


CAROL PREST

**Bylaws
of the
Gordon Sturtridge League/North Shore Football Association
January 23, 2018**

1. Interpretation

- A). In these bylaws, unless the context otherwise requires:
- (1) “Act” means the *Societies Act* (British Columbia);
 - (2) “address” of a member means the member's mailing address, including email address if any, which the member, or GSL, at the direction of the member, has provided to the GSL.
 - (3) “GSL” means Gordon Sturtridge League Football Association;
 - (4) “executive members” means the executive of the GSL for the time being;
 - (5) “opening day” means the first day of the season as set out in the calendar applicable to GSL;
 - (6) “parent” means the parent of a child currently registered in the GSL, including
 - (a) a guardian of the person of a child,
 - (b) a person legally entitled to custody of a child, or
 - (c) a person who usually has the care and control of a child;
 - (7) “season” is as defined in the *GSL Handbook* and means the period beginning in August and ending on the following November;
- B) The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- C) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

2. Membership

A) Voting members

- (1) All parents and guardians of children while registered in GSL are automatically a full, voting member of the GSL.
- (2) The members of the GSL are the applicants for incorporation of the society, and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.
- (3) A member shall be deemed to be in good standing when the GSL has received all fees payable to it by or on behalf of that member.

B) Non-voting members

- (1) Members of the football community who are not parents of children registered in the GSL may be invited to become non-voting members of the GSL.
- (2) At no time will the GSL have more non-voting than voting members.

C) Compliance with bylaws

- (1) Every member will uphold the Constitution and comply with these Bylaws.
- (2) A person ceases to be a member of the GSL
 - (a) by delivering his or her resignation in writing to the secretary of the GSL or by mailing or delivering it to the address of the GSL;
 - (b) on his or her death, or, in the case of a corporation, dissolution;
 - (c) in the case of a parent member, on the day after the child in respect of which he or she is a member ceases to be registered at GSL; or
 - (d) in the case of the executive of the GSL, on the day after the date on which he or she ceases to be a member of the executive of the GSL.
- (3) A member may be suspended from or expelled from the GSL by ordinary resolution of the executive.

3. Meeting of Members

A) General meetings

- (1) An annual general meeting shall be held within 60 days of the end of each season at which the President, Vice President, Treasurer, Registrar, Secretary, Communications Coordinator, Coaches Coordinator, Field Operations Coordinator and Member-at Large positions will be elected.

B) Conduct

- (1) The GSL will refrain from partisan political action or other activities that do not serve the interests of the GSL.
- (2) Members may be asked to leave a meeting(s) if in the judgment of the President (Chair) and after been asked to temper their approach, the member is behaving poorly, displaying a continued lack of respect or general lack of social decorum.

C) Notice of meetings

- (1) Members will be given reasonable notice of general meetings. Notice specifying the place, day and hour of each of the general meetings shall be included on the GSL website and via email, and shall be deemed to constitute effective notice to all members of these general meetings.
- (2) The executive members may, when they think fit, and must promptly, on the written request of not less than 10% of the members with voting rights, convene an extraordinary general meeting.
- (3) Notice of an extraordinary general meeting must specify the place, day and hour of the meeting and the nature of the business to be conducted, and must be delivered at least 7 (seven) days in advance of the meeting date to the email address of each member, and posted at GSL website.
- (4) The accidental omission to give notice of an extraordinary general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

- (5) Notice of a proposed special resolution under bylaw Part 5, B (3), and Part 11, F (1) or Part 12 must be given in the same manner, as nearly as possible, as notice of an extraordinary general meeting convened by the executive members pursuant to bylaw Part 3, C (3) and Part 3, C (4), except that in the case of a proposed special resolution under Part 12, the notice period shall be increased to 30 days.
- (6) Non-members may attend general meetings by invitation.

4. Quorum and Proceedings at General Meetings

A) Quorum

- (1) In matters of meeting procedure not specifically addressed by these Bylaws, procedural issues shall be determined by the current edition of *Robert's Rules of Order*.
- (2) A quorum for the transaction of business at a general meeting shall be 5 least (five) members.
- (3) If at any time during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (4) Subject to the following Bylaws, the President (Chair) of the GSL, the Vice-President (Vice-Chair) or, in the absence of both, one of the other executive members present, must preside as chair of a general meeting.
- (5) If at a general meeting there is no executive member present within 15 minutes after the time appointed for holding the meeting, or no executive member present is willing to act as the chair, then the members present must choose one of their number to be the chair.

