

Corporate Registration # AB-0509279709

Date of Incorporation: March 30, 2001

CANMORE MINOR SOCCER CLUB

BYLAWS

AMENDED – March, 2012

1. PREAMBLE

1.1 The Club

The name of the Club is “Canmore Minor Soccer Club”, and will be referred to hereafter as the “Club” and/or “CMSC”.

2. DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

The following terms are defined in these bylaws as:

- 2.1.1 **Administrative Manager** means the employee, contractor, or Director responsible for managing the daily affairs of the Club.
- 2.1.2 **Club** or **CMSC** means the incorporated society “Canmore Minor Soccer Club”.
- 2.1.3 **Board** or **Board of Directors** means the Board of Directors of CMSC.
- 2.1.4 **Bylaws** mean the bylaws of the Club as amended.
- 2.1.5 **Committee Chair or Chairs** means the Chair of any Standing or Ad Hoc Committee
- 2.1.6 **Director** means an elected member of the Board of Directors
- 2.1.7 **Member** means a member of the Club
- 2.1.8 **President** is defined as the elected head of the Board of Directors of CMSC.
- 2.1.9 **Notice** means written notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Member, Director, or Club as the case may be.
- 2.1.10 **Special Resolution** means a resolution passed at a General Meeting of the Club under the following conditions: There must be twenty-one (21) days notice of this meeting; the notice must state the proposed resolution; there must be approval by a vote of 75% of votes present at the meeting.
- 2.1.11 **Voting Member** means a member entitled to vote, on his or her own behalf at meetings of the Club.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws

- a) **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- b) **Liberal Interpretation**: these Bylaws must be interpreted broadly and generously.

3. MEMBERSHIP

3.1 Eligibility

Any person interested in furthering the objectives of CMSC may apply for membership.

3.2 Term of Membership

Individual memberships in CMSC are effective upon receipt of all required information, documentation, and applicable fees. Individual memberships will expire annually, on a date determined by the Board.

3.3 Withdrawal

Any member wishing to withdraw membership in CMSC may do so upon notice in writing to the Board.

3.4 Expulsion

Any member may be removed by Special Resolution of the Board, or by Special Resolution of the membership, provided the member has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is voted upon.

3.5 Classes of Membership

- a) Competitors: Competitor-members are persons who support the objectives of the Club and have paid their annual membership fee. This class of membership is the only category which permits a member to compete in CMSC sanctioned events.
- b) Coaches: Coach-members are persons who support the objectives of the Club and have paid their annual membership fee. Coach-members must have completed basic training under the National Coaching Certification Program (or equivalent) to obtain this class of membership.
- c) Officials: Official-members are persons who support the objectives of the Club and have paid their annual membership fee.
- d) Volunteers: Volunteer-members are persons who support the objectives of the Club.
- e) Honorary: Honorary members are persons named by the Board, upon nomination by any CMSC member. Honorary members shall be levied no annual fee. Honorary members do not possess voting privileges. Honorary membership shall be in perpetuity.
- f) Life: Life members are persons entitled to membership in CMSC, including voting privileges, for the rest of their respective lives.
- g) Additional classes of membership may be established by the Board as required from time to time.

3.6 Membership Fees

Membership fees will be determined from time to time by the Board of Directors. Fees may be set individually for each class of membership.

4. MEETINGS OF THE CLUB

4.1 The Annual General Meeting

- 4.1.1 The Annual General Meeting of CMSC shall be held on or before the 30th of September in each year. The Board sets the place, day and time of the meeting.

4.1.2 Notice of the meeting shall be delivered in writing to each member 21 days prior to the date of the meeting. The notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- a) Adopting the Agenda;
- b) Adopting the minutes of the last Annual General Meeting;
- c) Considering the President's report;
- d) Reviewing the financial statements setting out the Club's income, disbursements, assets and liabilities, and the Auditors' report;
- e) Appointing the Auditors;
- f) Electing the President;
- g) Electing the Board of Directors;
- h) Considering matters specified in the meeting notice.

4.2 Special General Meeting of the Club

A Special General Meeting may be called at any time:

- a) By the Board of Directors or President to that effect; or
- b) on the written request of at least five (5) Directors; or
- c) by the President upon receipt of a petition signed by one-third of individual Club members, setting forth the reasons for calling such a meeting.

