

**CERTIFIED COPY OF A SPECIAL RESOLUTION OF THE
ST. ALBERT MINOR FOOTBALL ASSOCIATION
PASSED ON JANUARY 25, 2011**

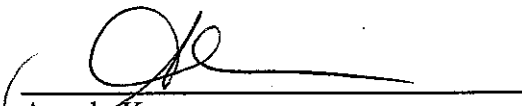


I, Angela Kerr, Secretary of the St. Albert Minor Football Association (SAMFA), hereby certify that the following Special Resolution was passed by the members of SAMFA at its Annual General Meeting on January 25, 2011.

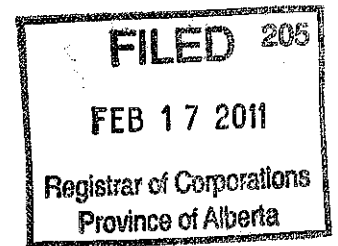
Over 21 days notice was given to all members advising of the proposed Resolution, with the notice providing a copy of the proposed new bylaws and indicating the proposed changes. The Resolution was passed by a vote of over 75% of those members who were entitled to vote.

The Special Resolution passed was:

That the attached revised Bylaws be adopted as the new bylaws of SAMFA and be filed with Corporate Registry.



Angela Kerr
Secretary, SAMFA
Signed February 1, 2011





Bylaws of St. Albert Minor Football Association

1 Article 1 - Preamble

1.1 The Society: The name of the Society is the St. Albert Minor Football Association, also referred to as SAMFA.

1.2 The Bylaws: The following articles set forth Bylaws of the St. Albert Minor Football Association.

2 Article 2 - Defining and Interpreting the Bylaws

2.1 Definitions: In these Bylaws, the following words have these meanings:

- a) Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- b) Annual General Meeting means the annual general meeting as described in Article 5.1.
- c) Board means the Board of Directors of the Society.
- d) Bylaws mean the Bylaws of this Society as amended.
- e) Directors means any person elected or appointed to the Board. This includes the President, Vice-Presidents, Secretary and Treasurer.
- f) General Meeting means the regularly held meetings described in Article 5.1 and 5.2.
- g) Member means a Member of the Society.
- h) Officers means any Officers listed in Article 6.2.
- i) Registered Office means the registered office for the Society.
- j) Register of Members means the registers maintained by the Board of Directors containing the names of the Members of the Society.
- k) Society means the St. Albert Minor Football Association.
- l) Special Meeting means the special general meeting described in Article 5.2.
- m) Special Resolution means:

- i. A resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the Members who vote in person;
- ii. A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All Members eligible to attend and vote at the General Meeting must agree; or
- iii. A resolution agreed to in writing by all Members eligible to vote on the resolution in person at a General Meeting.

2.2 Interpretation: The following rules of interpretation must be applied in interpreting these Bylaws.

- i. Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- ii. Gender: words indicating masculine also include feminine.
- iii. Corporation: words indicating persons also include corporations.
- iv. Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- v. Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

3 Article 3 - Objects of the Society

3.1 The objects of the Society are detailed in the Society's application for incorporation.

4 Article 4 - Membership

4.1 A Member is:

- a) any parent or guardian of a player registered to play football with the Society, provided that all applicable fees for that player have been paid and provided that the parent or guardian's name is listed on the player's registration form;
- b) any appointed or elected Board member or Committee member;
- c) any team staff of a Society football team.

4.2 Membership fees: The Board decides the annual membership fees and the payment date for membership fees.

4.3 Term of membership: Upon becoming a Member, a person's membership shall continue until July 31 of the following year.

4.4 Rights and Privileges of Members: Any Member is entitled to:

- a) attend any General Meeting of the Society; and
- b) speak at any General Meeting of the Society; and
- c) exercise other rights and privileges given to Members in the Bylaws.

