

## 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 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:

The Membership of the Association is composed of:

2.1.1. Full Members

2.1.1.1. Full Member means:

- 2.1.1.1.1. A club, team, or individual registered in either the CUSA Indoor or Outdoor leagues, or both, and
- 2.1.1.1.2. That they may attend by a Club or Team representative and vote at meetings of the Association in accordance with the Bylaws.

2.1.2. Affiliate Members, and

2.1.2.1. Affiliate Member means any association, league, club, or team:

- 2.1.2.1.1. That is not registered in a CUSA league.
- 2.1.2.1.2. That may attend by means of a team representative and participate in meetings of the Association but does not have voting privileges.

2.1.3. Life Members.

2.1.4. Life Member means:

- 2.1.4.1. A Member who has been accorded the privilege of Life Membership after due process of the Board of Directors and
- 2.1.4.2. That may attend and participate in the Association’s meeting but does not have voting privileges.

and for the purposes of the Bylaws, Full Members, Affiliate Member and Life Members 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:
  - 2.2.1. Has applied for either Full or Affiliate Membership,
  - 2.2.2. club bylaws, policies, rules, and regulations, if any, will be consistent with these Bylaws; and
  - 2.2.3. 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.
  - 2.4.1. Individual Members do not have a vote, only a Club or Team Member carries the vote.
- 2.5. 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.

## Admission of Members

- 2.6. 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

- 2.7. 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>.
- 2.8. Duration – Membership is accorded on an annual basis and all Members, excluding Honorary Members and Life Members, will re-apply for membership each year.
- 2.9. Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors. Life

Members will not be required to pay membership dues.

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

- 2.10. 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.
- 2.11. May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.
- 2.12. 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.
- 2.13. 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.
- 2.14. 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.
- 2.15. 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**

- 2.16. 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.
- 2.17. 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 receive notice of any Meeting of the Association;
  - c) to attend and participate in any Meeting of the Association, subject to the Bylaws;
  - d) participate in sanctioned leagues, games or tournaments of the Association; or
  - e) participate in other events associated with the Association.

- 2.18. 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 a meeting. The 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 Participation / Holding by Electronic Means – Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board may determine that the meeting be held entirely by telephonic or electronic.
- 3.5 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. The Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.
- 3.6 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.
- 3.7 Agenda – The agenda for the Annual General Meeting will at least include:
- a) Call to order;
  - b) Establishment of Quorum;
  - c) Declaration of any Conflicts of Interest;
  - d) Approval of the Agenda;
  - e) Adoption of Minutes of the previous Meeting of the Association;
  - f) Board of Directors, Committee and Staff Reports;
  - g) Report of Auditors and Budget;
  - h) Appointment of Auditors;
  - i) Business as specified in the notice of the Meeting of the Association;
  - j) Election of new Directors; and

- k) Adjournment.
- 3.8 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 or upon the sole discretion of the President or designate.
- 3.9 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.
- 3.10 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**

- 3.11 Voting Privileges - Unless otherwise specified under the Act, Full Members will have the following voting rights at all Meetings of the Association:
  - 3.11.1 Participation will be determined by one vote per team per program per season.
  - 3.11.2 Directors may attend Meetings of the Association but are not entitled to vote.
  - 3.11.3 Life Members—may attend Meetings of the Association but are not entitled to vote.
- 3.12 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).
- 3.13 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.
- 3.14 Proxy Voting – Members can vote by their representative only, no proxy votes.
- 3.15 Determination of Votes - Votes will be determined by a show of hands, in writing, orally, or electronic ballot, unless a secret or recorded ballot is requested by the ten percent (10%) of those Members voting at any Meeting of the Association. Elections require a secret ballot.
- 3.16 Majority of Votes – The following business shall be determined by a simple majority of the Members, 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.
- 3.17 Special Business - All business transacted at a Special Meeting and all business transacted at an Annual General Meeting, except those items listed in Section 3.16 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 nine (9) Directors comprised as follows:
  - a) President.
  - b) Vice-President.
  - c) Treasurer; and
  - d) a maximum of six (6) Directors at Large.

#### **Election of Directors at Large**

- 4.2 Eligibility - Any individual who is eighteen (18) years of age or older, who meets one or more of the skills and attributes defined in the Nomination Policy, 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 one (1) individual from each Club Member may be elected as a Director during the same term and only one (1) individual who is an active referee 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) Paid employees (including contractors/consultants) of the Association or any affiliated Association, League, or Club are not eligible for election as a Director.
  - c) 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 Nominating Committee – The Board of Directors may appoint a Nominating Committee which will be comprised of a minimum of three (3) individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations with the skills and characteristics defined in the Nominations Policy, for the election of the Directors at Large and may nominate additional candidates for the election of Directors at Large.
- 4.5 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.
- 4.6 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 in re-election.
- 4.6.1 A Board Member who is not at the end of their current term must resign (30 days) prior to seeking election for any position on the board.
- 4.7 Circulation of Nominations - Valid nominations will be circulated to voting Members six (6) days prior to any Meeting of the Association.