B) Voting

- (1) This part only applies to parent members.
- (2) A member present at a general meeting is entitled to one vote.

- (3) Except as provided elsewhere in these Bylaws or the Act, all matters requiring a vote will be decided by a simple majority of the votes cast (50% plus 1).
- (4) Members must vote in person on all matters. Voting by proxy will not be permitted.
- (5) The Chair does not have a vote unless there is a tie, in which case the Chair may have a casting vote.

5. Executive

A) Role of Executive Committee

- (1) The executive committee will manage the GSL's affairs between general meetings, by a board of elected or appointed officers and the immediate Past President.
- (2) The executive members may exercise all the powers and do all the acts and things that the GSL may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the GSL in a general meeting, but subject, nevertheless, to:
 - (i) all laws affecting the GSL,
 - (ii) these Bylaws, and
 - (iii) rules, not being inconsistent with these Bylaws, that are made from time to time by the GSL in a general meeting.
- (3) The executive committee will understand and abide by the GSL's Constitution, Bylaws and Code of Ethics.
- (4) The executive committee shall carry out the responsibilities of their executive office as set out in these Bylaws.
- (5) The executive committee will ensure that the GSL is involved in those activities it is authorized to do under its Constitution.

- (6) The executive committee will consult with the membership to manage the GSL's affairs by establishing direction, policy and procedures; by being involved in planning; by delegating tasks and responsibilities, with supervision.
- (7) The executive committee has the authority to:
 1. Establish committees;
 2. Terminate committees;
 3. Define committee terms of reference and purpose and;
 4. Define the duration of committee's existence
- (8) The executive will provide oversight of all committees and be responsible for reporting to membership and abide by the membership's direction regarding committee activities.
- (9) Executive member representation on committees is not required.

B) Executive defined

- (1) The GSL executive will include:
 - (a) President (Chair);
 - (b) Vice-President (Vice-Chair);
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Registrar;
 - (f) Communications Coordinator;
 - (g) Coaches' Coordinator;
 - (h) Field Operations Coordinator;
 - (i) Member(s)-at-large – maximum of 6 (these members may also assume other duties as required within the executive);
 - (j) Past President (non-voting)

- (2) A rule, made by the members in a general meeting, does not invalidate a prior act of the executive members that would have been valid if that rule had not been made.
- (3) The members may, by special resolution, remove an executive member before the expiration of his or her term of office, and may elect a successor to complete the term of office.
- (4) An executive member must not be remunerated for being or acting as an executive member but executive members must be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the GSL.

C) Eligibility

- (1) Any member or invited non-member is eligible to serve on the executive.

D) Election of executive

- (1) Elections will be conducted by the chair of the Nominations Committee or the outgoing President.
- (2) A call for nominations shall be made at annual general meeting. A member standing for election may not be an electoral officer.
- (3) The electoral officer shall conduct the elections, and may appoint scrutineers as required at the time of the elections.
- (4) The President (Chair), Vice-President (Vice Chair), Treasurer, Registrar, Secretary, Communications Coordinator, Coaches Coordinator, Field Operations Coordinator and Members-at-Large of the GSL shall be elected from among the members.
- (5) Separate elections must be held for each office to be filled.
- (6) No person may hold more than one elected position at a time.

E) Term of office

- (1) The executive will hold office for a term of one year beginning immediately following the election (or between specified dates, for example, from July 1st to June 30th).
- (2) The term of office of each of the executive members shall be one year, commencing immediately upon their election and continuing until elections are conducted for their positions the following year.
- (3) No person may hold the same executive position for more than four years, save for the treasurer.

A member may serve as an executive member for as many years as he or she is elected to a position, but no person may hold any one executive member position for more than three consecutive years at a time, save for the treasurer.

F) Vacancy

- (1) If an executive member resigns or ceases to hold office for any other reason, the remaining executive members may appoint an eligible member of the GSL to fill the vacancy until the next annual general meeting.