4.5 Voting:

- a) Only Members can vote at the General Meetings of the Society.
- b) Number of Votes: Each Member is entitled to one (1) vote at a General Meeting of the Society.

4.6 Suspension of Membership

a) The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for a time determined at the Special Meeting for one or more of the following reasons:

- i. If the Member has failed to abide by the Bylaws;
- ii. If the Member has disrupted meetings or functions of the Society; or

iii. If the Member has done anything judged to be harmful to the Society or who has caused harm to the Society by failing to do something.

b) Notice to the Member

- i. The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended. The Member will receive at least two (2) weeks notice before the Special Meeting.
- ii. The notice will be sent by courier or registered mail to the last known address of the Member shown in the records of Society. The notice may also be delivered by an Officer of the Board.
- iii. The notice will state the reasons why suspension is being considered.
- iv. The Member will have an opportunity to appear before the Board to address the matter at the Special Meeting called for that purpose.
- v. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.
- vi. The Board may exclude the Member from its discussion of the matter, including the deciding vote.
- vii. The decision of the Board is final.

4.7 Termination of Membership

a) Resignation

- i. Any Member may resign from the Society by sending or delivering notice (written or otherwise) to any member of the Board.
- ii. Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

b) Death: The membership of a Member is ended upon his death.

c) Deemed Withdrawn: If the Board has good and sufficient cause, the Board may deem any Member to have withdrawn their membership.

d) Expulsion

- i. The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause deemed sufficient and in the best interests of the Society.
- ii. This decision is final.
- iii. Before a vote on the Special Resolution may be held, the Member shall receive the same notice of and opportunity to speak at the Special General Meeting as set out in Article 4.6 (b).
- iv. On passage of the Special Resolution, the name of the member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed.

e) **Transmission of Membership:** No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, withdraws or is expelled from the Society.

4.8 **Continued Liability for Debts Due:** Although a Member ceased to be a Member by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

4.9 **Limitation on the Liability of Members:** No Member is, in his individual capacity, liable for any debt or liability of the Society.

5 Article 5 - Meetings of the Society

5.1 The Annual General Meeting

- a) The Society holds its Annual General Meeting in St. Albert, Alberta no later than January 31st of the following year for each previous calendar year. The Board sets the place, day and time of the meeting.
- b) The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- c) **Agenda for the Meeting:** The Annual General Meeting deals with the following matters:

- i. Adopting the agenda;
- ii. Adopting the minutes of the last Annual General Meeting;
- iii. Considering matters specified in the meeting notice;
- iv. Considering the President's report;
- v. Reviewing the financial statements setting out the Society's income, disbursements, assets, and liabilities and the auditor's report;
- vi. Appointing auditors;
- vii. Electing the President;
- viii. Electing two Vice-Presidents;
- ix. Electing the Secretary;
- x. Electing the Treasurer;
- xi. Electing Directors;
- xii. Other specific motions that any Member has given notice of before the meeting is called.

d) **Quorum:** Attendance by fifteen (15) Members at the Annual General Meeting is a quorum.

5.2 Special General Meeting of the Society

a) **Calling of Special General meeting:** A Special General Meeting may be called at any time:

- i. by resolution of the Board of Directors;

- ii. on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting; or
- iii. on the written request of at least one-third (1/3) of the Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.

- b) Notice: The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.
- c) Agenda for Special General Meeting: Only the matters set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- d) Procedure at the Special General Meeting: Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or Special General Meeting

- a) Attendance by the Public: Meetings of the Society are not open to the public. Only Members of the Society and guests invited by the Board may be present.
- b) Failure to Reach Quorum: The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set start time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hours after the set start time of the second meeting, the meeting will proceed with the members in attendance.
- c) Presiding Officer
 - i. The President chairs every Meeting of the Society. A Vice-President will chair the Meeting in the absence of the President.
 - ii. If neither the President nor either Vice-President is present within one-half (1/2) hour after the set start time for the General Meeting, the Members present choose one (1) of the Members to chair.

