



# Howe Sound Soccer League

## BYLAWS

### Bylaws of the Howe Sound Soccer Society (the “Society”)

#### PART 1 – DEFINITIONS AND INTERPRETATION

##### Definitions

**1.1** In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors, collectively, of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

##### Definitions in Act apply

**1.2** The definitions in the Act apply to these Bylaws.

##### Conflict with Act or regulations

**1.3** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

#### PART 2 – MEMBERS

##### Application for membership

##### 2.1

(a) Up to four (4) registered people from each team may be members of the society (may include a manager, coach, player or captain). Members may be added or swapped out at any time during the year so long as the total number per team is not greater than four (4) and provided all other provisions in these bylaws are complied with including those related to membership dues.

(b) Application for each team’s members is via email to the Board Secretary by the team manager and must include the required personal information including full name and contact information.

(c) Annual membership term runs from September 1 through August 31 unless otherwise specified in a Board-approved membership policy.

(d) Membership becomes active once the Board Secretary or their designate receives membership fee payment and responds with an acknowledgement of receipt. Such acknowledgement of receipt shall not be unduly delayed.

(e) If a team chooses to play in multiple divisions within a season, (ie. Fall Division and Spring Division), that team is limited to 4 members in total.

### **Duties of members**

**2.2** Every member must uphold the Constitution of the Society and must comply with these Bylaws and any agreed upon values and ethical codes of the Society.

### **Amount of membership dues**

**2.3** The amount of the annual membership dues, if any, must be determined by the Board by resolution. If the Board does not pass a resolution, the default membership fee will be set at \$40 per calendar year.

**2.4** Membership dues are due no later than 30 days prior to the Society's AGM, or by other date set by Board resolution.

**2.4** (a) Membership dues may be prorated at the discretion of the Board to recognize membership terms that will be less than 12 months.

### **Member not in good standing**

**2.5** A member is not in good standing if the member fails to pay the member's annual membership dues 30 days' prior to a special or annual general meeting, and the member is not in good standing for so long as those dues remain unpaid.

### **Member not in good standing may not vote**

**2.6** A voting member who is not in good standing  
(a) may not vote at a general or special meeting of the members, and  
(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

### **Termination of membership**

**2.7** A person's membership in the Society may be terminated by the Board if the person is not in good standing for at least 2 consecutive months.

**2.8** A member may be terminated by resolution of the Board provided that:  
(a) at least 15 business days before such decision is made final, the Secretary gives the member written notice of, including reasons for, the proposed termination; and  
(b) such member has been given a reasonable opportunity to make written or oral submissions regarding the proposed termination to the Board prior to the Board's final decision.

**2.9** A member may withdraw their membership by delivering their resignation in writing to the Secretary of the Society at the address of the Society. No refund of membership dues is required.

## **PART 3 – GENERAL MEETINGS OF MEMBERS**

### **Time and place of general meeting**

**3.1** A general meeting must be held at the time and place the Board determines. Notice of the general meeting of members must be given at least 7 days and not more than 60 days in advance, to every person on the register of members.

### **Ordinary business at general meeting**

- 3.2** At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
  - (b) consideration of any financial statements of the Society presented to the meeting;
  - (c) consideration of the reports, if any, of the directors or auditor;
  - (d) election or appointment of directors;
  - (e) appointment of an auditor, if any;
  - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

**Notice of special business**

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

**Chair of general meeting**

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- (a) the individual, if any, appointed by the Board to preside as the chair;
  - (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
    - (i) the president,
    - (ii) the vice-president, if the president is unable to preside as the chair, or
    - (iii) one of the other directors present at the meeting, if both the president and vice-president are unable to preside as the chair.

**Alternate chair of general meeting**

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

**Quorum required**

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

**Quorum for general meetings**

- 3.7** The quorum for the transaction of business at a general meeting is one third ( $\frac{1}{3}$ ) of voting members in good standing, regardless of what team they are from.

**Lack of quorum at commencement of meeting**

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

**3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

**3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

**3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

**3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

### **Methods of voting**

**3.13** At a general meeting, 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, 2 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.

### **Announcement of result**

**3.14** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting not permitted**

**3.15** Voting by proxy is not permitted.

### **Matters decided at general meeting by ordinary resolution**

**3.16** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by



another resolution having a higher voting threshold than the threshold for an ordinary resolution.

## **PART 4 – DIRECTORS**

### **Number of directors on Board**

**4.1** The Society must have no fewer than 3 and no more than 13 directors.

### **Election or appointment of directors**

**4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

### **Directors may fill casual vacancy on Board**

**4.3** The Board may, at any time, appoint a member as a director to fill a vacancy on the Board that may have arisen as a result of the resignation, death or incapacity of a director during the director's term of office.

