

NORTH SHORE INLINE HOCKEY LEAGUE SOCIETY BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in subsection 11(1) of the *Societies Act*, SBC 2015, c 18, and any other bylaws of the North Shore Inline Hockey League Society.

Part 1: Interpretation

1.1 Unless the context otherwise requires, in these Bylaws:

- (a) “**Act**” means the *Societies Act*, SBC 2015, c 18, as amended from time to time;
- (b) “**Society**” means the North Shore Inline Hockey League Society;
- (c) “**Board of Directors**” means the President, the Vice-President, the Secretary, the Treasurer, and up to seven (7) Directors at Large of the Society;
- (d) “**Constitution**” means the constitution of the Society; and
- (e) “**Member**” means a member in good standing of the Society.

1.2 If there is a conflict between these Bylaws and the Act or any regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2: Fundamental Matters

2.1 The Society shall be non-commercial.

2.2 The Society may cooperate with other community groups to develop coordinated programs based on common interests.

2.3 The operation of the Society is to be chiefly carried out in the City and District of North Vancouver and the District of West Vancouver, British Columbia.

2.4 The Society shall be a non-profit organization and carried on without purpose of gain for its members and any profits shall be used solely on promoting its objectives and purposes.

2.5 The Society shall seek and obtain charitable registration status from Revenue Canada and issue official donation receipts for tax purposes in accordance with the Income Tax Act.

2.6 If the Society desires to disband, all debts of the Society shall be paid or adequate provision for payment of all debts of the Society shall be made. Any surplus property of the Society shall be disposed of in a manner that, in the reasonable opinion of the Board of Directors, will best promote and grow the sport of Inline Hockey.

Part 3: Membership

3.1 A person is a member in good standing of the Society if:

- (a) the person is an individual who has paid the required sum in full for any and all annual membership dues as prescribed by these Bylaws; or
- (b) the person is an individual who has accepted an offer for an annual membership from the Board of Directors;

and, the person has not:

- (c) mailed or delivered a written letter of resignation to the Secretary of the Society or the last known address of the Society;
- (d) ceased to meet any prescribed requirements contained within these Bylaws;
- (e) failed to pay in full any required membership dues;
- (f) been expelled with cause by a majority vote of the Board of Directors; or
- (g) passed away.

3.2 A person who is not a member in good standing of the Society is not a member of the Society.

3.3 The Board of Directors, in their sole discretion, may offer an individual an annual membership in the Society free of charge.

3.4 Every Member shall uphold the Constitution and comply with these Bylaws.

3.5 Annual membership dues:

- (a) will be recommended by the Board of Directors and must be approved by a simple majority vote of attending Members at an annual general meeting; and
- (b) are payable upon registration opening on the next day after the holding of an annual general meeting of the Society.

Part 4: Member Voting

- 4.1 For any matter requiring voting of the Society's members, each Member (a "**Voting Member**") is entitled to:
- (a) have a parent, guardian or custodian cast one (1) vote in lieu of the Voting Member if the Voting Member is younger than the age of majority in the province of British Columbia; or
 - (b) cast one (1) vote if the Voting Member is at least the age of majority in the province of British Columbia.
- 4.2 Voting is by show of hands or by any other means as determined by the Chair of the Meeting.
- 4.3 Voting by proxy is permitted.
- 4.4 Whether voting by proxy is invoked and any requirements required for proxy voting to be effective will be determined at the sole discretion of the Board of Directors.
- 4.5 Indirect or delegate voting or voting by mail or another means of communication is not permitted.

