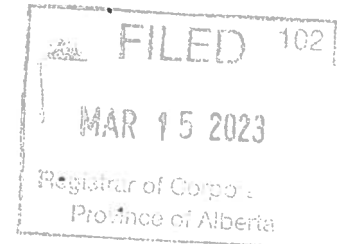


Sherwood Park Rams Football **Club**

Corporate Bylaws

November 2022



"Football is Fun, Education is Forever"

Sherwood Park Rams Football Club

PO Box 57102 RPO Eastgate

Sherwood Park, AB T8A 5L7

Sherwood Park Rams Football Club Bylaws

PREAMBLE

The Organization

The name of the organization is the Sherwood Park Rams Football Club. The Society has a broad based membership. It is incorporated under the Societies Act R.S.A 1980, Chapter S-18

Seal of the Society

The Society shall not have a seal.

Team Colors

Organization primary colors will be Forrest Green, Athletic Gold, Grey and White.

The Bylaws

The following Articles set forth the Bylaws of the Sherwood Park Rams Football Club 1

Article 1.0 - Membership in the Society

1.1 Categories of Members

1.1.1 Members

A member of the Sherwood Park Rams Football Club ("Club") is defined as:

- a. A parent with a child registered as a player with the Club;
- b. A person who has legal guardianship of a player registered with the Club;
- c. A coaching staff member;
- d. An honorary member;
- e. The general membership and executive shall have the discretion to name honorary members (not otherwise a member as per above)
 - i. Honorary members only have that designation until the next annual general meeting (AGM). Honorary membership may be renewed at the discretion of the board.
 - ii. Honorary members must have been a member of the Association in the past, been in good standing, and be able to provide continuity and/or advice that would enable the work of the club.
 - iii. Honorary Members are eligible to be elected to an executive position on the board.
 - iv. A past executive member can be reelected to the board, into a voting or non-voting position. This person does not have to have a child registered with the Club as per above. This person must have served a minimum of one (1) calendar year on the executive board for the Sherwood Park Rams Football Club in the past. A maximum of one third of the executive members can be past executive members with no children registered with the association as per above.

1.2 Admission of Members

1.2.1 Any individual may become a member in the appropriate category by meeting the requirements in Article 1.1. The individual will be entered as a Member under the appropriate category in the Register of Members. Active Members are required to sign and date an annual Membership application to acknowledge their agreement to the terms of the articles of these Bylaws and policies adopted by the Sherwood Park Rams Football Club Board of Directors.

1.3 Membership Fees

1.3.1 The membership year is January 1st to December 31st of the same calendar year.

1.3.2 Membership fees are as determined by the Board of Directors.

1.3.3 Membership fees may be waived for any Member at the discretion of the Board of Directors.

1.3.4 Administration fees will be set for all levels by the Board of Directors. This will be deducted from the total team player fee due for the selected season of play.

1.3.5 Payment of membership fees; The annual administration membership fee must be paid prior to any member taking part in organized club activities of the membership year. The remaining portion of Membership fees must be paid two (2) weeks into the selected season of play. The membership year will be observed regardless of when the fees are paid.

1.3.6 Refund Policy; In order to cancel registration/withdraw from the registered program, an email must be sent to our registrar that includes the Parent and Child's full name and level of enrollment (I.E PeeWee, Bantam, ect.)

1.3.6.1 Cancellation within five (5) days of first practice attended (exclusive of Spring Camp practices) will receive full refund (of amount paid) less the administration fee.

1.3.6.2 Cancellation prior to the second (2nd) week into the selected season of play will receive a full refund less the non refundable administration fee.

1.3.6.3 Cancellation after the second (2nd) week into the selected season of play will receive no refund (except under 1.3.6.1).

1.3.6.4 No withdrawal from the program will be considered FINAL or refund issued until all equipment is returned to the Sherwood Park Rams Football Club.

1.4 Member in Good Standing

1.4.1 An Active Member is in good standing when:

- a. An Active Member has paid the annual membership fee
- b. The Member is not Suspended (under Article 1.6)

1.4.2 An Honorary Member is in good standing when:

- a. The member is not suspended (under Article 1.6)

1.5 Rights and Privileges of Members

1.5.1 Any Active Member in good standing is entitled to:

- a. Receive notice of the General Meetings of the Society;
- b. Attend the Annual General Meeting and Special Meetings of the Society;
- c. Speak at the Annual General Meeting and Special Meetings of the Society;
- d. Speak at and attend Program Level Meetings;
- e. Exercise other rights and privileges given to active Members in these Bylaws (Article 4.5);
- f. Receive the Society's communications and newsletters;
- g. Is entitled to one (1) vote at the Annual General Meeting of the Society

1.5.2 Any Honorary Member in good standing is entitled to:

- a. Receive notice of the General Meetings of the Society;
- b. Attend the Annual General Meeting and Special Meetings of the Society;
- c. Speak at the Annual General Meeting and Special Meetings of the Society;
- d. Speak at and attend Program Level Meetings;
- e. Receive the Society's communications and newsletters;

1.6 Suspension of Membership

1.6.1 Decision to Suspend: The Board, at a Special Meeting called for that purpose, may suspend a Member's membership for one or more of the following reasons:

- a. If the Member has failed to abide by the Bylaws;
- b. If the Member has failed to abide by policies set forth by the Board;
- c. If the Member has disrupted meetings or functions of the Society;
- d. If the Member has by act or failure to act done anything judged to be harmful to the Society or the reputation of the Society.