d) Adjournment

- i. The President may adjourn any Meeting with the consent of the Members at the Meeting. The adjourned General Meeting conducts only unfinished business from the initial Meeting.
- ii. No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.
- iii. The Society must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

e) Voting

- i. Each Member has one (1) vote. A show of hands decides every vote at every Meeting. A ballot is used if at least five (5) Members request it.
- ii. The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
- iii. A Member may not vote by proxy.
- iv. The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- v. Five (5) Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- vi. Members may withdraw their request for a ballot.
- vii. The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.4 Failure to Give Notice: No action taken at a Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice does not affect the Meeting.

5.5 Written Resolution of All Members: All Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

5.6 Other Procedures Not Outlined within Bylaws: Where any procedures in these Bylaws are found lacking, the procedures followed will be those outlined in Robert's Rules of Order.

6 Article 6 – The Governance of the Society

6.1 The Board of Directors

- a) Governance and Management of the Society: The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.
- b) Powers and Duties of the Board: The Board has the powers of the Society, except as stated in the Societies Act. Those duties include:
 - i. promoting the objects of the Society;
 - ii. promoting membership in the Society;
 - iii. maintaining and protecting the Society's assets and property;

- iv. approving an annual budget for the Society;
- v. paying all expenses for operating and managing the Society;
- vi. paying persons for services and protecting persons from debts for the Society;
- vii. investing any extra monies;
- viii. financing the operations of the Society, and borrowing or raising monies;
- ix. making policies for managing and operating the Society;
- x. approving all contracts for the Society;
- xi. maintaining all accounts and financial records of the Society;
- xii. appointing legal counsel as necessary;
- xiii. making policies, rules and regulations for operating the Society and using its facilities and assets;
- xiv. selling, disposing of, or mortgaging any or all of the property of the Society; and
- xv. without limiting the general responsibility of the Board, delegating its powers and duties to the paid administrator of the Society.

c) Composition of the Board: The Board of Directors consists of:

- i. the President;
- ii. the 1st and 2nd Vice-Presidents;
- iii. the Secretary;
- iv. the Treasurer;
- v. Directors.

d) Election of Directors:

- i. At each Annual General Meeting of the Society, the Members elect a President, 1st and a 2nd Vice-President, Secretary, Treasurer and at least three (3) other Directors.
- ii. The Board may elect or appoint as many additional Directors as it deems necessary.
- iii. There is no limit to the number of times the Members may re-elect any President, Vice-Presidents, Secretary, Treasurer or other Directors.

e) Resignation, Death or Removal of a Director

- i. A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.
- ii. Members may remove any Director, including the President, Vice-Presidents, Secretary or Treasurer, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

iii. If there is a vacancy on the Board, the remaining Directors may appoint a Member or such other individual who qualifies to fill that vacancy for the remainder of the term.

f) Meetings of the Board

i. The Board holds at least six (6) meetings each year.

ii. The President calls the Board meetings. The President also calls a Board meeting if any two (2) Directors make a request in writing that states the business of the meeting.

iii. Ten (10) days' notice is given for Board meetings. Notice may be given at the current meeting for the next meeting or by e-mail or other means. Board Members may waive notice.

iv. Six (6) Directors present at any Board meeting is a quorum.

v. If there is no quorum, the President adjourns the meeting to the same time, place and day of the following week. At least five (5) Directors present at this later meeting is a quorum.

vi. Each Director has one (1) vote.

vii. The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

viii. Meetings of the Board are open to Members of the Society, but only Directors may vote unless the Directors present at the meeting unanimously agree to invite the Members present to vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

ix. All Directors may agree to and sign a resolution, which is as valid as a resolution passed at a Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.

x. Directors may also agree to a resolution by majority vote conducted through email or other electronic means.

xi. A meeting of the Board may be held by a conference call or on-line meeting. Directors who participate in this method of meeting are considered present for the meeting.

xii. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

xiii. A Director may waive formal notice of a meeting.

