

BRANDON YOUTH SOCCER ASSOCIATION, INC.



BY-LAWS

1. ARTICLE ONE – INTERPRETATION

- 1.1. **Name** – The official name of the non-profit association is “Brandon Youth Soccer Association, Inc.”, which operates using the name “Brandon Youth Soccer Association” or “BYSA”.
- 1.2. **Definitions** - In this by-law and all other by-laws and special resolutions of BYSA unless the context otherwise requires and is defined:
- (a) “Act” means The Corporations Act of Manitoba and any Act that may be substituted therefore, as from time to time amended;
 - (b) “AGM” means the Annual General Meeting of BYSA;
 - (c) “articles” means the Articles of Incorporation upon which is endorsed the Certificate of Incorporation dated September 12, 1977 as from time to time amended, supplemented or restated and as the term articles is more particularly defined in the Act;
 - (d) “board” or “board member” or “director” means the board of directors of BYSA and includes a single director;
 - (e) “By-Laws” means these By-Laws;
 - (f) “MSA” means Manitoba Soccer Association;
 - (g) “recorded address” means, in the case of a member, his or its address as recorded in the most current registration forms or other register of players and members and, in the case of a director, officer, auditor or member of a committee of the board, his address as recorded in the records of BYSA;
 - (h) “signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of BYSA pursuant to the provisions of this By-Law or by a resolution passed pursuant thereto;
 - (i) “Stakeholder group” means the parents of any group of children that participates or participated in programming run by BYSA or any other soccer organization within the last 24 months. For the purposes of the grassroots spring, summer and winter programming, a group shall be defined by age categories of the current year’s programming.
 - (j) “WRSA” means the Westman Regional Soccer Association;
 - (k) “youth” means persons under the age of 18 years old;

- 1.2.1. Words and expressions defined in the Act have the same meanings when used herein.
- 1.2.2. In all by-laws of BYSA, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word “person” shall include an individual, partnership and corporation, and the masculine shall include the feminine.
- 1.3. **Logo** – A copy of BYSA’s logo is attached as “**Appendix One**”. BYSA has complete and exclusive rights to the use of the logo. Unauthorized use is strictly prohibited.
 - 1.3.1. When BYSA Official Logo is used, it must be presented in its entirety without modification, unless approved by the Board of Directors in advance.
- 1.4. **Affiliation** - BYSA shall be affiliated with Canadian Soccer Association, Manitoba Soccer Association and Westman Regional Soccer Association;
 - 1.4.1. Affiliation with another organization, or any subsequent changes to terms of an affiliation shall require a two-thirds majority vote cast at an AGM for which proper notice of motion has been given;
- 1.5. **Objectives** - the Objectives of BYSA are:
 - a) to foster and support the development of sanctioned youth soccer throughout the City of Brandon;
 - b) to govern the playing of sanctioned youth soccer in Brandon;
 - c) to assist with the technical development and enhancement of soccer skills for youth in Brandon;
 - d) to further public interest in youth soccer in Brandon;
 - e) to cooperate with other soccer associations, including Manitoba Soccer Association and Westman Regional Soccer Association in the development of youth soccer in Manitoba;

2. ARTICLE TWO - CONDUCT OF BUSINESS OF THE CLUB

- 2.1. **Registered Office** - Until changed in accordance with the Act, the registered office of BYSA shall be in the City of Brandon, in the Province of Manitoba and at such location therein as determined by the board.
- 2.2. **Execution of instruments** - Any contract, document or other instrument in writing approved by the board and requiring execution by the Club shall be executed by any two designated signing officers, and all contracts, documents or other instruments in writing so executed shall be binding upon the Club without any further authorization or formality. The board is authorized from time to time by resolution to appoint signing officers to execute and deliver contracts, documents or other instruments in writing. The term “contracts, documents or other instruments in writing” as used in this by-law shall include deeds, mortgages, charges, security agreements, conveyances, releases, cheques, bank drafts, receipts, discharges for the payment of money or other obligations, transfers and assignments of property.
- 2.3. **Banking Arrangements** - The banking business of the Club shall be transacted with such chartered banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
- 2.4. **Access to Information** - Subject to the provisions of the Act, the Board may from time to time determine whether and to what extent and at what time and place, and under what conditions the accounts, records and documents of BYSA shall be open to the inspection of the non-voting members. Voting members shall be entitled to inspect minutes of meetings, budgets, accounts and other such documentation upon request within a reasonable time.

