

# PRINCE GEORGE WOMEN'S SOCCER ASSOCIATION

## CONSTITUTION AND BYLAWS

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# CONSTITUTION AND BYLAWS

## CONSTITUTION

The name of the Society is the Prince George, Women's Soccer Association.

The purpose of the Society is to organize a soccer league (and other associated activities) for women in the Prince George region. Associated activities include tournament organizing, any fundraising activities for the League and supporting any soccer activities (i.e. developmental camps, pro soccer exhibition games) in the Prince George regions.

## BYLAWS

### Part 1 – Interpretation

#### 1) Definition

1.1 In these bylaws, unless the context other wise requires:

- a) "Society" means the Prince George Women's Soccer Association;
- b) "Directors" means those person elected to direct the affairs of the Prince George Women's Soccer Association;
- c) "Member" shall mean a person who becomes and remains a member in accordance with these bylaws;
- d) "Registered address" of a member is his/her address as recorded in the register of members;
- e) "Society Act" means the Society Act of the Province of British Columbia and all amendments to it.

1.2 The definitions in the Society Act on the effective date of these bylaws apply to their bylaws.

- 2) Words importing the plural included the singular and vice versa, and words importing a female person include a male person as the context may require.

### Part 2 – Membership

- 3) Any person living in the Prince George region is entitled to apply for membership in the Society.
- 4) Application for membership shall be given to the directors. The acceptance of any application shall be a decision of the directors, and the directors are not required to give their reasons for acceptance or refusal of an application.
- 5) Every member shall uphold the constitution and comply with these bylaws.
- 6) The amount of the membership fees shall be decided by the membership at the annual general meeting of the society.
- 7) A person shall cease to be a member of the Society:
  - 7.1 By delivering her resignation in writing to the secretary of the Society or to the registered address of the Society; or
  - 7.2 On her death; or
  - 7.3 On being expelled by special resolution of the membership; or
  - 7.4 On having not been a member in good standing of a period of ten (10) consecutive months.
- 8) Any resolution for expulsion must provide for:
  - 8.1 A written reason for the proposed expulsion; and
  - 8.2 An opportunity for the subject to address the membership prior to any vote.
- 9) A member shall be considered in good standing unless membership dues or other debts are unpaid.

**Part 3 – Meeting of Members**

- 10) An annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the date of the previous annual general meeting.
- 11) General meetings of the Society shall be held at such times and places, in accordance with the Society Act, that the directors may decide.
- 12) Every general meeting other than the annual general meeting is an extraordinary general meeting.
- 13) Extraordinary general meetings shall be called by the President at the request of the majority of the directors or upon the written request of at least ten (10%) percent of the members of the Society entitled to vote.
- 14) Notice of general meetings:
  - 14. 1 Written notice of any general meeting, including location, date and time, shall be given to each member.
  - 14. 2 Non receipt of notice by any entitled member or the accidental omission of notice does not invalidate proceedings at that meeting.

**Part 4 – Proceedings and General Meetings**

- 15) A quorum at any general meeting shall be five (5) members in good standing, present in person or proxy.
- 16) No business, other than adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
- 17) The President of the Society, or her designate, shall preside as Chair of the general meeting.
- 18) Except, as other wise provided herein, all meetings of member shall be governed by Roberts Rules of Order Revised.
- 19) Any general meeting can be adjourned to another time and/or place providing;
  - 19.1 No Business is conducted at the adjourned meeting that was not on the agenda for the original meeting, and
  - 19.2 In the case of any adjournment of ten (10) days or longer, notice of the adjourned meeting shall be provided in accordance to Bylaw 14.
- 20) Voting procedures
  - 20.1 Any member must be in good standing and present at a meeting of member to be entitled to one vote.
  - 20.2 Voting shall be by a show of hands or similar method as determined by the directors, except by private ballot when
    - a. Electing directors of the Society, or
    - b. Otherwise determined by the directors of the Society.
  - 20.3 A member in good standing shall be entitled to appoint a proxy holder to attend, act and vote and her behalf, providing:
    - b) The proxy holder is a member in good standing, and;
    - c) The proxy holder is presented in writing, signed by the appointed, and;
    - d) The proxy is provided in the following form, or one designated by the directors.

Prince George Women’s Soccer Association, \_\_\_\_\_, being a member in good standing of the above mentioned Society, hereby appoint \_\_\_\_\_, as my proxy holder to attend, act and vote on my behalf at the general meeting of the Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature of Member

- 21) A special resolution can be initiated by the board of directors or by request, in writing, by three (3) or more members, providing such a request is received no later than one (1) business day prior to the commencement of the meeting.