4.2.1 Notice of such a Special General Meeting shall be delivered in writing to each member 21 days prior to the date of the meeting. The notice must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting.

4.2.2 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

4.2.3 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirement as the Annual General Meeting.

4.3 Proceedings at the Annual General Meeting or Special General Meeting

4.3.1 Voting

Any individual member reaching the age of 17 years in the calendar year in which the meeting is held is eligible to vote at any meeting of the Club.

4.3.2 Quorum and Voting at Club Meetings

- a) Representation of five (5) % of eligible Individual member votes shall constitute quorum at an Annual General Meeting or Special General Meeting. Any eligible member is eligible to vote at Club Meetings or by providing a proxy to another eligible member present at the meeting. All proxies must be in writing and signed by the eligible member not attending the meeting. Proxy forms will be given to either the Secretary or President at the start of the meeting.
- b) Failure to reach Quorum – Annual General Meeting: In the case of the Annual General Meeting, if within thirty minutes of the appointed time quorum is not reached, the meeting shall be adjourned to such a time and place as fixed by the majority of voting delegates present. At the re-scheduled meeting, the members present shall constitute quorum.
- c) Failure to reach Quorum – Special General Meeting: In the case of a Special General Meeting, if within thirty minutes of the appointed time a quorum is not present, the meeting shall be dissolved.
- d) On matters of voting, a simple majority of votes cast at the meeting shall prevail, except in cases of Special Resolutions and matters regarding amendments to the bylaws, in which approval requires a 75% majority of votes cast at the meeting. Voting will be done by a show of hands.
- e) In case of a tie vote the meeting shall be recessed for 15 minutes, after which time the vote will be re-cast by secret ballot. Should the second vote also result in a tie, the motion shall be declared defeated.

4.4 Minutes of Meetings of the Club

Minutes of Meetings of the Club shall be taken by the Administrative Manager or designate. The Administrative Manager is responsible for keeping all Club minutes at the Club Head Office.

5. ELECTION AND APPOINTMENT OF DIRECTORS

5.1 Eligibility

In order to be eligible to be elected to the Board of Directors by the Voting Members, the nominee:

- a) Shall be an individual voting member of the Club;
- b) Shall be 18 years of age or older at the time of the meeting;
- c) Shall not be an employee of the Club.
- d) An individual not present when elected or appointed must consent in writing within 10 days of the election or appointment.

5.2 Election of Directors – Term of Office

- a) The Voting Members will elect the following Directors in even years, to two-year terms:

President	Director, Sponsorship
Director, Recreation Program	Registrar
Secretary	
- b) The Voting Members will elect the following Directors in odd years to two-year terms:

Director, Officials' Development	Treasurer
Director, Coaching Development	Director, Rep Program
- c) The candidate for each position receiving the greatest number of votes shall be elected as Director.
- d) In case a tie vote for Director, the meeting shall be recessed for 15 minutes after which time the vote shall be re-cast.
- e) Acclamation: Should only one declare candidacy for a Director's position, the Chair shall declare that person elected by acclamation.

5.3 Resignation or Removal of a Director

- a) A Director, including the President and Past-President, may resign from office by giving one month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accept the resignation.
- b) A Director may be removed from office by Special Resolution of the Board, or by Special Resolution of the membership, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is considered.

5.4 Board Vacancy

If there is a vacancy on the Board, the remaining Directors may appoint a Voting Member to fill that vacancy for the remainder of the term.

6. BOARD OF DIRECTORS

6.1 The Board of Directors

The property and business of CMSC shall be managed by a Board of Directors comprised of nine (9) members of the Club. The Board shall consist of duly elected members as follows:

- a) President
- b) Director, Recreation Program
- c) Director, Rep Program
- d) Treasurer
- e) Director – Sponsorship
- f) Director – Coaching Development
- g) Director – Officials' Development
- h) Registrar

- i) Secretary

6.2 Board Authority

The Board , subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, and the Societies Act of Alberta, has full control and management of the affairs of the Club. The powers and duties of the Board include:

- a) Promoting the objects of the Club;
- b) Promoting membership in the Club;
- c) Hiring employees and contractors to operate the Club;
- d) Regulating employees' and contractors' duties and setting their salaries;
- e) Maintaining and protecting the Club's assets and property;
- f) Approving an annual budget for the Club;
- g) Paying all expenses for operating and managing the Society;
- h) Paying persons for services and protecting persons from debts of the Club;
- i) Investing any extra monies;
- j) Financing the operations of the Club;
- k) Making policies for managing and operating the Club
- l) Approving all contracts for the Club;
- m) Maintaining all accounts and financial records of the Club;
- n) Appointing legal counsel as necessary;
- o) Making policies, rules and regulations for operating the Club and using its assets;
- p) Selling, disposing of, or mortgaging any or all of the property of the Club; and
- q) Without limiting the general responsibility of the Board, delegating its powers and duties to Committees or the paid Administrator of the Club.

