present.
- 4) If at any time during a 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 terminated or adjourned.
- 5) A quorum is ten (10) members present or such greater number as the members may determine at a general meeting.

- 6) If within thirty (30) minutes from the time appointed for a general meeting quorum is not present the presiding Executive Officer shall adjourn the meeting to the same day in the next week at the same time and place and if at that adjourned meeting quorum is not present within thirty (30) minutes from the appointed time for the meeting, the members present shall constitute a quorum.
- 7) The President of the Club shall preside as Chair of a general meeting. If at a general meeting the President is not present within fifteen (15) minutes of the appointed meeting time, then the members present shall choose a Chair from those Executive members present. If no executive members are present, then no business can take place and the meeting is dissolved.
- 8) A general meeting may be adjourned from time to time 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.
- 9) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 10) 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 meeting.
- 11) An Agenda for all general meetings shall be prepared and posted 24 hours before each meeting. The Secretary shall prepare the agenda in conjunction with the Chair. Any member with a legitimate concern can contact the secretary and be placed on the agenda.
- 12) All business in order to be legitimate must be put forward as a motion, duly discussed and voted on.
- 13) The Chair of a meeting may not propose or put forward a resolution.
- 14) A simple majority of members present shall be sufficient to pass all ordinary resolutions except any requiring special resolutions and amendments to the Constitution or Bylaws, which require a two-thirds majority of members present.
- 15) Voting shall be done by a show of hands with the exception of the Election of Executive Officers, which shall be done by secret ballot. However, the members may, at their discretion decide upon any question by secret ballot.
- 16) Proxy votes shall be accepted only for election of Executive Officers. The Proxy vote may be received from any member in good standing provided the proxy is in writing and signed by the member. The Proxy must be cast by a duly designated member who is also in good standing.

- 17) The Chairperson shall not vote except in the case of an equality of votes, when the Chairperson shall have the casting vote.
- 18) A member in good standing present at a meeting is entitled to one vote.
- 19) Roberts Rules of Order, newly revised, shall be used to conduct meetings.

VI. EXECUTIVE OFFICERS

Definition:

An elected Board of Directors named the Executive shall govern the affairs of the Club. No person shall be a Director of the Society unless he/she is a Member and is not under the age of eighteen (18). This Executive shall perform the duties prescribed by the Club By-Laws.

Titles:

The elected Executive Officers of the Club shall be:

- President
- Vice President (2 positions)
- Treasurer
- Boys Coordinator
- Girls Coordinator

The Executive Officers may, by majority vote, choose to appoint additional Directors to fulfill other named roles within the Club and may also choose to provide these additional Directors with voting rights within the Executive.

VII. ELECTIONS AND DURATION OF OFFICE

- 1) The Executive Officers shall be elected at the Annual General Meeting.
- 2) The Executive Officers shall be nominated by means of a Nomination Form or written notification signed by two (2) Club members. The Nomination Form may be submitted to and received by the Secretary ten (10) days prior to the date of the elections. At this time, the slate of nominees shall be posted for the information of members.

Nominations from the floor of the Annual General Meeting shall not be accepted.

- 3) The Executive Officers shall be elected by a majority ballot vote of the general membership.
- 4) When there is only one nominee for an office, election by acclamation is accepted.
- 5) No one member may hold more than one Executive Officer position at any one time.
- 6) The Executive Officers shall serve a term of office of one year, commencing immediately following the election at the AGM through to the AGM of the following year.
- 7) If after the elections there is a vacancy in the Executive, for any reason, the newly elected Executive shall appoint a voting member of the Club to fill the position by a majority vote. The general membership must approve the appointment at the next General Membership Meeting. The appointed Executive member shall have the same rights and duties as those elected Executive members and the term shall end at the next AGM.
- 8) If a vacancy occurs during the term, due to resignation or expulsion, then the Executive shall appoint a voting Club member to fill the position, by a majority vote. The general membership must approve the appointment at the next General Membership Meeting. The appointed Executive member shall have the same rights and duties as those elected Executive members and the term shall end at the next AGM.
- 9) The members may, by special motion at a general meeting duly called for that purpose, remove an Executive member before the expiration of his term of office. The following are reasons for expulsion:
 - If the Executive member cease to be a member of the Club
 - If the Executive member is found to be incapable of managing his own affairs by reason of mental infirmity
 - If the Executive member is convicted of a criminal offense
 - If the Executive member is found to willfully misrepresent the Club with malice or forethought

- If the Executive member fails to observe the Constitution and By-laws, purposes or policies of the Club
- If the Executive member is absent without cause from three (3) consecutive Executive meetings

VIII. EXECUTIVE POWERS

- 1) The executive shall manage or supervise the management of the affairs and business of the Club, which shall include:
 - a. Making expenditures deemed necessary
 - b. Tabling financial statements to the General Membership at the AGM
 - c. Issuing By-Laws for the Club, subject to ratification by the members at the AGM
 - d. Conducting all staffing requirements as applicable
- 2) Executive decisions are binding on all members unless otherwise stipulated in the By-Laws.
- 3) It shall be the responsibility of the Executive to take such actions or ensure that such actions are taken by others, to achieve the objectives and purposes of the Club without contravening the Constitution.

