

BYLAWS
OF THE
SEXSMITH FOOTBALL CLUB

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ARTICLE 1 – PREAMBLE

1.1 The Society

The name of the Society is the Sexsmith Football Club, which may also be referred to as the SFC or the Society.

1.1.1 Mission Statement

To build, develop, and grow a highly visible youth football program dedicated to the development of the young men and women in our community. Our goal is to support, encourage, and enable youth to benefit from participating in football in a safe and structured environment. Through our programs we teach sportsmanship, fundamentals, teamwork, skills, and knowledge that youth will use throughout their lives. This includes the opportunity to encourage leadership, good citizenship, and above all else to foster unity among youth athletes through participation in, and support of, this organization. Ultimately, we are building a community of young men and women with true character.

1.2 The Bylaws

The following articles set forth the Bylaws of the Sexsmith Football Club.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

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

2.1.1 “Act” means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.

2.1.2 “Annual General Meeting” means the annual general meeting described in Article 5.1.

2.1.3 “Board” means the Board of Directors of this Society.

2.1.4 “Bylaws” mean the Bylaws of this Society as amended.

2.1.5 “Director” means any person elected or appointed to the Board. This includes the President.

2.1.6 “General Meeting” means the Annual General Meeting and a Special General Meeting.

2.1.7 “Member” means a Member of the Society.

2.1.8 “Officer” means any Officer listed in Article 6.2

2.1.9 “Registered Office” means the registered office for the Society.

2.1.10 “Register of Members” means the register maintained by the Board of Directors containing the names of the Members of the Society.

2.1.11 “Society” means the Sexsmith Football Club.

2.1.12 “Special Meeting” means the special general meeting described in Article 5.2.

2.1.13 “Special Resolution” means:

(a) 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 voting Members who vote in person;

- (b) A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- (c) A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.1.14 "Voting Member" means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation: The following rules are to be applied in interpreting these bylaws:

- 2.2.1** Words indicating the singular number also include the plural, and vice-versa.
- 2.2.2** Words indicating the masculine gender include the feminine and vice-versa.
- 2.2.3** Words indicating persons also include corporations.
- 2.2.4** Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.5** Liberal Interpretation: these Bylaws must be interpreted broadly and generously.
- 2.2.6** Parliamentary Authority - Roberts Rules of Order - Newly Revised shall apply on all questions of procedure and parliamentary law not specified in these bylaws or the requirements of the Societies Act of Alberta.

ARTICLE 3 - OBJECTS OF THE SOCIETY

3.1 The Objects of the Society are detailed in the Article of Incorporation.

ARTICLE 4 - MEMBERSHIP

4.1 Categories of Membership

4.1.1 Voting Members

- 4.1.1.1 Parents or Legal Guardians of players** (children) shall become voting members of the SFC upon acceptance of the player's completed and paid registration to participate in the current year's football season.
- 4.1.1.2** All current registered **Head Coaches** and **Assistant Coaches** over 18 years of age, as of the date of the meeting, shall automatically become voting members.
- 4.1.1.3 Associate Members** shall be voting members. An adult with skills or qualifications that would benefit SFC but has no ties or affiliation to SFC may become an Associate Member. They would be sponsored by a current voting Member in good standing. Their membership would be voted on during an in-camera meeting of the Board, with a minimum 75% approval vote required.

4.1.2 Non-Voting Members

- 4.1.2.1 Players** shall become non-voting members of the SFC upon acceptance of the player's completed and paid registration to participate in the current year's football season.
- 4.1.2.2** Current registered **Junior coaches** shall be non-voting members.
- 4.1.2.3 Honourary Membership** may be granted to non-members who have contributed to or performed extremely beneficial service for the Society. There are no privileges of membership included with this honour except that attendance at meetings, without voting rights, is welcomed. Their membership would be voted on during an in-camera meeting of the Board, with a minimum 75% approval vote required.

4.2 Membership Fees

- 4.2.1** The membership year is from January 1 in each year to December 31 in the same year.
- 4.2.2** Membership shall be on an annual basis, and all membership fees, except as otherwise provided, shall be due each year as per registration dates for each football program.

4.2.3 Annual membership fees, dues, assessments, or registration fees for each category of Members shall be decided by a majority vote of the Board.

4.3 Rights and Privileges of Members

4.3.1 Any Member in good standing, except as defined in Article 6.1.6.8, is entitled to:

- (a) Receive notice of meetings of the Society;
- (b) Attend any meeting of the Society;
- (c) Speak at any meeting of the Society; and
- (d) Exercise other rights and privileges given to Members in these bylaws.

