

Kootenay Rockies Youth Soccer Association

BYLAWS

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1. AFFILIATIONS

1. The Kootenay Rockies Youth Soccer Association shall be a member of the British Columbia Soccer Association (“BC Soccer”) and shall be subject to the published Bylaws, Rules, Regulations and Policies in declining order of authority of the following governing organizations:
 - a. FIFA
 - b. The Canadian Soccer Association
 - c. British Columbia Soccer Association

2. Where the Association does not have bylaws, rules and regulations and/or policies in place, the bylaws, rules and regulations and/or policies of BC Soccer shall take precedence in the first instance.

2. INTERPRETATIONS

1. **Definitions.** In these Bylaws, unless the context otherwise requires:

- a. "Act" shall mean the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time;
- b. "Association" shall mean Kootenay Rockies Youth Soccer Association.
- c. "BC Soccer" shall mean the British Columbia Soccer Association;
- d. "Board" shall mean the Board of Directors of the Association;
- e. "Board Resolution" means: a resolution passed by a simple majority of the votes cast in respect of the resolution by the directors entitled to vote on such matter, either:
 - i. in person, at a duly constituted meeting of the Board;
 - ii. by Electronic Means in accordance with these bylaws; or
 - iii. by combined total of the votes cast in person and by Electronic Means; or
- f. "Books and Records" means the Listing of Officers, Rules and Regulations, Constitution, bylaws or equivalent, minutes of the meetings of the Board (unless held "in camera" or otherwise in confidence) and meetings of the members, and financial statements.
- g. "Club" shall mean an organization which is registered with the province of British Columbia as a society, sole proprietor, partnership or incorporation;
- h. "Club Official" shall mean any Director, Owner, employee or paid contractor of the Club.
- i. "Directors" shall mean the directors of the Association;
- j. "District" shall mean the Kootenay Rockies Youth Soccer Association
- k. "Electronic Means" means any system or combination of systems, including but not limited to telephonic, electronic or web-based technology, that:

- i. in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all participants were present at the same location; or
- i. in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

- l. "Financial Statements" shall mean the annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets;

- m. "Match Official" shall mean a registered individual who performs as, but not limited to, referee, assistant referee, fourth official, referee assignors, Match commissioner, referee inspector/assessor, Field Marshall or person in charge of the safety, and other persons appointed by the District to assume responsibility in connection with a Match;

- n. "Meeting of members" includes an annual general meeting of members or a special general meeting of members;

- o. "Member" used in reference to the Society means those persons or organizations who are or who subsequently become members of the Society in accordance with these bylaws and, either case, have not ceased to be members;

- p. "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.

- q. "Registered Address" of a member shall mean the address as recorded in the register of members;

- r. "Registered Player" shall mean a person whose application for registration with the Association has been validated by the Registrar for the current playing season;

- s. "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 as allowed under these Bylaws;

- t. "Team" shall mean a soccer team with not less than eleven registered players, (except for small sided teams that may not have less than three registered players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season;

- u. "Team Official" shall mean a person who holds a position of a Coach, Assistant Coach, Trainer or Manager with a team in the District and has a current Identification Card issued validated by the District.

v. "Youth" means any individual who has not reached the age of 18 years.

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.

3. MEMBERSHIP

1. Classes of Membership.

There is one class of Membership:

a. **Club Members (Voting).** Membership shall be open to organizations that operate within the District's boundaries as defined by BC Soccer's Bylaws; are properly registered with the province of British Columbia; and, operate a minimum of four soccer teams having not less than 44 players.

2. Admission to Membership.

a. An organization wishing to become a Voting member must do so in writing by submitting the applicable membership application form to the Association.

b. The application will be reviewed by the Association's Membership Committee for completeness and the applicant's alignment with the mission, vision, values and objectives of the Society.

c. Applications that pass the Membership Committee's scrutiny shall be sent to the Board for review and approval.

3. **Membership Fees.** The annual membership fees shall be set by the Board and ratified by the membership at a General Meeting of the Association. All members are subject to the membership fees.

