

Smoky River Soccer Club- Bylaws

August 30, 2022

ARTICLE I

GENERAL

1.1. Purpose- These bylaws (the “**Bylaws**”) relate to the general conduct of the affairs of the Smoky River Soccer Club, 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 submitted therefore.
- b) **Annual General Meeting**- shall include any meeting of the Club, whereby the financial statements of the Club are presented in accordance with the *Act*.
- c) **Club**- Smoky River Soccer Club
- d) **Auditor**- an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Club for a report to the Members at the Annual General Meeting.
- e) **Board of Directors**- means collectively the Directors of the Club.
- 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) **Meeting of the Club**- shall include any Annual General Meeting or Special Meeting.
- i) **Officer**- an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws.
- j) **Ordinary Resolution**- a resolution passed by not less than a majority of the votes cast at a meeting on the Board of Directors, meeting of the Executive, meeting of a Committee, or a Meeting of the Club.
- k) **Special Meeting**- shall mean any Meeting of the Club, other than an Annual General Meeting.
- l) **Special Resolution**- means:
 - i) a resolution passed by no less than three-fourths (3/4) of the votes cast at a Meeting of the Club, for which less than twenty-one (21) day’s notice has been given, specifying the intention of the resolution; or
 - ii) a resolution passed by no less than three-fourths (3/4) of the votes cast at a Meeting of the Club, of which less than twenty-one (21) day’s notice has been given, provided all of the Members entitled to attend and vote at the Meeting of the Club so agree; or
 - iii) a resolution consented to in writing by all voting members who would have been entitled at a Meeting of the Club to vote on the resolution.

1.3 Head Office- The head office of the Club will be located at all times within the Province of Alberta as determined by the Directors by ordinary resolution. The Club 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.

1.4 No Gain for Members- The Club will be carried on without the purpose of gain for its Members and any profits or other accretions to the club will be used in promoting the club's objectives.

1.5 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 Club.

1.6 Conduct of Meetings- Unless otherwise specified in the Act or these Bylaws, Meetings of the Club and meetings of the Board of Directors will be conducted according to Roberts Rules of Order (current edition).

1.7 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.

1.8 Affiliation- The Club will be affiliated with the Northwest Peace Soccer Association, the Alberta Soccer Association and the Canadian Soccer Association.

1.9 Laws of the Game- The Club will support and maintain the principles of the Laws of the Game as established by F.F.A., except as those provided to accommodate regional differences in age or climatic conditions.

ARTICLE II

MEMBERSHIP

2.1 **Categories**- The Club shall have the following categories of membership:

a) Club Member- An organized soccer club 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 Club's policies, rules and regulations, which is registered with the Club and meets the following criteria:

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

ii) in the case of dissolution, the Club Member will gift to the Club all assets remaining after payment of all liabilities of the Club Member, unless otherwise specified in the Club Member's Bylaws.

b) Team Member- Any organized soccer team in the Smoky River area composed of Individual Members who agree to abide by the Club's bylaws, policies, rules and regulations and is registered with the Club.

c) Individual Member- Any individual who is participating in the sport of soccer as a player registered with a Team Member. For minors (under the age of 18), this includes one parent as a representative of the registered individual who will maintain the opportunity to cast a single vote on behalf of the registered individual.

d) Director- Any individual who is elected or appointed as a Director of the Club in accordance with these Bylaws, and has agreed to abide by the Club's bylaws, policies, procedures and rules and regulations.

2.2 Admission of Members- No team or individual will be admitted as a Member of the Club unless:

- a) the candidate member has made an application for membership in a manner prescribed by the Club, inclusive of name, address, email and phone number;
- b) the candidate member has agreed to comply with the Bylaws, policies, procedures, rules and regulations of the Club;
- c) 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
- d) the candidate member has paid dues as prescribed by the Board of Directors.

2.3 Membership Duration, Dues and Performance Bond

2.3.1 Year- Unless otherwise determined by the Board of Directors, the membership year of the Club will be May 1st –April 30th.