- e. If the member has failed to abide by the Code of Conduct as set forth by the Board.

1.6.2 Notice to the Member

1.6.2.1 The Member will receive written notice of the Board's intention to address an identified matter, which may lead to further disciplinary action as directed by the Board.

1.6.2.2. The Member will receive notice within forty- eight (48) hours the Special Meeting.

1.6.2.3 The Notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an officer of the Board.

1.6.2.4 The board will document the date the notice is sent via registered mail OR hand delivered by an officer of the Board. This date will initiate the forty-eight (48) hours notice before the Special Meeting and be documented electronically.

1.6.2.5 The Notice will state the reasons why the suspension is being considered. The date, time, and agenda of the meeting. As well, the Member shall have the opportunity to address the Board about the identified matter.

1.6.3 Decision of the Board

1.6.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

1.6.3.2 The Board will determine how the matter will be dealt with, and may limit the time given by the Member to address the Board during the Special Meeting.

1.6.3.3 The Board will exclude the Member from its discussion of the matter, including the deciding vote.

1.6.3.4 The decision of the Board is final, will commence effective immediately, and will be communicated to the Member at the conclusion of the Special Meeting.

1.6.3.5 A written notice of the decision will be sent via registered mail or hand

delivered by an officer of the board within two (2) weeks of meetings' conclusion.

1.6.3.6 The suspended member will no longer have any obligations within the Club except for existing personal debts to the Society.

1.6.3.7 A confidential file will be created and held by the Secretary of the club for the purpose of archiving. The Special Meeting minutes, the notice of the Board's decision and any other supporting documents will be included in this file.

1.7 Termination of Membership

1.7.1 Resignation: Any Member may resign from the Society by electronic mail or by delivering a written notice to the President of the Society. Once 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.

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

1.7.3.1 If a Member has failed to pay the annual membership fees within three (3) months following the due date (Article 1.3.5) , the Member is considered to have submitted their resignation.

1.7.3.2 If a Member has not participated in a Society-sponsored event within the last calendar year in which membership was granted as part of the entry fee.

1.7.3.3 In the above cases, 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 their name is removed from the Register of Members.

1.7.4 Expulsion

1.7.4.1 The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interest of the Society. This decision is final. (Article 1.6.2.1)

1.7.4.2 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to no longer have any obligations or privileges of membership and have ceased being a Member on the date their name is removed from the Register of Members.

1.8 Transmission of Membership

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

1.9 Limitation on the Liability of Members

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

Article 2.0 - The Government of the Society

2.1 Governance

2.1.1 The Board of Directors is the body responsible for the Society's decision making and legal authority. By law, the governing Board is accountable for, and has authority over, the affairs of the organization.

2.1.2 The Board of Directors is made up of individual Board Members acting together as a whole. The Board determines and communicates the purpose and scope of the organization. These elements define the boundaries within which the Society operates.

2.1.3 The Board of Directors also governs the organization by making policy. The policies determine the long-term direction of the organization. As a part of its policy function, it is the responsibility of the Board to create, approve, and amend the Society's Bylaws under Article 6.0

2.1.4 The Board of Directors, subject to the Bylaws or direction given by a majority of Members at a General or Special Meeting, has full control and management of the affairs of the Society.

2.2 Implementation of Policy

2.2.1 The Board shall implement decisions and policy through the establishment of Board Committees and Working Groups.

2.2.2 The Board may choose to hire Employees of the Society (Article 3.8) administrative personnel to help implement the Board's policies and programs and to manage day-to-day business activities of the Society.

2.2.3 The Employees of the Society are accountable and responsible to the Board for their actions and activities and are expected to abide by the Sherwood Park Rams Football Club Bylaws and Policies while performing their duties.

2.3 Coaching Staff Review Process

2.3.1 A Coaching Committee consisting of the Vice-President, Coaching Director, and all Program Directors, shall conduct a performance review of every Head Coach following the conclusion of the season of play.

2.3.1.1 These reviews will provide the Coaching Committee an opportunity to highlight the successes/achievements of the Head Coach and their staff.

2.3.1.2 These reviews will provide the Head Coach an opportunity to discuss off-season planning, programming, future required support and their intentions moving forward with the Club.

2.3.1.3 These reviews will provide the Coaching Committee an opportunity to discuss areas of concern or needed support for future successes.

2.3.1.4 These performance reviews provide the Coaching Committee the opportunity to recommend to the Board for their approval; the dismissal of the Program Head Coach if necessary.

2.3.2 Following the season of play- Head Coaches will evaluate the performance of their coaching assistants. This evaluation will provide the Head Coach the opportunity to highlight the successes of each assistant, address any areas of concern and help in the planning and development of the following season's coaching staff.

2.3.2.1 Following their evaluation, the Head Coach will meet with the Coaching Committee to discuss the evaluations of all assistant coaches.

2.3.2.2 Head Coaches will identify individuals who have demonstrated readiness for promotion, discuss areas of need for future coaching hiring and outline any identified concerns with assistant coaches and the plan to address the noted concerns.