G) Removal of executive

- (1) The members may, by a majority of not less than 75% of the votes cast, remove an executive member before the expiration of his or her term of office, and may elect an eligible member (an eligible representative of a GSL member) to complete the term.
- (2) Written notice specifying the intention to make a motion to remove the executive member must be given to all members not less than 14 days before the meeting.

H) Remuneration of executive

- (1) No executive member may be remunerated for serving on the executive, but may be reimbursed for expenses reasonably and necessarily incurred while engaged in the GSL's affairs.

6. Quorum and Procedure at Executive Members' Meetings

- (1) Executive meetings will be held at the call of the President (Chair). At least one meeting may be held before each general meeting.
- (2) The executive members may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (3) A quorum for executive meetings will be a majority (50% plus 1) of the members of the executive.
- (4) The President (Chair) is the chair of all meetings of the executive members, but if at a meeting the President (Chair) is not present within 15 minutes after the time appointed for holding the meeting, the Vice President (Vice Chair) must act as Chair, but if neither is present the executive members present must choose one of their number to be the chair at that meeting.
- (5) The executive members may delegate any, but not all, of their powers to committees consisting of the executive member(s) and members as they think fit.
- (6) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the executive members, and must report every act or thing done in exercise of those powers to the earliest meeting of the executive members held after the act or thing has been done.
- (7) A resolution in writing, signed by all the executive members and placed with the minutes of the executive members, is as valid and effective as if regularly passed at a meeting of the executive members.

A) Notice

- (1) Regular executive meetings may be held within seven (7) days preceding any general or annual general meeting, but shall generally be held once per month with consideration given to holidays, the season and school breaks. There may be circumstances where an executive meeting must be called to address an emergency situation. In such cases, the President (Chair) may call an executive

meeting on short notice, provided the notice indicates the nature of the emergency.

B) Voting

- (1) All matters requiring a vote at executive meetings will be decided by a simple majority of the votes cast (50% plus 1).
- (2) The President (Chair) does not have a vote unless there is a tie, in which case the Chair may have a casting vote.

7. Code of Conduct of Executive and Representatives

A) Code of ethics

- (1) General meetings are not forums for the discussion of individual GSL personnel, players, parents, or other individual members of GSL's community.
- (2) Any information received in confidence by an executive member from a voting or non-voting member of GSL's community is privileged and must not be disclosed without the prior permission of the person giving the information.
- (3) A member who accepts a position as an executive member must:
 - (a) uphold the Constitution and Bylaws, policies and procedures of the GSL;
 - (b) perform her or his duties with honesty and integrity, respecting the rights of all individuals;
 - (c) disclose to the membership and executive members the nature and extent of any interest, whether direct or indirect, that she or he has in any proposed contract or transaction involving the GSL;
 - (d) avoid using her or his position for personal gain;
 - (e) work to ensure that the well-being of children is the primary focus of all decisions;
 - (f) take direction from the members, ensuring that representation processes are in place;

(g) encourage and support parents and children with individual concerns to act on their own behalf and provide information on the process for bringing forward concerns for discussion;

(h) work to ensure that issues are resolved through due process;

(i) strive to be informed and only pass on information that is reliable and correct;

(j) respect all confidential information;

C) Disclosure of interest

(1) An executive member or representative who is interested, either directly or indirectly, in a proposed contract or transaction with the GSL must disclose fully and promptly the nature and extent of his or her interest to the membership and executive.

(2) Such an executive member or representative must avoid using his or her position on the GSL for personal gain.

8. Duties of Executive and Representatives

(1) The President (Chair) shall:

1. Speak on behalf of the GSL;
2. Consult with GSL members;
3. Presides at membership, general and executive meetings;
4. Work with the Secretary to ensure that an agenda is prepared and presented;
5. Familiarize themselves with the Constitution, Bylaws and meeting rules of the GSL;
6. Appoint committees where authorized by the membership or executive, and be an ex-office member of all committees;
7. Ensure that the GSL is represented in school and district activities;

8. Ensure that GSL activities are aimed at achieving the purposes set out in the constitution;
9. Be a signing officer;
10. Submit annual reports;
11. Provide a report of activities at each general meeting;
12. Upon leaving the Executive, hand down all information in their possession to the incoming President (Chair) to ensure a smooth transition;
13. Work with the Treasurer and Executive as a whole to prepare and present a draft budget;
14. Take such actions or ensure that such actions are taken by others to achieve the objectives and purpose of the organization;
15. Ensure a quorum is present before calling a meeting to order;

(2) The Vice President (Vice Chair) shall:

1. Support the President (Chair);
2. Assume the duties of the Chair in the Chair's absence or upon request;
3. Assist the Chair in the performance of his or her duties;
4. Accept extra duties as required;
5. Be a signing officer;
6. Submit an annual report, if required;
7. Upon leaving the Executive, hand down all information, binder etc in their possession to the incoming Vice President (Vice-Chair) to ensure a smooth transition.

