

NORTH SHORE GIRLS SOCCER CLUB
CONSTITUTION AND BYLAWS
November, 2013

RESOLVED as a SPECIAL RESOLUTION that the Constitution of the Club be amended by:

(a) deleting in its entirety paragraph 2 and replacing it with the following:

“2) PURPOSES

The purposes of the Club are:

- (a) To administer, develop and encourage female youth/adult participation in the game of soccer.
- (b) To develop and promote enjoyment and competition in all aspects of the game.
- (c) To provide an opportunity to learn and develop the fundamental and advanced skills of the game.
- (d) To encourage and foster among all players, coaches, officials and Club members the highest level of sportsmanship, self-discipline and the spirit of good fellowship through playing soccer.
- (e) To enable “all Club members” to learn and respect the laws of the game, officials, coaches and players.
- (f) To facilitate the transition from youth to adult soccer under the auspices of the Club.”

(b) To add the following to the Constitution as paragraph 6:

“6) OPERATIONS

The activities of the Club shall be chiefly carried on in the general locality of the City of North Vancouver and the District of North Vancouver and neighbouring communities.”

RESOLVED as a SPECIAL RESOLUTION that the Bylaws of the Club be deleted in their entirety and replaced with the attached Schedule A.

SCHEDULE A

NORTH SHORE GIRLS SOCCER CLUB

BYLAWS

1. ARTICLE 1: INTERPRETATION

(a) In these bylaws, unless the context otherwise requires:

- (i) “Adult Member” means a Member who is not a Youth Member
 - (ii) “Board” means the Board of Directors, from time to time, of the Club;
 - (iii) “Club” means the North Shore Girls Soccer Club;
 - (iv) “Directors” means the directors of the Club for the time being;
 - (v) “General Meeting” means an Annual General Meeting or an Extraordinary General Meeting of the Club;
 - (vi) “Member” means a member of the Club;
 - (vii) “Registered player” means a player who has registered to play soccer with the Club;
 - (viii) “Youth Member” means a member who is affiliated with a Pee Wee or Divisional team; and
 - (ix) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it.
- (b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- (c) Words importing the singular include the plural and vice versa, and words importing a female person include a male person and a corporation.

2. ARTICLE 2: AFFILIATION

(a) The North Shore Girls Soccer Club is affiliated through member teams, with the North Shore Youth Soccer Association, the British Columbia Soccer Association, and the Canadian Soccer Association.

3. ARTICLE 3: MEMBERSHIP

(a) The memberships of the Club are:

- (i) parents or guardians of youth players registered to play soccer with the Club for whom the prescribed fees have been paid or for whom an alternate registration arrangement has been made and approved by the Board;
- (ii) registered players nineteen years of age or older who have paid the prescribed fees for the year;
- (iii) a person who is a member of the Board;
- (iv) a person who has been appointed or assigned by the Board to act voluntarily as a coach, assistant coach, manager, or to perform other such duties as determined by the Board; or
- (v) a person who, by resolution carried by at least 75% of the members of the Board attending a meeting of the Board, is deemed to be worthy of recognition for their contribution to the Club and is therefore invited to be an honorary member of the Club. An honorary member shall be a lifetime member of the Club.

(b) A person ceases to be a member when:

- (i) a person no longer qualifies for membership under this Article;
- (ii) a person is expelled, removed, or suspended for just and reasonable cause by a resolution carried by the Board;
- (iii) a person is expelled by a Special Resolution carried by the Members attending a general meeting of the Club; and
- (iv) a person resigns by written notice to the Board.

(c) Every member must uphold the Constitution, comply with these bylaws and adhere to the policies and guidelines of the Club as approved by the Board.

(d) A member shall cease to be a member in good standing if :

- (i) she has become two months in arrears of her annual registration fees and/or other financial obligation to the Club; or
- (ii) she has been suspended by resolution of the Board. A member suspended by the Board and not reinstated by resolution of the Board with forty-five (45) days of suspension shall cease to be a member of the Club.

4. ARTICLE 4: MEETINGS OF MEMBERS

(a) The Annual General Meeting of the Club will be held each year within fifteen (15) months of the previous Annual General Meeting. It will be the duty of the President to establish the date.