### **Term of appointment of director filling casual vacancy**

**4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the next General Meeting of members, at which time the members may elect the director to a new term of office.

### **Directors must be members in the Society**

**4.5** Every director must be a member in good standing of the Society and must maintain their membership in good standing throughout their term as director.

### **Director Terms**

**4.6** The term of elected directors shall normally be two (2) years, however, the members may set an alternate term length by ordinary resolution including the initial terms of the directors, which should be staggered in length. Directors may generally serve up to three (3) consecutive terms, except for directors who have held the office of President or Vice President or those who are granted additional consecutive terms by resolution of the directors. In the latter case, the director in question must abstain from voting on the motion for their own term extension.

### **Termination or Resignation of Directors**

**4.7** A person shall immediately cease to be a director of the Society:

- a) upon delivery their resignation in writing to the Secretary of the Society or to the address of the Society;
- b) upon their death;
- c) upon the expiration of the designated term if the director either has not sought re-election or was not successful in re-election;
- d) upon ceasing uphold the Society's constitution or bylaws, ceasing to meet the qualifications of directors under section 44 of the *Societies Act*, or failing to be a member in good standing; or
- e) upon being removed as a director by the members or directors.

## **PART 5 – DIRECTORS' MEETINGS**

### **Calling directors' meeting**

**5.1** A directors' meeting may be called by the president or by any 2 other directors.

### **Notice of directors' meeting**

**5.2** At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

**5.3** The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

### **Conduct of directors' meetings**

**5.4** The directors may regulate their meetings and proceedings as they see fit.

### **Quorum of directors**

**5.5** The quorum for the transaction of business at a directors' meeting is at least three directors.

## **PART 6 – BOARD POSITIONS AND COMMITTEES**

### **Election or appointment to Board positions**

**6.1** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

### **Directors at large**

**6.2** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of president**

**6.3** The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

### **Role of vice-president**

**6.4** The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

### **Role of secretary**

**6.5** The secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the Act;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Absence of secretary from meeting**

**6.6** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

### **Role of treasurer**

**6.7** The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements;
- (d) making the Society's filings respecting taxes.

### **Committees and Advisory Bodies**

**6.8** The Board may create such standing and special or ad hoc committees as it may from time to time deem appropriate or required. Such committees may be in whole or in part composed of directors.

**6.9** The Board may constitute an Advisory Council to provide advice and counsel to the Board on broad issues of policy and profile and may appoint worthy persons to it and determine the terms of the appointment.

## **PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**

### **Remuneration of directors**

**7.1** These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

### **Signing authority**

**7.2** Subject to 7.3, a contract or record to be signed by the Society must be signed on behalf of the Society by one or more individuals authorized by the Board to sign the contract or record on behalf of the Society.

**7.3** Amounts payable by the Society by cheque, e-transfer or other financial instrument shall be signed by authorized signatories of the Society in accordance with its Authorized Signatory Policy.

## **PART 8 – MANAGEMENT OF THE SOCIETY AND RECORD KEEPING**

### **Management**

**8.1** The property and the affairs of the Society shall be managed by the Board.

**8.2** The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the members in general meeting, but subject, nevertheless, to the provisions of:

- a) the *Societies Act*;
- b) these bylaws; and
- c) rules, not being inconsistent with these bylaws, which are made from time to time by the Society in general meeting.

### **Records**

**8.3** The Board may establish rules and procedures for the inspection and disclosure of all official records.

- a) The official records of the Society pursuant to section 20(1) of the *Societies Act* will be open to the inspection of the Members.
- b) Members and persons of the public do not have the right to access any other official record of the Society, including the directors' meeting minutes and accounting records, without the Board's approval, by resolution, at their sole discretion.

## **PART 9 – INDEMNIFICATION**

**9.1** To the extent permitted by the Act, each director and eligible party (as defined by the Act) will be indemnified by the Society 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 person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action;
- (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 proceedings or investigative action.

**9.2** The Society may purchase and maintain insurance for the benefit of any or all directors, officers, employees, or agents against personal liability incurred by any such person as a director, officer, employee or agent.

### **Dissolution**

**10.1** In the event of dissolution of the Society, and after payment of all debts and liabilities, its remaining property (cash and any valuable goods) shall be distributed to one or more nonprofit soccer related organizations, or any nonprofit athletic community organizations, operating in Squamish or in the Sea to Sky Corridor and pre-determined by majority vote of the Board of Directors. Any remaining property that is not of value to another nonprofit shall be disposed of by the Society at its own cost.

Adopted November 09, 2022