3. ARTICLE THREE – MEMBERSHIP

- 3.1. **Qualification** – the Voting Membership in BYSA shall be open to and comprised of any person who is 18 years of age and older and meets ONE of the following criteria:
- a) Is the legal guardian or parent of a child who is or was registered in BYSA programs in the current term of membership;
 - b) Is a Director of the BYSA board;
 - c) Persons who coached in the BYSA program in the current term of membership;
- 3.2. **Term of Membership** – membership shall run from April 1st to March 31st each year;
- 3.3. **Termination of Membership** – Membership in BYSA ceases to exist upon one of the following:
- a) the death of the member;
 - b) the resignation of the member;
 - c) the expulsion of the member through article 3.4 herein;
 - d) the withdrawal of the member's child from BYSA programs;
 - e) the end of the term, provided the member's child has not been registered for programming in the following term;
- 3.4. **Expulsion of a Member** – The Directors, by a resolution passed by a majority of not less than two-thirds of the Directors at a meeting, may terminate the membership of a member provided:
- a) the member is given notice in writing at his or her last recorded address at least seven days prior to the meeting at which the resolution is presented;
 - b) the member is given an opportunity to be represented at that meeting; and
 - c) the member is notified within 7 days that the membership was terminated by resolution.

4. ARTICLE FOUR – MEMBERSHIP MEETINGS

- 4.1. **Annual General Meetings** – The AGM of the members shall be held in January of each year at a date and time to be determined by the Board.
- 4.1.1. Unless otherwise determined by the Board and approved by the membership, the order of business shall be as follows:
- a) Call to Order
 - b) Adoption of Minutes of the Last AGM
 - c) President’s Report
 - d) Financial Report
 - e) Amendments to the By-laws
 - f) Election of Officers/Directors
 - g) New Business
 - h) Adjournment
- 4.2. **Special General Meetings** – A Special General Meeting of the membership may be convened at any time and any place as follows:
- a) By motion by the majority of the Board; or
 - b) The membership may require the Board to call a Special Meeting by presenting a petition signed by one hundred voting members and stating the intent of such a meeting;
- 4.3. **Notice of Meeting** – Notice of the date, time and location of any meeting of the membership shall be given not less than 14 days and not more than 30 days before the date of the meeting, and shall be given by email to each member and posted on the website and other social media of BYSA.
- 4.3.1. Where the meeting is a “Special Meeting”, the notice shall include any special resolution to be submitted at that meeting;
- 4.4. **Voting** – Every question submitted to the membership shall be decided by a majority of votes by a show of hands.
- 4.4.1. At any meeting, unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes in favour of or against the motion.
- 4.4.2. Voting by proxy is prohibited. Members must be in attendance at the meeting to vote.
- 4.5. **Polls** - If a poll is demanded and such demand is not withdrawn, it shall be taken forthwith in such manner as the chairman of the meeting directs. Upon poll, each member present is entitled to one vote, and the result of the poll is deemed to be the decision of BYSA. A demand for poll may be withdrawn at any time prior to taking the poll. Except in the case of a poll demanded on election of the President or on a motion of adjournment, the taking of a poll shall not prevent

the continuance of the meeting for the transaction of any business other than the question on which the poll is being taken.