Part 5: Elections

- 5.1 The Society has the following election policies:
- (a) three months before each annual general meeting, a Nomination Committee of at least three Members shall be appointed by the Board of Directors;
 - (b) the Nomination Committee shall prepare a list of candidates who have confirmed their willingness to stand for election;
 - (c) nomination shall be called for and may be made from the floor providing the consent of the nominee has been obtained;
 - (d) if only one candidate is standing for election to an office, the candidate shall be elected by acclamation;
 - (e) the elected members of the Board of Directors may appoint an individual to any unfilled position;
 - (f) only members in good standing of the Society ("**Eligible Persons**") shall be eligible to be nominated, stand for election to office or be appointed to an unfilled position; and
 - (g) persons who are not Eligible Persons may not be nominated, elected or appointed even by unanimous consent of the Members.

Part 6: Meeting of Members

- 6.1 An annual general meeting of the Society shall be held at such time that is within three months of the end of the last completed fiscal year and at such place as the Board of Directors shall determine.
- 6.2 All Members shall be notified of a meeting, the starting time, date, place and agenda two weeks (14 days) prior to the meeting.
- 6.3 All notification of meetings will be deemed to have been made:
 - (a) if personally delivered or mailed to the last known address of the Member, or
 - (b) if sent to the last electronic mail address provided by the Member.
- 6.4 All notification of meetings will be deemed to have been received:
 - (a) if personally delivered, on the day of delivery;
 - (b) if mailed, on the third day following the date of mailing; or
 - (c) if sent by electronic mail, on the day the notification was sent.
- 6.5 The Society has the following policies with respect to special meetings:
 - (a) a special meeting may be called at the request of the Board of Directors, or shall be called at the written request of five percent (5%) or more of Members (both a **“Special Meeting Request”**);
 - (b) the Special Meeting Request shall be delivered to the office of the Secretary within 21 days by personal delivery, mail or electronic mail and the date on which it is delivered shall be deemed to be the date on which it was received by the Board of Directors; and
 - (c) a Special Meeting Request and notice thereof must contain the specific reason for such meeting and no other business may be dealt with at such meeting.
- 6.6 General meetings shall be held at times and places set by the Board of Directors.

Part 7: Proceedings at Meetings

- 7.1 A general meeting, annual general meeting or special meeting shall be chaired by (the **“Chair of the Meeting”**):
- (a) the President of the Society;
 - (b) if the President is absent, the Vice President of the Society; or
 - (c) if there is no President, Vice President or other member of the Board of Directors present at the meeting, a Member present at the meeting and chosen to chair the meeting by the other Members present at the meeting.
- 7.2 A quorum for a general meeting, annual general meeting or special meeting shall:
- (a) be five percent (5%) of Members; and
 - (b) never be less than three persons.
- 7.3 A quorum for meetings of the Board of Directors shall be a majority of the current members of the Board of Directors.
- 7.4 A motion, other than a motion requiring a special resolution as prescribed by these Bylaws or the Act, may be passed by a simple majority vote of attending Members, either in person or by proxy, at a meeting.
- 7.5 No business other than the election of a President and the adjournment or termination of the meeting shall be conducted at a meeting at a time when a quorum is not present.
- 7.6 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 7.7 If within thirty (30) minutes from the time appointed for a meeting a quorum is not present, the meeting shall be adjourned but the meeting shall not be adjourned for more than fourteen (14) days.
- 7.8 If within thirty (30) minutes from the time appointed for a meeting that has previously been adjourned a quorum is not present, then any Members present constitute a quorum.
- 7.9 Notice of a general meeting of the Society or a special meeting of the Board shall state the business to be transacted and no other business than that stated in the notice shall be transacted.
- 7.10 The Board of Directors solely may approve the minutes of each meeting of the Society.

Part 8: Directors and Officers

8.1 The Board of Directors shall:

- (a) consist of a President, a Vice-President, a Secretary, a Treasurer, and up to seven (7) Directors at Large (each an “**Office of the Society**”);
- (b) manage the affairs of the Society; and
- (c) have full control of any and all assets, liabilities, revenue and expenditures of the Society.

