

Society Bylaws of Whitecourt Minor Soccer

Amended and submitted January 11, 2017 at Annual General Meeting.

1. NAME

1.1 The name of the organization shall be Whitecourt Minor Soccer. Hereinafter referred to as the Association.

a) The Association shall be affiliated with the Canadian Soccer Association through the Alberta Soccer Association through the Northwest Central Soccer Association by whose rules it shall be governed, supplemented by various rules to cover local conditions.

2. ORGANIZATION

The Association shall be composed of Members as described below, and it shall be managed by a Board of Directors constituted as stated in these bylaws.

3. MEMBERSHIP

3.1 The Association shall be composed of the following categories of Members:

a) Parent Parent membership shall be open to parents and /or legal guardians, in good standing, of any person under the age of 18 years (as of the beginning of the membership year), who is registered as a player in a soccer program of the Association.

b) Player Player membership shall be open to any individual who is registered as a player in a soccer program of the Association, who is in good standing.

c) General General membership shall be open to any person over 18 years of age, who resides in Alberta, supports the objectives of the Association, and is in good standing.

d) Lifetime Lifetime or Honorary membership will be granted by the Board of Directors to persons in good standing, who have made outstanding contributions to the Association and to the game of soccer. Said membership must be ratified at the next Annual General Meeting.

3.2 A person may become a member by submitting a membership application form and making payment of an annual membership fee to the association. Membership is effective upon approval of the application by way of favourable vote of at least two-thirds of the Board of Directors.

3.3 The membership year shall run nominally from January to December; however, membership shall be effective from time of payment and Board acceptance until expiry prior to the following year's Annual General Meeting. For a member to be in good standing and eligible to participate and vote at an Annual General Meeting, he/she shall have all fees paid in full.

3.4 A member may withdraw from the Association by tendering a resignation in writing to the Secretary of the Association.

3.5 Membership in the Association may be terminated by a special resolution of the Board of Directors for cause, if a member is found by the Board to be engaging in conduct injurious to the aims and objectives of the Association.

4. ANNUAL GENERAL MEETING

4.1 The Annual General Meeting of the association shall be held each year on a date determined by the Board of Directors. The meeting shall be held after January 1st and not later than February 28th.

4.2 Notice advising of the time, date and location of the Annual General Meeting shall be given to all members at least 21 calendar days prior to the meeting by any of the following means:

- Advertisement in the Whitecourt Star or Whitecourt Press
- Social media
- An alternative communication mechanism such as e-mail, or publication such as the Community Spectrum.

4.3 The purpose of the Annual General Meeting shall be to elect Directors to the Board of the Association, to receive the annual financial statements of the Association, to approve the appointment of auditors selected by the Association, and to conduct any other business as is properly placed before the meeting.

4.4 The order of business at the Annual General Meeting shall be as follows:

- a) Roll Call – by show of hands
- b) Minutes of the previous Annual General Meeting
- c) President's report
- d) Treasurer's report
- e) Auditor's report (presented by the Vice President or other board member other than the Treasurer)
- f) Northwest Central Soccer Association report (presented by NWC representative)
- g) Amendments to the Bylaws of Whitecourt Minor Soccer
- h) Ratification of Lifetime or Honorary memberships
- i) Election of Officers
- j) New Business – date is set for the first board meeting
- k) Adjournment

5. SPECIAL GENERAL MEETING

5.1 A Special General Meeting may be called by the Board of Directors by its own motion.

5.2 A Special General Meeting shall be called by the Board within twenty-eight (28) days following receipt of a written request by members if signed by one-third or more of the membership.

5.3 Notice advising of the time, place and purpose of a Special General Meeting shall be given at least twenty-one (21) days prior to the meeting to all members, in the same manner as is required for the Annual General Meeting.

5.4 A Special Resolution shall be presented to the membership at a Special or Annual General Meeting upon request of the Board of Directors, or upon receipt by the Board of Directors of a proposed Special Resolution signed by at least one third (1/3) of the membership.

5.5 Twenty-one (21) days written or published notice shall be given of a Special Resolution to be placed before the membership as a meeting of the Association.

