

## CALGARY UNITED SOCCER ASSOCIATION - BYLAWS

### ARTICLE I GENERAL

- 1.1. Purpose – These bylaws (the “**Bylaws**”) relate to the general conduct of the affairs of the Calgary United Soccer Association, a Society incorporated under the Alberta Societies Act.
- 1.2. Definitions - The following terms have these meanings in these Bylaws:
- a) **Act** – the Alberta Societies Act, as amended from time to time and any legislation that may be substituted therefore.
  - b) **Annual General Meeting** – shall include any meeting of Team Members, whereby the financial statements of the Association are presented in accordance with the Act.
  - c) **Association** – Calgary United Soccer Association.
  - d) **Auditor** – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the Annual General Meeting.
  - e) **Board of Directors** – means collectively the Directors of the Association.
  - f) **Days** – will mean days irrespective of weekends and holidays.
  - g) **Director** – an individual elected or appointed to serve on the Board of Directors pursuant to the Bylaws.
  - h) **Immediate Past President** – means the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.
  - i) **Meeting of the Association** – shall include any Annual General Meeting or Special Meeting.
  - j) **Officer** – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
  - k) **Ordinary Resolution** – a resolution passed by not less than a majority of the votes cast at a meeting of the Board of Directors, meeting of the Executive, meeting of a Committee, or a Meeting of the Association.
  - l) **Special Meeting** – shall mean any Meeting of the Association, other than an Annual General Meeting.
  - m) **Special Resolution** – means:
    - a) a resolution passed by no less than three-fourths (3/4) of the votes cast at a Meeting of the Association for which twenty-one (21) days notice has been given specifying the intention of the resolution; or
    - b) a resolution proposed and passed by no less than three-fourths (3/4) of the votes cast at a Meeting of the Association, of which less than twenty-one (21) days’ notice has been given, provided all the Members entitled to attend and vote at the Meeting of the Association so agree; or
    - c) a resolution consented to in writing by all voting Members who would have been entitled at a Meeting of the Association to vote on the resolution.
- 1.11 Head Office – The head office of the Association will be located at all times within the Province of Alberta as determined by the Directors by ordinary resolution. The Association may establish other offices or places of business as determined by the Directors. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act.
- 1.12 Corporate Seal – The Association will have a corporate seal which will be adopted by resolution of the Directors. Custody of the seal is the responsibility of the Treasurer. The seal will be authenticated by two signatures, being the President and the Treasurer and in the absence of either one, any other member of the Executive Committee.

- 1.13 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.14 Ruling on Bylaws – Except as provided in the Act, the Board of Directors will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.
- 1.15 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, Meeting of the Association and meetings of the Board of Directors will be conducted according to Roberts Rules of Order (current edition).
- 1.16 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 1.17 Headings – The headings used in the Bylaws are inserted for convenience of reference only.
- 1.18 Affiliation – The Association will be affiliated with the Calgary Soccer Federation, the Alberta Soccer Association and the Canadian Soccer Association.
- 1.19 Laws of the Game – The Association will support and maintain the principles of the Laws of the Game as established by F.I.F.A., except as those provided to accommodate regional differences in age or climatic conditions.

## **ARTICLE II MEMBERSHIP**

### **Categories of Membership**

2.1 Categories – The Association shall have the following categories of membership:

- a) Club Members;
- b) Team Members;
- c) Individual Members;
- d) Associate Club Members;
- e) Associate Team Members;
- f) Associate Individual Members;
- g) Directors;
- h) Honorary Members; and
- i) Life Members

and for the purposes of the Bylaws, a Club Member, a Team Member, an Individual Member, Associate Club Member, Associate Team Member, Associate Individual Member, a Director, a Honorary Member and a Life Member shall collectively be referred to as a “**Member**”.