2.3.2.1 The Committee in conjunction with the Level Head Coach will review all assistant coaches and suggest a plan of action to address areas of concern, discuss internal promotions and/or hiring of new assistant coaches.

2.3.3 The Board of Directors will serve as the dismissal committee and coach dismissal shall consist of a full accounting as to any alleged breach of coaching expectations (Article 3.4.12).

2.4 Selection of Coaches

2.4.1 A Coaching Committee consisting of the Vice-President, Coaching Director, and all Program Directors, shall conduct a coaching selection meeting following the Coaching review process.

2.4.2 The Coaching Committee will also select a team head coach for each team level, at a special meeting after the applicant has submitted a letter in writing to the Coaching Director at coachingdirector@sherwoodparkrams.com based on these guidelines:

- a. Role of the team head coach as defined by the Board of Directors (Article 3.4.12)
- b. Assessment of his/her coaching experience,
- c. Assessment of his/her background,
- d. Assessment of his/her qualifications

2.4.2.1 All coaches will be required to sign the Club's Code of Conduct, complete all required Football Canada Coaching certifications and Vulnerable Sector Check.

Article 3.0 - The Board of Directors

3.1 Powers and Duties of the Board of Directors

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

The powers of the Board include:

- a. Promoting the objectives of the Society;
- b. Promoting the membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Investing any extra monies;
- f. Financing the operations of the Society, and borrowing or raising monies;
- g. Approving all contracts for the Society;
- h. Maintaining all accounts and financial records of the Society;
- i. Appointing legal counsel as necessary;
- j. Making policies for managing and operating the Society, rules and regulations for operating the Society and using its facilities and assets;
- k. Selling, disposing of, or mortgaging any or all of the property of the Society; and
- l. Hiring of paid employees
- m. Without limiting the general responsibility of the Board of Directors, delegating specific powers and duties to employees.

3.2 Composition of the Board of Directors

3.2.1 The Board of Directors of the Society consists of the following Board Members:

- a. President
- b. Past President
- c. Vice President
- d. Treasurer/Registrar
- e. Secretary
- f. Coaching Director
- g. Communications Director
- h. Fundraising Director
- i. Equipment Director
- j. Program Directors (one for each active level; Novice, Atom, Bantam, Peewee, Midget and Female Tackle and any other division the club chooses to offer)
- k. Team Managers (one for each active level; Novice, Atom, Bantam,

Peewee, Midget and Female Tackle and any other division the club chooses to offer) are not a member of the Board but a corresponding member to the Board.

- l. Program Head Coaches (one for each active team in each level; Novice, Atom, Bantam, Peewee, Midget and Female Tackle and any other division the club chooses to offer) are not a member of the Board but a corresponding member to the Board.
- m. The Board may also consist of up to two (2) Directors-At-Large, if desired by the general membership or the Board.

3.2.2 Any position not filled at the Annual General Meeting shall be voted on at a subsequent Board meeting.

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

3.3 Election of Officers and Directors

3.3.1 President

- a. A two (2) year position with elections held on **even** years.
- b. The position of the President will be elected at the Annual General meeting as outlined in Article 4.1. The position of President will be elected from among Board Members who have served as an Officer of the Board.
- c. Will serve a consecutive term as Past President for one year following their term as President.

3.3.2 Past President

- a. The immediate Past-President will serve a one (1) year term and will continue to be a member of the executive for the first year of the new President's two (2) year term.
- b. Should the current President be unable to serve as Past President then a previous Past President may be requested by the Board to serve the term as Past President. Alternatively, the Past President position may remain vacant.

3.3.3 Vice President

- a. A two (2) year position with elections held on **odd** years.
- b. The position of the Vice President will be elected at the Annual General meeting as outlined in Article 4.1 The position of Vice President will be elected from among Board Members who have served as a Director for one or more years.

3.3.4 Treasurer/Registrar

- a. A two (2) year position with elections held on **odd** years.
- b. The position of Treasurer/Registrar will be elected at the Annual General meeting as outlined in Article 4.1. The position of Treasurer/Registrar will be elected from the Active Members in good standing.

3.3.5 Secretary

- a. A two (2) year position with elections held on **even** years.
- b. The position of the Secretary will be elected at the Annual General meeting as outlined in Article 4.1. The position of Secretary shall be elected from the Active Members in good standing.

3.3.6 Coaching Director

- a. A one (1) year position with elections held at the AGM.
- b. The position of the Coaching Director will be elected at the Annual General meeting as outlined in Article 4.1. The position of Coaching Director shall be elected from the Active Members in good standing.

3.3.7 Communication Director

- a. A one (1) year position with elections held at the AGM.
- b. The position of the Communication Director will be elected at the Annual General meeting as outlined in Article 4.1. The position of Communication Director shall be elected from the Active Members in good standing.

3.3.8 Fundraising Director

- c. A one (1) year position with elections held at the AGM.
- d. The position of the Fundraising Director will be elected at the Annual General meeting as outlined in Article 4.1. The position of Communication Director shall be elected from the Active Members in good standing.

3.3.9 Equipment Director

- e. A one (1) year position with elections held at the AGM.
- f. The position of the Equipment Director will be elected at the Annual General meeting as outlined in Article 4.1. The position of Equipment Director shall be elected from the Active Members in good standing.