(b) It will be the duty of the Secretary to notify members of the Club of the place, day and hour of the meeting fourteen (14) days prior to the date of the Annual General Meeting. Subject to the requirements of the Society Act, the secretary may give notice of the meeting by posting the notice in a major local newspaper or posting the notice on the Club website and emailing the notice to members who have provided email addresses to the Club. The non-receipt of a notice by, any of the members entitled to receive a notice, does not invalidate proceedings at that meeting.

(c) Robert Rules of Order will apply to all meetings of the Members.

(d) The order of business at the Annual General Meeting will be:

Call to Order

Introduction of the Board

Minutes of the last Annual General Meeting

Unfinished Business

President's Report

Treasurer's Report

Nominating Committee Report

Nominations from the floor, if any

Election of the Board

New Business

Open Forum

Adjournment

(e) A quorum for an Annual General Meeting will be a number of members equivalent to one percent (1%) of the total registered players. Business will not be conducted at a time when a quorum is not present.

(f) A member in good standing present at an Annual General Meeting is entitled to one (1) vote except that there will be one vote per family only. In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which they may be entitled to as a member, and the proposed resolution does not pass. Each member may cast that number of votes which equals the number of vacancies on the Board for which elections are taking place.

(g) Voting will be by the show of hands except for the election of Directors, which will be done by secret ballot.

Secret ballots may also be conducted at the discretion of the Chair. With the exception of changes to the constitution or bylaws, a simple majority will resolve decisions put to a vote.

(h) Voting by proxy is not permitted.

(i) Youth Members shall not vote on adult specific matters and Adult Members shall not vote on youth specific matters.

(j) Every general meeting of the Members other than the Annual General Meeting is an Extraordinary General Meeting.

(k) The Board, through a majority vote, may cause an Extraordinary General Meeting of the Club.

(l) The membership, through a petition signed by a minimum of 10% of the Members entitled to vote a meeting of the Members and delivered to the President, may cause an Extraordinary General Meeting of the Club.

(m) If an Extraordinary General Meeting is caused, the President will call the meeting within twenty-one (21) days of receiving notice that an Extraordinary General Meeting has been caused. The Secretary will notify members of the Club of the place, day, hour and special business of the meeting fourteen (14) days prior to the date of the Extraordinary General Meeting. Subject to the requirements of the Society Act, the Secretary may give notice of the meeting by posting a notice of the meeting in a major local newspaper or posting the notice on the Club website and emailing the notice to members who have provided email addresses to the Club. The non-receipt of a notice by any of the members entitled to receive a notice does not invalidate proceedings at that meeting.

(n) The voting and quorum at an Extraordinary General Meeting will be the same as at the Annual General Meeting.

5. ARTICLE 5: BOARD COMPOSITION

(a) The business of the Club shall be conducted by a Board consisting of at least fifteen(15) members who shall be elected for a term of two years. No less than 40%, and no more than 60% of the Board members shall be elected in even numbered calendar years with the remaining Board members elected in odd numbered calendar years.

(b) There shall be no more than three (3) directors affiliated with a single team unless the directors came to be affiliated through the placement of their daughters on one team, and the directors were not so affiliated when first elected.

(c) By resolution carried by at least 75% of the members of the Board attending a meeting of the Board, the Board may remove any member of the Board from the Board.

(d) Any Board member failing for any reason to attend three consecutive meetings of the Board shall cease to be a Board member.

(e) Any vacancy on the Board created before the end of the Board member's term, whether by a member resigning or being removed, suspended, or expelled or otherwise may be filled for the balance of the term by resolution of the remaining Directors.

(f) Notwithstanding any other provision of Article 5, where a vacancy on the Board results from a director's two year term ending within 6 months of the next Annual General Meeting, the directors' term shall be extended until the next Annual General Meeting.

6. ARTICLE 6: MEETINGS OF THE BOARD

(a) The Board will meet at least six (6) times per year.

(b) The Board shall meet at the call of the president or upon written request of seven of the Board members.

(c) The Meetings of the Board will not generally be open to the membership or the public to attend. Each age group coordinator shall be entitled to attend and have a voice at all meetings of the Board. A person invited by the President, with the approval of at least 2 other members of the Board, shall be entitled to attend the meeting of the Board to which she is invited.

