

PINNACLES FOOTBALL CLUB  
ASSOCIATION

CURRENT "CERTIFIED" BYLAWS

Certified with BC Registries

# PINNACLES FOOTBALL CLUB ASSOCIATION

## BYLAWS

### ARTICLE 1 – AFFILIATION

The Association shall be affiliated with the British Columbia Soccer Association. The "laws of the game" as authorized by BCSA shall apply to all soccer games.

### ARTICLE 2 – INTERPRETATION

1.

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

- i. The word Association shall mean Pinnacles Football Club (PFC) Youth Soccer Association;
- ii. PINNACLES FC shall mean Pinnacles Football Club (PFC) Youth Soccer Association;
- iii. Youth Player means an individual who has not yet reached the age of 19 years of age before January 1<sup>st</sup> immediately before the start of the seasonal year;
- iv. Pinnacles Football Club (PFC) area is as defined in policy
- v. Special Resolution shall mean a resolution passed in a General Meeting by a majority of not less than 75% of the votes cast by those present and entitled to do so
- vi. Ordinary resolution shall mean a resolution passed in a General Meeting by a simple majority of votes cast by those present and entitled to do so;
- vii. Notice in writing shall mean an advertisement placed in local newspapers and on the Association website
- viii. BCSA shall mean British Columbia Soccer Association
- ix. AGM shall mean Annual General Meeting
- x. Board shall mean the Association Board of Directors

- b)
- i. words importing the singular include the plural and vice versa and words importing a male person include a female person, corporation, organization or association as the context may require;
  - ii. The fiscal year shall be from November 1<sup>st</sup> to October 31<sup>st</sup>.
  - iii. The use of name and logo of the Association are for exclusive use of the Association except with the express written consent of the Board.

## ARTICLE 3 – MEMBERSHIP

1.

a) **VOTING MEMBERS:**

- i. Up to two guardians or parents of a player
- ii. A coach, trainer or team manager that is of legal age (19) and has been approved to the position by the Association.
- iii. Other persons who express an interest in supporting the Association may apply for membership in writing to the Board for approval.

b) **ELIGIBILITY**

The Board shall deem membership in the Association valid upon the receipt of the membership fee as set.

- i. The person is a parent or guardian of a child who is registered and whose application for the current season has been validated and who is not indebted to the Association
- ii. The person occupies a position appointed by the Board of Directors and the Board has approved the application.
- iii. In the event a player becomes ineligible or is disqualified from participating in the Association, the membership of the parent/guardian shall automatically be terminated. Nevertheless, if the parent/guardian has another child who is a registered player in the Association they shall retain voting membership.

c) **LIFETIME MEMBERS**

From time to time persons who have rendered valuable service to the Association may be honored as Life Members by the Board of Directors subject to review of the membership at the General Meeting. Life members have a voice but no vote at General Meetings.

d) **TERMINATION OF MEMBERSHIP**

A person will cease to be a member of the Association:

- i. By delivering/ mailing their resignation in writing to the Board of Directors at the Association office.
- ii. On not being a member in good standing for 12 consecutive months
- iii. On being suspended
- iv. On being expelled
- v. A member may be expelled or suspended by the Board of Directors at a meeting convened for that express purpose
- vi. When suspending a member, the Board must stipulate in writing the time and duration of the suspension to the member

The Board may act only after a hearing with reasonable notice given to the member of time and place, and giving consideration for the member to have an opportunity to present evidence in support of their case.

**ARTICLE 4 - RESPONSIBILITY TO MEMBERSHIP**

1. The Board of Directors will report to the membership at least once per year at a meeting of the membership with notice of the purpose being given at least 30 days in advance of the meeting.
2. The Association shall adopt policies that prohibit abuse or harassment that meet the minimum criteria established by Federal and Provincial legislation.
3. The Association shall adopt policies to protect the privacy of the membership.

**ARTICLE 5 - BOARD OF DIRECTORS**

The business of PINNACLES FC shall be conducted by a Board of Directors consisting of no less than 5 (five) members and no greater than 10 (ten). Directors shall be elected for 2-year terms as follows:

1. a) Five directors shall be elected in even calendar years.

