



CENTRAL ALBERTA SOCCER ASSOCIATION

SPECIAL GENERAL MEETING

MINUTES

January 19, 2026

Virtual

Attendance:

Membership Present: **Bashaw:** Jackie Gibson, **Bentley:** Sandra Bolding, **Camrose** – Grace Doucet (*arrived after the Bylaw vote*), **Central Alberta Men's League:** Andrew Hollingworth, **Innisfail:** Sarah Verburg, **Lacombe:** Jeff Mason, **Penhold:** Bart van der Loop, **Ponoka:** Lonny Behm, **Rimbey:** Christine Beerman, **Rocky Mountain House:** Oliva Atwater, **Spruce View:** Rolf van Benthem, **Sylvan Lake:** Kevin Breitreutz, **Wetaskiwin:** Simon Kelm, **The Dome (Associate Member)** – Noah Welch

Staff and Executive Present: **President** – Tracy Everett, **1st Vice-President:** Rob McArthur, **2nd Vice- President** – Andrew Vanderburg, **Treasurer** – Darla Preston, **Director-at-large 1:** Philip Ignacio, **Director-at-Large 2:** Tanya Breitreutz, **Executive Director** – Tammy Olson

Absent: Blackfalds, Clive, SC Central Alberta, Stettler

Meeting Called to Order: 7:15 pm

Quorum met: 13 of 18 Present (Camrose was not present for the By-Law vote, their delegate arrived late)

1. By-law Approval (2026 revisions) – as attached

- a. The following amendments to the distributed document were unanimously approved by the members present through a Special Resolution. **Motion:** By-Law Committee Chair – Tanya Breitreutz (Director-at-large 2) 2nd Sylvan Lake (K. Breitreutz). **All in Favour. CARRIED**
- **Article 14 Executive Board** – The document outlining the By-law revisions distributed to the membership did not incorporate the updated designation of the Executive Board members within Article 14, although it was applied in other sections of the revisions. *“The business of CASA shall be conducted by n Executive Board, which shall constitute the elected officers along with the Past-President of the Board who will act in an advisory capacity and have no vote”*
- **Article 25 3) i) 2)** – Proposed change rescinded to comply with Alberta Societies Act
Motion: Motion: By-Law Committee Chair – Tanya Breitreutz (Director-at-large 2) *“The 2026 By-law revisions be accepted as distributed to the membership (November 24, 2025) with the revisions as approved by Special resolution at this meeting”* 2nd Rimbey (C. Beerman). Twelve of the thirteen members present at the meeting IN FAVOUR. One OPPOSED. 92% Approved. **CARRIED**

2. 2026 Revised Annual Budget - as distributed (December 1, 2025)

Discussion. Fourteen of eighteen members are now present

Motion: Spruce View (R. van Benthem) *“I motion that the 2026 revised budget be accepted as presented”* 2nd Sylvan Lake (K. Breitreutz) . Thirteen in FAVOUR, One OPPOSED. **CARRIED**

Meeting Adjourned: 7:50 pm

Proposed Changes to By-laws

Alpha-numeric formatting that does not affect the composition of the by-laws were updated to be consistent within the By-Laws.

Article 2 a)

- a) "Executive Board" refers to the elected Officers of CASA elected at the annual General Meeting and consisting of:

- 1) President
- 2) 1st Vice-President
- 3) 2nd Vice-President
- 4) Treasurer
- 5) Director at Large
- 6) Director at Large

Suggested Amendment:

- a) "Executive Board" refers to the elected Officers of CASA elected at the Annual General Meeting and consisting of:

- 1) President
- 2) 1st Vice President
- 3) 2nd Vice President
- 4) Treasurer
- 5) Director at Large
- 6) Director at Large
- 7) Director at Large

Rationale: Extra Director at Large position added to allow for more involvement opportunity in the elected Executive Board for Active Members as well as to allow the President position to be only a tie breaker vote.

Article 2 b)

- b) "Executive Board" refers to the elected Officers along with the Past-President of CASA and the Presidents or his/her appointed designate of each Active and Associate Members of CASA.

Suggested Amendment:

- b) "Board of Directors" refers to the Presidents or his/her appointed designate of each Active and Associate Members of CASA.

Rationale : To clarify the difference between the two boards and going back to original by-laws. Establish roles and voting rights for both groups clearly.

Article 2 d)

- d) "Active Member" means a local soccer association within the district who is approved for membership by the Board and agrees to abide by the By-laws and Rules and Regulations set forth by CASA.

Suggested Amendment: Changed "Board" to "Board of Directors".