### **Qualifications for Membership**

2.2 Club Member – An organized soccer club which consisting of one or more Team Members, composed of Individual Members, sharing a common name, which has agreed to abide by the Bylaws and the Association’s policies, rules and regulations, which is registered with the Association and meets the following criteria:

- a) club bylaws, policies, rules and regulations, if any, will be consistent with these Bylaws; and

- b) in the case of dissolution, the Club Member will gift to the Association all assets remaining after payment of all liabilities of the Club Member, unless otherwise specified in the Club Member's Bylaws.
- 2.3 Team Member – Any organized soccer team in the Calgary area composed of Individual Members, is registered with a Club Member, has agreed to abide by the Association's bylaws, policies, rules and regulations, and is registered with the Association.
- 2.4 Individual Member – Any individual who is participating in the sport of soccer as a player registered with a Team Member, Club Member or the Association.
- 2.5 Associate Club Members – an organized soccer club, futsal club or other sport club (as may be approved by the Board of Directors) which consisting of one or more Associate Team Members, composed of Individual Associate Team Members, sharing a common name, which has agreed to abide by the Bylaws and the Association's policies, rules and regulations, which is registered with the Associate and meets the following criteria:
  - A) club bylaws, policies, rules, regulations, if any, will be consistent with these Bylaws; and
  - B) in the case of dissolution, the Associate Club Member will gift to the Association all assets remaining after payment of all liabilities of the Club Member, unless otherwise specified in the Associate Club Member's bylaws

Except as otherwise provided under the Act, all Associate Club Members shall have a voice but no vote at all Meetings of the Association and shall be organizations which have similar objectives to the Association. Associate Club Members shall only receive services of the Association as approved by the Board of Directors.
- 2.6 Associate Team Member – Any organized soccer team, futsal team or other sport team (as may be approved by the Board of Directors), in the Calgary area composed of Associate Individual Member, is registered with an Associate Club Member, has agreed to abide by the Associations' bylaws, policies, rules and regulations and is registered with the Association. Except as otherwise provided under the Act, all Associate Team Members shall have a voice but no vote at all Meetings of the Association and shall be organizations which have similar objectives to the Association. Associate Team Members shall only receive services of the Association as approved by the Board of Directors.
- 2.7 Associate Individual Member – Any individual who is participating in the sport of soccer, futsal or other sport (as may be approved by the Board of Directors) as a player registered with an Associate Team Member or Associate Club Member.
- 2.8 Director – Any individual who is elected or appointed as a Director of the Association in accordance with these Bylaws, and has agreed to abide by the Association's bylaws, policies, procedures and rules and regulations.
- 2.9 Honorary Member – Any individual approved by majority vote of the Board of Directors who has contributed greatly to the Association. Honorary members will be time-limited as determined by the Board of Directors.
- 2.10 Life Member – Any individual approved by majority vote of the Board of Directors, who has contributed significantly to the Association.

#### **Admission of Members**

- 2.11 Admission of Members - No club, team, individual, club or group will be admitted as a Member of the Association unless:
  - a) the candidate member has made an application for membership in a manner prescribed by the Association, inclusive of name, address, email and telephone number (and one individual contact for Club and Team Members or Associate Club and Team Members, as applicable);
  - b) the candidate member has agreed to comply with the Bylaws, policies, procedures, rules and regulations of the Association;
  - c) if, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in Good Standing as defined herein, unless approved otherwise by the Board of

Directors;

- d) if the candidate member was at any time previously a Member, the candidate member was a Member in Good Standing at the time of ceasing to be a Member, unless approved otherwise by the Board of Directors;
- e) the candidate member has been approved by majority vote as a member by the Board of Directors or by any committee or individual delegated this authority by the Board of Directors; and
- f) the candidate member has paid dues as prescribed by the Board of Directors.

#### **Membership Duration, Dues and Performance Bond**

- 2.12 Year - Unless otherwise determined by the Board of Directors, the membership year of the Association will be May 1<sup>st</sup> – April 30<sup>th</sup>.
- 2.13 Duration – Membership is accorded on an annual basis and all Members, excluding Honorary Members and Life Members, will re-apply for membership each year.
- 2.14 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors. Honorary and Life Members will not be required to pay membership dues.
- 2.15 Performance Bond – All new Members will pay a performance bond, as may be determined by the Board of Directors, from time to time, which will be held by the Association for a minimum of two years.

