



## **REC RECOVERY SOCCER ASSOCIATION BYLAWS**

### **PART 1: AFFILIATIONS**

- 1) The Rec Recovery Soccer Association (RRSA) shall be a Member of the British Columbia Soccer Association ("BC Soccer") and shall be subject to the published Bylaws, Rules, Regulations and Policies in declining order of authority of the following governing organizations:
  1. FIFA
  2. The Canadian Soccer Association
  3. British Columbia Soccer Association
  4. The Societies Act

### **PART 2: INTERPRETATIONS**

- 2) Definitions.

In these Bylaws, unless the context otherwise requires:

- a) "League" shall mean Rec Recovery Soccer Association, the RRSA, and the Society
- b) "BC Soccer" shall mean the British Columbia Soccer Association;
- c) "Directors" shall mean the Directors of the League;
- d) "Act" shall mean the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time;
- e) "Registered Address" of a Member shall mean the address as recorded in the register of Members;
- f) "Active Member" shall mean a individual, as applicable, which becomes and remains an Active Society Member in good standing in accordance with these Bylaws. An Active Member shall have the right to vote as set out in these Bylaws;
- g) "Club – Adult Club" shall mean an organization operating a minimum of one affiliated adult soccer team having not less than seven players and, under the jurisdiction of the Adult League.
- h) "Team" shall mean a soccer team with not less than seven registered players 75% of whom are

people in Recovery from Substance Use and Alcohol Use disorder whose application for affiliation has been validated by the Registrar or designate for the current playing season.

- i) "Registered Player" shall mean a person whose application for registration with the League has been validated by the Registrar on PlayPass or another RRSA platform and who has signed the documentation required to be on a "Team" for the current playing season.
  - j) "Board" shall mean the Board of Directors of the Society that is the incorporation of the League.
  - k) "Special Resolution" shall mean a resolution passed in a meeting of the Members by a majority of not less than two-thirds of the votes cast as allowed under as allowed under these Bylaws;
  - l) "Ordinary Resolution" shall mean a resolution passed in a meeting of the Members by a simple majority of the votes cast as allowed under these Bylaws.
  - m) "Person in Recovery" shall mean a person who identifies as "addict" or "alcoholic" or who has substance use or alcohol use disorder, who is abstaining from actively using.
  - n) "Grandfathered in" shall mean a Registered Player who does not identify as a person in Recovery and was a league Member before the 2022 playing season.
  - o) "Youth" is a person under the age of 19.
  - p) "Society" is the legal entity of the RRSA created under the Societies Act.
- 3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

### **PART 3: SOCIETY MEMBERSHIP**

- 4) The Society Members of the RRSA are those individuals who subsequently become voting Members, in accordance with these Bylaws and, have not ceased to be Members in good standing.
- 5) An individual, who is a registered player, may apply for Society Membership of the RRSA and pursuant to the terms of this Part 3, become a Member.
- 6) The Board of Directors shall vet the Members of the Society through the nominations committee that consist of the Board President and two or more Board Members.
- 7) Every Member must uphold the Constitution and comply with these Bylaws.
- 8) There is one (1) class of Society Membership (Active).

#### **ACTIVE SOCIETY MEMBERSHIP**

- 9) Active Society Membership shall be open to adult registered players of the league.
- 10) Society Membership Fees:

- a) The annual Membership fees are set by the Board and ratified by the Membership at a general meeting of the league.



- b) The number of Members is set to 30.
- c) All Members are subject to the fees.
- d) Membership fees are due 3 days before the annual general meeting to be permitted to vote.

#### 11) Approval of New Members

An individual qualified to be a Society Member may be accepted into Active Society Membership upon:

- a) Attending the annual general meeting.
- b) Have paid the annual Society Membership fees.
- c) Is an RRSA registered player in the same year as the annual general meeting.

#### 12) Society Membership Renewal

Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis, in accordance with the bylaws.