2.3.2 Duration- Membership is accorded on an annual basis and all Members will re-apply for membership each year.

2.3.3 Dues- Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.4. Withdrawal and Termination of Membership

2.4.1 Resignation- A Member may resign from the Club 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.

2.4.2 May Not Resign- A Member may not resign from the Club when the Member is subject to disciplinary investigation or action of the Club.

2.4.3 Arrears- A Member will be expelled from the Club by way of ordinary resolution of the Board of Directors for failing to pay membership dues or money owed to the Club by the deadline dates prescribed by the Club or otherwise fails to comply with the Rules and Regulations of the Club.

2.4.4 Discipline- In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Club in accordance with the Club's policies and procedures relating to discipline or Members.

2.4.5 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.

2.4.6 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 Member has been given at least five (5) business days notice of such meeting considering such removal and such Member be given an opportunity to be present and to be heard at such a meeting.

2.5 **Good Standing**

2.5.1 Definition- A Member of the Club 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 required by the Club;
- d) has complied with the Bylaws, policies, procedures, rules and regulations of the Club;
- e) is not subject to a disciplinary investigations or action by the Club, 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.

2.6 **Privileges**- Subject to these Bylaws and other governing documents of the Club, 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 Club;
- d) to attend and participate in any Meeting of the Club, subject to the Bylaws;
- e) participate in sanctioned leagues, games or tournaments of the Club; or
- f) participate in other events associated with the Club.

2.7 **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 a Meeting of the Club or be entitled to

other benefits and privileges or 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 CLUB

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 Club. 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 Club will hold Meetings of the Club at such a 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 Club's fiscal year end.

3.4 Notice- Notice of Meetings of the Club will be posted in a reasonably publically accessible venue (flyer, newspaper, on-line) at least thirty (30) days prior to the date of the meeting and written notice, including electronic notice will be given to all voting Members at least thirty (30) days prior to the date of any Meeting of the Club. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Adjournment- Any Meetings of the Club 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 Club 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 Executive, Board of Directors and Special Guests;
- c) Establishment of Quorum;
- d) Approval of Agenda;
- e) Adoption of Minutes of the previous Meeting of the Club;
- f) Business arising out of previous Meeting of the Club Minutes;
- g) Board of Directors, Committee and Staff Reports;

- h) Budget and Auditor's Report;
- i) Appointment of Auditor;
- j) Business as specified in the notice of the Meeting of the Club;
- k) New Business;
- l) Election of new Directors; and
- m) Adjournment

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

3.8 Quorum- A minimum representation of fifty (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 Club.

3.9 Closed Meetings- Meeting of the Club will be closed to the public except by invitation of the Board of Directors.

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

- a)

ARTICLE IV

GOVERNANCE

Composition of the Board of Directors

4.1 Directors- The Board of Directors will consist of up to seven (7) Directors comprised as follows:

- a) President
- b) Vice President Operations
- c) Treasurer; and
- d) a maximum of four (4) Directors at Large.

4.2 Election of Directors at Large

- a) 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 4.3 of the Bylaws, is a Member of the Club in Good Standing may be nominated for elections as a Director.
- b) Eligibility Restrictions-
 - i) Paid employees of the Club or any affiliated Association, League or Club are not eligible for election as a Director.
 - ii) 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.

4.3 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) Expertise 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 mechanism 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 (LLB);
- 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 skill, as may be determined from time to time by the Board of Directors

4.4 Nomination- Any nomination of an individual for election as a Director at Large will:

- a) include their written or verbal consent prior to, or at the Annual General Meeting of the Club;
- b) in the case that the number of accepted nominations exceed the number of vacant positions, lead to an election process described in 4.5.

4.5 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, Vice-President Operations, and up to two (2) Directors at Large will be elected by the voting Members at the Annual General Meeting held in even numbered years.
- e) the Treasurer and up to two (2) Directors at Large will be elected by the voting Members at the Annual General Meeting held in odd numbered years.

4.6 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 nominees receiving the fewest votes will be deleted from the list of nominees until there 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.

4.7 Terms

- a) Elected Board of Directors- elected Board of Directors positions will serve terms of two (2) 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.