- d) "Active Member" means a local soccer association within the district who is approved for membership by the Board of Directors and agrees to abide by the By-laws and Rules and Regulations set forth by CASA.

Rationale: To clarify the difference between the two boards.

Article 2 e)

- e) "Associate Member" refers to organizations operating on a district basis such as school, academies, college, men's, and women's leagues who have been approved for membership by the Board and agree to abide by the By-laws set forth by CASA.

Suggested Amendment: Changed "Board" to "Board of Directors".

- e) "Associate Member" refers to organizations operating on a district basis such as school, academics, college, men's, and women's leagues who have been approved for membership by the Board of Directors and agree to abide by the By-laws set forth by CASA.

Rationale: To clarify the difference between the two boards.

Article 7 b)

Any application from a member to be admitted in membership shall be submitted, in writing, and the membership may be granted on a majority vote of the Executive Board of CASA, who will also decide the final classification of the application and the date of commencement of the membership. The position of the Board shall be verified at the next following Annual General Meeting. Where the Board decides against admittance, the application shall be reintroduced to the Annual General Meeting.

Suggested Amendment: Changed "Executive Board" to "Board of Directors".

- b) Any application from a member to be admitted in membership shall be submitted, in writing, and the membership may be granted on a majority vote of the Board of Directors of CASA, who will also decide the final classification of the application and the date of commencement of the membership. The position of the Board shall be verified at the next following Annual General Meeting.

Rationale: Clarification of roles and authority.

Article 7 c) ii)

who, by personal or business conduct violates any part of the by-laws or regulations of CASA, or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain its action. When such a hearing is being initiated by CASA, notice of such hearing shall be given to all concerned in writing, not less than 7 days before such hearing.

Suggested Amendment: Changed “Executive Board” of “Board” to “Board of Directors”.

- ii) Who, by personal or business conduct violates any part of the by-laws or regulations of CASA, or takes part in any conduct which does, or may, in the opinion of the Board of Directors bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board of Directors after an investigation has first been made at which the member concerned has been given proper hearing with a full opportunity to explain its action. When such a hearing is being initiated by CASA, notice of such hearing shall be given to all concerned in writing, not less than 7 days before such hearing.

Rationale: Clarification of roles and authority.

Article 7 d)

Any active member whose connection with CASA may be terminated by resignation, (which is to be communicated, in writing, to the Board through the CASA office) expulsion, or otherwise, shall forfeit all interest in the Association.

Suggested Amendment: Changed “Executive Board” of “Board” to “Board of Directors”.

- d) Any active member whose connection with CASA may be terminated by resignation, (which is to be communicated, in writing, to the Board of Directors through the CASA office) expulsion, or otherwise, shall forfeit all interest in the Association.

Rationale: Clarification of roles and authority.

Article 8.2

8.2 NOTICE

Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least twenty-one (21) days prior to the date of the meeting. Notice with a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

Suggested Amendment: Changed the “Auditor” to “employees”.

8.2 Notice

Written or electronic notice of the date of the Annual General Meeting of the Members will be given to all Members in good standing, Directors, and employees at least 21 days prior to the date of the meeting. Notice with a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

Rationale: Clarification of who will attend meetings.

Article 8.3

8.3 ANNUAL GENERAL MEETING

The Annual General Meeting of CASA shall normally be held each year prior to December 31st at a date and place determined by the Board. Notice in writing shall be given to all members of the Board, active members, associate members, and life members, at least three weeks prior, in writing, confirming the date and location of said meeting.

Suggested Amendment: Changed “Board” to “Executive Board” and “Board” to “Board of Directors”

8.3 Annual General Meeting

The Annual General Meeting of CASA shall be held each year prior to December 31st at a date and place determined by the Executive Board. Notice in writing shall be given to all members of the Board of Directors, active members, associate members, and life members, at least three weeks prior, in writing, confirming the date and location of said meeting.

Rationale: To clarify the difference between the two boards.

Article 8.3 a)

The order of Business at the Annual General Meeting will be as follows:

- Roll Call
- Establishment of quorum
- Declaration of any conflicts of interest.
- Approval of the Agenda
- Approval of the Minutes of the previous Annual General Meeting
- Business Arising from the Minutes
- Reports
- Budgets
- By-laws, Rules & Regulations Amendments of Governance Documents
- Election of Officers
- New Business
- Adjournment

Suggested Amendment: Changed “will” to “is recommended to be”.

a) The Order of Business at the Annual General Meeting is recommended to be as follows:

- Roll Call
- Establishment of quorum
- Declaration of any conflicts of interest
- Approval of the agenda
- Approval of the minutes of the previous AGM
- Business arising from the minutes
- Reports
- Budgets
- By-laws, Rules & Regulations Amendments of Governance Documents
- Election of officers
- New business
- Adjournment

Rationale: To allow for flexibility in meetings.