(d) The Secretary will notify Directors of the place, date, and time of a Meeting of the Board seven (7) days in advance.

(e) The quorum for a Meeting of the Board will be nine (9) members of the Board.

(f) Voting will be by simple majority on a show of hands or by ballot as the meeting may decide. In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which they may be entitled to as a Director, and the proposed resolution does not pass.

(g) Each Director will have one (1) vote and must be present to vote. The Chair shall not cast her vote until all of the other members of the Board have cast their votes.

(h) The order of business at a Meeting of the Board will be:

Call to Order

Minutes of the Previous Meeting

Business Arising
Report from the President
Report from the Treasurer
Committee reports, if any
New Business
Adjournment

(i) New business items for the Meeting of the Board must be submitted to the Secretary at least four (4) days prior to the Meeting of the Board. New business items may also be placed on the agenda upon a majority vote at the Meeting of the Board.

(j) In the absence of the Secretary from a meeting, the Directors will appoint another person to act as a secretary at the meeting.

(k) Every Director who has personal interest in a matter before the Board shall, before a vote on the matter, declare her interest and shall not be entitled to vote on the matter in which the Director has a personal interest. The Board may by resolution disqualify a director from voting if the Board is of the opinion that the director has a personal interest in the matter.

7. ARTICLE 7: COMMITTEE MEETINGS

(a) The Board may establish Committees the purpose of which is to assist the Board in the operation of the Club. The Board shall appoint Members to the Committees, at least one of which shall be a Director of the Club.

(b) Committees shall regulate their meetings in the manner directed by the Board and if not directed by the Board then in any manner the Committee thinks fit. Minutes of all Committee meetings must be collected and reported to the NSGSC Board.

(c) Committees will not pass resolutions effecting the operation of the Club without approval of the Board and will report every act or thing done in the exercise of its power to the Board at the next Meeting of the Board.

8. ARTICLE 8: NOMINATIONS

(a) The Board will appoint a Nominating Committee in February of each year. The Nominating Committee will seek out qualified candidates for offices for the coming year. The Nominating Committee will submit their report to the Board for approval at a Meeting of the Board prior to the Annual General Meeting. The Nominating Committee will present the nominee list at the Annual General Meeting where elections will be held, if required.

(b) Nominations from the floor may be made during the election held at the Annual General Meeting with the provision that persons nominated from the floor are present and affirm their willingness to serve if elected, or, such person will have stated this intention in writing and this intention is presented to the Chair at the time the nomination is made.

9. ARTICLE 9: OFFICES AND DUTIES

(a) The offices of the Club shall be as follows:

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer

Plus such other offices as may be determined by the Board and as shall be set out in the Club's policies and procedures manual.

(b) Each office shall be filled by a member of the Board and every member of the Board shall hold at least one office. Immediately following the Annual General Meeting, the Board shall elect Board members to hold each of the offices of the Club. A Board member shall cease to be a Board member if or when the Board member does not hold an office.

(c) The Board will assign duties to the Members which may include, but are not limited to:

13 age group coordinators
Divisional equipment manager and assistants
Peewee equipment manager and assistants
Field coordinator
Gym coordinator
Divisional referee assignors
Peewee referee assignors

Coaching director
Recruiting director
Special projects director
Newsletter editor and media relations
Tournament director
Coaches
Managers

(d) The duties assigned to the offices of the Club shall be as follows:

(i) President

- The President will preside at all meetings of the Club and of the Board.
- The President is the chief executive officer of the Club and will supervise the other members of the Board in the execution of their duties.
- The President will be a member ex-officio of all committees of the Club.
- The President will also perform such duties as may be determined by the Board and as shall be set out in the Club's policies and procedures manual.

(ii) Vice-President

- The Vice-President will be ready to assume the role of President should the President become unable to fulfill her duties prior to end of term.
- The Vice-President will provide support to the President as required.
- The Vice-President will also perform such duties as may be determined by the Board and as shall be set out in the Club's policies and procedures manual.