- 4.6. **Omissions and Errors** - The accidental omission to give any notice or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof does not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, or prevent the holding of such meeting.
- 4.7. **Quorum and Adjournment** - A quorum for the transaction of business at any meeting of members shall be equal to the number of Board members and must include at least three (3) Board members.
 - 4.7.1. If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

5. ARTICLE FIVE – DIRECTORS

- 5.1. **Governance** - The Board of the Directors shall be the governing body of BYSA and shall govern in a fashion consistent with the objectives of BYSA. The Board may:
- a) Make policies and procedures or manage the affairs of BYSA in accordance with the Act and these By-Laws,
 - b) Make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures,
 - c) Employ or engage under contract such persons as it deems necessary to carry out the work of BYSA,
 - d) Borrow money upon the credit of BYSA as it deems necessary in accordance with these By-Laws, and
 - e) Perform any other duties from time to time as may be in the best interests of BYSA.
- 5.2. **Composition of Board** - The Board shall be composed of a minimum of five (5) Directors and a maximum of eight (8) Directors elected by the General Membership at the AGM.
- 5.3. **Diversity in Board Members** – BYSA shall strive to have a diverse board of directors taking into consideration a director’s age, race, socioeconomic status, gender, and membership of the various stakeholder groups in BYSA.
- 5.3.1. Specifically, the directors shall be comprised of no less than three (3) directors of the opposite gender to the remaining directors.
 - 5.3.2. Additionally, the Board shall not be comprised of more than three (3) members of one stakeholder group in BYSA.
- 5.4. **Qualification of Directors** - Any individual may be nominated for election as a Director who:
- a) is eighteen (18) years of age or older,
 - b) is a resident of BYSA’s residency area;
 - c) has the power under law to contract;
 - d) is arm’s length from all other directors of BYSA;
 - e) who has not been declared incapable by a court in Canada or in another country; and
 - f) does not have the status of bankrupt.
- 5.5. **Term of Directors** – Directors shall serve for a two-year term.
- 5.6. **Nominations of Directors** – Nominations of candidates for directors must be provided to the Nominations Committee no less than 30 days before the date of the AGM. All candidates must give approval in writing in order to have their name placed on the list of candidates for election, and must indicate their

willingness and ability to meet obligations of office, and must provide a brief biographical description.

5.6.1. The list of candidates shall be published to the Members by electronic means no less than 14 days before the date of the AGM in which the election is to be held.

5.7. **Election of Directors** - The Members shall elect directors at each AGM to replace those whose term of office has expired or who have resigned. The election shall take place as follows:

- a) Directors will be elected by secret ballot;
- b) In the case where there is only one candidate for a position, the candidate will be acclaimed to the position;
- c) In any election of Directors the candidates receiving the greatest number of votes shall be elected; and
- d) In the case where candidates receive the same number of votes for a position(s), there will be a run-off vote between the tied candidates. The candidate receiving the most votes will be declared the winner(s).

5.8. **Removal of a Director** - A Director may be removed by Ordinary Resolution of the Members at a Special Meeting. The Director must have been given the opportunity to be heard at such a meeting in accordance with the principles of Natural Justice. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

5.9. **Vacation of Office** – The office of a director shall be vacated upon the occurrence of one of the following:

- a) Disqualification pursuant to article 5.3 herein or the provisions of the Act;
- b) Removal pursuant to article 5.8 herein;
- c) He has been absent from three (3) Board or Member meetings in a 12 month period, without special leave of absence from, or reason satisfactory to, the Board; or
- d) By notice in writing to BYSA that he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms;

5.10. **Vacancies** - Where the position of a Director becomes vacant, the Board may appoint an individual to fill the vacancy until the next Annual General Meeting by ordinary resolution of the Board.