(3) The Secretary shall:

1. Record and file minutes of all meetings;

2. Issue notices of meetings of the GSL and the executive members;
3. Keep an accurate copy of the Constitution and Bylaws, and make copies available to members upon request;
4. Prepare and maintain other documentation as requested by the membership or executive;
5. Issue and receive correspondence on behalf of GSL;
6. Conduct the correspondence of the GSL under the direction of the President (Chair) and the executive members;
7. Distribute to members any materials approved for distribution by the executive members;
8. Ensure safekeeping of all records of the GSL;
9. Have custody of all records and documents of the GSL except those required to be kept by the treasurer;
10. May be a signing officer;
11. Submit an annual report regarding any changes in GSL's documentation;
12. Upon leaving the Executive, hand down all information, binder etc in their possession to the incoming Secretary to ensure a smooth transition.

(4) The Treasurer shall:

1. Be one of the signing officers;
2. Ensure all funds of the GSL are properly accounted for;
3. Disburse funds as authorized by the membership or executive;
4. Ensure that proper financial records and books of account are maintained;
5. Report on the accounts at general and executive meetings;
6. Make financial records and books of account available to members upon request with reasonable notice;

7. Have the financial records and books of account ready for inspection or audit annually with the assistance of the executive, draft an annual budget;
8. Ensure that another signing officer has access to the financial records and books of account in the Treasurer's absence;
9. Submit an annual financial statement at the annual general meeting and provide financial updates at general meetings;
10. Lead the executive members in drafting a budget and tentative plan of expenditures at the start of each fiscal year, and in ensuring the preparation of the GSL's annual financial statements at the end of each fiscal year;
11. Submit the annual grant application;
12. Upon leaving the Executive, hand down all information, binder etc in their possession to the incoming Treasurer to ensure a smooth transition.

(5) The Coaches' Coordinator shall:

1. Maintain a current coaches' list of the GSL, including full name, date of birth, address, email address, telephone number and certification number;
2. Confirm individual coach's certification;
3. Report regularly to the membership and executive on all matters relating to the coaches;
4. Receive, circulate, and post newsletters, brochures, and announcements related to coaching clinics and camps;
5. Try to plan for four coaching certification clinics per calendar year, perhaps quarterly;
6. Plan a coaches meeting/social prior to the start of the season;
7. Upon leaving the Executive, hand down all information, binder etc in their possession to the incoming Coaches Coordinator to ensure a smooth transition;

(6) The Registrar shall:

1. Maintain a database of all players in all divisions;
2. Coordinate registration and payments for all players;
3. Act as the initial contact for player registrations;
4. Set up seasons on the GSL website;
5. Set up start and end dates for each season;
6. Provide the Divisional Coordinators with the required player information to assign players in a balanced manner in each division;
7. Liaise with Divisional Coordinators to ensure rosters are accurate and complete.

(7) The Field Operations Coordinator shall:

1. Book any and all fields on the North Shore and Squamish for practices, jamboree, regular season and playoff games;
2. Request and take direction from the membership and executive;
3. Assess, inventory and maintain any and all GSL equipment, such as helmets, shoulder pads, jerseys, pants;
4. Attend general and executive meetings as directed by the membership or executive;
5. Submit an annual report.

(8) Communications Coordinator shall:

1. Chair the Communications Committee;
2. Oversee the management of all social media content, communications, advertising and mailing lists according to the GSL's strategy and executive direction;
3. Ensure that communication policies adhere to Federal Anti-Spam legislation and Provincial Privacy Statutes;
4. Oversee the provision of communication support to GSL committees and groups;

5. Distribute, as required, any materials approved for distribution by the Executive Committee;
6. Manage the GSL website, Facebook page and Twitter account and its content according to GSL's strategy and executive direction;
7. Work in conjunction with the Secretary in distributing and managing information and communications as required;
8. Submit an annual report at the annual general meeting;
9. Upon leaving the Executive, hand down all information, binder etc in their possession to the incoming Communications Coordinator to ensure a smooth transition.