#### **Withdrawal and Termination of Membership**

- 2.16 Resignation – A Member may resign from the Association by giving a written notice to the Board of Directors. The Member's resignation will become effective the date on which the request is approved by the Board of Directors.
- 2.17 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.
- 2.18 Arrears – A Member will be expelled from the Association by way of ordinary resolution of the Board of Directors for failing to pay membership dues or money owed to the Association by the deadline dates prescribed by the Association or otherwise fails to comply with the Rules and Regulations of the Association.
- 2.19 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.
- 2.20 Removal by Members – a Member may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided such Member has been given proper notice of and the opportunity to be present and to be heard at such a meeting.
- 2.21 Removal by Board of Directors – A Club Member, Team Member or Individual Member may be removed by two-thirds (2/3) vote of the Board of Directors at a properly constituted meeting of the Directors, provided such Club Member, Team Member or Individual Member has been given at least five (5) business days notice of such meeting considering such removal and such Club Member, Team Member or Individual Member be given an opportunity to be present and to be heard at such a meeting.

#### **Good Standing**

- 2.22 Definition – A Member of the Association will be in Good Standing provided that the Member:
  - a) has not ceased to be a Member;
  - b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

- c) has completed and remitted all documents and certifications, if necessary, as required by the Association;
  - d) has complied with the Bylaws, policies, procedures, rules and regulations of the Association;
  - e) is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors; and
  - f) has paid all required membership dues.
- 2.23 Privileges – Subject to these Bylaws and other governing documents of the Association, Members in Good Standing may be entitled to the following privileges:
- a) to hold office, subject to these Bylaws;
  - b) to vote, subject to these Bylaws;
  - c) to receive notice of any Meeting of the Association;
  - d) to attend and participate in any Meeting of the Association, subject to the Bylaws;
  - e) participate in sanctioned leagues, games or tournaments of the Association; or
  - f) participate in other events associated with the Association.
- 2.24 Cease to be in Good Standing – A Member, other than a Director, who ceases to be in Good Standing may have privileges suspended and will not be entitled to vote at Meeting of the Association or be entitled to the benefits and privileges of membership until such time as the Board of Directors is satisfied that the Member has met the definition of Good Standing as set out above.

### **ARTICLE III MEETINGS OF THE ASSOCIATION**

- 3.1 Special Meeting - A Special Meeting may be called at any time by the President, by the Board of Directors or upon the written requisition of thirty-three (33%) percent or more of the voting Members of the Association. Notice to all voting Members will be given in accordance with the Act before the date of such meeting. Agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called.
- 3.2 Special Resolutions - The Association shall file every “Special Resolution” passed by the Association with the Registrar in accordance with the Act.
- 3.3 Location and Date - The Association will hold Meetings of the Association at such date, time and place as determined by the Board of Directors, provided that the Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and within six (6) months of the Association’s fiscal year end.
- 3.4 Notice - Notice of Meetings of the Association will be posted on the Association’s Website at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice (e-mails), will be given to all voting Members at least thirty (30) days prior to the date of any Meeting of the Association. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.5 Adjournment – Any Meetings of the Association may be adjourned to any time and place as determined by the Board of Directors and such business may be transacted at such adjourned meeting as might have been transacted at the original Meeting of the Association from which such adjournment took place. No notice will be required for any adjourned meeting.
- 3.6 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order;
- b) Introduction of Board of Directors and Special Guests;
- c) Establishment of Quorum;
- d) Appointment of Scrutineers;
- e) Approval of the Agenda;
- f) Declaration of any Conflicts of Interest;
- g) Adoption of Minutes of the previous Meeting of the Association ;
- h) Business arising out of previous Meeting of the Association Minutes;
- i) Board of Directors, Committee and Staff Reports;
- j) Report of Auditors and Budget;
- k) Appointment of Auditors;
- l) Business as specified in the notice of the Meeting of the Association;
- m) New Business;
- n) Election of new Directors; and
- o) Adjournment.

3.7 New Business - Any Member who wishes to have new business placed on the agenda of a Meeting of the Association will give written notice to the Association at least twenty-one (21) days prior to the date of any such Meeting of the Association date or upon the sole discretion of the President or designate.