Article 8.3 b)

- 2) If within one hour from the time appointed for the Annual General Meeting a quorum is not present, it shall stand adjourned to the same day of the next week, at the same time and place and if at such adjournment meeting a quorum is not present, the members present shall constitute a quorum.

Suggested Amendment: Added “when possible” after “time and place”.

- b) If within one hour from the time appointed for the AGM a quorum is not present, it shall stand adjourned to the same day of the next week, at the same time and place when possible and if such adjournment meeting a quorum is not present, the members present shall constitute a quorum.

Rationale: Provide flexibility for more Active Members to attend meetings.

Article 8.4 a)

8.4 SPECIAL GENERAL MEETINGS

- 1) Special General Meetings may be called by the Executive Board by itself a written request signed by no less than 1/3 Active and Association Members. own motion. A Special General Meeting must be called within thirty (30) days.

Suggested Amendment: Added "The Board of Directors may also call one." Removed "by itself".

8.4 Special General Meetings

- a) Special General Meetings may be called by the Executive Board. The Board of Directors may also call one through a written request signed by no less than one third Active and Associate Members own motion. A Special General Meeting must be called within thirty (30) days.

Rationale: Clarifying language and authority of the Board of Directors.

Article 8.4 b)

- 2) All Members shall receive at least three weeks' written notice of the date, time, and location and specific issues of any Special General Meetings.

Suggested Amendment: Changed "three weeks' notice" to "two weeks' notice". Added "whenever possible. If an immediate need arises, all Members will receive as much notice as possible.

- b) All Members shall receive at least two weeks' notice of the date, time, and location and specific issues of any Special General Meetings whenever possible. If an immediate need arises, all Members will receive as much notice as possible.

Rationale: Two week timeline is more standard. Additions allow for flexibility when immediate needs arise.

Article 8.4 c)

- 3) Only the business as stated in the notice of the Special General Meeting shall be dealt with at the said meeting, except with the unanimous consent of those present.

Suggested Amendment: Changed "those" to "the Board of Directors present".

- c) Only the business as stated in the notice of the Special General Meeting shall be dealt with at the said meeting, except with the unanimous consent of the Board of Directors present.

Rationale: Clarifying language.

Article 11 a)

Article 11 QUORUM

- a) 50% plus one of the total numbers of Active and Associate Members shall constitute a quorum at any meeting of the Executive Board of CASA.

Suggested Amendment: Changed “Executive Board” to “Board of Directors”.

Article 11 QUORUM

- a) 50% plus one of the total numbers of Active and Associate Members shall constitute a quorum at any meeting of the Board of Directors of CASA.

Rationale: Clarification of roles and duties of the two boards.

Article 12 f)

- 6) The President shall have a casting vote only.

Elected Executive Board Members shall have a voice but no vote at any Annual General Meetings.

Suggested Amendment: Changed “President” to “CASA President” and “Annual General Meetings” to “Board of Directors meetings”.

- f) The CASA President shall have a casting vote only. Elected Executive Board Members shall have a voice but no vote at any Board of Directors meetings.

Rationale: Clarification language and allowing for all meetings not just the AGM.

Article 14 a)

Article 14 EXECUTIVE BOARD

- a) The business of CASA shall be conducted by an Executive Board, which shall constitute the elected Officers along with the Past-President of the Board and the Presidents or appointed designate of each Active and Associate Members of CASA.

Suggested Amendment: Clarified that the Past President will be an advisory position and no voting power.

Article 14 EXECUTIVE BOARD

- a) The business of CASA shall be conducted by an Executive Board, which shall constitute the elected Officers along with the Past-President of the Board who will act in an advisory capacity and have no vote and the Presidents or appointed designate of each Active and Associate Members of CASA.

Rationale: The Past President position is often vacant and should not included in quorum.

Article 14 b)

- b) Whereas the President of an Active Member has been elected as an elected officer of CASA, then the Vice-President of the Active Member shall become that member's representative on the Executive Board

Suggested Amendment: Changed "Executive Board" to "Board of Directors" and allowed for President of Active Members to choose their replacement if elected to the Board of Directors.

- b) Whereas the President of an Active Member has been elected as an elected officer of CASA, then the Vice President of the Active Member shall become that member's representative on the Board of Directors unless otherwise delegated.

Rationale: Clarified difference between boards. CASA should not be directing the inner workings of Active Members' clubs.