4.3.2 Stand for election to any Office of the Society providing they are a resident of Alberta and over the age of 18.

4.3.2.1 Head Coaches may not be President;

4.3.3 Inspect the books and records of the Society at a mutually agreeable time upon written application to the Board.

4.4. Number of Votes

4.4.1 Voting Members are entitled to vote at a meeting of the Society in the following manner:

- (a) Each registered Head Coach is entitled to one vote;
- (b) Each registered Assistant Coach over 18 years of age, as of the date of the meeting, is entitled to one vote;
- (c) Each Associate Member is entitled to one vote;
- (d) Parents or Legal Guardians of registered players are entitled to one single vote per adult member present at the meeting up to a maximum of 2 votes per family;

Example:

- (i) Two or more Parents or Legal Guardians present at the meeting with one player registered are entitled to two (2) votes;
- (ii) Two or more Parents or Legal Guardians present at the meeting with 2 or more players registered are entitled to two (2) votes;
- (iii) One Parent or Legal Guardian present at the meeting with 2 or more players registered is entitled to one (1) vote.

4.4.2 Member In Good Standing: A Member is in good standing when:

- (a) The Member has paid membership fees or other required fees to the Society; and
- (b) The Member is not withdrawn, suspended, terminated or expelled as a Member as provided for in Article 4.5 and 4.6

4.5 Lapse of Membership

4.5.1 Membership shall be deemed to have lapsed if a member's annual fees are not paid within thirty days of the due date, and the member shall no longer be considered a member in good standing. Membership may be restored upon payment of such dues.

4.5.2 Any member who allows his membership to lapse, who resigns or withdraws, shall forfeit all rights to, or claims upon the Society's funds and effects.

4.6 Suspension or Termination of Membership

4.6.1 If any member is in arrears for fees, volunteer cheques, or assessments for any football program (Atom, Peewee, Spring Camp, Bantam), such member shall be automatically suspended seven (7) days after the first game of that football program and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

4.6.2 Any member may resign by written notification to the Registered Office of the Society.

4.6.3 Any person who is guilty of unethical practices or any cause which the SFC Board may deem reasonable, may be refused membership or have their membership terminated by a vote of no less than two-thirds (2/3) of the Board. Such refusal or termination may be appealed to the Annual General Meeting with written notice of the appeal to be in the hands of the Secretary of the Society not less than ten (10) days prior to said meeting.

4.7 Transmission of Membership

4.7.1 No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is terminated from the Society.

4.8 Continued Liability for Debts Due

4.8.1 Although a Member ceases to be a Member, by death, resignation or otherwise, that Member 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

4.9.1 No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 5 - GENERAL MEETINGS OF THE SOCIETY

5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no later than December 31 of each calendar year in Sexsmith, Alberta. The Board sets the place, date and time of the meeting.

5.1.2 The Secretary mails or emails 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.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- (a) Roll call or checking of membership registration;
- (b) Adopting the agenda;
- (c) Adopting the minutes of the last Annual General Meeting;
- (d) Considering the President's report;
- (e) Reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- (f) Appointing the auditors for financial auditing;
- (g) Electing the President;
- (h) Electing the Members of the Board;
- (i) Considering matters specified in the meeting notice.

5.1.4 Quorum: Attendance by 15 of the Voting Members at the Annual General Meeting shall constitute a quorum.

5.2 Special General Meeting of the Society

5.2.1 Calling of Special General Meeting. A Special General Meeting may be called at any time:

- (a) By a resolution of the Board of Directors to that effect; or

- (b) 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 this Special General Meeting; or
 - (c) On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- 5.2.2** Notice. The Secretary mails, emails 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.
- 5.2.3** Agenda for Special General Meeting. Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 5.2.4** Procedure at the Special General Meeting. Any Special General Meeting has the same method of voting (5.3.5.1) and the same quorum requirements as the Annual General Meeting (5.1.4).

5.3 Proceedings at the Annual or a Special General Meeting

5.3.1 Attendance by the Public

5.3.1.1 General Meetings of the Society are open to Members only. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

5.3.2.1 The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set 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) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 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.

5.3.5 Voting

5.3.5.1 Each Voting Member has the number of votes as defined in Article 4.4.1. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 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.

5.3.5.3 A Voting Member may not vote by proxy.

5.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

- 5.3.5.5 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.
- 5.3.5.6 Five Voting 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.
- 5.3.5.7 Members may withdraw their request for a ballot.
- 5.3.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
- 5.3.6 Failure to Give Notice of Meeting
 - 5.3.6.1 No action taken at a General 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 that does not affect the meaning.
- 5.3.7 Written Resolution of All the Voting Members.
 - 5.3.7.1 All Voting 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.

ARTICLE 6 - THE GOVERNANCE OF THE SOCIETY

6.1 The Board of Directors

6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act.