- b) Five directors shall be election in odd calendar years.
- c) Election into office shall be at the Annual General Meeting.
- d) All director terms will be two years and commence immediately following the Annual General Meeting.
- e) Director terms will be offset to ensure consistency and succession planning.
- f) The directors shall elect from amongst their number at the first Board meeting following the AGM any table officer position expiring: Chairperson, VP or Treasurer as well as Committee Chairs where appropriate.
- g) The Board shall meet whenever the Chairperson deems necessary or if instructed to do by a majority of the Board, but in any case a minimum of six (6) times per year.
- h) At all meetings of the Board a majority of elected members shall constitute a quorum for the transaction of business; this includes directors in person, by telephone or videoconference.
- i) Any member of the Board absenting himself without cause from three (3) successive meetings of the Board, or willfully neglecting his duties, shall be deemed to have forfeited his position. Such determination shall be made by a majority vote of the Board.
- j) If the office of director becomes vacant for any reason during the year, the Board has the authority to appoint a new director to serve or to leave the position vacant until the next AGM.
- k) If the position of Chairperson becomes vacant for any reason, the Vice Chairperson shall assume the duties of Chairperson until the next AGM.
- l) The Board may engage paid employees, as it deems necessary. Such persons shall have the authority and responsibility as determined by the Board.
- m) The remuneration of any agent or employee of the Association shall be fixed by the Board. In addition to any remuneration of any agent of employee, the Board may authorize the provision of such benefits as pension, life insurance, sickness and accident insurance.
- n) The Board shall assess the need for and fix the bond requirements for its officers, agents or employees who have control over the funds of the Association.
- o) The Board shall determine the title and responsibilities of Pinnacles FC employees.
- p) No director shall be remunerated for acting as a Director, but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

## 2. Duties of the Board

The Chairperson shall be the Board Chair and shall facilitate the overall execution of Board responsibilities. The Chair may cast a vote only in the event of a tie, thereby breaking a deadlock or to create a tie, thereby defeating a motion.

The Vice Chairperson shall carry out the duties of the Chairperson during his absence and provide assistance and support to the Chair.

The Treasurer gives an accurate account of all monies received or distributed by the Association and prepares an accurate annual financial statement.

It shall be the duty of the Board of Directors to:

- a) Review and approve the Financial Statement as prepared by the Finance Committee for presentation at the AGM.
- b) Review and approve the annual budget.
- c) Ensure that minutes of Board meetings are accurately recorded.
- d) Organize the AGM, Special Meeting or any other meetings as called for by the membership
- e) Solicit funds at such time and in such manner as deemed advisable and in context of the Associations purpose and mission.
- f) Recruit, hire and evaluate the senior staff position and monitor day-to-day operations to ensure they are managed in accordance with policy, regulations and law.
- g) Ensure compliance with all Rules and Regulations, which govern the game of soccer.
- h) Approve all Policy.
- i) Notwithstanding anything herein contained, Policies and Procedures may be amended by the majority vote of the Board of Directors at any properly constituted meeting of the Board and come into effect as determined by the Board.

## ARTICLE 6 GENERAL MEETINGS

The Board shall appoint a date prior to December 1<sup>st</sup> of each year for the Annual General Meeting of the Association. Annual General meetings shall be held at a time and place as determined by the Board.

1.
  - a) Notice of the AGM will specify date, time and location of the meeting and be posted in a local newspaper and on the club website thirty (30) days prior to the meeting.
  - b) The posted date of the notice shall be the official date of the notice for meeting. The non-receipt of such notice does not invalidate the proceedings of the meeting.
  - c) A quorum at the AGM shall be ten members in good standing present in person.
  - d) If at any time a quorum ceases to be present, business is suspended until there is a quorum or the meeting is adjourned or terminated.

2.

Every General meeting other than the AGM is a Special General Meeting. The Chairperson shall have the authority to call a Special General Meeting at any time, upon the request of the Board or upon a written request signed by ten (10) percent of the membership.

- a) Any such request shall specify the purpose of the meeting and each member of the Board will be given thirty days written notice.
- b) Notice of a Special General Meeting shall be by way of local newspaper and club website and be posted fourteen days in advance of the meeting. It shall specify date, time, location and purpose.
- c) The posted date of the notice shall be the official date; the non-receipt of the notice does not invalidate the proceedings of the meeting.
- d) Only business set out in the requisition calling for a Special General Meeting shall be dealt with at that meeting.
- e) A quorum at the Special General Meeting shall be ten.

#### ARTICLE 7 – AMENDMENTS

No changes or amendments to any part of the bylaws shall be made except at the AGM or Special General meeting of the Association.

- a) Proposed amendments to the bylaws will only be considered if submitted in writing to the Board.
- b) The Board must receive proposed amendments at least 30 days prior to the AGM.



- c) Written copies of all proposed amendments will be made available at the Association office for any member in good standing.
- d) Adoption of amendments shall be by a simple majority of those present at the meeting and eligible to vote.

#### **ARTICLE 8 - COMMITTEES**

The Board will determine as required the number of Committees advisable for the efficient operation of the Association. The Committees and the terms of reference will be found in the policy manual.

To become a Board member an individual shall be nominated by themselves or others. Process is outlined in the Nominating Committee Guidelines located in the Board Governance Policy.

#### **ARTICLE 9 BORROWING POWERS**

1. The three signing officers of the Association shall be the Treasurer, Chairperson and/or Vice Chairperson or any other member of the Board as agreed by the Board. Two signatures will be required for all cheques.
2. The Board will assess all players an annual membership fee as part of the registration fee.
3. The Board is empowered to enter into whatever contracts it deems necessary to carry out the objectives of the Association.