3.3.9 Program Director(s)

- a. A one (1) year position with elections held at the AGM.
- b. The position of the Program Director will be elected at the Annual General meeting as outlined in Article 4.1. The position of Program Director shall be elected from the Active Members in good standing.

3.3.7 Term of Office

No Member of the Society shall serve more than four (4) consecutive years as the same Director on the Board of Directors without at least one-year leave of absence from that Office. No Officer of the Society (President, Vice President, Treasurer and Secretary) shall serve more than two (2) consecutive terms (a term is a two (2) year period) as the same Officer of the Society without at least one-year leave of absence from that Office.

3.4 Duties of the Officers

3.4.1 The President

- a. Acts as the primary spokesperson for the Society;
- b. Lead the Board in the performance of its responsibilities;
- c. Calls meetings of the board;
- d. Presides at all meetings of the Society and the Board of Directors, except where noted otherwise;
- e. Is an ex officio member of all Committees;
- f. Shall be a voting member of the executive. However, they shall only vote in the event of a tie.
- g. Must obtain a clean Vulnerable Sector Check (Article 2.7)
- h. Must read and understand the Club bylaws.
- i. Must register with the registration tool being used by the Club.

3.4.2 The Vice President

- a. Will assume Acting Duties and Responsibilities of the President in the absence of the President;
- b. Shall be responsible for all of the on field operations.
- c. Responsible for all Provincial and Federal compliances across the organization.
- d. Responsible for overseeing Vulnerable Sector Check compliance.
- e. Shall chair all meetings regarding disciplinary matters.
 - f. Shall oversee the Coaching Selection and Review Committee.
- g. Shall be a voting member of the Executive.
- h. Must obtain a clean Vulnerable Sector Check (Article 2.7)
- i. Must read and understand the Club bylaws.
- j. Must register with the registration tool being used by the Club.

3.4.3 The Past President

- a. The immediate Past-President will continue to be a member of the Board for the first year of the new President's two (2) year term.

- b. Presides at meetings in the President's or Vice President's absence. If the Past-President is also absent, the Directors shall elect a Chairperson for the meeting;
- c. Replaces the President at various functions when asked to do so by the President of the Board;
- d. Carries out other duties assigned by the Board;
- e. Shall be a non-voting, corresponding member of the executive.
- f. Must obtain a clean Vulnerable Sector Check (Article 2.7)
- g. Must read and understand the Club bylaws.
- h. Must register with the registration tool being used by the Club.

3.4.4 The Secretary

- a. Attends all meetings of the Society and the Board of Directors;
- b. Keeps record of the minutes of these meetings and stores them in the club's shared database;
- c. Will send meeting minutes to the Board for review. Upon approval the Secretary will then send the meeting minutes to the Communications Director to be posted on the Rams website.
- d. Ensures notices of meetings are sent in accordance with the Bylaws of the Society;
- e. Will report any changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry, and carry out other duties assigned by the Board.
- f. Will work closely with the Treasurer to finalize the Annual Return.
- g. Shall be a voting member of the Executive.
- h. Must obtain a negative Vulnerable Sector Check
- i. Must read and understand the Club bylaws.
- j. Must register with any registration tool being used by the Club.

3.4.5 Treasurer/Registrar:

- a. Manages electronic registration for all players, volunteers and Executive on the club approved tool.
- b. Provide registration reports upon request. (Such as off season camps and in season)
- c. Review boundary eligibility of players and report to the President and Vice President.
- d. Manages and oversees all financial statements and reports as well as approved bank accounts for the club.
- e. Tracks all financial transactions within the Club approved tool.
- f. Creates annual financial return and performs audit with appointed auditors (article 6.2.2) (please update this article number)
- g. Will provide Statement of Operation during Board meetings, upon

- request, and at the Annual General Meeting.
- h. In coordination with the Registrar Role, the Treasurer will be responsible for collecting Registration fees.
- i. Responsible for all Accounts Payable.
- j. Shall be a voting member of the Board.
- k. Must obtain a negative Criminal Record Check.

3.4.6 Coaching Director

- a. Liaison between Coaches of all levels and the Board.
- b. Responsible for ensuring compliance of all coaching members with the Football Canada mandated NCCP coaching certification program.
- c. Shall annually review and oversee Coaching Development. This would include follow up on the ongoing reviews to ensure positive development.
- d. Source resources for the coaches to further their development.
- e. Shall work in conjunction with the Coaching Selection and Review Committee and Level Head Coaches on the recruitment and placement of Coaches for the Club.
- f. Shall ensure all Head Coaches and their coaching staffs are following the Football Canada Long Term Athlete Development Program.
- g. Shall work with the Level Director, Vice President and Head Coach of each level to ensure football programming meets the Football Canada, Football Alberta and CDMFA requirements.
- h. Will sit on the Coaching Selection and Review Committee and will make coaching selection recommendations, conduct performance assessments, and will make any other recommendations associated with the coaching roles and report to the Board.
- i. Shall be a voting member of the Board.
- j. Must obtain a negative Vulnerable Sector Check
- k. Must read and understand the Club bylaws.
- l. Must register with the registration tool being used by the Club.