#### 13) Rights of Active Members

- a) Active Members shall be accorded the following rights, where applicable based on Membership type:
  - I. To be governed in accordance with BC soccer and the league's published rules.
  - II. To be governed by the societies act.
  - III. To attend and vote at all general meetings called by the league.

#### 14) Discipline of a Society Member

- a) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with the respective governing body and in the case that the rules of the respective governing body are silent, BC soccer's published rules.
- b) The Board may suspend a Member without a formal complaint and hearing in extraordinary circumstances, as determined by the Board. The Board shall provide reasons for the proposed suspension and request submissions be provided by the Member at issue in writing or verbally within seven days from the date of the notice. Such submissions, if any, shall be considered and a final decision made by the Board.
- c) The Members may discipline or remove a Member by special resolution at a meeting of the Members, provided the meeting notice states the proposed reasons for the discipline or removal, and the Member is provided with an opportunity to be heard at the meeting either orally or in writing.
- d) A Member that is suspended from the soccer league loses all rights of Membership until the suspension has been completed.



#### 15) Termination of Membership

Membership in the League shall be deemed to have been terminated:

- a) if the Member submits a signed letter of withdrawal to the Society.
- b) if the Member is expelled by 2/3 vote of the Members.
- c) if the Member dies, or in the case of a corporation or Society, is dissolved.
- d) if the Member is not in good standing for a period of 12 months; or
- e) If the Member fails to renew annual Membership in accordance with the Bylaws.

#### 16) Members Not in Good Standing

The Board may declare a Member to be not in good standing who has failed to pay the current annual Membership fee, if any, or any other subscription or debt due and owing by the Member to the League or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the Member is not in good standing and loses all Membership rights.

### **PART 4: BOARD OF DIRECTORS**

17) The League shall be governed by a Board which shall consist of no less than 4 and no more than 7 individuals.

- a) These individuals shall hold the positions of:
  - I. President
  - II. Vice-President or Vice Chair
  - III. Treasurer
  - IV. Secretary
  - V. Maximum of three Director-At-Large
- b) The Board can be appointed or appoint Members to act as:
  - I. Registrar
  - II. Risk Management Officer
- c) A Director may hold more than one office, except president and vice-president.
- d) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
- e) A Director shall serve for a term of 3 years or until his or her successor is elected or appointed.
- f) A Director can be re-elected into a Board position.

18) The league may, from time to time, appoint "Junior Board Members", to serve on a Board of Directors.



- a) Jr. Board Members are non-voting Members.
  - b) Help to bridge the gap and offer perspective.
  - c) Can be appointed to the Board upon a vacancy.
  - d) Can hold official positions.
- 19) A paid employee of the League shall be permitted to attend meetings of the Board, as appropriate (at the discretion of the Board) and shall have a voice but no vote at such meetings.
- 20) After an initial Board has been elected, and at the first annual meeting of the Members where the Directors are elected after these bylaws come into force, the following terms shall be applicable.
- a) 1 of Directors shall be elected for a one-year term;
  - b) 1 of Directors shall be elected for a two-year term;
  - c) 1 of Directors shall be elected for a three-year term;

Thereafter, Directors shall be elected to staggered three-year terms, commencing at the annual meeting of the Members where they are elected.

#### 21) Director Resignation and Vacancy

- a) A Director may resign their position by submitting a signed letter of resignation to the Society.
- b) A vacancy on the Board, caused by removal, resignation, incapacity or death, shall be filled by a majority vote of the Board. the successor Director shall hold their incumbent's position for the remainder of the term being filled or until the next annual meeting of the Members, whichever comes first.

#### 22) Removal of Director

A Director shall automatically be removed from their position if:

- a) They cease to be qualified as set out in the Act or these bylaws; or
- b) They become, or are discovered to be, an undischarged bankrupt.

A Director may be removed from their position by resolution of the Board if:

- a) They become incapable of performing the business of the League.
- b) They are absent from four (4) or more regularly scheduled meetings of the Board in a year without satisfactory reason.
- c) They no longer are a player in the soccer league.
- d) They are no longer domiciled in British Columbia.
- e) They have failed to properly account for monies or other property belonging to the League.
- f) They have been found guilty of a criminal offence regardless of whether or not the offence directly affected the League.



- g) They have been found guilty by BC Soccer of failing to act in accordance with the Conflict-of-Interest Policy and Conduct, Ethics and Discipline Standards and Policy of BC Soccer.

Such removal shall require the Board to give to all Board Members, including the subject Director, of a minimum of 14 days' notice of a hearing to consider the removal of a Director. The subject Director shall be given an opportunity to present evidence at the hearing. The decision to remove a Director must be passed by a minimum two-thirds (2/3) majority vote of the Directors present at the meeting.

A Director may be removed by the Membership provided:

- a) The Director is given the opportunity to present evidence in their defense at the next duly constituted meeting of the Members.
- b) All Members will be given a minimum of thirty (30) days' notice of this agenda item prior to the Members' meeting.
- c) The decision to remove a Director must be passed by a minimum two-thirds majority vote of the Members present at the meeting.

#### 23) Conflict of Interest and Standards of Conduct

The Directors and senior managers shall adhere to the Societies Act and BC Soccer's Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the procedure for disclosure and recordation of conflicts as set out in the Act.

#### 24) Duties of Board

- a) The Board shall conduct the business of the Society during the periods between general meetings of the Society and in accordance with the authority granted to it in the bylaws of the Society.
- b) The Board shall conduct the business of the league during the periods between general meetings of the league and in accordance with the authority granted to it in the bylaws of the Society.
- c) The Board shall be responsible for the appointment and removal of appointments of all positions within the league except for those positions elected by the Membership of the league. This shall include the appointment of volunteer and paid positions within the league's operations
- d) The Board may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.

#### 25) Duties of Directors

- a) President [Chair]

The President shall: preside at all General Meetings of the League and of the Board. The President shall: be an ex officio a Member of all committees, except any nominations



committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the League. The President has no authority to act unless directed to do so by the Board.

b) Vice-President [Vice-Chair]

The Vice President shall: act in the absence of the President and shall have other powers as assigned by the Board.

c) Treasurer

The Treasurer shall: ensure that full and accurate records are kept of the accounts of the League; shall report to the Board at least once per quarter; and shall submit an Annual Financial Report that includes the budget to annual meetings of the Members; shall be the registrar and be responsible for administering financial transactions for the league; where applicable, write grants and funding proposals.

d) Secretary

The Secretary shall: keep a record of all minutes of the organization; keep on file all committee reports; unless otherwise specified in the League's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each meeting of the Members; to send out to the Board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the president and vice-president to preside until the immediate election or appointment of a new presiding officer.

e) Other Director Positions

The duties of other Director Positions shall be determined by the Board.

26) Nominations and Elections.

- a) The nominations committee will review the nominations and approve the nominee for a Board position.
- b) Approved nominations for positions on the Board may be made by any Member at the annual meeting of the Members.
- c) Nominations and elections for open positions shall be held in the order of the positions listed in the bylaws.
- d) Election may be by secret ballot, but in the event only one candidate is nominated, no vote is required, and the nominated candidate shall be declared elected by acclamation.
- e) All Directors shall be elected by majority vote.



- f) At the first Board meeting, the Board shall elect the positions of president [chair], vice president [vice chair], treasurer and remaining Directors.

27) Authority of the President or Chair.

- a) The president or chair shall speak on behalf of the Society based on the direction of the Board.
- b) The president or chair shall speak on behalf of the league based on the direction of the Board.

## **PART 5: MEETINGS**

28) General Meetings

An official notice of each meeting of the Society Members shall be given to all Members at least 7 days before the meeting is to be held, at such place, and at such date as the Board may determine.