4. Rights of Members.

a. All Club Members (Voting) have the following rights:

i. To register players and team officials with BC Soccer and the Association,

ii. To operate and participate in BC Soccer sanctioned programs such as player, coach and referee development,

iii. To participate in Association sanctioned programs as applicable,

iv. To participate in BC Soccer Insurance Plan,

v. To receive Kootenay Rockies Youth Soccer Association member communications

- vi. To receive notification of, attend and have a voice at Meeting of Members
- i. To be a Member of and register their teams with BC Soccer sanctioned Leagues,
- ii. To enter teams in BC Soccer sanctioned tournaments and/or competitions
- iii. To attend and vote, in accordance with the Bylaws, at all General Meetings called by the Association,
- iv. To operate Club Leagues in accordance with the District's and BC Soccer's published rules

5. **Obligations of Members.**

- a. All members have the following obligations:
 - i. To comply with the applicable Bylaws, Rules and Regulations, policies, decisions and directives of the District, BC Soccer, Canada Soccer and FIFA at all times.
 - ii. To meet all of their financial obligations to the District.
 - iii. To manage their affairs independently and ensure that those affairs are not influenced unduly by third parties.
 - iv. To observe the principles of loyalty, integrity, and good sporting behaviour as an expression of fair play through its regulations.
 - v. To respect the Laws of the Game as determined by the International Football Association Board (IFAB) and to ensure these are also respected by their members (as applicable), registered players, team officials, and match officials.

- b. All Voting Club Members have the following obligations:
 - i. To register all players, team officials, and club officials with the District.
 - ii. To provide minimum Notice to Reader financial statements prepared by a licensed CPA in public practice. Review and audit engagements are acceptable.
 - iii. To provide proof of filing of the club's annual report or business registration renewal to the province of British Columbia.
 - iv. To provide a listing of the current officers and directors showing the names, telephone numbers and email addresses of each.
 - v. To provide a discipline report submitted in a format acceptable by the District.
 - vi. To provide the books and records of the club upon request of the District.
 - vii. To inform the District, in writing, of the club's fiscal year end and Annual General Meeting date (as applicable).
 - viii. To provide, on a defined annual basis, the following to the District:
 - 1. Minimum Notice to Reader financial statements prepared by a licensed CPA in public practice. Review and audit engagements are acceptable.
 - 2. Proof of filing of the club's annual report or business registration renewal as applicable.
 - 3. A listing of the current officers and directors showing the names, telephone numbers and email addresses of each.
 - 4. A discipline report submitted in a format acceptable by the District.
 - 5. A Criminal Record Check Report in a format acceptable by the District..
 - 6. Confirmation that the books and records of the club shall be open to inspection by the District upon request.

- c. Violations of the obligations by any Member may lead to sanctions provided for in these bylaws or in the District's policies and/or the Judicial Code & Policies of BC Soccer (as applicable).

6. **Term of Membership.** A member's term shall be from the date the member was accepted into membership in the Association until the date that the individual or club's membership terminates pursuant to the subjections of this Part.

7. **Termination of Membership.** Membership in the Association shall be deemed to have been terminated:

a. If the member submits a signed letter of withdrawal to the Association,

b. If the member is expelled in accordance with these bylaws,

c. If the member dies, or in the case of a club, is dissolved,

d. If the member is not in good standing for a period of 6 months; or

e. If the District is liquidated or dissolved under the Act.

8. **Failure to Meeting Financial or Reporting Obligations of Membership.**

a. A member may be declared not in good standing by the board due to non-payment of financial obligations, non-submission of registration or reporting obligations, or any other outstanding debts to the District.

b. In any case, the member shall be advised in writing of the declaration of not in good standing by the board. Members shall remain not in good standing until the board accepts that the debt is cleared or a financial arrangement for repayment of said debt has been entered into with the District, or until the board is satisfied of the member's compliance with the bylaws, Rules and Regulations, policies, decisions and/or directives.