3.4.7 Communication Director

- a. Responsible for the maintenance and implementation of the Club's Social Media
- b. Shall oversee Club approved websites, domain and Club communication platforms (such as Ramp (in conjunction with the registrar), or other approved platforms by the Board).
- c. Manage and administer the Club Information Management System (such as Google workspace or other approved platforms by the Board)
- d. Respond to all club inquiries received in a prompt manner.
- e. Participate in meetings regarding governance of the Society;
- f. Shall be a voting member of the Board.

- g. Must obtain a clean Vulnerable Sector Check
- h. Must read and understand the Club bylaws.
- i. Must register with the registration tool being used by the Club.

3.4.8 Program Directors

- a. At the request of the President, may attend CDMFA meetings and report back to the Board.
- b. Shall sit on the Coaching Selection and Review Committee.
- c. Shall work with the Coaching Director to ensure each team has a properly Trained and Certified coaching staff. Will also work with the coaches to get certification as needed and available.
- d. Shall work with the Coaching Director, Vice President and Head Coach of their level to ensure football programming meets the Football Canada, Football Alberta and CDMFA requirements.
- e. Shall work in conjunction with the Program Head Coach and Team Manager as a liaison between level coaches and the Board. Level Director is the point of contact for the Head Coaches to field their ideas to the board. This person will advocate for the coaches under their umbrella.
- f. Shall be a voting member of the Board.
- g. Must obtain a negative Vulnerable Sector Check
- h. Must read and understand the Club bylaws.
 - i. Will attend Board Meetings and Operational Meetings. They will also report the outcome of the operational meetings to the Board.
- j. Shall liaise with the Equipment Manager regarding equipment for that level.
- k. Oversees Vulnerable Sector Check Policy and compliance of all coaching, support staff, volunteers and the Board members in conjunction with the Registrar.

3.4.9 Equipment Director

- a. Shall be elected by the Board of Directors.
- b. Shall be responsible for purchasing and controlling inventory, with the approval of the Board of Directors.
- c. Shall establish and maintain records of equipment. These records will be kept electronically in the Club's database and a paper copy in the Equipment room at each Clubhouse.
- d. Shall liaise with Level Directors regarding equipment for that team.
- e. Shall have the Football Alberta Equipment Manager's training or equivalent equipment training based on availability.
- f. Shall be responsible for maintenance of equipment storage.
- g. Shall be responsible for decommissioning of all equipment.
- h. Shall ensure that all field equipment is in working condition and readily

available at the field of play this includes blocking sled(s), goal post pads, etc.

- i. Shall help coordinate equipment issuance and return events with all level head coaches, managers and directors.
- j. Shall be a voting member of the Board.
- k. Must obtain a negative Vulnerable Sector Check

3.4.10 Director(s) at Large

- a. Shall serve as a member of the Board without holding one of the positions listed above.
- b. Shall perform duties as requested by the President and/or the Board.
- c. Shall be a non-voting member of the Board.
- d. Must obtain a clean Vulnerable Sector Check
- e. Must read and understand the Club bylaws.
- f. Must register with RAMP or any other registration tool being used by the Club.

3.4.11 Level Managers

- a. Strong recommendation that there be a minimum of 2 per level.
- b. Appointed by the Head Coach and supported by the Level Director.
- c. Participate in meetings regarding the operations of the organization.
- d. Manage team budgets and provide updates of their team activities to the Level Director;
- e. Act in conjunction with the Level Head Coach to organize team activities as needed (ex: Games, Practices, team events, equipment issue/return, ect);
- f. Shall use the Club's digital communication platform(s) to communicate with players, coaches and families as it pertains to organizing team events.
- g. Shall serve as a Liaison between their level coaches and level families and will inform the Level Director and/or escalate to the Level Director when required.
- h. Shall perform duties as requested by the Level Director.
- i. Shall be an appointed, non-voting, but consulted member of our Operations.
- j. Maintain and pass on (when leaving) the Manager Binder that is hosted on Google Drive.
- k. Responsible for recruiting parent volunteers for level activities.
- l. Must obtain a negative Vulnerable Sector Check
- m. Must register with the registration tool being used by the Club.

3.4.12 Program Head Coaches

- a. Appointed by the Board of Directors based on the recommendations of the Coaching Selection and Review Committee (Article 2.3 and 2.4);
- b. Will participate in ongoing performance review meetings of their level coaches with the Coaching Committee as needed throughout the season.
- c. In charge of the selection process for level coaches in conjunction with the Coaching Director for adequate checks and balances to ensure a fair process.
- d. Shall work in conjunction with the Level Director.
- e. Shall work in conjunction with the Coaching Selection and Review Committee on the recruitment and placement of Assistant Coaches for the Club;
- f. Coaches will be open and willing to participate in remediation and improvements with the Coaching Director.
- g. Shall oversee the organization and execution of all on field team related activities;
- h. Shall develop and implement a Practice plan in accordance with the Long Term Athlete Development Program (LTAD);
- i. Shall be responsible for team conduct and discipline;
- j. Shall approve playbooks in consultation with coaching staff;
- k. Shall establish a yearly seasonal organization plan;
- l. Shall oversee and assist in the evaluation of players and finalizing rosters;
- m. Shall be an appointed, non-voting, but consulted member of our Operations.
- n. Must obtain a negative Vulnerable Sector Check
- o. Be familiar with the Rules, Procedures and Policies.
- p. Must register with any registration tool being used by the Club.
- q. Head Coaches of the Gold Team will also act as the Program Head Coach and they will oversee and mentor any other Program Coaches under them.
- r. Roster selection will be done by the Program Head Coach in conjunction with the other Program Coach and the Level Director.