6. DECISION MAKING / RULE OF ORDER

6.1 Annual General Meeting and Special General Meeting shall be conducted in accordance with a consensus model and every reasonable effort shall be made to obtain consensus on decisions. In the event it is not possible to achieve a decision by consensus, or if specially requested by a majority of Directors, then a motion shall be formulated and put to a vote in accordance with Robert's Rules of Order. In order for the motion to pass there must be at least two-thirds (2/3) of members present voting in favour of the motion.

6.2 In any situation in which a Special Resolution is required, including variation or amendment of these bylaws, then in order for the Special Resolution to pass there must be at least 75% of members present voting in favour of the resolution.

7. VOTING

7.1 Any member in good standing shall have the right to participate in discussion, and vote at any Annual General Meeting or Special General Meeting of the Association. Each parent member in attendance at a General or Special Meeting shall have one vote. All votes must be made in person and not by proxy or otherwise.

8. QUORUM

8.1 Quorum for the Annual General Meeting and any Special General Meeting shall require at least 8 members to be present. If quorum is not achieved at a first meeting, a new date shall be set at that meeting with proper notice being provided to all members. Quorum at the subsequent meeting so called, shall be equal to the number of members at that meeting.

9. BOARD OF DIRECTORS

9.1 The ongoing business of the Association shall be conducted by a Board of Directors (the Board) which is elected at the Annual General Meeting. Any member in good standing may be nominated and elected to serve as a Director on the Board, subsequent to providing a current criminal record check and character references as requested.

9.2 The Board shall consist of not less than five (5) and not more than fifteen (15) Directors.

9.3 No person shall be elected for a position on the Board of Directors unless he or she is present at the Annual General Meeting, has indicated in writing their willingness to stand, or is connected via speaker phone.

9.4 The number and terms of Director positions to be filled for each year shall be approved by the membership at the Annual General Meeting, as the first order of business in the election of Directors. If there are more candidates for Director than there are vacant Director positions to be filled, then each member in good standing shall have one vote for each position to be filled, and the election shall be conducted by secret ballot.

9.5 Any Director, or Officer upon a two-thirds (2/3) vote of all Board members in good standing, may be removed from office for any cause which the society may deem reasonable.

10. EXECUTIVE POSITIONS OF THE BOARD

10.1 The members of the Board of Directors shall select one Director to fill each of five Executive Positions at the first Board Meeting following the Annual General Meeting. The Executive Positions shall consist of: President, Vice President, Secretary, Treasurer, and Registrar.

10.2 The Executive position of President can only be filled by a Director who has served a minimum of one two-year term.

10.3 The Board may develop additional portfolios or areas of formal responsibility and appoint Directors to those areas of responsibility, as it deems necessary.

11. BOARD MEETINGS

11.1 The Board of Directors shall meet not less than quarterly. Time and date of Board meetings shall be as determined by Board decision at a previous Board meeting or by call of the President with a minimum of seven (7) calendar days notice by telephone or email. To allow for attending to matters of urgency, the seven day notice requirement for Board meetings may be waived by approval of all Board members.

11.2 A majority of Directors may also call a Board meeting on seven (7) calendar days notice by way of a circulated written notice to all members of the Board.

11.3 The Board of Directors may opt to conduct its meeting by telephone conference call. The Board may also facilitate participation in a meeting by one or more Board members by speaker phone connection to the remainder of members gathered at a meeting location.

11.4 At least one-half of Board members shall be in attendance or otherwise eligibly participating to achieve quorum for all Board meetings.

11.5 Board of Director meetings will be conducted using a consensus seeking approach to decision making. In case of an inability to reach consensus on a decision, a motion shall be formulated and put to a vote in accordance with Robert's Rules of Order insofar as they may apply. A motion shall require two-thirds of Board members in attendance to vote in favour in order to be carried.

12. DUTIES OF THE BOARD OF DIRECTORS

12.1 The Board shall be responsible to Members of the Association.

12.2 The Board shall implement and control the policies, finances, and general affairs of the Association in discharging its responsibilities to the Members.

12.3 The Board shall not be responsible for any expenditure made or any obligation assumed in the name of the Association by any members unless consent thereto has previously been given by the Board.

12.4 The Board of Directors shall have power to appoint additional members to assist the Board on such matters as the Board, from time to time, may desire. These members shall report to the Association as requested by the Board. They shall not have a vote at Board meetings.

