

Calgary West Soccer CWSC Bylaws

Article I - Name

1. The name of the society shall be "Calgary West Soccer Club" (CWSC).

Article II – Affiliations

1. The CWSC shall be affiliated with: (and shall be subject to the rules and regulations adopted by these bodies where applicable)
 - (a) The Calgary Minor Soccer Association (CMSA)
 - (b) The Calgary United Soccer Association (CUSA)
 - (c) The Calgary Women's Soccer Association (CWSA)
 - (d) The Calgary Soccer Federation (CSF)
 - (e) The Alberta Soccer Association (ASA)
 - (f) The Canadian Soccer Association (CSA)

Article III - Organization

1. The CWSC is a non-profit organization and a registered Alberta society with offices in Calgary, Alberta. CWSC is a community based soccer club formed to enhance the soccer experience for all its members and to provide programs for all ages. The CWSC shall:
 - (a) promote soccer as a sport;
 - (b) organize within its designated area of operations, levels of soccer for minor players as defined by the CMSA and senior soccer as defined by the CUSA, the CWSA and the CSF;
 - (c) provide training in the sport of soccer, both youth and adult;
 - (d) provide the opportunity for every player to develop to their desired level of play; and
 - (e) promote the health, welfare and recreation of the general public through the sport of soccer.

Article IV – Definitions

1. The following definitions shall apply to this By-law:
 - (a) “Board”, “Board of Directors” or “Directors” means the elected board of directors of the CWSC;
 - (b) “Executive Committee” means elected officers of the CWSC Board of Directors;
 - (c) “Minor” means a player not attaining his 18th birthday prior to January 1st of the playing year;
 - (d) “Soccer Community” means areas with boundaries recognized as Communities by the CMSA; and

Article V – Membership

1. There shall be five (5) classes of membership in the Society, namely:
 - (a) “Player Membership” for players over the age of majority;
 - (b) “Family Membership” for families with one or more players under the age of majority;
 - (c) “Non-player Membership” for directors, officers, and non-parent head coaches of the CWSC;
 - (d) “Participating Community Membership” for individual communities or soccer programs (independent of a community association), who are participating in the CWSC and have signed a participation agreement; and
 - (e) “Associate Community Membership” for individual communities or soccer programs (independent of a community association), who are participating in the CWSC and have not signed a participation agreement.
2. All players must hold a Player Membership or a Family Membership in the CWSC in order that the players are eligible to play for CWSC teams.
3. Player Members shall be entitled to one vote per member at all meetings of the members of the Society and they shall pay annual membership dues, as determined by the Board of Directors.
4. Family Members with one or more players under the age of majority shall be entitled to one vote per family at all meetings of members of the CWSC and they shall pay annual membership dues, as determined by the Board of Directors. The family must appoint one of its

members to vote on the family's behalf. That appointed voting member must be over the age of majority.

5. Non-player Members shall be entitled to one vote per member at all meetings of the members of the CWSC and they shall pay annual membership dues, as determined by the Board of Directors.

6. Participating Community Members shall be entitled to one vote per Participating Community at all meetings of members of the CWSC and they shall pay annual administrative and technical service fees, as determined by the Board of Directors. The Participating Community must appoint one of its members to vote on the Participating Community's behalf. The appointed voting member must be over the age of majority.

7. Associate Community Members shall not be entitled to vote at any meetings of members of the CWSC and they shall pay annual administrative and technical service fees, as determined by the Board of Directors. The Associate Community must appoint one of its members over the age of majority, to be the contact person with the CWSC.

8. A member shall be in good standing when:

- (a) the current annual membership dues or service fees, in any, are paid; and
- (b) in the case of a Player, Family or Non-player Member, has had a valid community membership with one of the Participating or Associate Communities during one of the two immediately preceding soccer seasons.

9. Upon the failure of any member to pay the annual membership dues, any subscription, or indebtedness to the CWSC, the Directors may cause the name of such member to be removed from the Register of Members, but such member may be re-admitted to membership by the Directors upon such evidence, as the Directors may consider satisfactory.

10. Members may withdraw their membership from the CWSC and have their names removed from the Register of Members by submitting written notice to the Secretary of the CWSC of their intent.

Article VI - Conduct

1. Members have an obligation not only to abide by the By-law and Policies of the CWSC but also to act in a manner that evidences their commitment to the principles and intent of the By-Law and Policies.