3.4.13 Club Trainer

- a. Participate in meetings regarding the operations of the organization.
- b. Act in conjunction with the Level Head Coach to organize team activities as needed (ex: Games, Practices, team events, equipment issue/return, ect);
- c. Shall use the Club's digital communication platform(s) to communicate with players, coaches and families as it pertains to organizing team events.
- d. Will inform the Level Director of any significant injuries when required.

- e. Shall be an appointed, non-voting, but consulted member of our Operations.
- f. Shall be responsible for the inventory, ordering and stocking of all medical bags for each level of the club in conjunction with the level trainers.
- g. Shall ensure all trainers have the appropriate training and certifications required to ensure all players are safe, injuries managed effectively and all club/football alberta medical policies are followed.
- h. Shall maintain up to date Athlete Medical Forms, Emergency Action Plans and other forms are required by our insurance provider.
- i. Must obtain a negative Vulnerable Sector Check
- j. Must register with the registration tool being used by the Club.

3.5 Resignation, Death or Removal of a Director

3.5.1 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.

3.5.2 The elected Board Members may remove any Director before the end of his/her term. There must be a majority vote at a Special Meeting called for this purpose.

3.5.3 Should there be a vacancy on the Board, the remaining Directors may invite a Member in good standing to fill that vacancy on the Board for the remainder of the term.

3.6 Meetings of the Board

3.6.1 The Board holds a minimum of three (3) meetings each year. The location for the meetings is determined by the President.

3.6.1.1 All meetings of the board will be scribed, and archived by the Secretary and readily available for any member to access.

3.6.1.2 The President may choose to move the meeting in-camera to only include voting members when discussing issues with sensitive or confidential information.

3.6.1.3 Following the conclusion of the meeting and the acceptance of the minutes by the Board will be posted to the Club's website.

3.6.2 The President calls the meeting. The President will call a meeting if any two (2) Directors make a request in writing and state the purpose for the meeting.

3.6.3 A ten (10) days' notice for a Board meeting is sent via mail OR electronic means to each Board Member.

3.6.4 A majority of the Board Members and Directors (51%) present at any Board meeting constitutes a quorum for the transaction of business.

3.6.5 In the absence of quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least (3) Directors present at this later meeting is a quorum.

3.6.6 Voting members of the Board include: Vice President, Treasurer/Registrar, Secretary, Communication Director, Coaching Director, Fundraising Director, Level Directors, Equipment Director, Each of these Board Members has one (1) vote.

3.6.7 The President does not have a casting vote unless in the case of a tie vote. A tie vote means the President will cast the tie breaking vote.

3.6.8 Unless otherwise restricted by the articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without meeting if a majority of the Directors consent in writing through FAX, mail or electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceeding of the Board.

3.6.10 A meeting of the Board may be held by conference call or by any means by which all persons are able to communicate with one another. Directors who participate by means of electronic communication are considered present for the meeting.

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

3.7 Board Committees and Working Groups

3.7.1 Establishing Board Committees

The Board may appoint Committees to advise the Board or to organize and implement programs, duties or activities on behalf of the Society. A Board Committee may include as many additional Directors, Members, and Sustaining Members as deemed necessary by the Board or Chairperson of the Committee.

3.7.2 General Procedures for Board Committee Meetings

3.7.2.1 A Director is chosen as Chairperson for each Board Committee.

3.7.2.2 The Director chosen as Chairperson of the Board Committee calls the Committee meetings.

3.7.2.3 The Director of the Board Committees shall:

- a. Record the minutes and activities of meetings;
- b. Distributes these minutes to the Committee Members and to the Secretary of the Society;
- c. Provides reports on the activity of the Committee to the Board at Board meetings at the President's request.

3.7.3 Establishing Working Groups

Working Groups may be organized and directed as required by the Chairs of Board Committees. The purpose of Working Groups is to accomplish tasks, duties and activities necessary to fulfill program activities assigned to a Committee.

3.7.3.1 Working Groups shall be composed of Active and Sustaining Members.

3.8 Employees of the Society

3.8.1 The Board may choose to hire, as Employees of the Society, administrative personnel to carry out assigned duties and responsibilities and to implement the policies, programs and objectives of the Board (Article 4.2)

3.8.2 The Employees are responsible to the Board.

3.8.3 The Employees may attend meetings of the Board of Directors.

3.8.4 The Employees do not vote on motions presented at Board Meetings.

Article 4.0 - Meetings of the Society

4.1 Annual General Meeting

4.1.1 The Society holds its Annual General Meeting no later than December 31st of each calendar year in Sherwood Park, Alberta. The Board of Directors sets the place, day and time of the meeting.

