

Metro Women's Soccer League BYLAWS

Article I.	HEAD OFFICE.....	2
Article II.	RULES AND REGULATIONS.....	2
Article III.	AFFILIATION.....	2
Article IV.	INTERPRETATION.....	2
Article V.	MEMBERSHIP.....	3
Article VI.	BOARD OF DIRECTORS.....	6
Article VII.	DUTIES OF THE DIRECTORS & OFFICERS.....	8
Article VIII.	GENERAL MEETINGS.....	9
Article IX.	BYLAW AMENDMENTS.....	11
Article X.	COMMITTEES.....	12
Article XI.	DISSOLUTION.....	12
Article XII.	PURPOSE OF GAIN.....	12
Article XIII.	BORROWING & FINANCIAL POWERS.....	12
Article XIV.	SEAL & AUTHORIZED SIGNATORIES.....	12
Article XV.	INSURANCE.....	13
Article XVI.	FINANCIAL REPORTS, AUDITS & BUDGETING.....	13
Article XVII.	CONFLICT OF INTEREST.....	13
Article XVIII.	ALTERNATIVE DISPUTE RESOLUTION.....	14

Article I. HEAD OFFICE

The Head office of the Association shall be located in the Greater Vancouver area, British Columbia. This provision is alterable.

Article II. RULES AND REGULATIONS

The Association may, from time to time, frame temporary rules or regulations covering specific cases not contained herein, but which may be necessary for the carrying out of the objectives of the Society. This provision is alterable.

Article III. AFFILIATION

The League shall be affiliated with the Canadian Soccer Association and British Columbia Soccer Association; and subject to the Bylaws Rules and Regulations of those bodies.

Article IV. INTERPRETATION

1) Definitions

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

- i. The word "Society" or "League" shall refer to Metro Women's Soccer League;
- i. "Directors" shall mean the directors of the Metro Women's Soccer League;
- ii. "Society Act" shall mean the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- iv. "Registered Address" of a member shall mean the address as recorded in the register of members; or the recorded address of the Society as registered with the Province of BC.
- v. "Active Member" shall mean a team within an organization, which becomes and remains an Active member in accordance with the Bylaws. An Active member shall have the right to vote as set out in the Bylaws;
- vi. "Associate Member" shall mean an individual within an organization, which becomes and remains an Associate member in accordance with the Bylaws. An Associate member shall have a voice but no vote at General Meetings of the Society;
- vii. "Life Member" shall mean a person who becomes and remains a Life member in accordance with the Bylaws. A Life member shall have a voice but no vote at General meetings of the Society;
- ix. "Delegate Member" shall mean a person who is the authorized voting delegate representing an Active Member at General Meetings of the Society;
- x. "Club" - shall mean an organization operating as a team, or a group of

teams;

- xī. "Team" shall mean a soccer team with not less than eleven registered players, plus team officials, whose application for affiliation has been validated by the League Registrar for the current playing season.
- xīī. "Registered Player" shall mean a person whose application for registration with the Society has been validated by the MWSL Registrar for the current playing season;
- xīīī. "Board" shall mean the Board of Directors of the Society;
- xīīv. "Special Resolution" shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes of those delegates present or represented by proxy and entitled to do so;
- xīīv. "Ordinary Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority (50%+1) of the votes of those delegates present or represented by proxy and entitled to do so.

b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws, save and except for the definition of "member" which shall be as herein before set out.

2) Words importing the singular include the plural and vice versa, and words importing a female person include a male person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

Article V. MEMBERSHIP

- 1) Active Members of the Society/League are those individuals within an organization that have the following membership criteria:
 - a) Are those teams registered with the BCSA for senior soccer and have registered with the Society/League to play within a division as delineated by the Society's league structures;
 - b) Have been approved for active membership by the membership committee of the Society or by the Board of Directors, upon an appeal, and have paid any active membership fees that might be assessable from time to time, all in accordance with these Bylaws.