## **Part 5 – Directors and Officers**

### 22) Directors

22.1 The following Officers or representatives shall be directors of the Society.

- a) PRESIDENT and
- b) VICE PRESIDENT and
- c) SECRETARY and
- d) TREASURER and
- e) REGISTRAR and
- f) CO-REGISTRAR and
- g) MEDIA OFFICER and
- h) EQUIPMENT MANAGER and
- i) TECHNICAL COORDINATOR and
- j) PAST PRESIDENT

In addition to the elected directors, the board may appoint additional coordinators to carry out specific duties as directed by the board. Coordinators do not have voting privileges at board meetings.

22.2 The number of directors shall be ten (10) or such greater number as may be determined from time to time at a general meeting.

### 23) Elections

23.1 The President, Vice President, Secretary and Treasurer will be elected for a two (2) year term. The President and Secretary's two year term shall begin in the same year, while the Vice President and Treasurer two-year term shall begin the following year. The remaining 6 directors will resign at each annual general meeting and their successors voted in.

23.2 There will be no limit to the number of times an individual can seek election for any given position.

23.3 The nominating committee for directors shall consist of the Past President and at least two (2) members of the general membership, excluding the directors, chosen at random.

23.4 Nominations from members other than the nominating committee will be accepted providing they are:

- a) Submitted in writing and signed by two (2) members in good standing and the nominee, and;
- b) Delivered to the secretary at least fourteen (14) days in advance of the meeting.

23.5 The secretary will communicate in writing, the list of nominees and a notice of date of election at least seven (7) days in advance of the general meeting.

- 24) The directors may at anytime appoint a member as a director to fill a vacancy in the board of directors, whatever the reason for the vacancy. The appointee shall hold office until the next general meeting where a successor will be elected to complete the term of office if necessary.

- 25) The members may by special resolution remove a director before the expiration of her term of office, and may elect a successor to complete the term of office.

## **Part 6 – Proceedings of Directors**

### 26) Authority of Directors

26.1 The directors may act on the behalf of the entire membership providing that they act in accordance with:

- a) These bylaws, and
- b) All laws affecting this Society, and
- c) Any rules and regulations not being inconsistent with these bylaws which are made from time to time by the Society in general meetings.

26.2 No rule of regulations, made by the Society in general meetings, invalidates a prior act of the directors that would have been valid if that rule or regulation had not been made.

- 27) No director shall be remunerated for being or acting as a director, but a director shall be entitled to be reimbursed for all expenses necessarily and reasonable incurred by her while engaged in the affairs of the Society.
- 28) Subject to these bylaws, the directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.
- 29) The board of directors shall meet at least twice in every calendar year, at times determined by the president. Except in the case of emergency meetings, three (3) days notice will be provided to the directors of any meeting of the board.
- 30) Unless otherwise determined by the directors, the quorum for meetings of the board shall be fixed at a majority of the directors then in office, providing that one (1) of the directors in attendance be either the President, Vice President Secretary or Treasurer.
- 31) The President or her designate shall preside as President of any meetings of the directors.
- 32) Delegation of Authority
  - 32.1 The directors may delegate any but not all of their duties to other directors or members as they see fit, providing they retain responsibilities for those duties.
  - 32.2 Committees formed by resolution of the board shall conform to any rules or regulations imposed on them and are fully accountable to the board of directors.
  - 32.3 Unless the directors resolve otherwise, a committee may (i) select its Chair, (ii) meet and adjourn in the way they see fit.
- 33) Voting
  - 33.1 Questions arising at any meeting of directors or committees shall be decided by a majority, plus 1 vote. Each director/committee member is entitled to one vote.
  - 33.2 Any resolution in writing signed by all of the directors and placed in the minutes is a valid and effective as one passed in a regular meeting.
- 34) Except as other wise provided herein, all meetings of directors or committee shall be governed by the parliamentary rules and usage set out in Roberts Rules of Order Revised.
- 35) Any Director absenting him or herself without cause from three consecutive board meetings or willfully neglecting his or her duties to the Board will be determined to have forfeited their position on the board. Such determination shall be made by a majority vote of the board.

## **Part 7 – Duties of Directors**

- 35) The President shall be the chief executive officer of the Society and shall supervise the other officers in the execution of their duties. The President shall be a player in good standing.
- 36) The Vice President shall carry out the duties of the President during her absence. She may also be delegated other responsibilities of the President. In the event that the President cannot fulfill her obligations, the Vice President shall be appointed to assume the office of President. The Vice President shall be a player in good standing.

