



CONSTITUTION & BYLAWS

**NORTH OKANAGAN
YOUTH SOCCER ASSOCIATION**

Amended 2015

Constitution and Bylaws of the North Okanagan Youth Soccer Association

NAME

The name of this organization shall be North Okanagan Youth Soccer Association also referred to as NOYSA hereinafter referred to as the "Association". The headquarters of the Association shall be within the boundaries defined and approved by the British Columbia Soccer Association.

OBJECTIVES

The Association shall have the following objectives:

- a) To promote, develop and administer the game of soccer at the *NOYSA* level.
- b) To maintain membership in good standing with the British Columbia Soccer Association, hereinafter referred to as BCSA, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.
- c) To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs.
- d) To operate without purpose of pecuniary gain to any of its members and any surplus of the Association shall be used solely for the purpose of the Association and the promotion of its objectives.

DISSOLUTION

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.

BYLAWS

ARTICLE 1: AFFILIATIONS

The Association shall be a Member of the British Columbia Soccer Association ("BCSA") and shall be subject to the published Bylaws, Rules and Regulations in declining order of authority of the following governing organizations:

1. FIFA
2. Canadian Soccer Association
3. British Columbia Soccer Association

ARTICLE 2: INTERPRETATIONS

1) Definitions.

- a) In these Bylaws, unless the context otherwise requires:
 - i) "Youth District" shall mean the North Okanagan Youth Soccer Association;
 - ii) "Association" shall mean the North Okanagan Youth Soccer Association;
 - iii) "BCSA" shall mean the British Columbia Soccer Association;
 - iv) "Directors" shall mean the directors of the Association;
 - v) "*Society Act*" shall mean the *Society Act* of the Province of British Columbia, as amended from time to time;
 - vi) "Registered Address" of a member shall mean the address as recorded in the register of members;
 - vii) "Active Member" shall mean an individual which becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active Member shall have the right to vote as set out in these Bylaws;

- viii) "Honorary Member" shall mean a person who becomes a honorary member in accordance with these Bylaws. A Honorary Member shall have a voice but no vote at General Meetings of the Association.
 - ix) "Team" shall mean a soccer team with not less than eleven registered players, (except for mini teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season;
 - x) "Registered Player" shall mean a person whose application for registration with the Association has been validated by the Registrar for the current playing season;
 - xi) "Board" shall mean the Board of Directors of the Association;
 - xii) "Special Resolution" shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes cast as allowed under these Bylaws;
 - xiii) "Ordinary Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes cast as allowed under these Bylaws.
- b) The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws, save and except those that are specified herein.
- 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) The Society shall be affiliated with the British Columbia Soccer Association (the "BCSA") and the Society and the officers, directors and members of the Society agree to comply with the Constitution, Bylaws, rules and regulations of the BCSA, to the extent that same do not contradict or violate the Constitution, Bylaws, rules and regulations of the Society from time to time.

ARTICLE 3: MEMBERSHIP

- 1) The members of the Association are the applicants for incorporation of the Association, and those individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.
- 2) An individual may apply for membership in the Association and upon acceptance by the Association pursuant to the terms of this Article 3, becomes a member.
- 3) Every member must uphold the Constitution and comply with these Bylaws.
- 4) Active Membership
Active Membership shall be open to the following individuals:
- a) One parent or legal guardian of a minor aged player(s) duly registered with this Association in the playing season April 1st of the current year to March 31 of the following year.
 - b) Honorary Membership
The board may confer a Honorary Membership upon a person who has rendered valuable service to the Association; Honorary Membership are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the Association.
- 5) Membership Fees
The annual Membership (player registration) fees shall be set by the Board.
- 6) Approval of New Members
An individual may be accepted into Active Membership upon:
- a) submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board, and

- b) obtaining the approval of the Board.

7) Membership Renewal

- a) Membership shall cease at the end of each playing season (as defined by BC Soccer).
- b) Individual Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.

8) Rights of Active Members

Active Members shall be accorded the following rights where applicable based on membership type:

- a) To be governed in accordance with BCSA and the Association's published Constitution, bylaws and rules,
- b) To participate in BCSA sanctioned competitions and tournaments,
- c) To participate in BCSA sanctioned programs such as player, coach and referee development,
- d) To participate in Association sanctioned programs,
- e) To attend and vote, in accordance with the Bylaws, at all General Meetings called by the Association, and
- f) To participate in BCSA Insurance Plan.