- 2) Associate Members shall have a voice but no vote at General Meetings of the Society, and they shall be individuals or organizations, whether incorporated or not, which have similar objectives to the Association. Associate Members may only receive services of the Association if approved by the Board. Organizations may include but are not limited to affiliated Senior Leagues (indoor and outdoor), school, college and university leagues, and referees', coaches' and trainers' associations.
 - a) Those wishing to become an Associate Member, must present a membership application form to the Society signed by at least 3 existing Active Members of the Society. The application shall be reviewed by the Society's Membership Committee for completeness and applicants alignment with the objectives of the association. Applications that pass the Membership Committees scrutiny shall be sent to the Board of Directors. The Board of Directors may then grant conditional approval of an Associate Member's application subject to final approval by the membership at the Society's next General Meeting.
 - b) Associate Members shall make application for membership renewal with the Society annually on or before the date schedule as posted for the current year on a form to be provided by the Society.
 - c) The Board of Directors may admit an organization as an Associate Member for a short term of 30 days where that admission is of benefit to the members of the Society and that short term admission supports the objectives of the Society.
- 3) The Life Members are persons who have rendered valuable service to the Society and are elected Life Members of the Society by the Board of Directors subject to review of the Membership at a General Meeting.
 - a) A life member shall have a voice but no vote at General Meetings of the Society.
 - b) A life member shall be entitled to receive all information as is received by any other member of the Society.
- 4) The membership committee of the Society, as appointed from time to time by the Board, shall be responsible for receiving, approving and processing applications for membership where such application is made for the purposes of an applicant becoming an active member or an associate member. The membership committee shall review any such application to ensure that the applicant qualifies for the specific membership that is the subject of the application, and in addition the membership committee may refuse any application on the grounds that it is not in the best interest of the Society to have the applicant as an active member or associate member of the Society, as the case may be. Any rejection of an application by the membership committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.
- 5) Every active member, associate member, and Life Member shall uphold the constitution and comply with these Bylaws.

- 6) The amount of annual membership fees for the following fiscal year shall be determined by the directors and shall be presented for approval at the Annual General Meeting of the Society. The members may determine a different membership fee structure for active members and associate members of the Society.
- 7) An active member or an associate member shall cease to be a member of the Society by:
 - a) Delivering the intent to resign in writing to the Executive Directors of the Society or by mailing or delivering such intent to the address of the Society;
 - b) In the case of a corporation, or other organization or association, its dissolution or cessation of operations;
 - c) On being expelled;
 - d) At the end of the season for which the team was registered for.
 - e) On having been declared a member not in good standing; or,
 - f) As otherwise set out in these Bylaws or in any schedule hereto.
- 8) An Active member or an Associate or Life member may be expelled by a special resolution of the members passed at a general meeting.
 - a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - b) The active member, associate or life member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 9) All Active members and Associate or Life members are in good standing except:
 - a) A member may be declared by the Board of Directors to be not in good standing due to non-payment of any annual membership fee and/or any outstanding debts to the Society as of 30 days prior to the ensuing general meeting; or,
 - b) In any case, the member shall be advised in writing of the declaration of not in good standing by the Board of Directors. Members are not in good standing until the Board of Directors accepts that the debt is cleared or a financial arrangement for repayment of said debt has been entered into with the Society; or until the Board of Directors is satisfied of the member's compliance with the By-laws, Rules and Regulations of the Association.

Article VI. BOARD OF DIRECTORS

1) Election of Directors

Election into office as a director of the Society shall be held at the Annual General meeting of the Society each year. The business of the Metro Women's Soccer League shall be conducted by a Board consisting of ten (10) Directors who are currently residents of the Province of British Columbia and have been residents of British Columbia for a minimum of six months preceding the election.

- a) Directors shall be elected for a term of two years, as follows:
 - i. In even calendar years, five (5) directors shall be elected;
 - ii. In odd calendar years, the remaining five (5) directors shall be elected;
 - iii. The Past President shall be an ex-officio member of the board of directors. He or she shall have a voice but no vote at all meetings of the Society and Board of Directors.
 - iv. The Board of directors shall elect from themselves: President (PRESIDENT), Vice President, Treasurer and 6 Directors at large
- b) The term of office for a director of the Society shall commence immediately after the Annual General Meeting and shall continue for a period of two years.
- c) The Board shall meet whenever the PRESIDENT deems it necessary, or if instructed to do so by a majority of the Board, but in any case shall meet at least six (6) times a year.
 - i. Board members shall be given a minimum of 14 days notice of such meetings;
 - ii. In emergency circumstances this notice period may be reduced to 1 day, however, in such circumstance decisions taken at that meeting must be ratified at the next board meeting.
- d) At all meetings of the Board, a majority of elected members shall constitute a quorum for the transaction of business.
- e) Any member of the Board absenting himself, without cause, from three (3) successive meetings of the Board of Directors, or wilfully neglecting their duties to the Board, shall be deemed to have forfeited their position. Such determination shall be made by a majority vote of the Board.
- f) If the office of a Director shall become vacant for any reason:
 - i. More than ninety (90) days remaining in their term of office, the Board may either:

- a. Call for nominations and hold an election with a mail in ballot to fill the remaining portion of the vacated term; or,
 - b. Appoint an in-term Director to serve in their stead until the next ensuing Annual General Meeting.
 - ii. Less than ninety (90) days remaining in their term of office, the Board may either:
 - a. Appoint an in-term Director to serve in their stead until the next ensuing Annual General Meeting; or,
 - b. Leave the position vacant until the next ensuing Annual General Meeting.
 - g) If the office of the President shall become vacant for any reason during their term of office, the Vice President shall succeed him as in-term PRESIDENT until the next Annual General Meeting; and the Board of Directors shall appoint an in-term Vice President from within the Board to serve until the next ensuing Annual General Meeting.
 - h) No member of the Board of Directors shall hold an office or be an employee of a member under the jurisdiction of the Society. A newly elected Director must relinquish all positions with a member within a period of thirty (30) days.
 - i) The President shall be the Chief Executive Officer (CEO) of the Association
 - i) A Director or person holding an Executive position with this Society, who is desirous of accepting nomination to a different office with this Society, shall first resign from their current position.
- 2) Employees
- a) The Board may engage paid employees as it shall deem necessary. Such persons shall have such authority and responsibility, as the Board shall determine.
 - b) The remuneration of any agent or employee of the Society shall be fixed by the Board.
 - c) The Board shall assess the need for and affix the bond requirements of its officers, agents, or employees who have control of the funds of the Society.

3) Remuneration

No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

Article VII. DUTIES OF THE DIRECTORS & OFFICERS

- 1) The President of the Society shall supervise the other officers in the execution of their duties. The PRESIDENT shall preside at all general meetings of the Society and of the Board of Directors. The PRESIDENT shall be a member ex-officio of all committees.
- 2) The Vice President shall carry out the duties of the PRESIDENT during their absence. If the President is unable to act as PRESIDENT for any specific reason, the Vice President shall be appointed by the PRESIDENT or by the Board of Directors to assume the full responsibilities of the office of the President.
- 3) The Treasurer shall be responsible for the supervision of the accounts and records of the Society and shall oversee the keeping of such financial records, including books of accounts, as are necessary to comply with the Societies Act of BC.
 - a) The Treasurer shall present an annual budget that is designed to avoid incurring a deficit as prepared by the finance committee, for presentation to the membership at the Annual General Meeting.
 - b) The budget for the following fiscal year presented for approval at the Annual General Meeting shall be subsequently reviewed by the Treasurer and where possible, without affecting the member programs and or the efficiency of the organization shall be amended in an effort to recover the cash decrease as reflected in the audited financial statements of the previous year.
 - c) The Treasurer shall establish a committee that shall include no less than three (3) members to carry out the financial affairs of the Society. See Article 10-3.
- 4) It shall be the duty and responsibility of the Board of Directors in accordance with the Society Act of BC to do the following:
 - a) Review the annual budget, as prepared by the finance committee, for presentation to the membership at the Annual General Meeting;
 - b) Ensure the minutes of the Board of Directors and Executive Committee meeting proceedings are properly recorded and filed in a special minute book set aside for that purpose;
 - c) Organize an annual general meeting or any other general meetings as called for by the members;
 - d) Generally ensure the day to day affairs of the Society are properly managed, and perform such other duties, responsibilities and obligations as may be required by law;
 - e) Solicit funds at such time and in such manner as it may be deemed advisable to help maintain the Society;

- f) Maintain all Rules and Regulations, which govern the game of soccer amongst the Active members and Associate members of the Society.
 - i. Proposed amendments or additions to the Rules and Regulations will only be considered if submitted, in writing, to the Society by a member in good standing, or by the Board of Directors of the Society. Notice of motion of the proposed changes or amendments must be received by the Society at least forty-five (45) days prior to any general meeting. The membership shall be circulated with copies of all proposed amendments or changes at least thirty (30) days prior to the General Meeting except as noted in this section. Any changes to the rules and regulations must be approved by a simple majority of the members in attendance. No motion may be placed on the floor that obviates, or intends to obviate the intention of this section.
 - ii. Notwithstanding anything herein contained, the Rules and Regulations of the League may be amended by a majority vote of the Board of Directors at any properly constituted meeting of the Board and come into effect as determined by the Board. All amendments shall be ratified by a simple majority of votes eligible to be cast by the Membership present at the next General or Special General Meeting called for that purpose.
 - iii. A copy of every change or alteration in the Rules and Regulations shall be forwarded to the membership within fifteen (15) days.
 - iv. Any changes to the Rules and Regulations will be received by the membership by August 1st of any year or held in abeyance until the following year.