(iii) Secretary

- The Secretary will conduct the correspondence of the Club.
- The Secretary will issue notices of meetings and keep the minutes for the meetings.
- The Secretary will be responsible for the maintenance of the Club's policy and procedures manual and have general custody of the records of the Club.
- The Secretary will also perform such duties as may be determined by the Board and as shall be set out in the Club's policies and procedures manual.

(iv) Treasurer

- The Treasurer is the chief financial officer of the Club.
- The Treasurer is responsible for the safe control of all Club funds, for preparing and submitting to the Board of Directors on a regular basis an annual budget, and for keeping such records as are required for annual financial review..
- The Treasurer will also perform such duties as may be determined by the Board and as shall be set out in the Club's policies and procedures manual.

(e) Other Offices

(i) The duties of the other offices shall be determined by the Board and set out in the Club's policies and procedures manual.

(ii) By resolution carried by at least 75% of the members of the Board attending a meeting of the Board, the Board may remove any member of the Board from an office or a person from a position described in section 9.3 or any other person from a position appointed by the Board.

10. ARTICLE 10: REMUNERATION

(a) A Director will not be remunerated for being or acting as a Director but a Director will be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.

11. ARTICLE 11: FINANCE

(a) The Board will approve and direct the handling of the finances of the Club under the responsibility of the Treasurer, who will be responsible for maintaining full and proper accounting records.

(i) Accounts

A current operating account will be maintained in any Canadian chartered bank, credit union or trust company as

designated by the Board. All current operating receipts received by the Club will be deposited in this account out of which normal operating expenses will be paid.

Special accounts may be created for specific purposes at the discretion of the Board.

The Treasurer, with approval of the Board, will maintain savings and trust accounts as may be required by the Club.

The Board will ensure that all conditions of the deposit are adhered to, and shall approve all expenditures or withdrawals related to savings and trust accounts.

The Treasurer, with approval of the Board, will be empowered to invest any excess funds of the Club in securities designated by the Trustee Act.

The signing authorities for any bank accounts or financial papers shall be the President, the Treasurer, and, by Board appointment, a maximum of three other members of the Board. Any two signing authorities must sign.

No person other than the President or Treasurer or the Board will commit the Club to any expenditure and the President and the Treasurer shall not commit to any expenditure in excess of \$2,000 without prior approval of the Board.

(ii) Reporting

At each Meeting of the Board, the Treasurer will present details of all revenues and expenditures to the Directors for their approval.

The financial records and/or other records of the Club may be inspected by a member of the Club upon giving reasonable notice to the Treasurer.

(iii) Borrowing

The Board, in conducting the business of the Club, may from time to time borrow up to \$10,000 upon the credit of the Club without seeking prior approval of the membership. Any further amount must be approved at a General Meeting of the membership.

No debenture will be issued without the authorization of a special resolution at a general meeting.

(iv) Fees

It will be the responsibility of the Board to prescribe the Fee Schedule for each playing season in the coming year to permit the Club to carry out its functions. The Board will determine fees prior to registration for each new soccer season.

(v) Auditor

The Board or members at a general meeting may appoint an auditor to examine the Club's financial records and/or other records of the Club.

12. ARTICLE 12: COMPLAINTS

(a) Any protest or complaint against Club members, volunteers, employees, players, or referees will be reported in writing to the Board as soon as reasonably possible.

(b) The Board or a Committee established by the Board pursuant to Article 7 or a person who has been given by the Board responsibility for club discipline shall deal with the matter at the earliest reasonable date and levy appropriate discipline, if any.

13. ARTICLE 13: CONSTITUTIONAL AMENDMENTS

(a) No change or amendment will be made to the Constitution or bylaws of the Club except at a general meeting of the Club.

(b) Proposed amendments or additions to the Constitution or bylaws of the Club will only be considered if submitted, in writing, to the Board at least forty five (45) days prior to any general meeting.

(c) Amendment of or addition to the Constitution or bylaws requires a Special Resolution of the Members at a general meeting.

(d) Members must be notified that proposed amendments will be discussed at a general meeting fourteen (14) days in advance of that meeting and be given the opportunity to receive a copy of the proposed amendments.

14. ARTICLE 14: SEAL

(a) The Directors may approve a common seal for the Club and may destroy the seal and substitute a new seal in its place.