9. **Sanction and Expulsion of Members**

a. **Sanctions of Member.**

i. A Voting Member that violates its obligations as a Member may be suspended by the Board in accordance with these bylaws.

ii. A Voting Member may receive sanctions, including suspension, by the Board if it and/or individuals with official roles within seriously and/or repeatedly violates the bylaws, rules and regulations, Judicial Code and Policies, other Policies, decisions and/or directives of the District, BC Soccer, Canada Soccer or FIFA.

b. **Expulsion of a Member.** A Voting Member may be expelled by the board if:

- i. It and/or individuals with official roles within seriously and/or repeatedly violates the bylaws, rules and regulations, Judicial Code and Policies, other Policies, decisions and/or directives of the District, BC Soccer, Canada Soccer or FIFA.

c. **Process for the board to Sanction or Expel a Member.**

- i. In the event that the Board is presented with an allegation of a serious and/or repeated violation by a Voting Member and/or individuals with official roles within, seriously and/or repeatedly violate the bylaws, rules and regulations, Judicial Code and Policies, other Policies, decisions and/or directives of the District, BC Soccer, Canada Soccer or FIFA, the Board shall refer the allegation to the Judicial Chair of the District. The Judicial Chair of the District shall investigate and/or assign an ethics and/or a discipline panel to review and investigate the allegation. Upon completion of the investigation, the Judicial Chair shall prepare a report that details the investigative process conducted, findings, conclusions and recommendation of potential sanction(s), expulsion or other of the Member. The Judicial Chair of the District shall present the report and recommendations to the Board. The Board shall have final authority in determining the sanction(s), or expulsion of a Member.

ii. The Board must advise the Member of the Member's sanction(s) or expulsion in writing within 14 days of having been presented with the report by the Judicial Chair of BC Soccer.

iii. A suspended Member may not exercise any of their Membership rights.

- iv. Upon suspension of a Member, the Board must provide requirements imposed on the Member in order for the Suspension to be lifted.

v. A suspension will be in effect until the Member meets the requirements imposed by the Board and/or the Board judges that the Member has taken the required steps to become compliant.

- vi. An expelled Member shall lose all Membership Rights and is no longer considered a member.

10. **Expulsion by Special Resolution.** At a meeting of the members where a Special Resolution is sought to expel a Member:

a. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion; and

- b. The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the members' meeting prior to the voting on the Special Resolution to remove that member.

11. **Members Not in Good Standing.** A member who is suspended is considered to be not in good standing. A member who is not in good standing shall not be eligible to vote at meetings of the members or participate in the business of the Society at the meeting of the members.

4. BOARD OF DIRECTORS

1. **Support of Purposes.** Every director will subscribe to and support the purposes of the Association.

2. **Composition of the Board.** The Association shall be governed by a transition Board which shall consist of one individual from each Member Club's Board of Directors AND one independent individual, that doesn't hold a position of director of an affiliated club. The independent individual shall hold the position of President of the Association. There must be a minimum of 5 Board Members for the Association. Following the 2022 Annual General Meeting, the Association shall be governed by a Board which shall not include Directors that simultaneously hold a position of director of an affiliated club.
 - b. These individuals shall hold the positions of:
 - i. President
 - ii. Vice-President
 - iii. Secretary
 - iv. Treasurer
 - v. Director-At-Large (one or more positions)

 - c. Directors may also fill the following required positions:
 - i. Registrar
 - ii. Risk Management Officer

 - d. A director may hold more than one office, except President and Vice-President.

 - e. A director shall serve for a term of 3 years or until his or her successor is elected or appointed.

3. Following the 2022 Annual General Meeting, or after an initial Board has been elected, one half of the Directors should be elected on alternating years. At the first annual meeting of the members where the directors are elected after these bylaws come into force, the following terms shall be applicable:
 - a. Two directors shall be elected for a two-year term;

 - b. Three directors shall be elected for a three-year term;Thereafter, directors shall be elected to staggered three-year terms, commencing at the annual meeting of the members where they are elected.

4. **Qualifications.** In order to be qualified as a director, an individual must:
- a. be a resident of the Province of British Columbia at the time of their election, for a minimum period of six months immediately preceding the election;
 - b. be at least 18 years of age, and not be:
 - i. found in any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - ii. an undischarged bankrupt; or
 - iii. convicted in or out of British Columbia of an offence in connection with the promotion, formation, or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 1. the court orders otherwise;
 2. five years have elapsed since the last to occur of:
 - a. the imposition of a fine;
 - b. the conclusion of the term of any imprisonment; and
 - c. the conclusion of the term of any probation imposed; or
- a pardon was granted, issued or a record suspension was ordered under the *Criminal Records Act (Canada)* and the pardon or the record suspension, as the case may be, has not been revoked or ceased to have effect.