2. Private interests shall not provide the potential for or the appearance of an opportunity for benefit, wrongdoing, or unethical conduct. It is important to emphasize that conflict of interest relates to the potential for wrongdoing as well as to actual or intended wrongdoing.

3. Information or data entrusted to members for use in their capacity or position shall not be disclosed or disseminated in a manner that may cause embarrassment to the CWSC, or that betrays a trust or confidence.
4. Members shall at all times exhibit deportment that maintains the reputation of the CWSC, and shall at no time harm or hinder the CWSC or its ability to represent the sport.
5. No member shall harass another member by actions that include, but are not limited to, unwelcome remarks, invitations, requests, gestures, or physical contact that, whether indirect or explicit, has the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other member. Harassment will be considered any such inappropriate behaviors, be it ethnic, religious, or sexual in nature.
6. The interactions or involvement of members under the jurisdiction of the CWSC shall not result in threats, intimidation, or inflicted physical distress between such members, whether implied or specific.
7. Members may be fined, suspended, and/or expelled from membership in the CWSC for misconduct or for actions detrimental to the CWSC or for violation of any part of this Article VI by a two-thirds (2/3) majority vote of the members at a meeting, whether Board, general, or specific, after an investigation has been made at which the member concerned has been given a proper hearing with a full opportunity to explain his/her action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned in writing, not less than seven (7) days before such hearings. The hearing may be held by the Board of Directors, a sub-committee of the Board or by a special committee struck by the Board to conduct such a hearing. If the concerned member does not attend the hearing after being duly notified by the CWSC, by its Board of Directors, shall make a decision in his/her absence.

Article VII - Appeals

1. Appeals from decisions by Committees of the CWSC may be directed, in writing, to the Board of Directors.
2. Appeals from a decision of the Board of Directors may be made to the CMSA for decisions regarding minor age players and to CUSA or CWSA for decisions regarding players over the age of majority.
3. Appeals from a decision by the CMSA may be made to the CSF and to the ASA.
4. The Board of Directors shall decide in what manner and by whom such appeal shall be heard and will determine the time and place of the meeting.
5. Every appeal must be in writing and accompanied by a fee of \$250.00, which will only be refunded if the appeal is allowed either in whole or in part.

6. Appeals must be lodged in writing within 72 hours from a decision rendered.
7. No person may participate as a member of the Disciplinary Committee or as a member of an appeal hearing body in respect of any matter if such person has a conflict of interest.
8. Anyone directly affected by any matter in an appeal shall have the right to be present and be heard at the hearing involving such appeal.
9. A decision on any appeal shall be made within 7 days of the receipt of such appeal.

Article VIII – Meetings

1. The Annual General Meeting (AGM) shall be held in either November or December at such time and place as determined by the Board of Directors. Notice of the AGM shall be sent to all Members not less than twenty-one (21) days before the meeting. This notice may be communicated by mail, telephone, e-mail or fax.
2. Any interested persons may be invited by the Board of Directors to attend as observers at the AGM of the CWSC and shall be identified as such.
3. The Secretary, upon instructions from the President, or upon receipt of a written request by Two (2) Directors of the CWSC Board, shall call a Special General Meeting. At a Special General Meeting only business stated on the agenda shall be open for debate. Not less than Twenty-One (21) days notice shall be given of such meeting. This notice may be communicated by mail, telephone, e-mail or fax.
4. Board of Directors Meetings of the CWSC shall be held as determined by majority of the Board at a previous regular meeting or may be called by the Secretary upon instructions from the President or, in his or her absence, the Vice-President.
5. Not less than Fourteen (14) days notice in writing or Seven (7) days notice by telephone, mail, e-mail or fax, shall be given to all members of the Board of such meetings. The order of business at all Annual General Meetings of the CWSC shall include (but is not limited to):
 - (a) Call to Order and Establishment of Quorum;
 - (b) Minutes of the last Annual General Meeting;
 - (c) Business arising from the Minutes;
 - (d) President's Report;
 - (e) Treasurer's Reports;
 - (g) Standing Committee Reports;
 - (h) New Business;
 - (i) Amendments to the By-Laws (if any);
 - (j) Elections;
 - (k) Adjournment

6. Rules and all points of order not covered under the By-Laws of the CWSC, shall be governed by Roberts' Rules of Order- latest edition.