Article VIII. GENERAL MEETINGS

- 1) The Annual General Meeting of the Society shall be held on or before the thirty-first (31st) day of December in each year, at a place, date and hour to be determined by the Board of Directors.
 - a) Thirty (30) days written notice of such meeting shall be given to the members.
 - b) A copy of the financial statement, together with a copy of the auditor's annual report, shall be forwarded to each member and to members of the Board of Directors of the Society at least fourteen (14) days before the date of the Annual General Meeting.
- 2) General Meetings of the Society shall be held at such times and place as the directors may decide.
 - a) Notice of general meetings shall specify the place, date and hour of the meeting, and be given in writing to the membership. Thirty (30) days written notice of such meeting shall be given to the membership.

- b) The post-marked or email date of written notice shall be the official date of notice for the meeting. The non-receipt of such notice does not invalidate the proceedings at that meeting.
 - c) The order of business at the Annual General Meeting shall be as follows:
 - i. Presentation of credentials
 - ii. Roll Call
 - iii. Minutes of previous Annual General Meeting
 - iv. Business arising
 - v. Officers' reports
 - vi. Amendments to the Constitution and Bylaws
 - vii. Amendments to the Rules and Regulations
 - viii. Elections
 - ix. New business
 - x. Adjournment
 - d) Every general meeting other than the Annual is a Special General Meeting.
- 3) A quorum at any general meeting shall be 50% +1 of accredited delegates from active members in good standing, present in person or by proxy. Associate members and life members may be present at any general meeting, but shall not be counted in the quorum.
- 4) The accredited voting delegates to the General Meeting of the Association shall be the authorized delegate members in active membership in good standing.
- a) Registered Players by majority vote shall appoint the delegate member for their team
 - b) The names of accredited delegates and alternates must be filed with the association not later than seven (7) days prior to any General Meeting of the association unless approved by a majority of the accredited members at the same General Meeting.
 - c) A Member in arrears with annual fees or indebted to the Society in any way shall not be eligible to vote or participate in the business of the Society at the Annual General Meeting, unless prior written financial agreement for settlement of such indebtedness has been entered into with the Society.
 - d) A Member who is under suspension from the Society (per Article 13-8) will not be eligible to vote or participate in the business of the Society at the Annual General Meeting.
 - e) Accredited delegates shall be eligible to cast one (1) vote for each team they have received accreditation.
 - f) No one member can carry more than twenty five percent (25%) of the total number of eligible votes present at the meeting.
 - g) Any team not represented at an annual general meeting, without cause, may be subject to a fine as determined by the schedule of fines.
- 5) The President shall have the authority to call a Special General Meeting at any time, upon written request of a majority of the Board, or upon a written request signed by ten (10%) percent of the membership.
- a) Any such request shall specify the purposes of such a meeting and each member of the Board and the membership shall receive thirty (30) days written notice thereof.

- b) Only the business set out in the requisition calling for a Special General Meeting shall be dealt with on the agenda set for that meeting.
- 6) The President, or in their absence, the Vice President, or in the absence of both, one of the other Directors present shall preside as chairperson of a meeting of the Society.
 - a) If at a meeting there is no President, Vice President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or if the President, Vice President and all other Directors present are unwilling to act as chairperson, the members present shall choose one of their numbers to be chairperson of the meeting.
- 7) The Board of Directors shall have a voice, but no vote, at any general meeting of the Society.
- 8) the most recent version of Roberts Rules of Order shall govern proceedings at all general meetings of the Association except where such rules are in contradiction of these articles.
- 9) Elections for the board of directors will be by a simple majority using a secret ballot.
- 10) If a position is vacant for a year not normally due for election, elections shall be held to fill those positions for a period of one year by majority vote using a secret ballot.

Article IX. BYLAW AMENDMENTS

- 1) No change or amendment shall be made in any part of the Bylaws except at the Annual General Meeting or at a Special General Meeting of the Association.
 - a) Proposed amendments or additions to the Constitution and Bylaws will only be considered if submitted, in writing, to the League by a member in good standing, or by the Board of Directors of the Society. Notice of motion of the proposed changes or amendments must be received by the League at least forty-five (45) days prior to any general meeting. The membership shall be circulated with copies of all proposed amendments or changes at least thirty (30) days prior to the General Meeting.
 - b) Adoption of any proposed amendment to the Constitution or Bylaws shall require a 75% majority of the votes eligible to be cast by those members present, or represented by proxy, and entitled to do so.