IX. EXECUTIVE MEETINGS

- 1) The Executive may meet together at such place as they deem fit for the dispatch of business. They may adjourn and otherwise regulate their meetings and proceedings as they see fit, including conducting votes by telephone or e-mail poll.
- 2) A quorum of Executive members shall be six (6) Executive members. A quorum must be present at the beginning of an Executive meeting and continue throughout the entire meeting in order to process valid decisions and for business to be binding.
- 3) The President shall be Chair of all Executive Meetings but if at any meeting the President is not present after thirty (30) minutes after the appointed time for holding the meeting, and a quorum is present, the Executive members may choose another Executive member to act as Chair of the meeting.
- 4) Executive meetings shall be called by the President. In addition, a quorum of Executive Members may, at any time, call a meeting of the Executive for the transaction of any business, the general nature of which is specified in the notice calling the meeting

- 5) All Executive Officers shall be given ten (10) days' notice of all scheduled meetings. Notification by e-mail is considered notification.
- 6) An Executive Officer may be temporarily absent from their duties and may send or deliver to the Secretary of the club a waiver or notice. This may be letter, e-mail, telegram, fax or cable. Until the waiver is withdrawn
 - a) no notice of the Executive meetings need be sent to that Executive member and
 - b) all Executive meetings notice of which has not been given to that Executive member shall, if a quorum is present be valid and effective and all business duly conducted shall be binding.
- 7) Any Executive Officer absent without cause from three (3) Executive Meetings may be expelled from the Executive by special motion at a General Meeting duly called for that purpose.
- 8) Where all the Executive Officers have agreed, any Officer may participate in a meeting of the Executive by means of conference telephones or other communications facilities by means of which all persons participating in the meeting can hear each other. An Officer participating in a meeting in accordance with this by-law shall be deemed to be present at the meeting and shall be counted in the quorum and entitled to speak and vote.
- 9) Questions arising at any Executive Meeting shall be decided by a majority of votes cast. The Chair may vote.
- 10) The Executive may delegate any but not all of their powers to committees consisting of such Executive members as they think fit.
- 11) All resolutions proposed at an Executive meeting need be seconded, and duly discussed. The Chair of a meeting may move or propose a resolution.
- 12) The Executive may from time to time, as they deem necessary, hire personnel who shall not be one of the Executive, to perform specified duties to achieve the objectives and purposes of the Club, without contravening the Constitution. The members shall approve all hired personnel at the next general membership meeting. Any person so hired shall conform to all lawful orders given him by the Executive and shall give the Executive all information it may require regarding the affairs of the Club.

- 13) The Executive Officers shall serve without remuneration and an Officer shall not directly or indirectly receive any profit or special consideration from his position. An Executive Officer may be paid or reimbursed for reasonable expenses incurred by him in the performance of the duties of the position.
- 14) The Executive Officers may from time to time change the registered office of the Club.

X. DUTIES OF EXECUTIVE OFFICERS

- 1) The Executive Officers shall perform all and any such duties necessary for the continued and effective operation of the Club, in compliance with these By-laws. These duties include but are not limited to the following:

The President shall:

- Manage and direct the affairs of the Club
- Preside at and call all General Membership, Special and Executive Meetings
- The President is the Chief Executive Officer and shall supervise the other Officers in the execution of their duties
- Ensure all regulations of the Club By-Laws are adhered to
- Be the Chief Spokesperson and represent the Club at other meetings
- Appoint all Committees not otherwise provided for
- Carry out all assignments given him by the general membership of the Club
- Consult with the Treasurer in preparing a budget to be presented at the AGM
- Be one of four (4) signing authorities

The Vice-Presidents shall:

- Assist the President with all aspects of club administration as requested by the President
- Work with the Boys and Girls Coordinators to establish the Boys and Girls programs for the season
- Work with the Technical Director to agree the technical program for the season
- Be responsible for communication to all club members, including the club website
- Be responsible for record keeping within the Club

The Treasurer shall:

- Have a demonstrated ability and/or understanding of

bookkeeping procedures

- Work in conjunction with the President to ensure that an annual budget is prepared
- Ensure that funds are properly accounted for and financial records and a book of accounts is maintained so as to comply with the Society Act
- Ensure the rendering of a detailed account of receipts and disbursements to the Executive and the membership when required
- Assess all financial undertakings to ensure that they are within the annual budget
- Issue cheques co-signed by two of the four signing officers
- Be one of the four (4) signing authorities

Coordinator Responsibilities

- Assign coaches and players to teams, in consultation with the Technical Director
- Be responsible for providing all team and player related information to the relevant league authorities
- Support the coaches throughout the season with field allocations, practice slots and technical support

XI. COMMITTEES

- 1) The Executive may from time to time, as deemed necessary, appoint committees consisting of such number of members as may be deemed desirable and may prescribe their duties.
- 2) Any committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit.
- 3) The Committee is empowered only to make recommendations to the Executive and cannot make resolutions.
- 4) The President is considered to be a member of all committees, and may attend all meetings without an invitation.