Article IX-Quorum

1. At the Annual General Meeting or at a Special General Meeting of the CWSC a minimum representation of twelve (12) members shall constitute a quorum.

2. At properly convened Board of Director meetings of the CWSC a minimum of three (3) Directors, one of whom must be the President or Vice-President, shall constitute a quorum.

3. If, within 45 minutes from the time appointed, a quorum is not present, the Annual or Special Meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjournment meeting a quorum is not present, the members present shall constitute a quorum.

4. The quorum at an Executive Committee meeting shall be one-half (1/2) of the members thereof. If there is no quorum within one half (1/2) hour following the time for which the meeting has been called, the meeting shall stand adjourned.

5. The President shall call a further meeting to which proper notice is given and, if a quorum is in attendance, the meeting shall be conducted.

Article X – Voting

1. At the Annual General Meeting, or any Special General Meeting of the CWSC each member over the age of majority and in good standing of the CWSC shall be entitled to one vote. In the case of Family Members and Participating Community Members only one member of each family/community over the age of majority is entitled to vote on the family's/community's behalf. That appointed voting member is then the only member of that family/community entitled to run for election to the Board of Directors.

2. At all meetings of the CWSC, the Chairperson may exercise a second casting vote.

3. Proxy votes will not be admissible.

4. Motions put forward for debate shall be determined by a simple majority of the total votes cast. This shall exclude Extraordinary Resolutions, which shall require a Seventy Five (75%) percent majority, and Motions relating to Financial Expenditures which shall require a Two-Thirds (66 2/3%) majority.

5. All votes taken at a Board of Directors or at an Executive Committee meeting shall be by show of hands and no proxies shall be permitted.

6. In the event of a tie at a Board of Directors or at an Executive Committee meeting, the Chairperson of the meeting shall have a second or deciding vote.

Article XI - Board of Directors

1. The affairs of the CWSC shall be managed by the Board of Directors and the Board may exercise all such powers of the CWSC, and do, on behalf of the CWSC, all such acts as may be exercised and done by the CWSC and as are not, by the Societies Act (Alberta) or these By-Laws, required to be exercised or done by the CWSC in Annual or Special General Meetings.

2. The Board of Directors shall consist of no fewer than four (4) and no more than eight (8) members in good standing over the age of majority, each duly elected at the Annual General Meeting. Directors will be elected for two-year terms with a maximum of four (4) Directors being elected in alternate years. It shall be a pre-condition for nomination to the Board of Directors that the nominee have at least one (1) years experience on a committee of the CWSC or be nominated through the Board Nominations Process requiring the endorsement of two (2) Directors.

3. If fewer than twelve (12) members in good standing over the age of majority are elected at the Annual General Meeting or for any reason a vacancy on the Board of Directors occurs, any such vacancy may be filled by appointment by the Board of Directors. Persons appointed to vacant positions will be appointed only for the balance of the current year.

4. Members of the Board may be eligible for re-election as long as they qualify individually under these By-Laws.

5. The Position of Director shall be vacated as follows:

- (a) Being absent for two (2) consecutive regular meetings of the Board, without good reason, (which may be waived by the Board);
- (b) If, in the opinion of the Board, as evidenced by a two thirds (2/3) majority vote with 75% of Board Members present at a regular meeting of the Board, the Director is deemed to have acted in a manner detrimental to the purposes of the CWSC, or to have violated any part of Article VII after and investigation has been made in accordance with Article VII.

6. A director may resign from office upon giving notice in writing to the Secretary, and such resignation shall take effect upon acceptance by the Board of Directors.

7. No Director shall receive compensation for his or her services but he or she shall be entitled to be paid any out-of pocket expenses incurred by him in the course of discharging any duty for the CWSC.