5. **Director Non-Compliance.** In the event the Board is presented with an allegation of noncompliance by a Director with applicable Bylaws, Rules and Regulations, Judicial Code and Policies, other Policies, decisions and directives of the District, BC Soccer, Canada Soccer and/or FIFA, the Board shall refer the matter to the Judicial Chair of the District. The Director shall be advised in writing of the nature and extent of such allegations. The Judicial Chair shall investigate and/or assign an ethics and/or discipline panel to review and investigate the allegation. Upon completion of the investigation, the Judicial Chair shall prepare a report that details the investigative process conducted, findings, conclusions.

- a. When the Board receives the Judicial Chair's report, the following shall occur:
 - i. The Board shall advise the Director involved of the conclusions in writing.
 - ii. If the Judicial Chair's report concluded that the allegations are without grounds, the Board shall take no further action.
 - iii. If the Judicial Chair's report concluded that the allegations are valid and that the Director should be removed, the Board may seek removal of the Director per subsection 12.
 - iv. If the Judicial Chair's report concluded that the allegations are valid and recommends any other action(s) pursuant to the Judicial Code & Policies of the District, the Board may implement these action(s) via Board resolution with immediate effect.

6. **Removal of Director.** A director may be removed before the expiration of his or her term of office by either of the following methods:
- a. automatically if:
 - i. they cease to be qualified as set out in the Act or these bylaws.

- b. A director may be removed by Special Resolution of the membership provided:
 - i. all members are given a minimum of thirty (30) days' notice of this agenda item prior to the members' meeting; and
 - ii. the director is given the opportunity to be heard and present evidence in their defense at, or prior to, the time when the Special Resolution will be considered;
 - iii. If a director has been removed by Special Resolution, the Members may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director's term of office. The director is entitled to be heard at or prior to the time when the Special Resolution is considered.

- c. by Board Resolution.
 - i. If a director has been removed by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

7. **Director Resignation and Vacancy.** A director may resign their position by submitting a signed letter of resignation to the Association. A vacancy on the Board, caused by removal, resignation, incapacity or death, shall be filled by a majority vote of the Board. The successor director shall hold their incumbent's position for the remainder of the term being filled or until the next annual meeting of the members, whichever comes first.

8. **Conflict of Interest and Standards of Conduct.**

- a. On election to the position of director, the newly elected director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest, and shall periodically thereafter update such disclosure when appropriate.

- b. A director shall not permit that director's own interest to conflict in any way with the director's fiduciary responsibilities to the Society.

- c. A director shall not benefit directly or indirectly from any transaction with the Society unless it is to the clear advantage of the Society, as determined by the Board.

- d. Any deviation or perceived deviation from this conflict of interest section of the bylaws shall be acted on only if reported, in writing, by a complainant to the Board.

- e. A Director must withdraw from the discussion and from voting if there is any risk or possibility that the Director is in a conflict of interest.

9. **Duties of the Board.** It shall be the duty and responsibility of the board to:

- a. Conduct the business of the Association during the periods between General Meetings of the Association and in accordance with the authority granted to it in the Bylaws of the Association;
- b. Review the annual budget for presentation to the membership at the annual general meeting;
- c. Ensure the minutes of the board meetings are properly recorded and filed in the Society's books and records;
- d. Organize an annual general meeting and any other meetings of the members;
- e. Manage and perform such other duties, responsibilities and obligations as may be required by law or its direct governing bodies
- f. Maintain all rules and regulations which govern the game of soccer among the members within the District;
- g. Appointment and removal of appointments of all positions within the Association except for those positions elected by the membership of the Association. This shall include the appointment of volunteer and paid positions within the Association's operations.
- i. The board may assign operational tasks associated with its duties to staff and/or volunteers at their discretion.

10. **Duties of Directors**

a. **President.** The President shall preside at all General Meetings of the Association and of the Board. The President shall: be an ex officio a member of all committees, except any judicial and/or nominations committees; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Association. The President shall speak on behalf of the Association based on the direction of the Board. The President has no authority to act unless directed to do so by the Board.

- b. **Vice-President.** The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board. To act as the Judicial chair for KRYSA or to assign a committee or person as Judicial chair.