8.2 Election of the Board of Directors shall take place at an annual general meeting.

8.3 Each member of the Board of Directors shall be elected for a two (2) year term of office.

8.4 Each member of the Board of Directors must consent in writing to be a member of the Board of Directors.

8.5 At all times, no member of the Board of Directors will be employed by, or under a contract for services with, the Society.

8.6 At no time shall the Board of Directors be comprised of more than two (2) individuals who are concurrently registered as players in the Society’s Adult Division, unless those members are also invested in the Society’s Youth Division through one of the following:

- (a) Being a legal parent or guardian of one or more children playing in the Society’s Youth Division within the calendar year; or
- (b) Being a coach of at least one team in the Society’s Youth Division within the calendar year

8.7 Vacancies occurring in any Office of the Society between two (2) successive annual general meetings shall be filled at the sole discretion of the Board of Directors for an interim period that will end at the following annual general meeting.

8.8 The Board of Directors may:

- (a) create special committees; and
- (b) commission and direct the making of reports.

8.9 Matters to be decided upon at a meeting of the Board of Directors or a meeting of a special committee will be decided by a majority vote of the members of the Board of Directors or the special committee present at the meeting. If a tie results, the President of the Society will break the tie.

8.10 No remuneration shall be given to any member of the Board of Directors for services rendered to the Society as a member of the Board of Directors except for reasonable expenses incurred while a member of the Board of Directors.

8.11 Except as allowed by the Act, no member of the Board of Directors shall have any direct or indirect material interest in a contract or transaction, or a proposed contract or transaction, of the society, or a matter subject to consideration of the Board of Directors if that interest could create a duty or interest that materially conflicts with that member's duty or interest as a member of the Board of Directors, unless the member:

- (a) has fully and promptly disclosed to the Board of Directors the nature and extent of the member's interest and the disclosure is recorded in:
 - (i) the minutes of a meeting of the Board of Directors,
 - (ii) a consent resolution of the Board of Directors, or
 - (iii) a record addressed to the Board of Directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society;
- (b) abstains from voting on or consenting to a consent resolution in respect of the contract, transaction or matter;
- (c) leaves any meeting of the Board of Directors when:
 - (i) the contract, transaction or matter is discussed unless the member was asked by the remaining members of the Board of Directors to remain at the meeting to provide information, or
 - (ii) the Board of Directors is voting on the contract, transaction or matter; and
- (d) refrains from any action intended to influence the Board of Directors' discussion or vote.

8.12 An elected member of the Board of Directors may be removed from office:

- (a) by a special resolution passed by at least a two-third (2/3) majority of such Members entitled to vote as are present, either in person or by proxy, at any general meeting, special meeting or annual general meeting of the Society provided the notice of meeting specified that such a matter is to be placed before the Members;
- (b) if the elected member is absent (an "Absent Member") without reasonable cause from three (3) consecutive meetings of the Board of Directors and the remaining members of the Board of Directors decide in their sole discretion that the Absent Member's Office of the Society should be vacated; or

- (c) if the elected member's attendance at all meetings of the Society and the Board of Directors in any one calendar year drops below seventy-five percent (75%) without reasonable cause and the remaining members of the Board of Directors decide in their sole discretion that the elected member's Office of the Society should be vacated.

Part 9: Duties of Officers

9.1 The President shall:

- (a) preside at all meetings of the Society and of the Board of Directors; and
- (b) faithfully and diligently perform all other duties pertaining to that office as assigned by the Society or the Board of Directors.

9.2 The Vice President shall:

- (a) preside at meetings in the absence of the President; and
- (b) faithfully and diligently carry out such duties as may be assigned by the Society or the Board of Directors.

9.3 The Secretary shall:

- (a) keep full and accurate minutes of all meetings of the Society and the Board of Directors;
- (b) prepare the notices of meetings for all general meetings, annual general meetings or special meetings of the Society;
- (c) present a report of the previous year's proceedings at each annual general meeting of the Society;
- (d) handle correspondence for the Society and maintain a current roster of Members; and
- (e) faithfully and diligently carry out such duties as may be assigned by the Society or the Board of Directors.