#### **Election of Directors**

- 4.8 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, and up to two (2) Directors-at-Large will be elected by the voting member at the Annual General Meeting held in year one (1) of the three (3) year voting cycle.
  - e) the Vice-President and up to two (2) Directors-at-Large will be elected by the voting members at the Annual General Meeting held in year two (2) of the three (3) year voting cycle.
  - f) the Treasurer and up to two (2) Directors-at-Large will be elected by the voting members at the Annual General Meeting held in year three (3) of the three (3) year voting cycle.
- 4.9 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 for an Executive Position – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be dropped 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 dropped 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.
- c) More Valid Nominations for the Directors at Large than positions available – The winners will be the nominees receiving the greatest number of votes until all available positions are filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If there continues to be a tie after the second vote, the winner will be decided by the Board of Directors by resolution.

#### **Terms**

- 4.10 Elected Directors Terms - Elected Directors will serve terms of three (3) 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.

#### **Immediate Past President**

- 4.11 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 one year following such individual's last term as President.
- 4.12 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**

- 4.13 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.
- 4.14 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.
- 4.15 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**

- 4.16 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

- 4.17 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.
- 4.18 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 be required.
- 4.19 Number of Meetings – The Board of Directors will hold a minimum of four (4) Board Meetings per year.
- 4.20 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.
- 4.21 Voting – The President is not entitled to a vote unless there is a tie, as a result, the President will be entitled to a vote to break the tie. Each Director except the President is entitled to one vote. The Past President 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.
- 4.22 No Proxies – Directors may not vote via proxy at Board Meetings.
- Board Meetings - A Board Meeting may be held in person, by teleconference or by means of other communications technology in which the Board of Directors may communicate without delay.
- 4.23 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.
- 4.24 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

- 4.25 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) Make or 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.

- 4.26 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**

- 4.27 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, Vice-President, Treasurer, 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- 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 spokesperson 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 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. in the absence of the President, have the authority of and perform the duties of the President;
- iv. assume the position of President in the event that the President's position is vacant until the next Annual General Meeting; and
- v. perform such other duties as may from time to time be established by the Board of Directors.

c) 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. Assist in preparing and submitting 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.

d) The Executive Director will:

- i. be the senior 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. report directly to the President, and
- v. perform such other duties as may from time to time be established by the Board of Directors.

### **Executive Committee**

- 5.3 Executive Committee – The Executive Committee will be comprised of the Officers, The Executive Director shall be an ex-officio member.
- 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 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.
- 5.6 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.
- 5.7 Number of Meetings – The Executive Committee will hold at least two (2) meetings per year.
- 5.8 Quorum - Quorum will consist of fifty percent (50%) of the Executive’s voting members.
- 5.9 Voting – Each Executive Committee member is entitled to one vote, excluding the Executive Director who is 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.
- 5.10 No Proxies – Executive Committee members are not entitled to vote via proxy.
- 5.11 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**

- 5.12 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.
- 5.13 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.
- 5.14 Appointment of Other Committees - The Board of Directors may appoint, or delegate duties to the Executive Director to 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.

- 5.15 Reports – At each regular Board Meeting, each Committee will report on its progress since the last meeting and the final report will be tabled for the benefit of the Board of Directors and then for review and acceptance by the voting Members.
- 5.16 Quorum - A quorum for any committee will be the majority of its voting members.
- 5.17 Vacancy – Where a committee member’s 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.
- 5.18 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.
- 5.19 Removal - The Board of Directors may remove any member of any Committee.
- 5.20 Debts – No committee will have the authority to incur debts in the name of the Association.

#### **Remuneration**

- 5.21 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**

- 5.22 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 will be in accordance with the Board approved Financial Policy on Signing and Spending Authorization.
- 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 on 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 event of dissolution of the Association, any distribution of the assets and properties remaining after payment of all outstanding liabilities shall be made to one or more voluntary non-profit organizations that align with the objects of Calgary United Soccer Association, as determined by the Board of Directors.
- 9.2 No action will be taken which contravenes the provisions of the *Societies Act* (Alberta).

#### **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, always, 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 June 20, 2023.

- 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.

#### **Phased Board Sizing Plan & Election of Directors**

1. At the Association's Annual Meeting on June 20, 2023, a motion for the approval of the new Bylaws & Phased Board Sizing Plan will be presented to the voting Members.
2. If approved, the new Bylaws & Phased Board Sizing Plan will be implemented effective the approval by the Register.
3. This document describes the composition and elections of Directors under the new Bylaws & Phased Board Sizing Plan.
4. The current Directors will continue to hold office until the Association's 2024 Annual Meeting and the elections at the Association's 2023 Annual Meeting will occur in accordance with the current Bylaws.
5. Thereafter, elections will occur as follows:
  - a. At the 2024 Association's Annual Meeting:
    - i. Treasurer - three (3) year term
    - ii. Two (2) Directors-at-Large – three (3) year term
  - b. At the 2025 Association's Annual Meeting:
    - i. President – one (1) year term
    - ii. Vice-President – three (3) year term
    - iii. Two (2) Directors-at-Large – three (3) year term
    - iv. Two (2) Directors-at-Large – one (1) year term
  - c. At the 2026 Association's Annual Meeting:
    - i. President – three (3) year-term
    - ii. Two (2) Directors-at-Large – three (3) year term
6. All subsequent elections will proceed in accordance with the new Bylaws.