- c. **Treasurer.** The Treasurer shall: ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board at least once per quarter; and shall submit an Annual Financial Report, including budget, to annual meetings of the members.
- d. **Secretary.** The Secretary shall: keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Association's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the membership a notice of each meeting of the members; to send out to the Board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the president and vice-president to preside until the immediate election or appointment of a new presiding officer.
- e. **Other Director Positions.** The duties of other Director Positions shall be determined by the Board.

11. **Power to Create Committees.** The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by resolution of the Board.

12. **Standing Committees.** The Board shall constitute and maintain the following standing committees to be advisory to the Board. The terms of reference of each committee shall be kept up to date and published on the Society's website for public access:

- a. Governance;
- b. Risk Management;
- c. Membership.

13. **Judicial.** The Judicial chair will appoint a committee to deal with issues arising from:

- a. Ethics;
- b. Protests; and
- c. Discipline.

14. **Appeals.** The board shall appoint an individual, separate from the individual in the Judicial appointment, who does not serve on the Society's board or Committees, its members or affiliated clubs in a staff or volunteer capacity to oversee the appeal policies and procedures of the Society and its members, including constituting appeal panels as needed.

15. Nominations and Elections.

- a. Nominations for positions on the Board may be made by any member at the annual meeting of the members.
 - b. Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
 - c. Elections shall be by show of hands or if so requested by two voting members by secret ballot, but in the event only one candidate is nominated, no vote is required, and the nominated candidate shall be declared elected by acclamation.
- i. All Directors shall be elected by a majority vote in the following order:
- 1. President
 - 2. Vice President
 - 3. Treasurer
 - 4. Remaining Directors

16. Board Meetings.

- a. The Board shall meet whenever the chair deems it necessary or is instructed to do so by a majority of the Board, but in any case, shall meet at least four (4) times per year. Notice of the time and place, including Electronic Means, of each meeting shall be given by the President or Secretary to all directors at least fourteen (14) days before the meeting is to be held.
 - b. A majority of the members of the Board shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.
- i. In case of a tie vote, the President may cast the deciding vote.

5. MEETINGS OF MEMBERS

1. General Meetings.

- a. An official notice of each meeting of the members shall be given to all members at least 7 days before the meeting is to be held, at such place, and at such date as the Board may determine. Such notification shall be by e-mail, where an e-mail address has been provided by a member for that purpose.
- b. A quorum shall be those present at a duly constituted general meeting of the members or a minimum of 70% of the voting members. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.

- c. In the event a quorum is not achieved at the meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those voting members who are present.
- d. The accidental omission of notice does not invalidate the proceedings of that meeting.

2. **Annual General Meeting of the Members.** The Association shall hold its annual meeting of the members within 120 days of its fiscal year end, each year. The agenda of the meeting shall include:

- a. Roll Call
- b. Credentials Report
- c. Minutes of Previous annual meeting of the members
- d. President's Address
- e. Officers' Reports
- f. Treasurer's Report
- g. Auditor's Report
- h. Appointment of Auditors
- i. Other Reports
- j. Unfinished Business
- k. Amendments to the By-Laws
- l. Election of Officers and Directors
- m. Any Other Business
- n. Adjournment

3. **Special General Meeting.**

- a. Other meetings of the members may be convened by order of the President at any date and time and at any place within the District.
 - b. The voting members of the Society may requisition the directors to call a general meeting for the purposes stated in a requisition; the requisition:
 - i. may be made in a single record or may consist of several records in similar form;
 - ii. must contain the names of, and be signed by, not fewer than 10% of the voting members of the Society;
 - iii. must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting;
 - iv. must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society; and
 - v. must be sent to each individual listed in the society's register of directors.
 - vi. Promptly after a Society receives a requisition:
 - 1. the directors must call a general meeting of the members, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition; and

2. the society must send, with the notice of the meeting, the text of the statement referred to in subsection iii) above.
- vii. If, within 21 days after the date of the Society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting. A general meeting called by the requisitionists must be:
1. called within 60 days after the expiry of the 21-day period; and
 2. called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- viii. In the case of a meeting called by the requisitionists as set out immediately above, unless otherwise resolved by ordinary resolution at the general meeting, the Society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

4. **Voting at Meeting of the Members.** At meetings of the members, a Club Member (Voting) shall have one (1) vote. No Member shall have more than one (1) vote. Voting by proxy is not allowed.

