

WESTSIDE YOUTH SOCCER ASSOCIATION BYLAWS

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Westside Youth Soccer Association BYLAWS

PART 1: AFFILIATIONS

The Westside Youth Soccer Association (WYSA) shall be a member of Central Okanagan Youth Soccer Association (COYSA) and by that association 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:

- 1) FIFA
- 2) The Canadian Soccer Association (CSA)
- 3) British Columbia Soccer Association (BCSA)
- 4) Central Okanagan Youth Soccer Association (COYSA)

PART 2: INTERPRETATIONS

- 1) Definitions. In these Bylaws, unless the context otherwise requires:
 - a) "Youth District" shall mean the Central Okanagan Youth Soccer Association (COYSA);
 - b) "Association" shall mean Westside Youth Soccer Association (WYSA);
 - c) "BC Soccer" shall mean the British Columbia Soccer Association (BCSA);
 - d) "Directors" shall mean the Directors of the Association;
 - e) "Act" shall mean the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time;
 - f) "Board" shall mean the Board of Directors of the Association;
 - g) "AGM" shall mean the Annual General Meeting of the Association;
 - h) "Special Resolution" shall mean a resolution passed in a Meeting of the Members by a majority of not less than 2/3 (two-thirds) of the votes cast as allowed under these Bylaws;
 - i) "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.
- 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.

PART 3: OBJECT AND PURPOSE OF THE ASSOCIATION

The object and purpose of the Association shall be to promote and develop the sport of soccer for the benefit of all members and participants from recreation to high performance levels.

PART 4: MEMBERSHIP

- 1) The members of the Association are those parents or guardians with a child registered in WYSA.
- 2) Every Member must uphold the Constitution and comply with these Bylaws.
- 3) Membership Fees:
 - Player registration fees, that are paid in full, activate membership.
 - Should a person, who does not have a child registered in the Association, wish to become a member they may apply. The Executive Committee may vote to grant membership, at which time the person

may purchase a General Membership in the Association for the sum of \$1.00.

4) The General membership entitles that person to attend, be heard at and to vote at the A.G.M. of the Association.

5) Discipline of a Member

- a) A Member may be suspended or expelled from membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with the respective governing body and in the case that the rules of the respective governing body are silent, BC Soccer's published rules.
- b) The Board may suspend a Member without a formal complaint and hearing in extraordinary circumstances, as determined by the Board. The Board shall provide reasons for the proposed suspension and request submissions be provided by the Member at issue in writing or verbally within 7 (seven) days from the date of the notice. Such submissions, if any, shall be considered and a final decision made by the Board.
- c) The Members may discipline or remove a Member by Special Resolution at a meeting of the Members, provided the meeting notice states the proposed reasons for the discipline or removal, and the Member is provided with an opportunity to be heard at the meeting either orally or in writing.
- d) A Member that is suspended loses all rights of membership until the suspension has been completed.

6) 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,
- c) If the Member is not in good standing for a period of 6 (six) months.

7) Members Not in Good Standing

The Board may declare a 'Member' to be not in good standing who has failed to pay their child's current registration fees, fails to comply with the requirements of these Bylaws or is currently within a COYSA or BCSA suspension. As long as the debt remains unpaid, and/or non-compliance remains, and/or the suspension remains active the Member is not in good standing and loses all rights of membership.

PART 5: BOARD OF DIRECTORS

1) The Association shall be governed by a Board consisting of 5 Executive Committee members and various directors as needed to run the Association including but not limited to:

- a) Executive Committee positions:
 - i) President: 2 (two) year term (odd years)
 - ii) Vice-President: 2 (two) year term (even years)
 - iii) Treasurer: 2 (two) year term (odd years)
 - iv) Secretary: 1 (one) year term
 - v) Executive Director-At-Large: 2 (two) year term (even years)
 - vi) Past President
- b) Directorships holding 1-year terms:
 - i) Registrar
 - ii) Sponsorship Director
 - iii) Discipline Director