13. VACANCIES

13.1 The office of a member of the Board of Directors may be vacated:

- a) Upon resignation, in writing:
- b) If he/she absents him/herself from two (2) meetings per year of the Board without reason satisfactory to the remainder of the Board; or
- c) If he/she is removed by resolution of the Board for good and sufficient reason as per section 9.5.

13.2 Should a vacancy occur on the Board of Directors; the Board may appoint a person to fill the vacancy until the next Annual General Meeting.

14. FEES

14.1 The amount of the annual membership fees for each membership category in the Association shall be established annually by the Board of Directors, for the following membership year.

15. DUTIES OF OFFICERS

15.1 The President shall be responsible for ensuring the meetings are called in accordance with the bylaws of the Association, and preside at all meetings of the Association. He/she shall be an ex-officio member of all committees.

15.2 The Vice President will assist in the Annual Audit of the Association accounts. He/she will propose two additional members of the Association to assist and provide an Audit report to the Annual General Meeting.

15.3 The Registrar will receive all registration forms and/or administer a website to allow electronic registration of players. The Registrar will maintain a registry for the Association, Northwest Central Soccer Association, and the Alberta Soccer Association. The Registrar will work in conjunction with the Treasurer.

15.4 The Secretary shall attend all meetings of the Association and the Board and keep, or cause to be kept, accurate minutes of the same. All minutes and correspondence handled by the Secretary shall be distributed to the Board within ten (10) days. The Secretary shall be under the direction of the President and the Board. In case of absence of the secretary, such officer as may be appointed by the Board shall discharge his/her duties.

15.5 The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in the Bank chosen by the Board. He/she shall properly account for the funds and keep or cause to be kept such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested. The Treasurer will be responsible for all financial correspondence of the Association. The Treasurer shall relinquish the Association's books to the Auditors, as chosen by the Vice President, fourteen (14) days prior to the Annual General Meeting.

15.6 Signing authority shall be held by three members of the executive, with two signatures required on all contracts, engagements, applications, deeds, cheques, loans or other legal instruments. Signing authority shall not be held by two members of the same household or immediate family.

16. AUDITING AND FINANCIAL RECORDS

16.1 The books, accounts, and records of the Treasurer shall be audited at least once per year by a duly qualified accountant, or by two members of the Association duly appointed by the Vice President, who will submit them at the Annual General Meeting.

16.2 The fiscal year of the Association shall be January 1st to December 31st.

16.3 The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

17. BORROWING POWERS

17.1 The Association is empowered to borrow or raise or secure the payment of money and may secure the payment of the same by mortgage or charge upon the undertaking of the whole or any part of the assets and property of the Association. Such authority shall only be exercised if first approved by the membership by way of a special resolution passed at any Annual or general meeting of the Association.

18. RENUMERATION

18.1 Unless authorized by decision of the Board, no officer or member of the Association shall receive any remuneration for his/her services other than reimbursement for out of pocket expenses incurred in the performance of his/her duties.

19. INDEMNITY

19.1 Every member of the Board or other servant of the Association shall be indemnified by the Association against all costs, losses, and expenses incurred by them respectively, in or about the discharge of their duties, except as happens from their own respective wilful neglect or defaults. To the greatest extent possible, prior approval shall be received from the Board. The Board reserves the right to refuse reimbursement for unauthorized expenses.

20. COMMITTEES

20.1 The Board may establish such committees as deemed necessary to carry on the work of the Association. The committees shall have such duties and responsibilities as the Board determines.

21. AMMEDMENT OF THE BYLAWS

21.1 The Bylaws may be rescinded, altered or added to by a Special Resolution and two-thirds (2/3) majority vote of the Board.

22. DISSOLUTION

22.1 On the winding up or dissolution of the Association, the funds and assets of the Association shall not be distributed among the members nor to any of them. After all debts have been paid, or provisions for their repayment have been made, the remaining assets shall be transferred and delivered to one or more incorporated non-profit societies or public agencies in Alberta which provides non-profit public services in the area or amateur sports and recreation.

22.2 The recipient societies or agencies shall be chosen by resolution of the members of Whitecourt Minor Soccer.

Dated this 11th day of January, 2017.