37) Secretary

37.1 The secretary shall have the following responsibilities:

- a) Conduct the correspondence of the Society,
- b) Issue notices of meetings;
- c) Keep minutes of all meetings of the Society and directors;
- d) Have custody of all records and documents of the Society except those required to be kept by the Treasurer and Registrar;
- e) Have custody of the common seal of the Society;
- f) Any other responsibilities as delegated by the President.

37.2 In the absence of the secretary, the directors shall appoint another person to assume her responsibilities. The secretary shall be a player or member in good standing.

38) Treasurer

38.1 The treasurer shall have the following responsibilities:

- a) Keep the financial records of the Society, including the books of accounts, necessary to comply with the Society Act and;
- b) Render financial statements to the directors, members, and other when required and;
- c) Any other responsibilities as delegated by the President.

38.2 In the absence of the treasurer, the directors shall appoint another person to assume her/his responsibilities. The Treasurer shall be a player or member in good standing.

39) Media Officer

39.1 The Media officer shall have the following responsibilities:

- a) Handle all public relations and;
- b) Produce a newsletter to keep players informed of League events and;
- c) Any other responsibilities as delegated by the President.

39.2 In the absence of the Media officer, the directors shall appoint another person to assume her/his responsibilities. The Media officer shall be a player or a member in good standing.

40) Registrar and Co-Registrar

40.1 The Registrar and Co-Registrar shall have the following responsibilities:

- a) Handle all player registrations, transfer and permits and;
- b) Bring forward to the Board any player changes or additions and;
- c) Any other responsibilities as delegated by the President.

40.2 In the absence of the Registrar or Co-Registrar the directors shall appoint another person to assume their responsibilities. The Registrar and Co-Registrar shall be a player or member in good standing.

41) Equipment Manager

41.1 The Equipment Manager shall have the following responsibilities:

- a) Manage the equipment budget and;
- b) Recommend and make purchases of all necessary equipment for the League and;
- c) Maintain an inventory of all League equipment and
- d) Any other responsibilities as delegated by the President.

41.2 In the absence of the Equipment Manager the directors shall appoint another person to assume her responsibilities. The Equipment Manager shall be a player or member in good standing.

42) Technical Coordinator

42.1 The Technical Coordinator shall have the following responsibilities:

- a) Liaison between coaches, players and referees and
- b) Any other responsibility as delegated by the President.

42.2 In the absence of the Technical Coordinator the directors shall appoint another person to assume her responsibilities. The Technical Coordinator shall be a player or member in good standing.

- 43) The individual directors and the past President shall assume any responsibilities delegated to her by the President or by the Board of directors.

#### **Part 8 – Seal and Authorized Signatories**

- 44) The signing officers of the Society shall be the President and the Treasurer and one other member appointed by the board of directors.
- 45) The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 46) The common seal shall be affixed only when authorized by a resolution of the directors and only in the presence of the President and either secretary or treasurer.

#### **Part 9 – Borrowing**

- 47) In order to carry out the purposes of the Society, the directors may, on behalf of the Society, and only when authorized by a special resolution of the members, raise or secure payment or repayment of money in the manner they decide.

#### **Part 10 – Auditor**

- 48) Auditor Appointments
- 48.1 At each annual general meeting, the Society may appoint an auditor to hold office until the next annual general meeting.
- 48.2 An auditor can be removed by special resolution at any general meeting.
- 48.3 Directors may appoint an auditor to fill any vacancy for any reason.
- 48.4 An auditor shall be promptly informed in writing of her appointment or removal.  
No director or employee of the Society shall be auditor of the Society.
- 49) The auditor may attend general meetings.

#### **Part 11 – Fiscal Year**

- 50) The fiscal year of the Society shall commence on the 1<sup>st</sup> day of January of each year, unless the fiscal year is changed by resolution of the board of directors.

#### **Part 12 – Notices to Members**

- 51) A notice may be given to a member, either personally or by mail to her at her registered address.
- 52) A notice sent by mail is deemed to have been given on the second day after posting.
- 53) Proof that a notice was properly addressed and placed in a mail receptacle is proof of notice being given.
- 54) Notice of a general meeting will be provided only to
- 54.1 Every member in good standing shown on the register of members on the date of notice and
- 54.2 The auditor.

#### **Part 13 – Bylaws**

- 55) Amendments to the Constitution must be affected at a PGWSA Annual General Meeting upon an affirmative vote of two thirds of the membership present.
- 56) Notice of Motion of proposed amendments to the Constitution must be made in writing to the secretary. In the case of the Annual General Meeting such Notice must be received at least fifteen days before the Annual General Meeting.