- 5.11. **Time and Place of Meetings** - Meetings of the Board shall be held at such time and place in Manitoba as the Board, or failing determination by the Board, the President and any two directors may determine.
- 5.12. **Calling of Meetings** - Meetings of the board may be held at a regularly scheduled time of each month or may be called upon five days' notice in writing, by e-mail or by telephone by either the President or any two directors of the Club. Any meeting of directors may be held at any place and time without such notice if all the directors are present or if a quorum is present and those directors who are absent have signified their consent to the holding of the meeting. Any resolution passed or proceeding had or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.
- 5.13. **Telephone or Email Meetings** - A meeting of the Board may take place by teleconference or other electronic means upon the consent of all the Directors.
- 5.14. **Resolution in Writing** - A resolution, by-law or minutes signed by all of the directors is as valid and effective as if passed at a duly convened meeting of the Board of Directors. Such resolutions, by-laws or minutes (which may be in counterparts) are deemed to have been passed on the date therein stated.
- 5.15. **Votes to Govern** - Each Director, including the President, is entitled to one vote. Voting will be by a show of hands, or a secret ballot if requested by any Director. Unless a special resolution is required by the Act or this by- law, resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the President is entitled to a second vote to decide the issue.
- 5.16. **Chairperson of Meetings** - The President shall be the Chairperson at all directors' meetings (or in his place, the Vice President or, alternatively, the Treasurer). In the absence of a Chairperson and his alternates, the directors present shall choose one of their members to act as Chairperson of such meetings and to otherwise assume the role of Chairperson in his absence.
- 5.17. **Robert's Rules of Order** - Unless otherwise specified in the Act or these By-Laws, meetings of Members and meetings of the Board will be conducted according to the then current edition of Robert's Rules of Order.
- 5.18. **Conflict of Interest** - Whenever a director or officer has a financial or personal interest, which shall include an immediate family member having an interest, or has the potential of an interest, in any matter coming before the board of directors, the affected person shall:
- a) Fully disclose the nature of the interest to the President or Vice President; and
 - b) Withdraw from discussion, lobbying, and voting on the matter.

5.18.1. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

5.18.2. It shall not be considered a conflict of interest for a director to hold the position of a coach in BYSA nor shall it be considered a conflict of interest for a director to participate in discussion or votes related to programs that his child is or may be registered to participate in.

5.19. Protection of Directors and Officers -

- a) No director or officer of BYSA shall be liable for the acts, receipts, neglects or defaults of any other directors or officer of employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to BYSA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of BYSA, or for the insufficiency or deficiency of any security in or upon which any of the monies of BYSA shall be vested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of BYSA shall be deposited or for any loss occasioned by any error or judgment, or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.
- b) Indemnity: Except in respect of an action by or on behalf of BYSA to procure a judgment in its favour, BYSA shall indemnify a director or an officer of BYSA, a former director or officer of BYSA or a person who acts or acted at BYSA's request as a director or officer of another Association of which this Association is or was a shareholder or creditor and his heirs, and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such Association or another Association, if:
 - i) he acted honestly and in good faith with a view to the best interests of BYSA; and
 - ii) in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

- iii) BYSA shall, with the approval of a Court, indemnify any person referred to in (b) in respect of any action by or on behalf of BYSA or another Association to procure judgment in its favour to which he is made a party by reason of being or having been a director or an officer of BYSA or another Association against all costs, charges and expenses reasonably incurred by him in connection with such action if he acted honestly and in good faith with a view to the best interests of BYSA, and in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- iv) In accordance with the provisions of the Act, BYSA shall indemnify any person referred to in paragraph (b) who has been substantially successful in the defense of any civil, criminal or administrative action or proceedings to which he is made a party by reason of being or having been a director or officer of BYSA or another Association against all costs, charges and expenses reasonably incurred by him in respect of such action or proceedings.
- v) Insurance: Subject to the limitations contained in the Act, BYSA may purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

5.20. **Remuneration of Directors** - The Directors of BYSA shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such. A director shall be entitled to be reimbursed for reasonable expenses incurred by him in the performance of his duties.