- iv) Equipment Director
- v) Uniform Director
- vi) Social Media Director
- vii) Director(s) at Large – as many as the executive deem necessary
- viii) District Representative – nonvoting at WYSA

- c) A Director may hold more than 1 (one) office, except the President.
- d) Director positions may be held by more than one person at the same time, for example, Co-Registrars or Co-Equipment Directors.
- e) Persons residing in the same household or are in anyway related to each other may not hold multiple Executive Committee positions, for example, of a husband and wife only one may hold an Executive position at any given time.
- f) A Director shall be 19 (nineteen) years of age or older and shall not be an Undischarged Bankrupt.
- g) A Director shall serve for a term of 1 (one) year or until his or her successor is elected or appointed.

2) Paid employees of the Association shall be required and/or permitted to attend meetings of the Board and shall have a voice but no vote at such meetings.

3) Director Resignation and Vacancy

- a) A Director may 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 Annual Meeting of the Members, whichever comes first.

4) Removal of Director

- a) A Director shall automatically be removed from their position if:
 - i) they cease to be qualified as set out in the Act or these Bylaws; or
 - ii) they become, or are discovered to be, an Undischarged Bankrupt.
- b) A Director may be removed from their position by resolution of the Board if:
 - i) they become incapable of performing the business of the Association;
 - ii) they hold an Executive Committee position and are absent from 3 (three) or more regularly scheduled meetings of the Board in a year without satisfactory reason;
 - iii) they are no longer domiciled in British Columbia;
 - iv) they have failed to properly account for monies or other property belonging to the Association;
 - v) they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association; or
 - vi) they have been found guilty by BC Soccer of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy of BC Soccer.

Such removal shall require the Board to give to all Board Members, including the subject Director, a minimum of 14 (fourteen) days' notice of a hearing to consider the removal of a Director. The subject Director shall be given an opportunity to present evidence at the hearing. The decision to remove a Director must be passed by a minimum 2/3 (two-thirds) majority vote of the Directors present at the meeting.

- c) A Director may be removed by the Membership provided:
 - i) the Director is given the opportunity to present evidence in their defense at the next duly constituted meeting of the Members;

- ii) all Members will be given a minimum of 30 (thirty) days' notice of this agenda item prior to the Members' meeting; and
- iii) the decision to remove a Director must be passed by a minimum 2/3 (two-thirds) majority vote of the Members' present at the meeting.

5) Conflict of Interest and Standards of Conduct

- a) The Directors shall adhere to BC Soccer's Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the Procedure for Disclosure and Recordation of Conflicts as set out in the Act.
- b) The Directors will sign and adhere to the Association's Conflict of Interest and Code of Conduct forms as presented at or before the first board meeting after the AGM.

6) 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's 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.
- d) The Board may take such actions, raise and expend such funds, and make and enforce such rules and regulations for its members as may be required to achieve the object and purpose of the Association. To this end the Board will:
 - i) Endeavour to ensure that any child or youth that falls within the Association's designated age range, who wants to play soccer, is afforded the opportunity to do so at a level most appropriate to that player's abilities.
 - ii) Perform the functions of a Club by coordinating, enabling and facilitating youth soccer programs for all its members.
 - iii) Establish and operate such soccer teams as required to function within the Club, District and Provincial seasons and tournaments.
 - iv) Seek/maintain membership in and affiliation with COYSA, and by virtue of such membership and affiliation acquire affiliation with BCSA, CSA and FIFA.
 - v) Seek membership in, affiliation with or partnership with any such other organizations or associations whose activities fall within the scope of this Association where such membership, affiliation or partnership is deemed beneficial to the Association.