(9) Member(s)-at-Large shall:

1. Serve in a capacity to be determined by the GSL at the time of election or appointment as the GSL requires;
2. Submit an annual report as required;
3. Upon leaving the Executive, hand down all information, binder etc in their possession to the incoming Secretary to ensure a smooth transition .

(10)The Past President shall:

1. Ensure a smooth transition between the incoming and outgoing President (Chair) takes place;
2. Hand down all information in their possession to the incoming Chair;
3. Assist and advise GSL as needed;
4. Act as a consultant for the President (Chair);
5. Chair the nominating committee;
6. Act for a period of one year;
7. Be a non-voting member.

9. Committees

- (1) The membership and executive may appoint committees to further the GSL's purposes and carry on its affairs.
- (2) The terms of reference of each committee will be specified by the membership or executive at the time the committee is established, or by the committee at its first meeting, as the membership or executive decide.
- (3) Committees will report to the membership and executive as required.
- (4) Executive members are not required to sit on any committee.
- (5) A Nominating Committee will be appointed annually before the annual general meeting.
- (6) Committees shall be created to perform a defined task within a defined time frame and will not endure beyond that defined time frame.

10. Financial Matters

A) Financial year

- (1) The financial year of the GSL will be January 1st to December 31st.
- (2) The executive members must report on the accounts of the GSL for the fiscal year-to-date at each annual general meeting.

B) Power to raise money

- (1) The GSL may raise and spend money to further its purposes.

C) Bank accounts

- (1) All funds of the GSL must be kept on deposit in the name of the GSL in a bank or financial institution registered under the Bank Act, S.C. 1991, c. 46, as amended from time to time and in force.

D) Signing authority (Officers)

- (1) The executive will name at least three signing officers for banking and legal documents. Two signatures will be required on all of these documents.
- (2) With the exception and at its discretion, GSL can allocate funds to a GSL operating account that does not require dual signatures to accommodate electronic payments. The amount allocated to this account must be approved in its annual budget. Any transactions against this account must be authorized using the GSL's standard funding approval process.

E) Annual budget

- (1) The executive will prepare a budget and present it to the membership for approval before the current budget expires.
- (2) The executive members must prepare a budget and proposed plan of expenditures for the GSL and present it for approval at a general meeting within 90 days after opening day each year.
- (3) The executive members must present all proposed non-budgeted expenditures in excess of \$300 for approval at the GSL's next general meeting.
- (4) In order to carry out the purposes of the GSL the executive members may, on behalf of and in the name of the GSL, raise or secure funds in the manner they decide; however they are prohibited from borrowing funds.

F) Non-budgeted expenditures

- (1) The executive will present all proposed expenditures beyond the current budget for approval at the next general meeting.

G) Treasurer's report

- (1) A treasurer's report will be presented at each general meeting.

H) Auditor

- (1) Members at a general meeting may appoint an auditor.

11. Constitution and By Law Amendments

- (1) The members may, by a majority of not less than 75% of the votes cast, at an AGM, or a general meeting, provided proper notice has been given, amend the GSL's constitution and bylaws.
- (2) Written notice specifying the proposed amendments must be given to the members not less than 14 days before the meeting.
- (3) Where the proposed amendments exceed one page, they need not be given to every member, but must be posted in a conspicuous place or made accessible to all members.

12. Property in Documents

- (1) All documents, records, minutes, correspondence, or other paper or electronic records concerning or in connection with the GSL kept by a member, executive member, representative, or committee member in connection with the GSL shall be deemed to be property of the GSL and shall be turned over to the Chair when the member, executive member, representative, or committee member ceases to perform the task to which the papers relate.

13. Dissolution

In the event of winding up or dissolution of the GSL, and after payment of all debts and costs of winding up or dissolution, the assets and remaining funds of the GSL shall be distributed to Football BC, as the members of the GSL may determine at the time of winding up or dissolution.

In the event of winding up or dissolution, all records of the GSL shall be given to the administration of Football BC.