6.2 Officers

a) The Officers of the Society are Directors and hold the special titles of President, Vice-Presidents, Secretary, and Treasurer.

b) Officers are elected at the Annual General Meeting. Their term is one (1) year.

c) The Officers hold office until reelected or until a successor is elected.

d) There is no limitation on the number of terms Officers may serve.

e) Duties of Officers

i. The President:

- 1) supervises the affairs of Board;
- 2) when present, chairs all meeting of the Society and the Board;
- 3) is an ex-officio member of all Committees;
- 4) acts as the spokesperson for the Society;
- 5) carries out other duties assigned by the Board.

ii. The Vice-Presidents:

- 1) preside at meetings in the President's absence. If both Vice-Presidents are absent, the Directors elect a Chairperson for the meeting;
- 2) replace the President at various functions when asked to do so by the President or the Board;
- 3) carry out other duties assigned by the Board.

iii. The Secretary:

- 1) attends all meetings of the Society;
- 2) keeps accurate minutes of these meetings;
- 3) has charge of the Board's correspondence;
- 4) makes sure all notices of various meetings are sent;
- 5) keeps the Seal of the Society;
- 6) files the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry and;
- 7) Carries out other duties assigned by the Board.

iv. The Treasurer:

- 1) makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch, credit union or trust company chosen by the Board;
- 2) makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- 3) makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- 4) carries out other duties assigned by the Board.

6.3 Board Committees

- a) **Establishing Committees:** The President may form committees to advise the Board and appoint Members to the committees.
- b) **General Procedures for Committees**
 - i. A Board Member chairs each committee created by the Board.
 - ii. The Chairperson calls committee meetings and provides reports to each Board meeting at the Board's request;
 - iii. Notice of the committee meeting must be mailed or e-mailed five (5) business days before the scheduled date of the meeting. The notice states the day, place and time of the committee meeting. Committee members may waive notice.
 - iv. A majority of the committee members present at a meeting is a quorum.
 - v. Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.
- c) **Standing Committees:** The Board shall establish four (4) standing committees:
 - i. Registrar;
 - ii. Fields, Assets and Facilities;
 - iii. Communications;
 - iv. Fundraising.

7 Article 7 – Finance and Other Management Matters

7.1 The Registered Office of the Society is located in St. Albert, Alberta.

7.2 Finance and Auditing

- a) The fiscal year of the Society ends on December 31 of each year.
- b) There must be an audit of the books, accounts and records of the Society annually by a qualified Accountant or two members of the Board of Directors appointed at each Annual General Meeting.

7.3 Seal of the Society

- a) The Board must adopt a Seal of the Society.
- b) The Secretary has control and custody of the seal, unless otherwise directed by the Board.
- c) The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name authorized Officers.

7.4 Cheques and Contracts of the Society

- a) Signing Officers of the Society shall be appointed by resolution at the Annual General meeting and must sign all cheques drawn on the monies of the Society. Two authorized signatures are required on all cheques.
- b) All contracts of the Society must be signed by two Signing Officers or two other Directors authorized by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society

- a) The Secretary keeps a copy of the Minute Books and records minutes of all Meetings of the Members and of the Board.
- b) The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all Meetings of the Society.
- c) The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.
- d) A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.
- e) Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.
- f) All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.
- g) Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

- a) The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- b) The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7 Payments

- a) No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.
- b) Reasonable expenses incurred while carrying duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

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

8 Article 8 - Amending the Bylaws

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.

8.2 The twenty-one (21) days' notice of the Annual General or Special General meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and upon being accepted by the Corporate Registry of Alberta.

9 Article 9 - Distributing Assets and Dissolving the Society

9.1 The Society does not pay any dividends or distribute its property among its Members.

9.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objectives that are similar to those Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Society.