Article 14 e)

- e) For the position of President, the candidate must have previously served a minimum of one term as a CASA Director in the past 5 years.

Suggested Amendment: Removal from By-laws.

Rationale: Allows for options for position especially considering high board transition rates.

Article 14 e) (new 14 e) due to removal of old 14 e) and numbering mistakes in original by-laws)

- g) The elected Officers shall be the President, First Vice-President, Second Vice-President, Treasurer and 2 Directors-at-Large who shall be members of the Executive Board.

Suggested Amendment: Updated the number of Directors at Large from 2 to 3 and added stipulation for no more than 2 elected Executive Board members to be from the same soccer club.

- e) The elected officers shall be the President, First Vice President, Second Vice President, Treasurer, and 3 Directors at Large who shall be members of the Executive Board. No more than 2 of the elected officers may be associated with the same Active Member in that the individual is on that Active Member's board, plays soccer or coaches for the Active Member, or has an immediate family member (spouse, child) doing any of the same.

Rationale: An extra Director at Large and restriction of 2 per club allows for more participation from Active Members.

Article 14 g) (new 14 g) after suggested amendments above)

- i) The Past-President shall sit as a full member of the Executive Board with a two-year term, subject to annual extension by the Executive Board.

Suggested Amendment: Restrictions added for the Past President to be an advisor for a two year term and not a full voting member of the Executive Board.

- g) The Past President shall sit as an advisor on the Executive Board with a two year term, subject to annual extension by the Executive Board.

Rationale: The position is often vacant and should not count towards quorum.

Article 14 k) (new 14 k) after suggested amendments above) Not in current by-laws

Suggested Amendment: Added Associate Members to notification list and added the option for all members to attend Executive Board meetings as observers.

- k) Active and Associate Members will be notified by written notice for regularly scheduled meetings of the Executive Board. They will have the option to attend as observers only and will not participate in discussion or voting.

Rationale: Allows for transparency in the workings of the Executive Board.

Article 14 m) (new 14 m) after suggested amendments above)

- n) No Elected Officer shall continue in the same position for more than three consecutive terms without the express written consent of the membership

Suggested Amendment: Changed “membership” to “Board of Directors”.

- m) No Elected Officer shall continue in the same position for more than three consecutive terms without the express written consent of the Board of Directors.

Rationale: Clarification of language and authority.

Article 14 n) Not currently in by-laws

Suggested Amendment: Added requirement for the minutes of Executive Board meetings to be made available to Board of Directors within 3 weeks.

- n) Minutes of Executive Board meetings will be made available to the Board of Directors within 3 weeks.

Rationale: Allows for transparency for members unable to attend Executive Board meetings and allows for a historical record.

Article 15 a) & b)

Article 15 TENURE AND ELECTIONS

- 1) The following shall be elected for a three (3) year term at the Annual General Meeting held in even-numbered years:
 - President
 - Second Vice-President
 - Treasurer
- 2) The following shall be elected for a three (3) year term at the Annual General Meeting held in odd-numbered years:
 - First Vice-President
 - Director-at-large 1
 - Director-at-large 2
- 3) To be elected to the Executive Board a candidate must have a majority of the valid votes cast.

Suggested Amendment: Change term limits to be 2 years from 3 years. Addition of a third Director at Large.

Article 15 TENURE AND ELECTIONS

- a) The following shall be elected for a two (2) year term at the Annual General Meeting held in even numbered years:
 - i. President
 - ii. Second Vice President
 - iii. Treasurer
 - iv. Director at Large 3
- b) The following shall be elected for a two (2) year term at the Annual General Meeting held in odd numbered years:
 - i. First Vice President
 - ii. Director at Large 1
 - iii. Director at Large 2

Rationale: This allows logical election cycle (even & odd years) and greater opportunity for Active Members to participate on the Executive Board.

Article 15 c)

- 3) To be elected to the Executive Board a candidate must have a majority of the valid votes cast.

Suggested Amendment: Changed “majority of valid votes” to “more of the valid votes cast”.

- c) To be elected to the Executive Board a candidate must have more of the valid votes cast than any other candidate.

Rationale: Candidates may not get a majority vote given the number of Active Members voting.

Article 15 4) from current by-laws

- 4) If a person received a majority of the valid votes cast, he/she is elected.

Suggested Amendment: Remove from by-laws.

Rationale: Remove due to redundancy with Article 15 c) as above (or Article 15 3) before alpha-numerical updates.

