

SOUTH BURNABY METRO CLUB

BYLAWS

Article 1

DEFINITIONS:

- 1) In the Constitution, the Bylaws and any resolution, unless the context otherwise requires:
 - a) "Bylaws" shall mean these bylaws of the Society as they may be adopted or amended from time to time in the prescribed manner;
 - b) "Club" shall mean the Society, referred to as the South Burnaby Metro Club ("SBMC");
 - c) "Club Affiliation Fees" are those fees set by the Club and paid per player from the Club Program registration fees to cover some of the administration costs incurred by the Club in operation of the Club Programs;
 - d) "Club Program(s)" shall refer to any or all of the sports, arts or cultural programs established and provided by the Club from time to time;
 - e) "Directors" shall mean the officers of the Club and the Chairpersons of the Club Programs of the Society as provided for in these Bylaws;
 - f) "District" shall mean that area of Burnaby generally known as South Burnaby;
 - g) "Executive" shall mean the President, Past-President, Secretary, Treasurer, First Vice-President and Second Vice-President of the Society as provided for in these Bylaws;
 - h) "Member" or "Members" shall refer to a person or persons duly accepted for membership as prescribed by these Bylaws and in any class of membership as hereinafter defined;
 - i) "Members in good standing" shall refer to persons who have been approved as Members by the Executive and, should there be any annual dues payable as set by the Executive, whose dues have been paid within thirty (30) days of becoming due;

- j) "Officers" shall mean the President, Secretary, Treasurer, First Vice-President and Second Vice-President of the Society as provided for in these Bylaws;
- k) "Society" shall mean the South Burnaby Metro Club;
- l) "Special Resolution" shall mean a resolution passed by a seventy-five percent (75%) majority of such Members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given in accordance with these Bylaws;
- m) "Standing Committees" shall mean ongoing committees established by the Society pursuant to Article 9 of these Bylaws;
- n) "Sub-Committees" shall mean committees established by the Society or the Standing Committees pursuant to Articles 9 of these Bylaws.

Article 2

MEMBERSHIP:

1. Membership in the Society shall be available to any person qualified to be a member and duly accepted for membership in the manner prescribed in these Bylaws.
2. "Associate Member" shall refer to a person, who has been an active Member in the Society or with any team or group affiliated with the Society for a minimum of five calendar years and who has duly applied for and been accepted by the Directors of the Society as an Associate Member. Associate Members may vote on any matters affecting the Society at a general or special meeting of the Society.
3. "Affiliate Member" shall refer to those persons, organizations or corporations who do not qualify for any other class of Membership of the Society but who have demonstrated a commitment to the goals and aspirations of the Society over an extended period of time and who have applied and been accepted by the Directors as an Affiliate Member. Affiliate Members may not vote on matters affecting the Society at general or special meeting of the Society.

4. “Honorary Member” are those individuals and corporations who, in the majority opinion of the Directors, have made a substantial direct or indirect contribution to the Society for an extended period. Honorary Membership in the Society may be granted to the spouses of Members who have been active supporting the Society but who themselves may not be Members under any other classification. Honorary Members may not vote at a general or special meeting of the Society.
5. “Life Member” shall refer to a person who, in the opinion of the Directors, has been active as a Member of the Society for at least ten years and who has been a major contributor to the purposes of the Society. Life Members are entitled to the full privileges of Membership, including voting on any matters before the Club but shall not be required to pay any dues or meet any other Membership requirements.
6. “Regular Member” shall be a person of at least nineteen (19) years of age who has applied for membership in the Society and whose application has been approved by the Directors.
7. “Parent Member” shall be a parent or guardian of one or more children active in any Club Program who has been approved by the Directors or the Standing Committee for that Club Program as a Parent Member; provided that, only one person may be approved to be the Parent Member for each child or ward.
8. Any person who is duly accepted to membership in the Society shall be deemed to have accepted the Constitution and Bylaws of the Society, and shall be bound by them in all respects as if they had been a member at the time of the adoption of the Constitution and Bylaws.

Article 3

APPLICATION FOR MEMBERSHIP & FEES:

1. Each new membership in the Society is subject to the acceptance and approval of the Directors of the Society. Membership shall not be unduly denied by the Directors to any individual who otherwise qualifies for membership, subject to the needs and requirements of the Society.