- a) Such notification shall be by:
  - i. WhatsApp Chat or group text.
  - ii. Social Media Post.
  - iii. E-mail, where an e-mail address has been provided by a Member for that purpose.
- b) A quorum shall be 50% of the Members or a minimum of three (3) voting Members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these bylaws.
- c) In the event a quorum is not achieved at the meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those voting Members who are present.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.

29) Annual Meeting of the Members

The League shall hold its annual meeting of the Members no later than **June 1** of each year. The AGM quorum is 2x the number of Board Members +1.

The agenda of the meeting shall include

1. Roll Call
2. Minutes of the Previous annual meeting of the Members
3. President's (Chair's) Address
4. Officers' Reports in any
5. Treasurer's Report
6. Other Reports
7. Unfinished Business





8. Amendments to the By-Laws by Special Resolution
9. Election of Officers and Directors
10. Any Other Business
11. Adjournment

### 30) Requisitioning a Meeting of the Members

- a) A meeting of the Members of the league:
  - i. May be called by the Board by its own motion, or
  - ii. Shall be called by the Board upon receipt of a written request submitted to the League by e-mail, signed by Members in good standing and entitled to vote representing not less than ten per cent (50%) of the voting Membership and complying with the requirements for Members to requisition a general meeting under the Act.
- b) The meeting of Members shall be held within twenty-one (21) days of receipt of the written request from the Members. The Board has twenty (20) days after receipt to hold the meeting of the Members. If it does not, on the twenty-first (21) day, the Members who requisitioned the meeting may call a meeting per the notice requirements in these bylaws and the societies act. Only the business set out in the notice to the meeting of the Members shall be considered.

### 31) Voting at the annual meeting of the Members

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more voting members request a secret ballot or a secret ballot or a secret ballot, voting must be by a secret ballot.

- a) Only registered players may be active members.
- b) Only Members in good standing can vote.
- c) Voting is governed by Robert's Rules of Order.

### 32) Board Meeting

- a) The Board shall meet whenever the chair deems it necessary or is instructed to do so by a majority of the Board, but in any case, it shall meet at least once every three months and at least **six (6)** times per year. The president [chair] or secretary shall give notice of the time and place of each meeting to all Directors at least fourteen (14) days before the meeting is to be held.
- b) A majority of the Members of the Board shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote.



### 33) Group Chats

- a) Group chats do not constitute a meeting.
- b) Society business cannot be conducted in group chats.
- c) League business cannot be conducted in group chats; however, discussion can occur.

## **PART 6: COMMITTEES**

- 34) The Membership at any meeting of the Members, or the Board at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the League.

## **PART 7: PROCEDURES GOVERNING MEETINGS**

- 35) All meetings of the League shall be conducted in person or via video/teleconferencing and in accordance with the most recently published Robert's Rules of Order, except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of the League.

## **PART 8: BY-LAWS AND AMENDMENTS**

- 36) Bylaw amendments may be proposed by the Board or submitted by a Member to the League in writing at least 10-ten (10) days prior to a General Meeting of the Society; and approved by Special Resolution at a meeting of the Society Members where notice of the proposed amendments has been given.
- 37) The Board shall notify the Members of the Society of Proposed Bylaw amendments at least 10-ten (10) days before the meeting called for that purpose.

## **PART 9: RULES AND REGULATIONS**

- 38) The League shall have Rules and Regulations for the operation and administration of the game of soccer within the League.
- 39) Amendments to the Rules and Regulations may be made by a majority vote of the Board or the voting Members at a general meeting. If the Board amends the Rules and Regulations, the amendment shall be presented for ratification at the next meeting of the Members called for that purpose. If the amendment is not ratified, it is of no effect, and the previous Rules and Regulations are then in effect.

## **PART 10: INDEMNITY**

- 40) In this Part, "eligible party" has the same meaning as in the Act.

### 41) Indemnification

Subject to the provisions of the Act, the League will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or



completed, to which that eligible party, by reason of his or her holding or having held authority within the League:

- a) Is or may be joined as a party to such legal proceeding or investigative action; or
- b) Is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

#### 42) Advancement of Expenses

To the extent permitted by the Act and these bylaws, all costs, charges and expenses incurred by an eligible party with respect to any legal proceeding or investigative action may be advanced by the League prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.

#### 43) Indemnification Prohibited

Notwithstanding the above, the League shall not indemnify an eligible party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:

- a) Has already been reimbursed for such expenses.
- b) Has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done.
- c) In relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the league or subsidiary; or
- d) In the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

#### 44) Non-compliance

The failure of an eligible party to comply with the provisions of the Act, of the constitution, or these bylaws will not invalidate any indemnity to which he or she is entitled to under this Part.

#### 45) Deemed Contract

Every eligible party on being elected or appointed will be deemed to have contracted with the League upon the terms of the foregoing indemnities.

### **PART 11: FINANCE**

46) Financial Statements shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.

47) The Financial Statements of the League shall:



- a) Be reviewed at least every two years by an independent committee of not less than three people.
- 48) The annual Financial Statements of the League and the independent review report (when prepared for the prior fiscal year) shall be presented at the annual meeting of the Members. The annual Financial Statements of the League and the independent review report (when prepared for the prior fiscal year) shall be distributed to Membership at the annual general meeting.
- 49) A budget for the following fiscal year shall be prepared by the Board and presented for approval at the annual meeting of the Members. The budget shall include all proposed fees.
- 50) The Board of Directors may not cause the League to be indebted or encumbered without seeking the prior approval of the Membership and obtaining prior approval by special resolution.
- 51) Signing officers for financial accounts and executing contracts on behalf of the League shall be a minimum of two (2) Directors.
- 52) The fiscal year end will be December 31 as determined by the Board.

## **PART 12: DISPUTE RESOLUTION**

- 53) Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the Societies Act, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
- 54) The League shall adhere to any dispute resolution process as published and approved by BC Soccer from time to time (the "Dispute Resolution" process).
- 55) Any Member of the League may initiate the Dispute Resolution process by communicating in writing to BC Soccer, with a copy to the League, the nature and facts of the dispute. The BC Soccer, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 56) The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the League and BC Soccer.
- 57) The League shall make available to any Member a copy of the Dispute Resolution process when requested.
- 58) A Member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the League support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

## **PART 13: POLICIES**

- 59) The League shall maintain policies that are consistent with BC Soccer's published and approved policies. The League may set such additional policies as the Board determines from time to time.



- 60) The policies shall apply to all League employees, Directors, officers, volunteers, team officials, game officials, administrators, players, Members, and registrants.
- 61) The League shall make available to any Member a copy of the League's policies when requested.

#### **PART 14: APPEALS**

- 62) Any registrant or registered organization directly affected by a decision of the League may appeal such decision.
- 63) A non-registered individual or organization may appeal the denial or termination of Membership in the League.
- 64) A decision of the League may be appealed to BC Soccer, to be conducted in accordance with BC Soccer's published rules. A decision of BC Soccer may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules.
- 65) An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the League's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.

#### **PART 15: DEFINITIONS/TERMINOLOGY**

- 66) Terminology used in this Bylaw shall have the same meaning as used by the Societies Act and BC Soccer in its constitution, bylaws and published rules. In the case of a conflict between definitions, the definition used by the RRSA shall govern.

#### **PART 16: DISSOLUTION**

- 67) Upon the League's dissolution, the assets remaining after the payment of all charges and expenses properly incurred in winding up shall be assigned and distributed to such organizations as may be involved in the game of soccer or to such charitable organization or organizations as may be determined by the League Members at the time of dissolution. Any assets resulting from Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.