3.8 Quorum – A minimum representation of fifty percent (50%) plus one (1) of the total eligible votes, as per the date determined by the Board of Directors, in attendance will constitute a quorum of any Meeting of the Association.

3.9 Closed Meetings – Meetings of the Association will be closed to the public except by invitation of the Board of Directors.

#### **Voting at Meetings of the Association**

3.10 Voting Privileges - Unless otherwise specified under the *Act*, Members will have the following voting rights at all Meetings of the Association :

- a) Club Members—will be entitled to appoint one Delegate who may attend Meetings of the Association and is entitled to the number of votes as follows:
  - i. One (1) vote for each registered outdoor and indoor Team Member affiliated with the Club and registered with the Association.
- b) Team Members—may appoint one (1) Delegate who may attend Meetings of the Association but are not entitled to vote.
- c) Individual Members—may attend Meetings of the Association but are not entitled to vote.
- d) Associate Club Members – may appoint one (1) Delegate who may attend Meetings of the Association but are not entitled to vote.

- e) Associate Team Members – may appoint one (1) Delegate who may attend Meetings of the Association but are not entitled to vote.
  - f) Associate Individual Members – may attend Meetings of the Association but are not entitled to vote.
  - g) Directors may attend Meetings of the Association but are not entitled to vote.
  - h) Honorary and Life Members—may attend Meetings of the Association but are not entitled to vote.
- 3.11 Delegates – The name of a Delegate(s) will be communicated to the Association in writing, seven (7) days prior to any Meeting of the Association. Delegates must be eighteen (18) years of age and older and a member in Good Standing. Directors are excluded from acting as Delegate(s).
- 3.12 Scrutineers - At the beginning of each Meeting of the Association, the Board of Directors may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.13 Proxy Voting – There will be no voting by proxy at any Meeting of the Association.
- 3.14 Determination of Votes - Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by the ten percent (10%) of those Members voting at any Meeting of the Association.
- 3.15 Majority of Votes – The following business shall be determined by a simple majority of the Members: appointment of scrutineers, approval of the agenda, adoption of minutes of any Meetings of the Association, consideration of the financial statements and auditor’s report, appointment of the auditor and the election of directors.
- 3.16 Special Business - All business transacted at a Special Meeting and all business transacted at an Annual General Meeting, except those items listed in Section 3.15 of the Bylaws, is deemed to be special business to be determined by Special Resolution.

**ARTICLE IV  
GOVERNANCE**

**Composition of the Board of Directors**

- 4.1 Directors – The Board of Directors will consist of up to twelve (12) Directors comprised as follows:
- a) President;
  - b) 1st Vice-President;
  - c) 2nd Vice-President;
  - d) Treasurer; and
  - e) a maximum of eight (8) Directors at Large.

**Election of Directors at Large**

- 4.2 Eligibility - Any individual who is eighteen (18) years of age or older, who meets the one or more of the skills and attributes defined in Section 4.4 of the Bylaws, is a member of the Association in Good Standing may be nominated for election as a Director.
- 4.3 Eligibility Restrictions – The following guidelines will restrict an individual’s eligibility for election as a Director:
- a) Only two (2) individuals from each Club Member may be elected as a Director during the same term and only two (2) individual who are active referees within the Calgary District may be elected as a Director during the same term. An active referee is defined as an individual who has been assigned to officiate within Calgary within the twelve months prior to their election to the Board.
  - b) Honorary Members are not eligible for election as a Director.
  - c) Paid employees of the Association or any affiliated Association, League, or Club are not eligible for election as a

Director.

- d) Any Director who is removed from office will not be permitted to run for election as a Director until at least one (1) calendar year has elapsed from the date of removal.