Article X. COMMITTEES

- 1) The following Standing Committees are constituted to be advisory to the Board of Directors. The terms of reference and operating procedures are found in the, which shall be kept up to date and published on the Association's web site for public access.
 - a) Finance and Audit
 - b) Nominations
 - c) Governance
 - d) Risk Management
 - e) Competitions
 - f) Technical Development
 - g) Membership
- 2) A Judicial Committee shall be constituted and chaired by a member of the board of Directors who shall oversee the following sub-committees:
 - a) Protests
 - b) Discipline

Article XI. DISSOLUTION

- 1) Upon dissolution of the Society, the assets which remain after payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer. **This provision was formerly unalterable.**
- 2) Upon dissolution, any League assets that are a result of a Gaming grant within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

Article XII PURPOSE OF GAIN

The Association shall be operated without purpose of pecuniary gain to any of its members and any surplus of the Society shall be used solely for the purposes of the Society and the promotion of its objectives. **This provision was formerly unalterable.**

Article XIII. BORROWING & FINANCIAL POWERS

- 1) Subject to the Society Act, the Board of Directors, in conducting the business of the Association, may borrow up to \$10,000 and that may only be short term debt to be paid within 60 days of incurring the debt. Any further amount must be approved at a general meeting by the active membership.

Article XIV. SEAL & AUTHORIZED SIGNATORIES

- 1) The corporate Seal of the Society and the Symbol shall be in such forms as shall be prescribed by the Board of Directors of the League, provided that the seal shall bear the words, Metro Women's Soccer League.
- 2) The corporate seal shall be affixed only when authorized by a resolution of the Board and then only by person(s) prescribed by the Board of Directors.
- 3) The required signing officers of the Association shall be, at a minimum, the following:
 - a) Director of Finance;

- b) Any one (1) other Director of the Board;
- c) Two signing officers shall sign all Association cheques.

Article XV. INSURANCE

- 1) The league will be required to maintain a level of '*Omissions and Error Insurance*' to adequately protect the membership and its board against legal proceedings occurring due to errors in judgment created in the course of legally enacting the duties of the League.

Article XVI. FINANCIAL REPORTS, AUDITS & BUDGETING

- 1) The reporting year shall be from April 01 to March 31 each year;
- 2) Accounts of the Society may be audited annually by a licensed Public Accountant; in accordance with the Society Act of BC.
- 3) A budget for the following fiscal year shall be prepared by the Financial Committee and distributed to each Member of the of the Association at least 21 days before the date fixed for the Annual General Meeting;
- 4) The Budget shall include all proposed fees.

Article XVII. CONFLICT OF INTEREST

- 1) Directors and Officers of the Society must not only be free of conflict of interest but must also appear not to be in a conflict of interest;
- 2) Upon election to the position of a Director of the League, the newly elected Director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential Conflict of Interest and periodically thereafter update such disclosure;
- 3) A director of the League shall not permit their own interest to conflict in any way with their fiduciary responsibilities to the Society;
- 4) A Director of the League shall not benefit directly or indirectly from any transaction with the Society, unless it is to the clear advantage of the Society as determined by the Board of the Society;
- 5) A Director of the League shall not receive compensation for their services, except for compensation for out-of-pocket expenses incurred in the performance of their duties on behalf of the League;
- 6) A Director of the League shall declare a conflict of interest and abstain from discussion or voting on any matter relating specifically to their involvement with another soccer organization, private business interests, or outside not-for-profit or charitable organizations;
- 7) Any deviation or perceived deviation from the Conflict of Interest Article shall be acted

- upon only if reported, in writing, by the complainant to the Board of the Society;
- 8) Any Director who, by personal or business conduct, violates any part of Article 13 may be suspended from the Board of Directors by a two-thirds (2/3) majority vote of the entire Board of the Society concerned. An investigation must be made prior to this decision, upon which the Director concerned will be given proper opportunity through a hearing to fully explain their actions. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than 10 working days prior to such a hearing. Such suspension will remain in effect until ratified by the membership of the Association at its next General Meeting. An appeal may be made through ADR as per Article 15.

Article XVIII. ALTERNATIVE DISPUTE RESOLUTION

- 1) Any person or organization will not take disputes to tribunals or ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constitution arbitration tribunals recognized under the rules of the Society, provincial governing body, Canada Soccer, CONCACAF, or FIFA.
- 2) MWSL supports the principles of Alternative Dispute Resolution (ADR) and is committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated.