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# 2. CONSTITUTION AND BYLAWS

An established written constitution sets down the general principles governing the club, along with bylaws that delineate specific rules of procedure. A constitution helps solidify the purpose and function of an organization, providing an overarching blueprint for its members. Whether your club is a registered non-profit society or not, a Club should have in place a Constitution and By-laws. However if you are going to register your club as a non-profit society, the club must have a constitution and Bylaws as set out in the *Society Act* (RSBC 1996).

* NOTE: Use the ‘How to become a non profit Society’ document to learn more about what is needed in your constitution and Bylaws to become a society under the *Society Act*.

Also note that several of the documents provided in this guide may overlap with what you include in your Club’s Constitution and Bylaws, or it will help create different sections within you Constitution and bylaws.

## 2.1 Constitution

Your Club’s Constitution should clarify your Club’s purpose, and give your club an identity.

* Things to include in your Club Constitution Are:

1. Name of the Club
2. Affiliations of the Club (Volleyball BC and Volleyball Canada)(may be included in Bylaws)
3. Club Objectives (typically a list of 3-5 objectives)
4. How the Club operates and in relation to Profits
5. Dissolution
   * 1. What will happen with the assets when the ends
6. State what is alterable or not

## 2.2 Sample Constitution

***Article 1. NAME***

The name of this organization shall be \_\_\_\_\_\_ *[legal name]* \_\_\_\_, hereinafter referred to as \_\_the club *[common name or acronym]* \_\_. The headquarters of the Association shall be within the boundaries defined and approved by Volleyball BC.

***Article 2. OBJECTIVES***

The Association shall have the following objectives:

1. To promote, develop and administer the game of volleyball at the \_\_\_x\_\_\_ level. *[Choose level. I.e Club OR Atomic Level]*

b) To maintain membership in good standing with Volleyball BC, hereinafter referred to as VBC, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.

1. To represent and act on behalf of its Members and assist them to develop and effectively administer volleyball programs.
2. To operate without purpose of pecuniary gain to any of its members and any surplus of the Association shall be used solely for the purpose of the Association and the promotion of its objectives.

(*State your own purpose or objectives*)

***Article 3. Profits***

The Association is to operate without purpose of gain or profit to its Members, and any profits or accretions to the Association should be used in promoting its purposes. This provision is unalterable.

***Article 4. DISSOLUTION***

Upon dissolution of the Association, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of volleyball, or to such charitable organization or organizations as may be determined by the members of the Association at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia. This provision is unalterable.

## 2.3 Bylaws

The Constitution covers the fundamental principles, but does not prescribe specific procedures for operating your organization. Bylaws detail the procedures your group must follow to conduct business in an orderly manner. They provide further definition to the Articles of the Constitution and can be changed more easily as the needs of the organization change.

Bylaws must not contradict provisions in the Constitution. They generally contain specific information on the following topics:

1. Interpretations and Definitions
2. Membership (selection requirements, resignations, expulsion, rights and duties)
3. Dues (amount and collection procedures, any special fees, when payable)
4. Duties of Officers (powers, responsibilities, specific job descriptions, procedures for filling unexpired terms of office, removal from office)
5. Executive Board (structure, composition, powers)
6. Committees (standing, special, how formed, chairpersons, meetings, powers, duties)
7. Order of Business (standard agenda for conducting meetings)
8. Parliamentary Authority (provisions for rules of order, generally Roberts Rules of Order)
9. Amendment Procedures (means of proposals, notice required, voting requirements)
10. Other specific policies and procedures unique to your organization necessary for its operation

## 2.4 Sample Bylaws

*Below is a sample of what your Clubs Bylaws might include. Also note Club Bylaws may include different sections and policies as required. This Bylaw closely resembles the requirements of what the Society Act requires of a non-profit Society. This is only an example and changes may be needed according to your Club’s Needs.*

***ARTICLE 1: AFFILIATIONS***

The Club shall be a Member of Volleyball BC and shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:

1. Volleyball Canada

2. Volleyball BC

***ARTICLE 2: INTERPRETATIONS***

1)

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

* + 1. “Club” shall mean \_\_\_\_\_\_\_\_\_\_\_ *[name of Club(s)];*
    2. “Directors” shall mean the directors of the \_\_\_\_\_\_\_ *[insert name Club]*
    3. “Active Member” shall mean a club and/or individual, which becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active member shall have the right to vote as set out in these Bylaws;
    4. “Life Member” shall mean a person who becomes and remains a Life Member in accordance with these Bylaws. A Life Member shall have a voice but no vote at General meetings of the Club;
    5. “Registered Player” shall mean a person whose application for registration with the Club has been validated by the Registrar for the current playing season;
    6. “Board” shall mean the Board of Directors of the Club;
    7. “Special Resolution” shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes cast as allowed under these Bylaws;
    8. “Ordinary Resolution” shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes cast as allowed under these Bylaws.

1. 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 Club, whether incorporated or unincorporated, as the context may require.

***ARTICLE 3: MEMBERSHIP***

1) The members of the Club are the applicants for incorporation of the Club, and those clubs and/or individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.

2) An individual may apply for membership in the Club and upon acceptance by the Club becomes a member.

3) Every member must uphold the Constitution and comply with these Bylaws.

4) There are two (2) classes of Membership (Active and Life):

Active Membership shall be open to the following individuals:

1. One parent or legal guardian of a minor aged player(s) duly registered with this Club.

5) Membership Fees

The annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a General Meeting of the Club.

6) Approval of New Members

A club and/or individual may be accepted into Active Membership upon:

1. submitting an application to the Club showing good and sufficient need for such an application and other documentation as required by the Board of Directors
2. obtaining the approval of the Club’s Board of Directors

7) Membership Renewal

1. Membership shall cease at the end of each playing season (as defined by the Club)
2. Individual Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.

8) Rights of Active Members

Active Members shall be accorded the following rights:

1. To be governed in accordance with VBC and the Club’s published rules,
2. To participate in VBC sanctioned competitions and tournaments,
3. To participate in VBC sanctioned programs such as player, coach and referee development,
4. To participate in Club sanctioned programs,
5. To attend and vote, in accordance with the Bylaws, at all General Meetings called by the Club,
6. To participate in VBC Insurance Plan

9) Discipline of a Member

1. 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 Clubs published rules.
2. The Board of Directors may, with cause, immediately suspend a Member prior to a hearing for extraordinary circumstances.
3. A Member that is suspended loses all rights of Membership until the suspension has been completed.

10) Termination of Membership

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

1. If the Member submits a signed letter of withdrawal to the Club
2. If the Member is expelled by the Club
3. If the Member fails to renew annual Membership in accordance with the Bylaws.

11) Members Not in Good Standing

The Board of Directors may declare a Member to be not in good standing who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the Member to the Club 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 rights of membership.

***ARTICLE 4: BOARD OF DIRECTORS***

1. The Club shall be governed by a Board of Directors which shall consist of \_#\_\_ individuals.
2. These individuals shall hold the positions of:

i) President or Chair

ii) Vice- President or Vice Chair

1. Treasurer
2. Director-At-Large *[one or more positions]*

b) A Director may hold more than one portfolio

c) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.

d) A Director shall serve for a term of \_\_\_ yearsor until his or her successor is elected or appointed.

1. A paid employee of the Club or any of its subordinate bodies may not hold a position on the Board of Directors of that Club.

4) After an initial Board of Directors has been elected, the one half of the directors should be elected on alternating years

5) Director Vacancy

a) A Director has the right to resign their position by submitting a signed letter of resignation to the Club.

b) A vacancy on the Board of Directors, caused by the removal, resignation, incapacity or death, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold their incumbent's position for the remainder of the term being filled or until the next AGM, whichever comes first.

6) Removal of Director

a) No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

1. if she/he becomes incapable of performing the business of the Club
2. if she/he is absent from two (2) or more meetings of the Board without satisfactory reason
3. if she/he is no longer domiciled in British Columbia
4. if she/he becomes, or is discovered to be, an undischarged bankrupt; or

ii) the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:

1. if she/he has been found guilty of an offence under the Harassment Policy of VBC
2. if she/he has been found guilty of an offence involving violence under the Discipline Policy of VBC
3. if she/he has failed to properly account for monies or other property belonging to the Club
4. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club
5. if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of VBC

iii) A Member of the Board of Directors may be suspended for good and sufficient cause provided:

1. The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
2. All Directors including the Director under review are given a minimum of fourteen (14) days’ notice of the hearing;
3. The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing.

7) Conflict of Interest and Standards of Conduct

The Directors shall adhere to the VBC Conflict of Interest Policy.

8) Duties of Board of Directors

a) The Board of Directors shall conduct the business of the Club during the periods between General Meetings of the Club and in accordance with the authority granted to it in the Bylaws of the Club.

b) The Board of Directors shall be responsible for the appointment and removal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations.

c) The Board of Directors 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.

9) Duties of Directors

a) *President [Chair]*

The President shall preside at all General Meetings of the Club and of the Board of Directors. The President shall be 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; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club. The President has no authority to act unless directed to do so by the Board of Directors.

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 Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report [(including budget)] to the Annual General Meeting.

d) *Secretary*

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; sign all certified copies of acts of the organization, unless otherwise specified in the Club’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 General Meeting; 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 of Directors.

10) Nominations and Elections

a) Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting.

b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.

1. Election shall 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.
2. All Directors shall be elected by a majority vote in the following order:
   * + President [Chair]
     + Vice President [Vice Chair]
     + Treasurer
     + Remaining Directors

11) Authority of President or Chair

1. The President or Chair shall speak on behalf of the Club based on the direction of the Board Directors.

12) Only \_***[#]\_\_*** Member from each Team may hold a position on the Board of Directors of a Club.

***ARTICLE 5: MEETINGS***

1. General Meetings

a) An official notice of each meeting shall be given to all Members *at least* 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.

Such notification shall be by:

* + - * Email
      * website notice
      * posting at office
      * any other method determined by the Members

1. A quorum shall be those present at a duly constituted general meeting of the Club 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.
2. In the event a quorum is not achieved at the General Meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those Members are present.
3. The accidental omission of notice does not invalidate the proceedings of that meeting.
4. Annual General Meeting

a) The Club shall hold its Annual General Meeting no later than ***\_\_\_\_\_enter date\_*\_\_\_** of each year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's (Chair’s) Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report + Appointment
8. Other Reports + Unfinished Business
9. Amendments to the By-Laws
10. Roll Call
11. Election of Officers and Directors + Any other Business
12. Adjournment
13. Special General Meeting

a) A Special General Meeting of the Club:

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 Club by registered mail, , hand delivery, fax or e-mail, signed by Members representing not less than ten per cent (10%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting

1. The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
2. Only the business set out in the notice to the Special General Meeting shall be considered.

4) Voting at Annual General Meeting:

1. Each adult player, as defined by the age of majority, shall have one (1) vote
2. One parent or legal guardian of a minor aged player(s) shall have one (1) vote
3. No Member shall have more than one (1) vote
4. Board of Directors Meeting
5. The Board of Directors shall meet *at least* **four (4)** times per year, upon fourteen (14) days notice given by the President (Chair) and/or Secretary, at such place and time as the Board of Directors may determine.
6. A majority of the members of the Board of Directors 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.

***ARTICLE 6: COMMITTEES***

The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

***ARTICLE 7: PROCEDURES GOVERNING MEETINGS***

All meetings of the Club 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 Club.

***ARTICLE 8: BY-LAWS AND AMENDMENTS***

1. Bylaw amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least forty-five (45) days prior to a General Meeting of the Club; and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Club duly called for that purpose.
2. All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

***ARTICLE 9: RULES AND REGULATIONS***

1. The Club shall have Rules and Regulations for the operation and administration of the sport of volleyball within the Club.

2) Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. If the Rules and Regulations are amended by the Board of Directors the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting 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.

***ARTICLE 10: INDEMNITY***

Members of the Board of Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

***ARTICLE 11: FINANCE***

1) The accounts of the Club shall: *[Select* ***ONE*** *of the options below]*

a) be audited annually by a Chartered Accountant**\*** if the annual Gross Revenue is greater than $30,000;***or***

b) be reviewed at a minimum of every two years by an independent review committee consisting of not less than 3 persons.

1. The audit or the Financial Review shall be presented to the Annual General Meeting for adoption.
2. The Board of Directors, in conducting the business of the Club, may not borrow upon the credit of the Club without seeking the prior approval of the membership.
3. The signing officers shall be a minimum of two (2) Directors.
4. The fiscal year of the Club shall end on\_\_\_\_. *[ insert date]*

***ARTICLE 12: DISPUTE RESOLUTION***

1) The Club shall adhere to the Dispute Resolution process as published and approved by VBC from time to time.

2) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to VBC, with a copy to the Club, the nature and facts of the dispute. VBC, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

1. The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline and appeals process.
2. The Club shall make available to any member a copy of the Dispute Resolution process when requested.
3. The Member shall utilize all appeal and dispute resolution mechanism prior to civil litigation

***ARTICLE 13: HARASSMENT AND PRIVACY POLICIES***

1) The Club shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of VBC.

2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Club.

3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

4) The Club shall make available to any member a copy of the Harassment and Privacy Policy when requested.

***ARTICLE 14: APPEALS***

1) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision.

2) The denial or termination of membership in the Club may be appealed by a non-registered individual or organization.

3) A decision of the Club may be appealed to VBC. The appeal shall be conducted in accordance with VBC’s published rules.

4) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.

5) An individual shall not appeal a decision made by the Club regarding a player's team assignment on any Club team.

***ARTICLE 15: DEFINITIONS/TERMINOLOGY***

Terminology used in this Bylaw shall have the same meaning as used by VBC in its letters patent, Bylaws and published rules.