4.4 Skills and Characteristics – Potential Directors at Large will have one or more of the following skills and/or attributes:

**Attributes**

- a) commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director;
- b) knowledge about roles and responsibilities of a Director, Board of Directors and Staff;
- c) experience in formulating policy;
- d) experience in thinking strategically;
- e) knowledge about the sport of soccer;
- f) ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks;
- g) knowledge of organizational performance mechanisms and ability to monitor, evaluate and report;
- h) strategic connectivity to key clients;
- i) ethical and values based behavior;
- j) representative of client population (athlete & coach); or
- k) other attributes valued by the Board of Directors

**Skills**

- a) accounting designation (CA, CMA, CGA);
- b) legal designation (LL.B);
- c) professional qualifications (MD, PhD, MBA, Sport Science);
- d) personnel management (Human Resource Professional designation);
- e) media/marketing/public relations contacts/experience;
- f) fundraising and funding source contacts;
- g) administrative/management experience;
- h) government relations/contacts;
- i) organizational development/strategic planning experience; or
- j) any other skills, as may be determined from time to time by the Board of Directors

4.5 Nominating Committee – The Board of Directors may appoint a Nominating Committee which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in Section 4.4 of the Bylaws, for the election of the Directors at Large and may nominate additional candidates for the election of Directors at Large.



- 4.6 Nomination - Any nomination of an individual for election as a Director at Large will:
- a) include the written consent of the nominee by signed signature;
  - b) include a cover letter and resume of the nominee;
  - c) be submitted to the Head Office of the Association seven (7) days prior to any Meeting of the Association.
- 4.7 Incumbents – Individuals currently on the Board of Directors as a Director at Large wishing to be re-elected are not subject to nomination but must notify the Nominating Committee seven days before the election of their interest for re-election.
- 4.8 Circulation of Nominations - Valid nominations will be circulated to voting Members six (6) days prior to any Meeting of the Association.

### **Election of Directors**

- 4.9 Election – The election of the Directors at Large will take place as follows:
- a) each vacant position will have an independent vote held in sequence from the most senior position to Directors at Large.
  - b) any unsuccessful candidate in one vote may be elected to any of the remaining vacant positions.
  - c) any individual may hold only one elected position as a Director at the same time.
  - d) the President, 2nd Vice-President and up to four (4) Directors-at-Large will be elected by the voting member at the Annual General Meeting held in odd numbered years.
  - e) the 1st Vice-President, Treasurer and up to four (4) Directors-at-Large will be elected by the voting members at the Annual General Meeting held in even numbered years.
- 4.10 Decision – Elections will be decided by the voting Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
  - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

### **Terms**

- 4.11 Elected Directors at Large Terms - Elected Directors at Large will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

### **Pledge**

- 4.12 Pledge – All individuals elected or appointed as a Director will pledge the following: “I hereby solemnly and sincerely pledge my honor that I will, to the best of my ability, abide by the Bylaws and Rules and Regulations of the Association; that I will abide by the will of the majority, and that I will, by all honorable means advance the interests of the Association, and will not express my personal opinion contrary to the decisions of the Board.” Each Director will affix their signature to the pledge on the prescribed form.

### **Immediate Past President**

- 4.13 Immediate Past President – The Immediate Past President will be entitled to attend all Board Meetings, other than in camera sessions, as a non-voting guest, for a period of two years following such individual's last term as President.
- 4.14 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined herein, the position of Immediate Past President will remain vacant.

### **Resignation and Removal of Directors**

- 4.15 Resignation - A Director may resign from the Board of Directors at any time by presenting his or her notice of resignation to the Board of Directors. This resignation will become effective the date on which the request is approved by the Board of Directors. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.16 Vacate Office - The office of any Director will be vacated automatically if:
- a) The Director is found by a court to be of unsound mind;
  - b) The Director becomes bankrupt;
  - c) Upon the Director's death; or
  - d) Upon the Director being absent from two (2) consecutive meetings of Directors without permission of the Board of Directors.
- 4.17 Removal - prior to the expiration of a Director's term, and other than for vacating a Director's office pursuant to Section 4.16 of the Bylaws, a Director may only be removed by a Special Resolution of the Members at a Special Meeting.

### **Filling a Vacancy on the Board of Directors**

- 4.18 Vacancy - Where the position(s) of a Director(s) becomes vacant for whatever reason, the Board of Directors may appoint up to a maximum of two (2) qualified individuals to fill the vacancy until such time as a Director is elected or appointed in accordance with these Bylaws. Appointed Directors must obtain a majority of two-thirds (2/3) of the votes with at least seventy-five percent (75%) of the Directors present at a duly called meeting of the Board of Directors. Any additional vacancies may be filled through a Special Meeting or will remain vacant until the next Annual General Meeting.