4.1.2 The Secretary delivers notice via electronic mail to each Member in accordance with Article 1.4 at least twenty-one (21) days before the Annual General Meeting. This notice will also be posted on all social media platforms operated by the Club's Communication Director. This notice states the place, date and time of the Annual General Meeting.

4.1.1 Agenda for the Annual General Meeting:

The Annual General Meeting deals with the following matters:

- a. Adopting the agenda;
- b. Adopting the minutes of the last Annual General Meeting;
- c. Considering the President's reports;
- d. Reviewing the audited financial statements setting out the Society's income, disbursements, assets and liabilities & the auditor's report;
- e. Appointing the auditor(s);
- f. Electing the President and Officers;
- g. Electing the Directors;
- h. Considering all matters specified in the meeting notice.

4.1.4 Quorum for the Annual General Meeting;

Attendance of 51% of the Board, from the current Board of Directors of the Society and two (2) member representatives from each active football division at the meeting constitutes a quorum.

4.2 Special General Meeting of the Society

4.2.1 Calling of a Special General Meeting

A Special General Meeting may be called:

- a. By a resolution of the Board of Directors to that effect; or
- b. On the written request of at least two (2) Directors. The request must state the reason for a Special General Meeting and the motion(s) intended to be submitted at the meeting; or
- c. On the written request of at least twenty percent (20%) of the Members of the Society. The request must state the reason for a Special General Meeting and the motion(s) intended to be submitted at the meeting.

4.2.2 Notice

The Secretary delivers notice via electronic mail to each Member in accordance with Article 1.4 at least twenty-one (21) days before the Special General Meeting. This notice will also be posted on all social media platforms operated by the Club's Communication Director. This notice states the place, date and time of the Special General Meeting.

4.2.3 Agenda for the Special General Meeting

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

4.2.4 Procedure at a Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (see Article 4.3)

4.3 Proceedings at the Annual General Meeting or a Special General Meeting

4.3.1 The meeting is open to those Members indicated in Article 1.4 The meeting is not open to the public.

4.3.2 Quorum

Attendance of 51% of the Board of Directors of the Society at the meeting constitutes a quorum.

4.3.3 Failure to Reach Quorum

The President cancels the meeting if a quorum is not present within one-half (½) hour after the set time. If canceled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (½) hour after the set time of the second meeting, the meeting will proceed with Members in attendance.

4.3.4 Presiding Officer

The President chairs the Annual General Meeting or the Special General Meeting of the Society. The Past-President chairs in the absence of the President.

4.3.4.2 If neither the President nor the Past President is present within one-half (½) hour after the set time for the meeting, the Members present choose one (1) of the Members to act as the meeting Chairperson.

4.4 Adjournment of a Meeting

4.4.1 The President may adjourn (suspend) a Annual General Meeting or a Special General Meeting at any time with the consent of two (2) Members at the meeting. After suspending a meeting, the next meeting will only deal with the unfinished business from the adjourned meeting.

4.4.2 No notice of the adjournment is necessary if the meeting is adjourned for less than thirty (30) days.

4.4.3 The Society must give notice to all members via electronic mail when a meeting is

adjourned for thirty (30) days or more. Notice must be the same as for any Annual General Meeting or Special General Meeting (see Article 4.1).

4.5 Voting

4.5.1 Each Member has one (1) vote (see Article 1.1.1). A show of hands decides every vote at the Annual General Meeting or Special General Meeting. A ballot is used if at least two (2) Members request it.

4.5.2 The President does not have a casting vote unless in the case of a tie vote. A tie vote means the President will cast the tie breaking vote

4.5.3 A Member may not vote by proxy.

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

4.5.5 The President declares if a resolution has been carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.5.6 Two (2) Members may request a ballot vote. In such cases, 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.

4.5.7 Members may withdraw their request for a ballot.

4.5.8 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

4.6 Failure to Give Notice of Annual General Meeting and Special General Meeting

4.6.1 No action taken at the Annual General Meeting and Special General Meeting is invalid due to:

- a. Accidental Omission to give notice to any Member;
- b. Any Member not receiving notice; or
- c. Any error in notice that does affect the meeting.

4.7 Written Resolution of All Directors

4.7.1 All Directors may agree to and sign a Written Resolution. A Written Resolution is as valid as one passed at the Annual General Meeting or Special General Meeting.

4.7.2 It is not necessary to give notice or to call a Special General Meeting to create a Written Resolution. The date on the resolution is the date that it is passed.

4.8 Special Resolutions

4.8.1 Will be decided at a Special General Meeting.

4.8.2 A Special General Meeting is called as outlined in Article 4.2

ARTICLE 5.0- FINANCE AND OTHER MANAGEMENT MATTERS

5.1 The Registered Office

The Registered Office of the Society is located in the city of Sherwood Park, in the province of Alberta.

5.2 Finance and Auditing

5.2.1 The fiscal year of the Society ends on December 31st of each year.

5.2.2 There must be an audit of the books, accounts and records of the Society at least once each calendar year. Two non-executive members in good standing with a working knowledge of Generally Accepted Accounting Principles will be appointed at each Annual General Meeting and must do this audit. At each Annual General Meeting of the Society, the Treasurer conducts a financial report from the previous year along with all corresponding statements, which is prepared and available for review.