Article 16 e)

5. DIRECTORS-AT-LARGE- (Two positions) shall have duties as prescribed. It shall be their duty to attend all general, and annual meetings of CASA and all Executive Board meetings,

Suggested Amendment: Updated to show three Directors at Large positions instead of two.

- e) Directors at Large – (Three positions) shall have duties as prescribed. It shall be their duty to attend all general and annual meetings of CASA and all Executive Board meetings.

Rationale: More ability for Active Members to become involved in the day to day running of CASA.

Article 17 a)

OBLIGATIONS AND POWERS OF THE EXECUTIVE BOARD

- 1) The Board's obligations and powers are.
 - a) shall be accountable to the Members of CASA.
 - b) The Board shall implement and control the policies, finances and general affairs of CASA in discharging its responsibilities to the members.
 - c) The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already herein expressly provided for.
 - d) It shall not be responsible for any expenditures made or any obligations assumed in the name of CASA by any members unless consent thereto has previously been given by the Board.
 - e) The Board may make rules governing the practice and procedures in relations to appeals and hearings of any nature.
 - f) No Director or Officer shall receive any compensation for performing their Director or Officer of CASA, other than reimbursement for out-of-pocket expenses incurred in the performance of their duties.

Suggested Amendment: Clarifying language to specify Executive Board and Board of Directors obligations and powers.

OBLIGATIONS AND POWERS OF THE EXECUTIVE BOARD

- a) The Executive Board's obligations and powers are:
 - i. Shall be accountable to the Members of CASA.
 - ii. The Executive Board shall implement and control the policies, finances and general affairs of CASA in discharging its responsibilities to the Members in accordance with the budget, by-laws, and policies as approved by the Board of Directors.
 - iii. The Executive Board shall have the power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations or otherwise, so far as it is not already herein expressly provided for.
 - iv. It shall not be responsible for any expenditures made or any obligations assumed in the name of CASA by any members unless consent thereto has previously been given by the Board of Directors.
 - v. The Executive Board may make rules governing the practice and procedures in relations to appeals and hearings of any nature.
 - vi. No Director or Officer shall receive any compensation for performing their Director or Officer of CASA, other than reimbursement for out-of-pocket expenses incurred in the performance of their duties.

Rationale: Executive Board authorities must be in accordance with the Board of Directors' approval of budget and by-laws.

Article 17 e) iii)

- c) The Executive Director shall be responsible for the preparation and custody of the minutes of proceedings of all meetings of CASA. Such minutes shall be always maintained in the registered office of the CASA and may be inspected by members at any time during normal business hours, following acceptance.

Suggested Amendment: Added “or appointed member of the Executive Board”

- iii. The Executive Director or appointed member of the Executive Board shall be responsible for the preparation and custody of the minutes of proceedings of all meetings of CASA. Such minutes shall always be maintained in the registered office of CASA and may be inspected by members at any time during normal business hours, following acceptance.

Rationale: The Executive Director may be busy with other timely duties and this allows for the minutes to be handled quicker by another delegate.

Article 18 b)

- 2. Should a vacancy occur on the Executive Board, the Board may appoint a person to fill the vacancy before the next Annual General Meeting.

Suggested Amendment: Clarification of procedure for filling open Executive Board positions.

- b) Should a vacancy occur on the Executive Board, the Board may appoint a person to fill the vacancy before the next Annual General Meeting. This appointed position would be subject to a by-election at the next Annual General Meeting to fulfill the original term.

Rationale: The Board of Directors alone may vote for Executive Board members to fulfill the term as set out in the By-laws.

Article 20 b)

- 2. The duties and salaries of the staff will be determined by the Executive Committee of the Board.

Suggested Amendment: Clarified board involved and added “within the budget and by-laws approved by the Board of Directors.

- b) The duties and salaries of the staff will be determined by the Executive Board within the budget and by-laws approved by the Board of Directors.

Rationale: The Executive Board must act within the approved boundaries of the Board of Directors.

Article 23 b)

2. Chairman of each and any Committee shall be appointed by the Board.

Suggested Amendment: Changed “ the Board” to “President of the Board”

- b) Chairman of each and any committee shall be appointed by the President of the Executive Board.

Rationale: Clarifies who appoints the chairman.

Article 25 e) i) 2)

- b. by the **vote of not less than 75% of those members** who, if entitled to do so, vote in person or by proxy.

Suggested Amendment: Required vote to amend by-laws will require 2/3 of membership not 75%.

2. ~~By the vote of not less than 75% of those members~~ who, if entitled to do so, vote in person or by proxy.

Rationale: It can be difficult to get involvement from a large portion of the Board of Directors for non-emergent meetings.