6. ARTICLE SIX – OFFICERS

- 6.1. **President** - The President is responsible for the general management, overall well-being and development of the BYSA. The President duties shall include:
- a) Preside at all General Member and Board meetings;
 - b) Act as the spokesperson for the BYSA;
 - c) Provides general supervision of the business affairs of BYSA subject to the authority of the Board;
 - d) Act as the representative of the BYSA in external organizations including but not limited to WRSA and MSA, and reports to the Board on the activities of WRSA and MSA;
 - e) Act as a signing authority for the BYSA;
 - f) Such other duties and powers as the Board may assign to him or her;
- 6.2. **Past President** - The Past President is the immediate outgoing President of the BYSA, and shall serve for a maximum of two years as consultant to the Board. The Past President shall be a non-voting member of the Board.
- 6.3. **Vice-President** – The Vice President shall work closely with the President to ensure that the BYSA By-Laws and related policies/procedures are followed, assist the President in performing his duties, and act in the absence of the President. The Vice President's other duties include:
- a) Handle (i.e., investigate, monitor, respond to, or document) BYSA program-related complaints, concerns, or issues that are brought to the attention of BYSA that do not form part of the Discipline Committee's portfolio;
 - b) Keep proper minutes at all board meetings, AGM or other member meetings;
 - c) Maintain, revise, or update assigned BYSA key documents (e.g., By-Laws, Policies and Procedures, information booklets, etc.);
 - d) Act as a signing authority for the BYSA;
- 6.4. **Treasurer** - The Treasurer is responsible for the finances and financial well-being of the BYSA. The Treasurer's other duties shall include:
- a) Keep financial records, as appropriate;
 - b) Present monthly financial reports to the Board and reports to the Membership at the AGM or other member meetings on the financial state of the BYSA;
 - c) Be responsible for the preparation of the annual budget and financial statements of the BYSA;
 - d) Monitor the receipting and depositing of all monies, including during registration and tournaments;
 - e) Act as a signing authority for the BYSA.
- 6.5. **Variation of Duties** - From time to time, the board may vary, add to, or limit the powers and duties of any officer.

6.6. **Duties of Officers May be Delegated** - In case of the absence or inability to act of any officer of the Club or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the period of time of such absence or inability to act. Notice of any such delegation shall be provided to the officer affected.

7. ARTICLE SEVEN – COMMITTEES

7.1. **Constitution of Committees** - The Board may appoint committees it deems necessary for managing the affairs of BYSA.

7.2. **Appointment of Chair of Committees** - The Chair of each Committee shall be appointed by the Board.

7.3. **Members of Committees** - Any individual may be appointed to any committee by the Board, and once appointed will be a voting member of the committee, except where expressly prohibited by the Board, or where the individual appointed to the committee is a staff person of BYSA and thus a non-voting member of the committee. The Board may remove any member of any Committee.

7.3.1. The President will be an ex-officio member of all Committees of BYSA.

7.4. **Meetings of Committees** - The committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meetings of a committee shall be decided by a majority of votes, and in case of an equality of votes, the chair of the committee shall have a second or casting vote.

7.5. **Powers and Duties of Committees** - The committee shall have such duties and powers as may be determined from time to time by the Board of Directors, or as set out in the Rules and Regulations of BYSA.

8. ARTICLE EIGHT – FINANCES

- 8.1. **Fiscal Year** - The fiscal period of BYSA shall end on the 30th day of September, in each and every year.
- 8.2. **Budget** - The Board will produce an annual budget proposal for each fiscal year.
- 8.3. **Fees** - The BYSA fees including membership, registration and other BYSA services or goods shall be reviewed and set annually by the Board
- 8.4. **Maintenance of Financial Records** - The BYSA shall maintain financial records in accordance with expected accounting practices and applicable government gaming regulations.
- 8.5. **Audit** - At each AGM, the Members will appoint an auditor to audit the books, accounts, and records of BYSA in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or a Director of BYSA and will have remuneration fixed by the Directors.

9. ARTICLE NINE - GENERAL

9.1 **Amendment to the By-Laws** – Any voting member may propose amendments to these By-Laws. These By-Laws shall only be amended at the AGM provided:

- a) Written notice of such amendments has been provided to the President or Vice President and the General Membership at least fourteen (14) days prior to the AGM;
- b) The proposed amendments are accepted by a fifty percent (50%) plus one (1) majority vote of the General Membership at the AGM;

9.2 **Dissolution** - In the event of dissolution or winding-up of BYSA, all its remaining assets, after payment of liabilities, shall be distributed to the succeeding organization undertaking the organization and operation of Youth Soccer in the City of Brandon.

APPENDIX ONE