Ad-hoc Committees

- 1) The Executive shall form and staff, from the general membership, ad-hoc committees as they deem necessary.
- 2) The duly struck committee shall appoint it's own Chairperson. Any ad-hoc committee where funds for the Society are raised shall report to the Fundraising

XII. FINANCES

- 1) All monies collected by and belonging to the society shall be held in a Canadian Chartered Bank or Trust Company in the name of the society.
- 2) All cheques, drafts or orders for the payments of money and all notes and acceptances and bills of exchange shall be signed by two (2) of the following signing Officers: President, Treasurer or Vice President.
- 3) The funds required by the Club shall be obtained by whatever means the Executive see fit and shall be disbursed at their discretion.
- 4) The Club shall have no financial borrowing powers.
- 5) The Club shall have its accounts reviewed annually, and shall present financial records and accounts for audit when requested.
- 6) With the approval of the Executive, individual teams may raise funds for the extra expenses of the individual teams. These funds are not considered part of the finances of the Club.
- 7) An operating budget for the upcoming fiscal year, based up recommendations of the Executive, shall be presented for ratification by the General Membership at the AGM. The budget shall include but not be limited to:

- a) registration/membership fees
- b) salaries for paid employees.

XIII. LIABILITY OF EXECUTIVE OFFICERS

Except for such costs, charges or expenses as are occasioned by his own willful neglect or default, each Executive Officer shall be indemnified and saved harmless out of the funds of the Society from and against all expenses incurred or lawsuits brought against them in their capacity as an Executive Officer of the Society. The Club may choose

XIV. CONFLICT OF INTEREST

Conflict of Interest is a convergence of a Club member's interests with his or her volunteer committee interests, such that an independent observer might reasonably question whether the Club member's volunteer committee actions or decisions are improperly influenced by considerations of personal gain or loss. These interests most often relate but are not restricted to: advancement; income; position; and prestige held by the individual, but could also be manifest as feelings of intimidation due to a conflict, resulting in the inability to act freely in the voluntary committee capacity.

- 1) In the event of a possible conflict of interest the general procedure is:
 - a) The member shall disclose the conflict potential to the Executive;
 - b) The Executive shall bring the complaint forward to the Ethic Committee; the Ethics Committee shall review the complaint and bring forward it's recommendations to the Executive or
 - c) The member shall withdraw from the relevant Standing or External committees.
- 2) If the member is a Chair/Co-Chair of a committee or is part of the Executive:
 - a) The member shall withdraw from the relevant committee;
 - b) The member shall withdraw from the Executive.

XV. VARIA

- 1) The Executive retains the right to accept or reject an application for registration. All players must be registered with the Club through the Registrar before they can take part in any
 - a) Club functions
 - b) Practices
 - c) Games
- 2) Registration Fees shall be refunded in full up to and including September 30th, after that date refunds may be issued in whole or part at the discretion of the Executive. An administration fee to be determined or set from year to year will be charged for any refunds after September 30th.
- 3) Players registering after the season has started may pay fees at a reduced rate as determined by the Executive.
- 4) Players not placed on a team by September 30th shall be issued a full refund.
- 5) Players are assigned to teams as directed by the Executive.
- 6) Coaches are appointed to teams as directed by the Executive.
- 7) The Executive shall provide the coaches, managers and players with Club policies, code of ethics, and general rules prior to the start of the season. These shall vary depending on the level of soccer played.
- 8) The Club Logo is the property of the Club and all application of the logo must have received prior approval by the Executive.
- 9) All Club teams are required to wear Club approved uniforms.

XVI. BY-LAW AMENDMENTS

- 1) The Club may amend its By-Laws at the AGM or at an Extraordinary General Meeting called for the purpose of changing By-Laws.
- 2) The resolution must be approved by seventy-five (75) percent of the members present at the meeting.
- 3) Any proposed changes to the By-Laws must be in writing, dated and signed by the proposer and delivered or transmitted by e-mail or fax to the President or Secretary at least thirty (30) days before an AGM and twenty (20) days before an Extraordinary Meeting called for that purpose.
- 4) The Executive may propose changes to the By-laws up to fourteen (14) days

before an AGM or Extraordinary General Meeting called for the purpose of changing the By-Laws

- 5) All proposed changes shall be made available from the Club fourteen (14) days before a AGM or an Extraordinary General Meeting called for the purpose of changing the By-Laws
- 6) Proposed changes to the By-Laws may be amended at the AGM or an Extraordinary Meeting called for that purpose

XVII. RULES OF ORDER

The Rules contained in the newly revised Robert's Rules of Order shall govern all matters of procedure not covered in these By-Laws

XVIII. DISSOLUTION

In the event of dissolution of the Society, and after the payment of all debts and liabilities, all remaining assets shall be distributed or disposed of to one or more of the charitable organizations carrying on their work within Canada or to the British Columbia Youth Soccer Association, at the discretion of the Acting Executive.