7) Duties of Executive Committee Members and Directors

Executive Committee

a) **President**

The President shall preside at all General Meetings of the Association and of the Board. The President shall be an ex officio member of all Association committees; shall appoint all Chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, and staff; and shall be the spokesperson for the Association. The president may assign such duties to the Vice-President or other board members or staff as required.

b) Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board. In the event of the President's office falling vacant the Vice-President will assume the President's position and duties for the remainder of the term or the until the next AGM or whichever comes first.

c) Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Association; shall oversee the Executive Director and any other paid staff's financial activities; shall provide monthly financial reports to the Board; shall submit an Annual Financial Report at the AGM of the Association; and shall prepare and present an Annual Operating budget.

d) Secretary

The Secretary will take, disseminate and hold copies of the minutes of all meetings of the Association.

e) Executive Director at Large

The Executive Director at Large will responsible to understand all executive positions in order to stand in and help when and where needed.

f) Past President

The Past President is an advisory position only and does not hold a vote. They may attend and advise at any meeting of the Association.

Directors and officers of the Association

g) Registrar

The Registrar will work with the Executive Director (ED) to find coaches and form teams. In absence of an ED the Registrar will find coaches, form teams and place late registrants.

h) Sponsorship Director

The Sponsorship director will work in conjunction with the Executive Director to find, solicit and maintain sponsors and donors. In the absence of an E.D. the Sponsorship Director will perform the duties independently.

i) Discipline Director

The Discipline Director will be responsible for internal (WYSA) and external (COYSA) discipline matters. They will work in conjunction with the Executive Director and Technical Director to receive and review discipline issues/infractions, decide on and mete out discipline and keep the President apprised of all discipline issues and disciplinary actions.

j) Equipment Director

The Equipment Director is responsible for maintaining accurate and current inventory counts of all equipment (balls, cones, nets, flags etc.); assessing the condition of, fixing, and/or disposal of equipment in disrepair; dispersal and retrieval of equipment to coaches; maintaining storage units' organization and cleanliness; working with the Executive Director to provide accurate equipment counts/requirements for each season's budget; and receiving, verifying and storing incoming equipment orders.

k) Uniform Director

The Uniform Director is responsible for maintaining accurate and current inventory counts of all soft goods and first aid supplies (uniforms, keeper gloves, pinnies etc.); assessing the condition of and disposal of soft goods in disrepair; assembling 'team kits' (uniforms, goal keeper gear, first aid supplies etc.) at the beginning of each season; dispersal and retrieval of soft goods to coaches; maintaining storage units' organization and cleanliness; working with the Executive Director and to provide accurate soft goods counts/requirements for each season's budget; and receiving, verifying and storing incoming orders.

l) Social Media Director

The Social Media Director will collaborate with the Executive Director and President to build the Club's brand and maintain consistent messaging throughout social media platforms in order to promote and market the Club and its programs. They will work with the Executive Director and President to create and post content relevant to the membership and players on a regular basis.

m) Director at Large

The Director(s) at Large will be responsible to carry out the duties of any office that becomes vacant midterm and will carry out such duties until a new Director is elected or appointed. They will be responsible to work at any/all Association projects, functions or events, including but not limited to: equipment handouts/retrievals, equipment/uniform sorting, opening and closing day/weeks (field marshals, information desk etc.), volunteer appreciation events etc. Director(s) at Large will fill special committee positions and/or new Director positions as needed by the Association.

d) District Representative

The District Representative will attend the district (COYSA) monthly meetings and hold a vote at the district level. They will provide a detailed written report about the meeting content to the Association within 1 week of each district meeting. The District Rep does not hold a vote at the Association level.

8) Eligibility, Nominations and Elections

- a) The presiding officer will not accept a nomination unless the person nominated has indicated consent, either verbal (in attendance) or written (absent from meeting).
- b) Any General Member in good standing with the Association may be nominated for any open position.
- c) Nominations for positions on the Board may be made by any Member in good standing with the Association at the Annual General Meeting (AGM) of the Members.
- d) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
- e) If the election is held "in person" voting will be carried out by secret ballot.
- f) If the election is held virtually, voting will be carried out through private virtual 'break out' rooms. The Executive Director or other such non-voting person will be assigned, prior to the meeting, to host, receive, tabulate and present the election results to the Members in attendance.
- f) In the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- d) Only General Members in good standing with the Association may vote in an election of Executive Committee Members and Directors.
- e) All Executive Committee Members and Directors will be elected by a majority vote.