The powers and duties of the Board include:

- (a) Promoting the objects of the Society;
- (b) Promoting membership in the Society;
- (c) Maintaining and protecting the Society's assets and property;
- (d) Approving an annual budget for the Society;
- (e) Paying all expenses for operating and managing the Society;
- (f) Paying persons for services and protecting persons from debts of the Society;
- (g) Investing any extra monies;
- (h) Financing the operations of the Society, and borrowing or raising monies;
- (i) Making policies for managing the Society;
- (j) Approving all contracts for the Society;
- (k) Maintaining all accounts and financial records of the Society;
- (l) Appointing legal counsel as necessary;
- (m) Making policies, rules and regulations for operating the Society and using its facilities and assets;
- (n) Selling or disposing of any or all of the property of the Society.

6.1.3 Composition of the Board

The Board consists of:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Resolutions Coordinator Director;
- (f) Coach Liaison Director;
- (g) Publicity and Communications Director;
- (h) Director at Large.

6.1.4 Election of the Directors, Officers and the President

- 6.1.4.1** At the first Annual General Meeting of the Society, the Voting Members elect the Officers and Directors stated in 6.1.3 for a 1 year term.
- 6.1.4.2** At each succeeding Annual General Meeting, Voting Members elect the Officers and Directors, each serving a term that ends when their successors are installed at the next Annual General Meeting.
- 6.1.4.3** Voting members may re-elect any Officers and Director of the Board for a non-limited number of consecutive terms.
- 6.1.4.4** Voting members elect the President at the Annual General Meeting.
The President can serve for a non-limited number of consecutive terms, which includes any consecutive terms as a Director or Officer of the Board.

6.1.5 Resignation, Death or Removal of a Director

- 6.1.5.1** A Director, including the President, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.
- 6.1.5.2** Voting Members may remove any Director including the President, before the end of the term. There must be a majority vote at a Special General Meeting called for this purpose.
- 6.1.5.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

6.1.6 Meetings of the Board

- 6.1.6.1** The Board holds at least six (6) meetings each year.
- 6.1.6.2** The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 6.1.6.3** Ten (10) days' notice for Board meetings is mailed or emailed to each Board Member. There may be five (5) days' notice by telephone, or email. Board Members may waive notice.
- 6.1.6.4** A majority of the Directors present at any Board meeting is a quorum.
- 6.1.6.5** If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least four (4) Directors present at this later meeting is a quorum.
- 6.1.6.6** Each Director, including the President, has one (1) vote.
- 6.1.6.7** 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.
- 6.1.6.8** Meetings of the Board may be attended by Members of the Society provided they request to attend by email or in writing 48 hours prior to the meeting stating the specific purpose to attend, but only Directors and Officers may 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.
- 6.1.6.9** All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any 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.
- 6.1.6.10** A meeting of the Board may be held by a conference or video call. Directors who participate in this call are considered present for the meeting.
- 6.1.6.11** Any Director who misses two (2) consecutive meetings of the Board or three (3) meetings in a calendar year without prior Board approval will be deemed to have resigned from the Board.
- 6.1.6.12** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 6.1.6.13** A Director may waive formal notice of a meeting.

6.2 Officers

6.2.1 The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

6.2.3 The Officers hold office until the Annual General Meeting, where elections are held.

6.3 Duties of the Officers and Directors of the Society

6.3.1 The President:

- (a) Supervises the affairs of the Board, when present, chairs all meetings of the Society, the Board and the Executive Committee;
- (b) Is an ex officio member of all Committees;
- (c) Acts as the spokesperson for the Society including handling all media requests;
- (d) Prepares the agenda for meetings;
- (e) Prepares and submits to the Annual General Meeting, a statement and report of the preceding year for approval of the membership present at the Annual General Meeting;
- (f) Approves the signing officers for all transactions of the club;
- (g) Prepares a general speech regarding the football season for all awards banquets and make themselves available for each of those banquets;
- (h) Is responsible for all keys to the clubhouse and distribution to appropriate individuals;
- (i) Works closely with Publicity and Communications Director to help develop, create or assist with all communications or publicity; and
- (j) Carries out other duties assigned by the Board.

6.3.2 The Vice-President:

- (a) Presides at meetings in the President's absence. If the Vice President is absent, the Directors elect a Chairperson for the meeting;
- (b) Replaces the President at various functions when asked to do so by the President or the Board;
- (c) Is a member of the Executive Committee;
- (d) Facilitates all fund raising activities including, but not limited to, Raffles, 50-50, Steak Supper Night and Auction, Casino Events, Silent Auctions, Grant Applications, Sponsorships, or any other activities as needed; and
- (e) Carries out other duties assigned by the Board.