6.3 Meetings of the Board

- a) Meetings of the Board shall be held as often as may be required, but at least once every four months, and should be called by the President.
- b) The President calls the meetings. The President also calls a meeting if any three (3) Directors make a request in writing and state the business for the meeting.
- c) Meetings of the Board shall be called by 15 days notice in writing to each member. This notice requirement may be shortened upon verbal agreement of all Board members.
- d) Any five Directors shall constitute a quorum at a Board meeting. Directors who have declared a conflict of interest shall be counted in determining a quorum.
- e) A majority of votes cast upon a motion shall be binding at each meeting. Each Director shall have one vote, except for the President, who shall vote only in case of a tie. This same stipulation applies to any other Director acting as Chair of a meeting of the Board.

- f) Meetings of the Board are open to Members of the Club, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.
- g) All Directors may agree to and pass a resolution. This resolution is valid as one passed at any Board meeting. It is not necessary to give notice or call a Board meeting. The date on the resolution is the date it is passed.
- h) A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- i) Irregularities, or errors made in good faith, do not invalidate acts done by any meeting of the Board.

6.4 Minutes of Meetings of the Board of Directors

Minutes of Meetings of the Board of Directors shall be taken by the Secretary or designate. The Administrative Manager is responsible for keeping all Board of Directors minutes at the Club Head Office.

7. DUTIES OF THE DIRECTORS

- a) **President:** The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Club and of the Board.
- b) **Director, Rep Program:** Shall be responsible for overseeing and managing the budget and all aspects of the Rep Program as laid out by the Board. He/She liaise with other Directors as appropriate.
- c) **Director Recreation Program:** Shall be responsible for overseeing and managing the budget and all aspects of the Recreation Program as laid out by the Board. He/She liaise with other Directors as appropriate.
- d) **Treasurer:** The Treasurer shall be responsible for the overall financial management of CMSC. He/she shall properly account for the funds of the Club and keep such funds as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Club.
- e) **Director, Coaching Development:** Shall represent the interests of athletes and coaches as such, and fulfill such other duties as assigned by the Board.
- f) **Director, Officials' Development:** Shall represent the interests of officials as such, lend technical expertise to the Board, and fulfill such other duties as assigned by the Board.
- g) **Director, Sponsorship:** Shall work to promote the activities of the Club to the public, raise money from sponsors and fulfill such other duties as assigned by the Board.
- h) **Secretary:** Shall convene all meetings of the Board and be responsible for the minutes of each meeting.

- l) **Registrar:** Shall be responsible for set up and administering online and manual registration systems.

8. OFFICERS

The Officers of the Club shall be the President, Treasurer and, Administrative Manager.

9. STANDING COMMITTEES

9.1 Appointment of Standing Committees

The Board is empowered to establish and disband such Standing Committees as it deems necessary to assist with the carrying out of the objectives of CMSC. Motions to establish Standing Committees must include specific Terms of Reference, which may be subsequently amended by the Board.

9.2 Quorum

Quorum for any Standing Committee will be the majority of its voting members.

9.3 Vacancy

Should a vacancy occur on any Standing Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

10. AD HOC COMMITTEES

10.1 Appointment of Ad Hoc Committees

The Board may appoint Ad Hoc Committees from time to time as required. The President shall appoint a Chair of any Ad Hoc Committee so appointed, subject to ratification of the Board, to serve for the duration of that Committee's deliberations. If Terms of Reference are not included in the motion to establish an Ad Hoc Committee, the Committee shall itself create Terms of Reference and submit these to the Board for approval.

10.2 Quorum

Quorum for any Ad Hoc Committee members will be the majority of its voting members.