2. Those persons who are proposed as Parent Members on lists prepared by the Directors or the Standing Committee of a Club Program for a specific year may be approved as Parent Members by the Directors as soon as practicable following completion of the registration process for each Club Program for that year. Supplemental lists of proposed Parent Members may be prepared by the Directors or Standing Committees and approved as circumstances require.
3. Any Membership fees that the Directors may approve for a class of Members are payable on such date as determined by the Directors.
4. Other than for Parent Members, applications for Membership, if required by these Bylaws in any class of Member, must be in writing on a Directors-approved form and submitted to the Directors for its consideration.
5. No Membership shall be considered effective until approved by the Directors.
6. Any Regular Member, Associate Member or Life Member entitled to a vote must have been an approved Member of that class for a period of fourteen (14) days before they may vote on any matters affecting the Society.
7. Any Parent Member who is no longer resident in the Lower Mainland of BC will automatically cease to be a Member of the Society but may be considered for a different class of membership on the approval of the Directors.

Article 4

TERMINATION OF MEMBERSHIP:

1. Any Affiliate Member, Associate Member, or Honorary Member of the Society who, in the opinion of the Executive or Directors, ceases to be actively supporting the purposes of the Society for a period of two years may be terminated as a Member. Where a Parent Member no longer has a registered child in a Club Program nor is actively participating in providing a Club Program, the Member will be automatically terminated and removed from the membership rolls unless he or she applies to become a Member in a different class in accordance with policies determined by the Executive from time to time and these Bylaws.

2. Failure of any Member of the Society to pay annual membership dues, if any such fees are established by the Executive, within thirty (30) days of becoming due and payable shall, at the discretion of the Executive, be deemed to have forfeited membership in the Society.
3. In any other case, a person shall cease to be a Member of the Society:
 - a) by delivering their resignation, in writing or electronically, to the Secretary of the Society, or by mailing or delivering it to the postal or electronic address of the Society;
 - b) on his death or in the case of a corporation on its dissolution;
 - c) on being convicted of any criminal offence or, on having been charged with any offence involving the abuse of minors in any way;
 - d) on having been expelled by the Executive for any valid reason;
or
 - e) On having been a Member not in good standing for two years.

Article 5

MEETINGS:

1. Meetings of the Members of the Society shall be held at such times and places as determined by the Executive.
2. The Annual General Meeting of the Society shall be held in the month of November of each year. At this meeting, reports shall be presented to the Members by the President, Vice-Presidents, Secretary, Treasurer and all Sub-Committee Chairpersons.
3. The President shall call a Special Meeting of the Members upon receiving a request in writing signed by three Members in good standing, or at any other time when deemed advisable.
4. Notices of Special and Annual General Meetings of the Members shall be given by the Secretary to every member in good standing at least fourteen (14) days before the date of such meeting. Notices of a Special General Meeting shall state the nature of the business which is to be transacted at such meeting, and no other matters shall be dealt with thereat.

5. Notices of any meetings may be delivered either in writing or electronically. The notice period for all meetings shall be calculated from the date the notice is sent electronically or placed in the postal system or otherwise delivered to the Members.
6. No business shall be transacted at any general meeting unless a quorum of Members is present at the time the meeting proceeds to business. Save as herein otherwise provided a quorum shall be Members personally present, not being less than ten (10) in number of Members in good standing and not less than three (3) if proper notice has been given and the meeting start delayed for one-half (1/2) hour from the appointed start time for such meeting.
7. Every Member of the Society who has voting rights in accordance with these Bylaws and who is in good standing in accordance with the Bylaws shall have a vote at any general or special meeting of the Society. There shall be no voting by proxy and in order to vote a Member must be in attendance at the meeting in question at the time the vote is taken.
8. The Directors shall meet regularly at the call of the President or of any three (3) members of the Executive.
9. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be a minimum of four (4) of the Directors.
10. Except where otherwise provided, the procedure at all meetings of the Society, including Directors, Executive, Standing Committee or Sub-Committee shall be governed by Robert's Rules of Order.

Article 6

OFFICERS, DIRECTORS, EXECUTIVE:

1. The Officers of the Society shall be President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer.
2. Upon death, resignation or inability of the President, the Executive shall elect one of its members to act as President. The Society, in general meeting, may add to, or lessen the number of its officers.

3. There shall be an executive of the Society which shall consist of the Society officers and the immediate Past President.
4. The Directors of the Society shall be the Executive and the Chairpersons of all Standing Committees and Sub-Committees of the Society.
5. The Officers of the Society shall be elected in the manner prescribed in these Bylaws, and shall hold office for two (2) years or until the successors are elected. No member may hold more than one office in any term.
6. The President, Secretary and 2nd Vice President shall be elected in even numbered years and the 1st Vice President and the Treasurer shall be elected in odd numbered years.
7. Any member having served three (3) consecutive terms as President of the Society shall not be eligible for re-election as President until the expiration of one (1) year following the completion of the third term.
8. In the event of any office, other than the office of President, becoming vacant for any reason, the vacancy shall be filled on an interim basis by the appointment of any Member selected by the remaining members of the Executive with the least possible delay. Any such appointee shall hold office only until the next Annual General Meeting when the Members shall elect a replacement to complete the natural term of that position.
9. The Chairpersons of each Standing or Sub-Committee shall be elected by the members of that Standing or Sub-Committee in a meeting of that Standing or Sub-Committee, subject to the approval of the Executive of the Society.
10. The Officers, Directors, and Executive shall perform such duties as prescribed in the Bylaws without remuneration.

Article 7

ELECTION OF OFFICERS:

1. The election of Officers shall be held at the Annual General Meeting of the Society in the month of November in each year.

2. The Executive may, at its discretion, appoint a "Nominating Committee" to canvass the membership for anyone interested in serving as an Officer of the Society.
3. The Nominating Committee will attempt to nominate one (1) or more Members for each elective office in the Society for the ensuing term for that position. Nominations shall be in writing and signed by two members and given to the Chairperson of any Club Program seven days before the Annual General Meeting.
4. Any two (2) Members of the Society may make further or other nominations for any office. Such nominations shall be made from the floor at the Annual General Meeting.
5. At the Annual General Meeting, the Chairman of the Meeting or President of the Society shall read the notice of meeting as sent to the Members with the names of the nominees for officers, if any have been received. If there shall be only one (1) member nominated for any office, the Chairman or President shall forthwith declare that person elected at the Annual General Meeting.
6. Where there shall be more than one (1) nominee for an office, a secret ballot shall be held, and should there be more than two (2) candidates for an office, and should there be no candidate receiving fifty (50%) plus one (1) of the votes on the first ballot, then the candidate receiving the least votes shall be dropped and a further ballot shall be held, and the procedure continued until one (1) candidate receives fifty (50%) plus one (1) of the votes cast.
7. The new Officers shall be installed and shall take office after old business has been dealt with at the meeting at which they are elected.

Article 8

DUTIES OF OFFICERS & DIRECTORS:

1. The President shall exercise a general supervision over the affairs of the Society and shall perform such other duties as are ordinarily incumbent upon a President. The President is responsible for maintaining the policies, philosophies and practices of the Society in all of its activities.
2. The First Vice-President shall perform all the duties of the President when the President is absent or unable to act. The 1st Vice President shall be responsible for the development of new areas of potential activity or interest for the Society for

presentation to the Directors and shall perform such other duties as may be assigned by the President from time to time.

3. The Second Vice-President shall be responsible for the identification and/or recruitment of potential new members of the Society and shall perform such duties as are assigned by the President from time to time.
4. The Secretary shall keep the records and conduct the correspondence of the Society subject to the general directions and supervision of the Executive and Directors. The Secretary shall make all necessary reports to the President, Executive, Directors, and the Members at general and special meetings, and shall see that all necessary returns, notices, and resolutions are filed with the proper authorities, and shall generally perform all duties usually pertaining to that office. The Secretary shall prepare and keep custody of the minutes of the meetings of the Society and the Executive and accept for filing the minutes of the Standing Committees and Sub-Committees and all files of the Society.
5. The Treasurer shall keep the financial records of the Society subject to the general direction and supervision of the Executive and Directors. The Treasurer shall collect all monies due to the Society, giving receipts in the Society's name. The Treasurer shall prepare and present at the Annual General Meeting, a financial statement of the Society showing all monies received and disbursed by the Society, and shall generally perform all duties pertaining to that office.
6. The Directors shall exercise the general management of the Society's affairs, request and receive regular reports from the President, Vice Presidents, Secretary, Treasurer and the Chairpersons of any Standing Committees or Sub-Committees, authorize all disbursements of the Society's funds, subject to the direction of the Society, and perform such other duties as are required by the Constitution and Bylaws of the Society or are ordinarily performed by the Board of Directors or the executive of an organization.
7. The Chairpersons of all Sub-Committees of the Society are responsible for the day to day operation of the affairs of the Sub-Committee in accordance with the established policies and directives of the Society and its Directors.

8. The Sub-Committee Chairperson is responsible to see that proper minutes are kept of all Sub-Committee meetings and submitted either electronically or in writing to the Secretary of the Society no later than 45 days after such meetings are held.
9. The Chairperson of each Sub-Committee is responsible for the oversight and reporting to the Directors of all delegated expenditures and commitments made by the Sub-Committee and for the general activities of the Sub-Committee.

Article 9

STANDING COMMITTEES & SUB-COMMITTEES:

1. The Executive shall create Standing Committees or Sub-Committees of the Society as required to oversee and be responsible for the efficient operation and governance of the Club Programs and any other activities of the Society.
2. The Executive may adjudicate and approve the election of, or otherwise appoint, the Chairpersons of such Standing Committees and Sub-Committees. No Corporation may be a member of a Standing Committee or Sub-Committee of the Society.
3. The Executive may appoint such Chairpersons and other executives of Standing or Sub-Committees as it deems in the best interest of the Club.
4. The Officers of the Society shall be considered as members of all Standing Committees and Sub-Committees with the right to vote on all matters before the Standing Committee or Sub-Committee.

Article 10

OPERATIONS OF THE EXECUTIVE, DIRECTORS, STANDING COMMITTEES AND SUB-COMMITTEES:

1. All matters before the Executive, Directors, any Standing Committee or Sub-Committee shall be approved by a majority of the members of such body who are in attendance at the meeting in question provided that in all cases a quorum has been established.
2. A quorum at all meetings of the Directors shall be no less than four (4) being in personal attendance at the meeting. If during the meeting less than three members are present all

matters then before the meeting shall be suspended until such time as a quorum is in attendance.

3. A quorum at all meetings of the Executive shall be no less than three (3) being in personal attendance at the meeting. If during the meeting less than three members are present all matters then before the meeting shall be suspended until such time as a quorum is in attendance.
4. All meetings of the Executive and the Directors of the Society shall be chaired by the President or, in his absence by the 1st Vice President.
5. All meetings of Standing Committees or Sub-Committees of the Society shall be chaired by the Chairperson of the Standing Committee or Sub-Committee or, in their absence, by the Vice Chairperson as elected by that Standing Committee or Sub-Committee.
6. The Chairperson at any meeting will be entitled to speak to any matters arising before that body but shall not vote except in the eventuality of a tie vote, in which case the Chairperson shall cast the deciding vote.
7. Each Standing Committee or Sub-Committee shall consist of the Chairperson of that committee and not less than four (4) individuals (the "Committee Officers") who will have the primary responsibility of providing that Club Program. The Directors of the Club will from time to time determine the specific roles and functions to be performed by the Committee Officers. Unless the Executive directs otherwise, the Committee Officers shall be the Chairperson, two Vice-Presidents, a Secretary and a Treasurer.
8. The Executive of the Club may, if it deems it advisable to do so, appoint the Chairperson and Committee Officers for each Standing Committee or Sub-Committee and may, if it deems it advisable to do so, dismiss the Chairperson, Committee Officers and/or members of a Standing Committee or Sub-Committee of the Society and appoint replacements for them.
9. Each Standing Committee or Sub-Committee of the Society will hold a yearly meeting for the program which it administers for the purpose of receiving reports from the Chairperson and Committee Officers. All members of the Society may attend the yearly meeting of each Standing Committee or Sub-Committee of the Society, however voting rights shall be as set out in Article 10.10.

10. If the Executive has not elected to appoint the Chairperson and Committee Officers of a Standing Committee or Sub-Committee of the Society, an election will be held at the yearly meeting of such committee to elect the Chairperson and Committee Officers for such committee. The election of the Chairperson and Committee Officers for a Standing Committee or Sub-Committee of the Society at its yearly meeting will be overseen by the Executive and will be governed by such reasonable rules as the Executive may, from time to time, establish. Subject to any specific rules for an election established by the Executive, at such election:
- (a) Those members who are the Parent Members for the child's family participating in the program administered by that Standing Committee or Sub-Committee of the Society shall be entitled to vote;
 - (b) Those members actively participating in the activities of that Standing Committee or Sub-Committee of the Society shall be entitled to vote; and
 - (c) Those active participants who are not members but who are active in volunteer roles with that Standing Committee or Sub-Committee of the Society shall be entitled to vote.

Prior to the yearly meeting of each Standing Committee or Sub-Committee of the Society, the Executive, in consultation with the current Chairman and Committee Officers of that Standing Committee or Sub-Committee of the Society, will establish a list of those persons entitled to vote at the yearly meeting of that Standing Committee or Sub-Committee of the Society.

Following the election or appointment, as the case may be, of the Chairperson and Committee Officers for a Standing Committee or Sub-Committee of the Society, the Chairperson and Committee Officers shall appoint such other persons as they deem necessary or advisable to be members of that committee.

Those persons appointed to be officers of a Standing Committee or Sub-Committee of the Society by the Chairperson and Committee Officers may, by motion of that committee, be removed from that committee.

A quorum for the transaction of business at a Standing Committee or Sub-Committee meeting shall be the lesser of five or a majority of those persons elected or appointed on that committee.

11. Notice of such yearly meetings of a Standing Committee or Sub-Committee shall be delivered either electronically or in writing by the Secretary of the Standing Committee or Sub-Committee to all Parent Members of that Standing Committee or Sub-Committee and to active adult participants involved in the activities of that Standing Committee or Sub-Committee fourteen (14) days before the holding of that yearly meeting.

Article 11

EXPULSION FROM THE SOCIETY:

1. Members may be suspended from the Society if the Executive considers that their conduct or action is in any way prejudicial to the welfare and interests of the Society. A member so suspended or who has forfeited membership for other reasons, may make application for re-admission into the Society, and if it is determined by the Executive that they are in favour of lifting the suspension, the member will be readmitted...if not, the member will be expelled.

Article 12

EXPULSION FROM THE EXECUTIVE OR THE DIRECTORS:

1. The Society may, upon a seventy-five percent (75%) majority vote, declare the office of any officer or director vacant, and the officer or director suspended should it deem such action advisable for a good cause, provided no such vote may be taken unless written notice of the intention of taking such action has been forwarded to all Members.

Article 13

BORROWING POWER:

1. The borrowing power of the Society shall only be exercised with the sanction of a special resolution of the Society.

Article 14

REVENUE:

1. The revenue of the Society shall be derived from Club Affiliation Fees from the Club Programs and other fees from time to time paid by the Members thereof in accordance with these Bylaws, together with such sums as may from time to time be raised by various activities of the Society.
2. The Executive may establish annual membership dues and if so established, such membership dues shall be paid in the manner as the Executive may prescribe.
3. The financial year of the Society shall be from the first day of September to the thirty-first day of August.

Article 15

EXECUTION OF DOCUMENTS AND USE OF THE SEAL:

1. The Seal of the Society shall not be affixed to any instrument, except by authority of a resolution of the Directors or of any ordinary resolution of the Society, whether previous notice thereof has been given or not, and in the presence of such Officers of the Society as may be prescribed in and by any such resolution, or (if no Officers are prescribed by resolution) in the presence of:
 - a) Two (2) Officers of the Society and the Secretary; or
 - b) The President of the Society and the Secretary; or
 - c) The President of the Society and the Treasurer;and such Officers shall sign every instrument to which the Seal of the Society is so affixed in their presence.

Article 16

AMENDMENTS TO THESE BYLAWS:

1. These Bylaws may be amended by Special Resolution passed at a Special Meeting of the Members of the Society where notice of a Special Meeting and the

proposed amendment shall have been given, in writing or electronically or posted at the physical address of the Society, at least fourteen days (14) days before such meeting.

Article 17

MISCELLANEOUS:

1. All badges, documents, devices and equipment shall be deemed to be the property of the Society, and shall be returned to the Society by any Member who resigns, is expelled or whose membership has otherwise terminated.
2. The books and records of the Society and any of its Standing Committees and Sub-Committees, including membership lists, team rosters or any such information communicated in any manner whatsoever including electronic records are the property of the Society and may only be used for purposes authorized by the Society. No individual may retain any documents pertaining to the Club Programs or other activities of the Society or any of its Standing Committees or Sub-Committees after they cease to be active in the Society or any Standing Committee or Sub-Committee.
3. The books and records of the Society are to be retained by the Secretary of the Society at the Society's premises at the Bonsor Recreation Centre in the City of Burnaby in the Province of British Columbia and may be inspected by Members in good standing at any reasonable time or place upon application to the Secretary.