6.3.3 The Secretary:

- (a) Attends all meetings of the Society, the Board and the Executive Committee;
- (b) Takes and distributes accurate minutes of these meetings;
- (c) Has charge of the Board's correspondence;
- (d) Keeps a register of names and addresses of all Members of the Society;
- (e) Notifies all members of various meetings or other required functions;
- (f) Ensures annual fees are collected and deposited;
- (g) Keeps the Seal of the Society;
- (h) Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- (i) Carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- (a) Ensures all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company approved by the Board;
- (b) Provides a detailed account of revenues and expenditures to the Board as requested;
- (c) Prepares a budget for the year;
- (d) Arranges the annual audit;

- (e) Presents the audited statement of the financial position of the Society at the Annual General Meeting;
- (f) Is a member of the Executive Committee;
- (g) Shall be one of the signing officers; and
- (h) Carries out other duties assigned by the Board.

6.3.5 The Resolution Coordinator Director:

- (a) Hears concerns or grievances related to the SFC and resolves the concerns or grievances;
- (b) Carries out other duties assigned by the Board.

6.3.6 The Coach Liaison Director:

- (a) Is a Head Coach or Assistant Coach of a SFC program;
- (b) Attends Board meetings and brings forward concerns from coaching staff to the Board;
- (c) Provides input on coaching, equipment, related items and other business;
- (d) Carries out other duties assigned by the Board.

6.3.7 Publicity and Communications Director:

- (j) Takes direction from and works closely with the President. Has the overall responsibility for the following, but may delegate or share duties with others as required:
 - i. Maintains and provides updates of communication through all media including, but not limited to, Email, Website, Sports Engine, and Facebook;
 - ii. Assists in recruiting player registrations by preparing and distributing registration information for the SFC to appropriate locations such as schools, clubs and social media;
 - iii. Generally keeps the members and public informed of SFC activities and projects through social media, newsletters, print circulars, flyers, posters, digital media;
 - iv. Prepares schedules of events and activities to be distributed to members as required;
- (k) Carries out other duties assigned by the Board.

6.3.8 Director at Large

- (a) Provides input and assists all directors and projects;
- (b) Carries out other duties assigned by the Board.

6.4 Board Committees

6.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.4.2 General Procedures for Committees

6.4.2.1 A Board Member chairs each committee created by the Board.

6.4.2.2 The Chairperson calls committee meetings.

Each committee:

- (a) Records minutes of its meetings;
- (b) Distributes these minutes to the committee members and to the Chairpersons of all other committees;
- (c) Provides reports to each Board meeting at the Board's request.

6.4.2.3 Two (2) days' notice is mailed or emailed to each member of the committee.

The notice states the date, place and time of the committee meeting.

Committee members may waive notice.

6.4.2.4 A majority of the committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a second or casting vote in case of a tie. A tie vote means the motion is defeated.

6.5 Standing Committees

The Board establishes these standing committees:

- (a) Executive Committee;

6.5.1 The Executive Committee:

- (a) Consists of the President, Vice-President, Secretary and Treasurer.
- (b) Is responsible for:
 - i. Planning agendas for Board meetings;
 - ii. Carrying out emergency and unusual business between Board meetings;
 - iii. Reporting to the Board on actions taken between Board meetings;
 - iv. Carrying out other duties as assigned by the Board.
- (c) Meets as required through the year. The meetings are called by the President or on the request of any two (2) other Officers. The Officers must request the President in writing or email to call a meeting and state the business of the meeting.
- (d) All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- (e) A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting
- (f) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee
- (g) An Officer may waive formal notice of a meeting.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

7.1.1 The Registered Office of the Society is located in Sexsmith, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

- 7.2.1** The fiscal year of the Society ends on December 31 of each year.
- 7.2.2** There must be an audit of the books, accounts and records of the Society at least once each year. A qualified accountant or bookkeeper appointed at each Annual General Meeting may do this audit, or by two members of the society selected for that purpose. At each Annual General Meeting of the Society, the Treasurer reviews audited statements of the books for the previous year.

7.3 Seal of the Society

- 7.3.1** The Board may adopt a seal as the Seal of the Society.
- 7.3.2** The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 7.3.3** The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

- 7.4.1** The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.
- 7.4.2** All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

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

- 7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.
- 7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.
- 7.5.3 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.
- 7.5.4 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.
- 7.5.5 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.
- 7.5.6 All financial records of the Society are open for such inspection by the Members.
- 7.5.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

7.6 Borrowing Powers

- 7.6.1 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.
- 7.6.2 The Society may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Society.

7.7 Payments

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

7.8 Protection and Indemnity of Directors and Officers

- 7.8.1 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.
- 7.8.2 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, dishonesty or bad faith.
- 7.8.3 Directors or 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 statement or report.

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 acceptance by the Corporate Registry of Alberta.

8.4 These bylaws rescind and replace the Sexsmith Football Club's original bylaws passed on the 4th of March, 2014 and filed May 1, 2014

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 debts are to be paid or distributed to a registered and incorporated charitable organization or non-profit organization with similar objectives as the SFC.

9.3 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.