9.4 The Treasurer shall:

- (a) administer the finances of the Society, keep accurate financial records and present an accurate financial report at each annual general meeting and at each meeting of the Board of Directors.
- (b) render financial statements as required by these Bylaws; and

- (c) faithfully and diligently carry out such duties as may be assigned by the Society or the Board of Directors.

Part 10: League Manager(s)

10.1 The Society shall have one or more paid positions of League Manager.

10.2 The League Manager(s) shall be appointed for a one (1) year term under a contract for services with the Society.

10.3 For each League Manager position to be filled, the Board of Directors will choose an individual to enter into a contract for services with the Society for an amount to be determined by the Board of Directors.

10.4 The League Manager(s) shall:

- (a) manage the:
 - (i) Youth Division of the Society,
 - (ii) Adult Division of the Society, if any, and
 - (iii) any other division that the Society may establish;
- (b) assume all administrative duties as required for operating, managing, and running their respective division(s);
- (c) submit reports for their respective division(s) as required by the Board of Directors; and
- (d) faithfully and diligently carry out such duties as may be assigned by the Society or the Board of Directors for their respective division(s).

10.5 A League Manager's contract for services with the Society may be terminated according to the terms of the executed contract for services.

Part 11: Seal

11.1 The Board of Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

11.2 The common seal of the Society shall not affix to any deed, instrument or document unless authorized by a resolution of the Board of Directors and then only by and in presence of the

President and the Secretary who shall both attest by their signature that the seal has been so duly affixed.

Part 12: Borrowing

- 12.1 The Society may, and if it thinks deemed necessary, raise, borrow or secure monies in such a manner and amount as shall be sanctioned by a resolution of the Board of Directors.
- 12.2 The Society may not borrow money or issue debentures without the sanction of a special resolution passed by at least a seventy-five percent (75%) majority of such Members entitled to vote as are present, either in person or by proxy, at any general meeting, special meeting or annual general meeting of the Society provided the notice of meeting specified that such a matter is to be placed before the Members.

Part 13: Financial Review

- 13.1 The Board of Directors may appoint a qualified Member who is not a member of the Board of Directors to review the books and financial statements of the Society prior to each annual general meeting of the Society.
- 13.2 The Board of Directors may call for a review of the financial records of the Society at any time during the year.
- 13.3 The fiscal year shall be from October 1st to September 30th of the following year.
- 13.4 The books and records including financial statements of the Society may be inspected by any Member upon booking an appointment during regular business hours at the offices of the Society.

Part 14: Notice to Members

- 14.1 Notification to Members of the Society's functions, events, or activities, except the notification of meetings, may be carried out by newsletter, mail, electronic mail, social media or notices given to each player of said Member.
- 14.2 Notification of meetings shall be carried out as stated in paragraph 6.2 of these Bylaws.

Part 15: Problems and Complaint Resolution

- 15.1 If any member, player, team, or team official, of the Society (each a "**Complainant**"), has a problem or complaint, they shall:

- (a) first discuss the situation with the person the Complainant believes is causing the problem or complaint (e.g., coach, manager, etc.);
- (b) if the problem or complaint cannot be resolved through discussions with the person believed to be causing the problem or complaint, discuss the problem with the League Manager(s); and
- (c) if the League Manager(s) cannot resolve the situation to the satisfaction of the Complainant, discuss the problem with the President.

15.2 The President:

- (a) will take any reasonable steps to come to a decision to resolve a Complainant's problem or complaint;
- (b) may or may not discuss a Complainant's problem or complaint with the Board of Directors;
- (c) will inform a Complainant of their decision, which will be final, by phone, in person, or by any other means, and will follow up in writing; and
- (d) may or may not inform a Complainant about any available appeal process a Complainant may invoke to challenge the President's decision with respect to the Complainant's problem or complaint.