10.3 Vacancy

Should a vacancy occur on any Ad Hoc Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

11. FINANCE AND BUSINESS MATTERS

11.1 Head Office

The head office of CMSC shall be located at the Town of Canmore in the Province of Alberta.

11.2 Books and Records

The Directors of the Club shall see that all necessary books and records of the Club required by the bylaws of the Club, or any applicable statute or law, are regularly and properly kept.

11.3 Reasonable Access

The books and records of the Club may be inspected by any member of the Club upon reasonable notice and arranging a time satisfactory to the Director, or Directors, having charge of same.

11.4 Notice

- a) Notice: Notice will mean written notice hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the Member, Director, or Club as the case may be.
- b) Date of Notice: The date of notice will be the date on which written notice is sent in cases of hand-delivery, fax, electronic mail, or courier.
- c) Error of Notice: The failure of any Director or member to receive notice, or an error in notice which does not affect its substance, will not invalidate any action taken at the meeting.

11.5 Fiscal Year

The fiscal year of the Club in each year will be November 1 through October 31.

11.6 Club Seal

The board may adopt a seal as the Seal of The Club, of which the Administrative Manager shall have control and custody unless the Board decides otherwise. The Seal of the Society may only be used by the Officers of the Club.

11.7 Cheques of the Club

- a) All cheques issued or endorsed in the name of the Club shall be signed by two of the following Board members: President, Treasurer and/or another Director determined by the Board.
- b) All cheques issued or endorsed in the name of the Club and from the Club's general accounts shall be signed by such Directors or employees of the Club in such a manner as may be determined by a motion of the Board. All cheques must be signed by two signing officers.

11.8 Contracts

All contracts of the Society must be signed by one or more Officers authorized to do so by Resolution of the Board.

11.9 Auditors

The books, accounts, and records of the Club shall be audited at least once each year by a duly qualified accountant or by two members of the Club elected for that purpose at the Annual General Meeting. A

complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Club. The Directors may fill any casual vacancy in the office of Auditor.

11.10 Borrowing Powers

Any borrowing must be approved by the Club at a General Meeting.

11.11 Protection and Indemnity of Directors

- a) Each Director holds office with protection from the Club. The Club indemnifies each Director against all costs or charges that may result from any act done in his/her role for the Club. The Club does not protect any Director for acts of fraud, dishonesty, or bad faith.
- b) No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful acts of any person, firm, or corporation dealing with the Club. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Club, unless the act is fraud, dishonesty, or bad faith.
- c) Directors can rely on the accuracy of any statement or report prepared by the Club's Auditors. Directors are not held liable for any loss or damage as a result of acting on that statement or report.

12. REMUNERATION

Unless authorized at any meeting of the Board and after notice of same shall have been given, no Director of the Club shall receive any remuneration for his/her services.

13. STAFF

The Club may employ, in such manner as it deems fit, staff to carry out its objectives. No employee shall be a voting member.

14. CONFLICT OF INTEREST

A Director or Committee Member who has a direct interest in a proposed motion, transaction, or issue, will disclose fully and promptly the nature and extent of such interest to the Board or Committee, and will refrain from voting, speaking in debate, and otherwise influencing the decision on such motion, transaction, or issue.

15. AMENDMENTS TO THE BYLAWS

15.1 Majority Approval

The Bylaws may on motion by any member be amended, by Special Resolution, at a General Meeting.

15.2 Prior Notice

Any proposed amendments to the bylaws must be circulated to all members in good standing at least 21 days prior to a duly called meeting at which it is proposed to vote upon the adoption of such amendment.

15.3 Effective Date

The bylaws which have been rescinded, altered, or added to by approval of the members, made in accordance with the Societies Act, shall come into effect when registered at the Corporate Registry.

15.4 Transition

- a) Members – The persons who were members of the Club immediately before these bylaws came into effect shall continue to be members.
- b) Directors – The Directors who held office immediately before these bylaws came into effect shall continue to hold office until the next Annual General Meeting. At the Annual General Meeting subsequent to the adoption of these bylaws, all Board positions shall be elected; in subsequent years, Board positions shall be elected in accordance with Article 6.2 – Election of Directors.
- c) Committees – Any Committees established immediately before these bylaws came into effect shall continue until dissolved or suspended by the Board.

16. DISSOLUTION

Upon dissolution of CMSC, all assets and funds are to be dispersed to a non-profit or charitable Club mutually agreed to by all members of the Board.