### **Meetings of the Board of Directors**

- 4.19 Call of Meeting – Meetings of the Board of Directors ("**Board Meetings**") will be held at any time and place as determined by the President or a majority of the Board of Directors.
- 4.20 Notice – Written notice, served other than by mail, of Board Meetings, will be given to all Directors at least seventy-two (72) hours prior to the scheduled meeting. No Notice of a Board Meetings is required if all Directors waive notice, or if those absent consent to the Board Meetings being held in their absence. In the event that the Board of Directors establishes a regular date or dates, or day or days in each calendar month with a regular place and time, no notices will thereafter will be required.
- 4.21 Number of Meetings – The Board of Directors will hold a minimum of four (4) Board Meetings per year.
- 4.22 Quorum – The quorum for the transaction of business at any Board Meetings shall consist of a majority of directors.
- a) In the event that the above quorum is not established at a Board Meetings duly called, the Board Meetings may be recessed and later reconvened at a date, time and place specified at the call of the recess, and all business listed on the original agenda shall be transacted by those Directors present at the reconvened Board Meeting,

who shall then constitute a quorum for conducting business.

- 4.23 Voting – Each Director is entitled to one vote, excluding the Past President who is not entitled to vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The President is entitled to a second vote upon a tie.
- 4.24 No Proxies – Directors may not vote via proxy at Board Meetings.
- 4.25 Board Meetings by Telephone - A Board Meeting may be held by telephone conference call or by means of other telecommunications technology in which the Board of Directors may communicate without delay and any Director who is unable to attend a Board Meeting may, by resolution of the Board of Directors, participate in a Board Meeting by telephone or other telecommunications technology as the Board may authorize, and such Director(s) who participate(s) in any such Board Meeting, where attendance by telephone or other telecommunications technology has been approved, are considered to have attended such Board Meeting.
- 4.26 Action in Writing - A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors, is as valid as if it had been passed at a meeting of the Board of Directors or a committee of Directors.
- Meetings by Telephonic or Electronic Means - If all the Directors present at or participating in a meeting consent, then any Director may participate in such meeting by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously.
- 4.27 Closed Meetings – Other than attendance by the Immediate Past President pursuant to Section 4.13 of the Bylaws, Board Meetings will be closed to Members and the public except by invitation of the Board of Directors.

#### **Powers of the Board of Directors**

- 4.28 Powers Except as otherwise provided in the Act or these Bylaws, the Board of Directors has all the powers of the Association, and may delegate any of its powers, duties and functions. Without limit the generality of the foregoing, the Board of Directors may:
- a) implement policies, procedures and rules for managing the affairs of the Association;
  - b) implement policies, procedures and rules relating to the registration of members and shall have the authority to register or deny members accordingly;
  - c) implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
  - d) implement policies, procedures and rules relating to the management of protests, appeals, disputes within the Association and shall have the authority to deal with all protests, disputes and appeals accordingly;
  - e) implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Association and shall have the authority to manage these accordingly; and
  - f) establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee.
- 4.29 Borrowing Powers – For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution.

#### **Validity of Acts of Directors**

- 4.30 Validity of Acts of Directors – No act of the Board of Directors or a Director will be nullified if it is discovered after the

fact that the Director was improperly appointed or elected.

## **ARTICLE V OFFICERS**

5.1 Composition – The Officers will be comprised of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, Treasurer, Immediate Past President, Executive Director and such other Officers as determined by the Board of Directors. No one Officer will hold more than one office.