15.3 If a decision of the President does not satisfy a Complainant, the Complainant may appeal the decision of the President to the Board of Directors by:

- (a) delivering a written request to the Board of Directors setting out any and all grounds for review within seven (7) days of the receipt of the written decision of the President (a **"Request for Review"**); and
- (b) paying a one hundred dollar (\$100.00) fee which will be refunded to the Complainant if the Board of Directors issues a decision that is substantively different than the decision of the President.

15.4 Upon receipt of a Request for Review, the Board of Directors, at the next meeting of the Board of Directors, shall:

- (a) take any reasonable steps to come to a decision to resolve a Complainant's problem or complaint; and
- (b) provide the Complainant with a written decision summarizing the decision of the Board of Directors.

Part 16: Contracts and Agreements

- 16.1 No Member shall enter into a contract or agreement, either written or verbal, without the approval of the Board of Directors.
- 16.2 All contracts and payment disbursements must be approved by the Board of Directors whose initials shall appear on the accompanying invoice. Approval shall require two (2) of the following three (3) board members:
- (a) the Secretary;
 - (b) the President; and
 - (c) any other member of the Board of Directors that is authorized to make such approval by the Board of Directors.

Part 17: Society Events

- 17.1 The Society, the Board of Directors, and/or a sponsor of the Society, will not be responsible for any losses or costs incurred by any Member, to attend any sanctioned Society event, tournament, or whatever, now or in the future.
- 17.2 For any Society event, tournament, or whatever, that requires any of the rep or house teams to travel outside the Greater Vancouver area:
- (a) the Society may pay for the player's or coach's or both the player's and the coach's room, travel, or other expenditures as determined by the Board of Directors.
 - (b) the Society will not be responsible for any of the parents' (guardians or whomever) travel, hotel or other expenses. Any parent (guardian or whomever) that wishes to travel to any event with their child will do so at their own expense.

Part 18: Refunds

- 18.1 The Society has the following refund policies:
- (a) if the Society cancels any event(s), the Society will make a full 100% refund less any unrecoverable expenses incurred in relation to the cancelled event(s);

- (b) if a Member wishes to withdraw for any reason including injury, the Society will issue refunds in accordance with its policy as determined by the Board of Directors and published in the Society's current annual registration information form;
- (c) if a Member is expelled or suspended, no refund shall be granted; and
- (d) the Society will make any other refunds at the sole discretion of the Board of Directors.

Part 19: Expenses

19.1 The Board of Directors must approve any expense greater than \$150.00 except for:

- (a) payments to referees and time keepers; and
- (b) approved expenditures as set out in the Society's annual operating budget.

19.2 All personal expense claim refunds:

- (a) must have the approval of two members of the Board of Directors as follows:
 - (i) the Secretary, and,
 - (ii) the Treasurer or the President, or,
 - (iii) any Member, as approved by the Board of Directors, who is acting a Pro Tem, or appointed as the Secretary, the President, or as the Treasurer;
- (b) will be refunded by cheque only; and
- (c) will not be taken out of Petty Cash.

Part 20: Returned Cheques

20.1 Any Member whose financial institution has returned a cheque for insufficient funds, or otherwise, will be charged a service fee determined by the Board of Directors and published in the annual registration information form.

Part 21: Rules of Order

21.1 The rules contained in the latest version of Robert's Rules of Order shall govern all matters of procedures not covered by these Bylaws.

Part 22: Bylaws

22.1 Each Member is entitled to, and the Society will make available on its website, a copy of the Constitution and these Bylaws.

22.2 These Bylaws may be amended, altered or added to solely by a special resolution passed by at least a seventy-five percent (75%) majority of such Members entitled to vote as are present, either in person or by proxy, at any general meeting, special meeting or annual general meeting (collectively a "Meeting") of the Society provided the proposed amendments have been submitted to all Members and the Board of Directors in writing at least fourteen (14) days prior to the date of the Meeting at which it is to be voted upon.