9) Discipline of a Member

- a) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with BCSA's published rules.
- b) The Board may, with cause, immediately suspend a Member prior to a hearing for extraordinary circumstances.
- c) A Member that is suspended loses all rights of Membership until the suspension has been completed.

11) 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 by the Association, or
- c) If the Member fails to renew annual Membership in accordance with the Bylaws.

12) Members Not in Good Standing

The Board may declare a Member to be not in good standing who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the Member to the Association or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the Member is not in good standing and loses all rights of membership.

ARTICLE 4: BOARD OF DIRECTORS

- 1) The Association shall be governed by a Board which shall consist of 8 individuals or such a greater number determined from time to time at a general meeting.
 - a) These individuals shall hold the positions of:
 - i) Chair
 - ii) Vice Chair
 - iii) Treasurer
 - iv) Secretary
 - v) Director-At-Large *[one or more positions]*

[Required as positions, not necessarily Directors]

- i) Registrar
 - ii) Risk Management Officer
 - b) A Director may hold more than one portfolio
 - c) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
 - d) A Director shall serve for a term of 2 years.

- 2) A paid employee of the Association shall be permitted to attend meetings of the Board, as appropriate (at the discretion of the Board), and shall have a voice but no vote at such meetings.
- 3) After an initial Board has been elected, the one half of the Directors should be elected on alternating years.
- 4) Director Vacancy
 - a) A Director has the right to resign their position by submitting a signed letter of resignation to the Association.
 - b) 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 AGM, whichever comes first.
- 5) Removal of Director
 - a) No Member of the Board shall be removed for arbitrary reasons but may be removed if:
 - i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - a) if she/he becomes incapable of performing the business of the Association;
 - b) if she/he is absent from two (2) or more meetings of the Board without satisfactory reason;
 - c) if she/he is no longer domiciled in British Columbia;
 - d) if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 - ii) the Director has compromised the integrity of the Association due to, but not limited to, any of the following reasons:
 - a) if she/he has been found guilty of an offence under the BCSA Harassment Policy;
 - b) if she/he has been found guilty of an offence involving violence under the Discipline Policy of BCSA;
 - c) if she/he has failed to properly account for monies or other property belonging to the Association;
 - d) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association; or
 - e) if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSA.
 - iii) A Member of the Board may be suspended for good and sufficient cause provided:
 - a) The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
 - b) All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing; and
 - c) The decision must be a two-thirds (2/3's) majority vote of the Board present at the hearing.
 - iv) A Member of the Board may be removed for good and sufficient cause provided:
 - a) The Director is given the opportunity to present evidence in their defense at the next duly constituted General Meeting;
 - b) All Members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting; and
 - c) The decision must be a 75% majority vote of the Members present at the General Meeting.
- 6) Conflict of Interest and Standards of Conduct
The Directors shall adhere to the BCSA's Conflict of Interest Policy.
- 7) Duties of Board
 - a) The Board shall 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) The Board shall be responsible for the 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 operations.

- c) The Board may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.
- 8) Duties of Directors
 - a) *Chair*

The Chair shall preside at all General Meetings of the Association and of the Board. The Chair shall be an ex officio member of all committees, except any nominations committee; 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 Chair has no authority to act unless directed to do so by the Board.
 - b) *Vice-Chair*

The Vice Chair shall act in the absence of the Chair and shall have other powers as assigned by the Board.
 - 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 the Annual General Meeting.
 - 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 General Meeting; 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.
- 9) Nominations and Elections.
 - a) Nominations for positions on the Board may be made by any Member at the Annual General Meeting.
 - b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
 - c) Election shall be 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.

Voting

 - a. All Directors shall be elected by majority vote
 - b. At the first Board meeting, the Board shall elect the positions of Chair, Vice Chair, Treasurer and remaining Directors.
- 10) Authority of the Chair
 - a) The Chair shall speak on behalf of the Association based on the direction of the Board.

ARTICLE 5: MEETINGS

1) General Meetings

- a) An official notice of each meeting shall be given to all Members at least 30 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 email.
- b) A quorum shall be those present at a duly constituted general meeting of the Association or a minimum of three (3) voting Members, whichever is the greater. 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 General Meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those Members who are present.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.