5.2.3 The Board of Directors can approve the hiring of a chartered accountant if deemed necessary for the purpose of an annual audit. In some circumstances, this level of audit is required for the club to secure future grants and funding.

5.3 Cheques and Contracts of the Society

5.3.1 All cheques and other financial transfers of monies require two signatures.

5.3.2 The President, Vice-President, Treasurer/Registrar, or the Secretary will have designated signing authority for cheques and other transfers of monies for the duration of their elected term. A maximum of three signing designates will be authorized by the Board.

5.3.4 All contracts of the Society shall be signed by the Executive Officers of the Board. The President, Vice-President, Secretary and Treasurer/Registrar are the approved Officers of the Board with this authority.

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

5.4.1 The Secretary keeps a copy of the Minute books and records minutes of all meetings of the Members and of the Board.

5.4.2 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 Board Committees.

5.4.3 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.

5.4.4 A member wishing to inspect the Club finances and records of the Society must give written notice indicating their reason for inspection to the President or the Secretary of the Society. An appropriate time will be confirmed within one (1) week of the written request.

5.4.5 Unless otherwise permitted by the Board, such inspections will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

5.4.6 All financial records of the Society are open for such inspection by the Members.

5.4.7 Other records of the Society are also open for inspection, except for records that the Board designates as confidential.

5.5 Borrowing Powers

5.5.1 The Society may borrow or raise funds to meet its objectives and operations. The board decides the amounts and ways to raise the money, including giving or granting security.

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

5.6 Investing Powers

5.6.1 The Society may invest any money it wishes with approval of the Board. Upon Board approval the Society may acquire the services of a professional financial advisor to ensure the investments are of an advantage to the Society and examine the risks. All investment decisions must be signed by two (2) of the approved Board members with signing authority.

5.6.2 The approved Board members with financial signing authority are the President, Vice-President, Secretary, and Treasurer/Registrar.

5.7 Payments

5.7.1 No Member, Director or Officer of the Society receives any Remuneration for their services as a Member, Director or Officer.

5.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

5.8 Protection and Indemnity of Directors & Officers

5.8.1 Each Director or Officer holds their 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.

5.8.2 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 fraudulent, dishonest or conducted in bad faith.

5.8.3 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 6.0- AMENDING THE BYLAWS

6.1 Change by Special Resolution

6.1.1 A Bylaw Committee shall be appointed by the Board annually to review the Bylaws and bring forth amendments for Board's approval and presentation to the Membership at the next AGM.

6.1.2 The Bylaw Committee shall consist of three (3) members appointed by the Board.

6.1.3 The Society's Bylaws may be canceled, altered, or added to by a Special Resolution at the Annual General Meeting or by holding a Special General Meeting of the Society.

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

6.1.5 The Amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and their acceptance by the Corporate Registry of Alberta.

6.1.5.1 Bylaws will be publicly published on the Club's website under the Bylaw section.

ARTICLE 7.0- DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

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

7.0.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members will select this organization by Special Resolution. In no event do any Members receive any assets or funds of the Society.

ARTICLE 8.0- DEFINING AND INTERPRETING THE BYLAWS

8.1 Definitions

In these Bylaws, the following words have these meanings.

8.1.1 Act meaning the 4 Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.

8.1.2 Annual General Meeting (AGM) means that general meeting described in Article 4.1.

8.1.3 Level Program Meeting (PM) means the general meeting of program Head Coach, Level Director and Level Manager.

8.1.4 Special General Meeting (SGM) means the general meeting described in Article 4.2.

8.1.5 Special Meeting (SM) means the meetings called by the executive to address unexpected or emerging matters in an unplanned Board Meeting.

8.1.6 General Meeting (GM) means the regularly scheduled meetings of the Executive and/or Board of Directors.

8.1.7 Sustaining Members means the individual(s) invited to committee or board meetings to provide their specific expertise on a specific issue as described in Article 3.7.

8.1.8 Registered Member means the individual(s) who have completed their club registration along with payment as described in Article 1.3.

8.1.9 Board means the Board of Directors of this Society.

8.1.10 Bylaws means the Bylaws of this Society as amended.

8.1.11 Director means any person elected or appointed to the Board. Directors are Board Members.

8.1.12 Member means a Member of the Society listed in Article 1.5

8.1.13 Officer means any Officer listed in Article 3.3

8.1.14 Active Member means a Member entitled to vote at the Annual General Meeting and/or Special General Meeting of the Society.

8.1.15 Advocacy: Establishing the organization's identity in the community through clear statements of the organization's values, beliefs and mission.

8.1.16 Ex officio: By virtue of office. For example, the President is an ex-officio Member of all Board committees because of the position of President. Ex-officio positions, including voting privileges, are described in the bylaws.

8.1.17 Governance: The act establishing and monitoring the long-term direction of an organization through policy.

8.1.20 Implementation: Involves putting the organization's activities into place. Activities include programs and services, coordinating volunteers and accounting.

8.1.21 Management: Short term planning, coordinating the organization's activities and supervising policy implementation. This function may be carried out by a senior staff person or by a group of people given that responsibility.

8.2 Interpretation

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

8.2.1 Singular and Plural: Words indicating the singular number also include the plural and vice-versa.

8.2.2 Corporation: Words indicating persons also include corporations.