- a. The Voting Delegate for each Club Member (Voting) shall be a Club Official of the respective Club.
- b. The name of the Voting Delegate shall be provided, in writing, to the District a minimum of seven (7) days in advance of the meeting.
- i. If no Voting Delegate name is provided, the Voting Delegate by default, shall be the Club Member's current President or Chair.

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

6. **Process for Constitution and Bylaw Amendments.**

- a. Constitution and Bylaw amendments may be proposed by the Board, or submitted by a Voting member of the Association in writing at least forty-five (45) days prior to a General Meeting of the Association;
- b. All members shall be notified of the proposed Constitution and Bylaw amendments. Such notification shall be made a minimum of 15 days prior to the Annual General Meeting or the Special General meeting called for that purpose.
- c. Bylaw amendments shall be approved by Special Resolution at a meeting of the members where notice of the proposed amendments has been given.
- d. Amendments to the Constitution & Bylaws shall be circulated to Members within 14 days of membership approval.
- e. No motion may be placed on the floor of a general meeting that obviates or intends to obviate the intention of the proposed amendment or this Section.

6. PROCEDURES GOVERNING MEETINGS

1. All meetings of the Association shall be conducted in person or via Electronic Means and in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of the Association.

7. RULES AND REGULATIONS

1. The Association shall have Rules and Regulations for the operation and administration of the game of soccer within the Association.
2. Amendments to the Rules and Regulations may be made by a majority vote of the Board. Any amendments to the Rules & Regulations shall be circulated to Members within 14 days of board approval.

8. INDEMNITY

1. In this Part, "eligible party" has the same meaning as in the Act.
2. **Indemnification.** Subject to the provisions of the Act, the Association will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within the Association:
 - a. is or may be joined as a party to such legal proceeding or investigative action; or
 - b. is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
3. **Advancement of Expenses.** To the extent permitted by the Act and these bylaws, all costs, charges and expenses incurred by an eligible party with respect to any legal proceeding or investigative action may be advanced by the Association prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.

4. **Indemnification Prohibited.** Notwithstanding the above, the Association shall not indemnify an eligible party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:
 - a. has already been reimbursed for such expenses;
 - b. has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
 - c. in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Association or subsidiary; or
 - d. in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

5. **Non-compliance.** The failure of an eligible party to comply with the provisions of the Act, of the constitution, or these bylaws will not invalidate any indemnity to which he or she is entitled to under this Part.

6. **Deemed Contract.** Every eligible party on being elected or appointed will be deemed to have contracted with the Association upon the terms of the foregoing indemnities.

9. FINANCE

1. **Banking Arrangements.** The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a Senior Manager or Senior Managers of the Society and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
2. The Financial Statements of the Association shall be reviewed annually by a licensed CPA should the board/membership so desire.
3. The Financial Statements of the Association and the review engagement report shall be presented at the annual meeting of the members. The Financial Statements of the Association and review engagement report shall be distributed to the membership at least 10 days before the annual meeting of the members.
4. A budget for the following fiscal year shall be prepared by the Board and presented for approval at the annual meeting of the members. The budget shall include all proposed fees.

5. 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.

6. Signing officers for financial accounts and executing contracts on behalf of the Association shall be a minimum of two (2) directors.
7. The fiscal year end will be as determined by the Board.

10. DISPUTE RESOLUTION

1. Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
2. The Association shall adhere to any dispute resolution process as published and approved by BC Soccer from time to time (the "Dispute Resolution" process).
3. Any member of the Association may initiate the Dispute Resolution process by communicating in writing to BC Soccer, with a copy to the Association, the nature and facts of the dispute. BC Soccer, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
4. The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the Association and BC Soccer.
5. The Association shall make available to any member a copy of the Dispute Resolution process when requested.
6. A member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the Association support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

11. POLICIES

1. The Association shall maintain policies that are consistent with the published and approved policies of BC Soccer. The Association may set such additional policies as determined from time to time by

the Board.

2. The policies shall apply to all employees, directors, officers, volunteers, team officials, match officials, administrators, players, members and registrants of the Association.
3. The Association shall make a copy of its policies available to any member.

12. DEFINITIONS/TERMINOLOGY

1. Terminology used in this Bylaw shall have the same meaning as used by BC Soccer in its constitution, bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

13. DISSOLUTION

1. Upon dissolution of the Association, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the members of the Association at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.