5.2 Duties - The duties of Officers are as follows:

a) the President will:

- i. be the Senior Officer of the Association;
- ii. be responsible for the general supervision of the affairs and operations of the Association;
- iii. preside as Chair-Person at any Meetings of the Association and at Board Meetings and meetings of the Executive Committee, unless an alternate Executive Member or Director has been appointed to Chair;
- iv. be the official spokesman of the Association;
- v. neither move nor second any proposals or amendments thereto; and
- vi. perform such other duties as may from time to time be established by the Board of Directors.

b) The 1<sup>st</sup> Vice-President will:

- i. be the Senior Officer of the Association, next to the President;
- ii. support and assist the President in all duties;
- iii. oversee and supervise the Association's Outdoor Program;
- iv. in the absence of the President, have the authority of and perform the duties of the President;
- v. assume the position of President in the event that the President's position is vacant until the next Annual General Meeting; and
- vi. perform such other duties as may from time to time be established by the Board of Directors.

c) The 2<sup>nd</sup> Vice-President will:

- i. be the Senior Officer of the Association, next to the 1<sup>st</sup> Vice-President;
- ii. support and assist the President in all duties;
- iii. oversee and supervise the Association's Indoor Program;
- iv. in the absence of the 1<sup>st</sup> Vice-President, have the authority of and perform the duties of the 1<sup>st</sup> Vice-President; and
- v. perform such other duties as may from time to time be established by the Board of Directors.

d) The Treasurer will or will ensure for items ii – v that through Association Employees the tasks are completed.

- i. keep proper accounting records as required by the Act;
- ii. collect and record all dues and other funds received by the Association;
- iii. record all checks for expenditures and retain cancelled checks and receipts;
- iv. cause to be deposited all monies received by the Association in the Association's bank account;
- v. supervise the management and the disbursement of funds of the Association;
- vi. when required will provide the Board of Directors with an account of financial transactions and the financial position of the Association;
- vii. assist in the Association's audit;
- viii. prepare and submit the Society Annual Return to Alberta Registries; and
- ix. perform such other duties as may from time to time be established by the Board of Directors.

e) The Executive Director will:

- i. be an employee of the Association and act in the various capacities as determined by the Board of Directors;
- ii. keep accurate record of the minutes of all Meetings of the Association, Board Meetings and meetings of the Executive;
- iii. be responsible for the maintenance and custody of the books of the Association, which will be maintained at the Head Office of the Association;
- iv. act in the capacity of the Registrar of the Association;
- v. have charge of and maintain the records of all player and team registrations, and ensure that all rules of the Association pertaining to registration and upheld;
- vi. report directly to the President, and
- vii. perform such other duties as may from time to time be established by the Board of Directors.

f) The Immediate Past President will:

- i. perform such other duties as may from time to time be established by the Board of Directors; and
- ii. be a non-voting member of the Executive Committee and Board of Directors.

### **Executive Committee**

5.3 Executive Committee – The Executive Committee will be comprised of the Officers, excluding the Executive Director.

5.4 Authority - The Executive Committee will have the authority to oversee the implementation of policies of the Board of Directors during intervals between Board Meetings, conduct the business of the Association between Board Meetings, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board of Directors. All Executive Committee decisions will be presented before the Board of Directors for ratification at the next Board Meeting.

5.5 Executive Director - The Executive Director will attend all meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but will not authorized to vote there on any matters in their capacity as Executive Director.

5.6 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee Members.

5.7 Notice – Written notice, served other than by mail, of any meeting of the Executive Committee will be given to all Executive Committee Members at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence, or if the Executive establishes a regular date or dates, or day or days in each calendar month with a regular place and time.

5.8 Number of Meetings – The Executive Committee will hold at least two (2) meetings per year.

5.9 Quorum - Quorum will consist of fifty percent (50%) of the Executive's voting members.

5.10 Voting – Each Executive Committee member is entitled to one vote, excluding the Past President and Executive Director who are not entitled to vote. Voting will be by a show of hands, electronically or orally unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the President is entitled to a deciding vote.

5.11 No Proxies – Executive Committee member are not entitled to vote via proxy.

5.12 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board of Directors.