9) Authority of President: The President shall speak on behalf of the Association based on the direction of the Board. The President may direct another board member or staff to speak on the behalf of the Association.

PART 5: MEETINGS

1) General Board Meetings

- a) Meetings of the Association will be held monthly except July and August. An official notice of each meeting will be given via email at least 7 (seven) days before the meeting is to be held. Place, date and time to be determined at each prior meeting.

- b) A quorum shall be those present at a duly constituted General Meeting or a minimum of 5 (five) voting Members, whichever is the greater. Any question/motion 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 72 (seventy-two) 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 (AGM) of the Members

The Association shall hold its AGM between October 31st (year-end) and December 1st of each year.

The agenda of the meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's Address
5. Director's Reports
6. Staff Reports
7. Treasurer's Report
8. Unfinished Business
9. Amendments to the Bylaws
10. Roll Call
11. Election of Executive Committee Members and Directors
12. Any Other Business
13. Adjournment

3) Requisitioning a Special Meeting

a) A Special Meeting of the Association:

- i) may be called by the President or 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 in good standing and entitled to vote representing not less than 10% (ten) of the voting Membership and complying with the requirements for Members to requisition a general meeting under the Act.

b) The Special Meeting shall be held within 21 (twenty-one) days of receipt of the written request from the Members. The Board has 20 (twenty) days after receipt to hold the Meeting of the Members. If it does not, on the 21st (twenty-first) day, the Members who requisitioned the meeting may call a meeting per the notice requirements in these Bylaws and the Societies Act. Only the business set out in the notice to the Meeting of the Members shall be considered.

4) Voting at the Annual General Meeting of the Members:

At Meetings of the Members, an Active Member shall have 1 (one) vote. No Member shall have more than 1 (one) vote. Voting by proxy is not allowed.

PART 6: COMMITTEES

The Membership at any Meeting of the Members, 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.

PART 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.

PART 8: BYLAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board, or submitted by a Member to the Association in writing at least 45 (forty-five) days prior to a General Meeting of the Association; and approved by Special Resolution at a meeting of the Members where notice of the proposed amendments has been given.
- 2) All Members shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of 7 (seven) days prior to the meeting called for that purpose.

PART 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.

PART 10: 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.

PART 11: FINANCE

Financial Statements shall be defined as an Annual Statement of Financial Position (Balance Sheet), Statement of Operations, Cash Flow Statement, and Statement of Changes in Net Assets.

- 1) The Financial Statements of the Association shall be prepared by the Treasurer.
- 2) The Financial Statements of the Association will be presented at the Annual General Meeting of the Members. The Financial Statements of the Association will be distributed to the membership at least 10 (ten) days before the Annual Meeting of the Members.
- 3) A budget for the following fiscal year shall be prepared by the Treasurer in conjunction of the Board and staff and will be presented for approval at the first board meeting following the AGM.
- 4) 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.
- 5) Signing officers for financial accounts and executing contracts on behalf of the Association shall be a minimum of 2 (two) Directors or authorized members of staff.
- 6) The fiscal year of the Association is October 31st.
- 7) No Executive Committee Member or Director of the Association shall be entitled to receive remuneration for the performance of their duties, however reasonable out of pocket expenses incurred will be reimbursed.

PART 12: 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 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.

PART 13: 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, game officials, administrators, players, members and registrants of the Association.
- 3) The Association shall make available to any Member a copy of the Association's policies when requested.

PART 14: APPEALS

Any registrant or registered organization directly affected by a decision of the Association may appeal such decision.

The denial or termination of membership in the Association may be appealed by a non-registered individual or organization.

A decision of the Association may be appealed to COYSA, to be conducted in accordance with BC Soccer's published Rules. A decision of BC Soccer may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published Rules.

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's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.

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.

PART 15: DEFINITIONS/TERMINOLOGY

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.

PART 16: DISSOLUTION

The Association may only be dissolved by a $\frac{3}{4}$ majority of votes cast by the General Members, in good standing and present at a special meeting called with at least 30 days notice.

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 the Central Okanagan Youth Soccer Association (COYSA). 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.