2) Annual General Meeting

- a) The Association shall hold its Annual General Meeting no later than December 31st of each year. The agenda of the Annual General meeting shall include:
 - 1. Roll Call
 - 2. Credentials Report
 - 3. Minutes of Previous Annual General Meeting
 - 4. Chair's Address
 - 5. Officers' Reports
 - 6. Treasurer's Report
 - 7. Financial Report
 - 8. Other Reports
 - 9. Unfinished Business
 - 10. Amendments to the By-Laws
 - 11. Roll Call
 - 12. Election of Directors
 - 13. Any Other Business
 - 14. Adjournment

3) Special General Meeting

- a) A Special General Meeting of the Association:
 - i) may be called by the Board by its own motion, or
 - ii) shall be called by the Board upon receipt of a written request submitted to the Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than ten per cent (10%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting.
- b) The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
- c) Only the business set out in the notice to the Special General Meeting shall be considered.

4) Voting at Annual General Meeting:

At General Meetings, one parent or legal guardian of a minor aged player shall have one (1) vote per family. Voting by proxy is not allowed.

5) Board Meeting

- a) The Board shall meet whenever the chairman deems it necessary, or is instructed to do so by a majority of the Board, but in any case shall meet at least at least six (6) times per year. Notice of the time and place of each meeting shall be given by the Executive Director to all directors at least five (5) 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.

ARTICLE 6: COMMITTEES

The Membership at any General Meeting, or the Board at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Association.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of the Association shall be conducted in person or via video/teleconferencing 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.

ARTICLE 8: BY-LAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board, or submitted by a Member to the Association in writing at least (20) days prior to a General Meeting of the Association; and approved by a minimum of a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Association duly called for that purpose.
- 2) All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

ARTICLE 9: 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 or the Members at a General Meeting. If the Rules and Regulations are amended by the Board, the amendment shall be presented for ratification at the next Annual General Meeting or Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

ARTICLE 10: INDEMNITY

With the approval of the Supreme Court of British Columbia, the Board shall cause the Association to indemnify a Director, officer, former Director or former officer of the Association or of a corporation of which the Association is or was a shareholder, and his or her heirs and personal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Association or a Director or officer of such corporation, including any action brought by the Association or any such corporation, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the Association or such corporation of which he or she is or was a Director; and
- b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

ARTICLE 11: FINANCE

Financial Statements shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.

- 1) The Financial Statements of the Association shall:
 - a) be reviewed annually by a licensed CPA;
The Financial Statements of the Association and the review engagement report shall be presented at the Annual General Meeting. The Financial Statements of the Association and review engagement report shall be distributed to the membership at least 10 days before the Annual General Meeting.
- 2) A budget for the following fiscal year shall be prepared by the Board and presented for approval at the Annual General Meeting. The budget shall include all proposed fees.
- 3) 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.

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

ARTICLE 12: DISPUTE RESOLUTION

- 1) The Association shall adhere to the Dispute Resolution process as published and approved by BCSA.
- 2) Any member of the Association may initiate the Dispute Resolution process by communicating in writing to BCSA, with a copy to the Association, the nature and facts of the dispute. BCSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 3) The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline and appeals process.
- 4) The Association shall make available to any member a copy of the Dispute Resolution process when requested.
- 5) The Member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation.

ARTICLE 13: HARASSMENT AND PRIVACY POLICIES

- 1) The Association shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BCSA.
- 2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Association.
- 3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- 4) The Association shall make available to any member a copy of the Harassment and Privacy Policy when requested.

ARTICLE 14: APPEALS

- 1) Any registrant or registered organization directly affected by a decision of the Association may appeal such decision.
- 2) The denial or termination of membership in the Association may be appealed by a non-registered individual or organization.
- 3) A decision of the Association may be appealed to BCSA, to be conducted in accordance with BCSA's published rules. A decision of BCSA may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules. A decision of the Canadian Soccer Association shall be final and binding on the parties.
- 4) An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Association operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.

- 5) An individual shall not be entitled to appeal a decision made by the Association regarding a player's team assignment on any Club, District, or Regional team.

ARTICLE 15: DEFINITIONS/TERMINOLOGY

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