### **Standing and Other Committees**

- 5.13 Standing Committees – The Standing Committees of the Association are as follows:
- a) Finance and Audit – oversight over the organization’s assets, financial structure, investments, internal controls, preparation and audit of financial statements.
  - b) Governance and Nominating – board process and performance, including the selection and assessment of directors, recommendations of board policies and review of bylaws.
  - c) Discipline and Appeal – reviews, investigates and adjudicates complaints and cases of alleged misconduct by members.
  - d) Competitions and Technical - oversight over the organization’s programs, leagues and competitions.
  - e) Facility Development - to categorize, evaluate, and determine feasibility of facility development opportunities.
- 5.14 Composition and Responsibilities of Standing Committees – The Board of Directors will appoint members of Standing Committee or provide for the election of members of Standing Committee, will prescribe the duties and responsibilities of each Standing Committee via Terms of Reference and may delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the *Act* or these Bylaws.
- 5.15 Appointment of Other Committees - The Board of Directors may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees via Terms of Reference, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the *Act* or these Bylaws.
- 5.16 Reports – At each regular Board Meeting, each Committee will report its progress since the last meeting and final report will be tabled for the benefit of the Board of Directors and then for review and acceptance by the voting Members.
- 5.17 Quorum - A quorum for any committee will be the majority of its voting members.
- 5.18 Vacancy – Where a committee member position becomes vacant for whatever reason, the Board of Directors may appoint new members to fill the vacancy to any Standing Committee or may delegate through the Committee Terms of Reference this duty.
- 5.19 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.
- 5.20 Removal - The Board of Directors may remove any member of any Committee.
- 5.21 Debts – No committee will have the authority to incur debts in the name of the Association.

#### **Remuneration**

- 5.22 No Remuneration - All Directors, Officers, and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board of Directors.

#### **Conflict of Interest**

- 5.23 Conflict of Interest - All Members will conduct themselves in matters relating to real or perceived conflicts of interests in accordance with the *Act* and those policies that may be adopted by the Board from time to time.

### **ARTICLE VI FINANCE AND MANAGEMENT**

- 6.1 Fiscal Year – The fiscal year of the Association will be April 1st to March 31st, or such other period as the Board of Directors may determine from time to time.
- 6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board of Directors may designate.

- 6.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts, and records of the Association. The auditor will hold office until the next Annual General Meeting. The auditor will not be an Employee or a Director of the Association. The audited financial statement shall be filed in accordance with the requirements of the Act.
- 6.4 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The Books and records of the Association are open for inspection by the members at the head office of the Association upon seven (7) days notice during the Association's business hours.
- 6.5 Signing Authority – Signing authority to bind the Association will include any two of the Officers, excluding the Past President. Staffing agreements may be signed by the Executive Director.
- 6.6 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board of Directors may determine.
- 6.7 Borrowing - The Association may borrow funds upon such terms and conditions as defined in these Bylaws.
- 6.8 Expenditures – Expenditures not authorized through budget resolution in excess of five thousand dollars (\$5,000.00) will require Board of Directors approval.
- 6.9 Responsibility – The Association will not have any responsibility for any expenditure made, or any obligations assumed in the name of the Association by any Member, unless the Board of Directors of the Association has previously consented.

#### **ARTICLE VII AMENDMENT OF BYLAWS**

- 7.1 Voting – These Bylaws may only be amended, revised, repealed, or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote and registration in accordance with the Act, any amendments, revisions, addition, or deletions will be effective immediately.
- 7.2 Notice in Writing – Notice in writing is to be delivered to voting Members twenty-one (21) days or more prior to meeting at which it is to be considered at an Annual General Meeting.

#### **ARTICLE VIII NOTICE**

- 8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail courier, or other similar technologies so used in the future to the address of record of the Association, Director, or Member, as the case may be.
- 8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 8.3 Error in Notice - The accidental omission to give notice of a Board Meeting or any Meeting of the Association, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at a Board Meeting or any Meeting of the Association.

#### **ARTICLE IX DISSOLUTION**

- 9.1 Dissolution – In the case of dissolution of the Association, all proceeds shall be granted in favor of the Calgary Soccer Federation, provided payments of all liabilities of the Association have been met.

**ARTICLE X  
INDEMNIFICATION**

- 10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

**ARTICLE XI  
ADOPTION OF THESE BYLAWS**

- 11.1 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at the Meeting of the Association duly called and held on November 6, 2011.
- 11.2 Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.