Article XII - Executive Committee of the CWSC

1. The Board of Directors shall elect the Executive Committee (other than the Immediate Past President) at the Annual General Meeting and appoint other committees as deemed necessary, from any members in good standing over the age of majority provided that the President shall be elected from one of the Board Members.
2. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Registrar, and Immediate Past President.
3. The Executive Committee shall conduct the business of the CWSC between meetings of the Board. It shall report to the Board all decisions made by it for ratification at the next Board Meeting.
4. The Executive Committee may recommend the establishment of ad-hoc committees and determine the terms of reference thereof. Such committees must include a Board Member as member or Chairperson.
5. Meetings of the Executive Committee shall convene on the call of the President or of any two (2) members of the Executive Committee.
6. Notice of Executive Committee meetings shall be given at least twenty-four (24) hours prior to the proposed date of the meeting by the Secretary or some person appointed by the Secretary so to do; provided, however, that in the event that the Executive Committee establishes a regular date or dates or day or days in each calendar month and a regular place and time, no notices shall thereafter be required. Valid notices of all notices of meetings or cancellations may be delivered by telephone, email, or fax.
7. The President shall be the Chairperson of the Executive Committee meetings but in his/her absence the Vice-President shall be Chairperson.

Article XIII - Other Committees and Positions of the CWSC

1. The Board of Directors may (on the advice of the Executive Committee or otherwise) appoint other officers and committees (and their chairpersons) as deemed necessary.

Article XIV - Election of the Board of Directors and Appointments

1. Any member in good standing of the CWSC over the age of majority who indicates a sincere interest in the aims and objectives of the CWSC and who is duly nominated, and whose nomination does not result in a conflict of interest position for the candidate, may be elected to the CWSC's Board of Directors and appointed to the Executive Committee. Members who are suspended or who have been expelled from the CWSC are not eligible to be elected.
2. Members who wish to be elected to the Board of Directors must be nominated by another member in good standing and over the age of majority and such nomination must be made to the

Nomination Committee of the Board of Directors and Executive Committee not less than 14 days before the Annual General Meeting.

3. Nominated members must submit their objectives/goals for seeking election. Such statements of intent will accompany the nominations and will be included in the Notice of the Annual General Meeting sent out to the membership.

4. A maximum of four (4) members for the Board of Directors will be elected annually to serve a two-year term from amongst the eligible voters at the Annual General Meeting. Members of the Executive Committee are appointed to one-year terms.

5. Each candidate will be voted in individually. Candidates for the Board of Directors must be elected. If more than four (4) candidates run for Board positions, those four (4) with the most votes shall be deemed to be elected.

6. Within one month following the AGM the President shall call a Board Meeting for the purpose of familiarizing new Board Members of the CWSC with rules, procedures, and By-Laws.

Article XV - Duties of Officers

1. The OFFICERS of the CWSC shall perform the special duties hereinafter mentioned, notwithstanding any other duties, which may or may not be contained in the CWSC By-Laws:

2. The President: shall preside at all meetings of the CWSC at which he/she is present. He/she may move and second any proposals or amendments thereto, and may vote and exercise a second CASTING VOTE. He/she shall ensure that other Officers perform their respective duties, and shall ensure that all By-Laws are enforced. He/she MAY TAKE PART in DEBATE whilst IN THE CHAIR, except in the case of DEBATE of RULE OF ORDER and at regular meetings of the Society.

3. The Vice-President: shall perform the duties of the President in the event of his/her absence or resignation, in addition to other duties and appointments. In the event of the Presidency falling vacant during the year, the Vice-President shall assume that Office until the next Annual General Meeting.

4. The Secretary: shall keep an accurate record of the minutes of all meetings of the CWSC, the Board of Directors and the Executive Committee and in that capacity shall be clerk thereof. The Secretary shall maintain accurate records of members and their addresses, be responsible for the transmission of all notices and correspondence on behalf of the CWSC including producing all papers, books and records within his/her area of responsibility as requested by the Board. The Secretary will have charge of the seal of the CWSC, which seal whenever used, shall be authenticated by two (2) signatures; first by the Secretary and the President and in the absence of either one any other member of the Executive Committee may sign.

5. The Treasurer: shall receive all funds on behalf of the CWSC and may issue receipts for funds received. All funds shall be deposited in a Canadian financial institution, the account to be in the name of the CWSC. No funds may be withdrawn without the consent of the Executive Committee. Whenever possible, all accounts shall be paid by official cheques. The Treasurer shall be responsible to prepare financial statements for the AGM of the CWSC. Monthly financial reports shall be prepared for the Board of Directors or as otherwise agreed by the Executive Committee. The Treasurer shall recommend a fiscal year to be set by the Board. The Treasurer should possess suitable qualifications in the field of finance or accounting.

6. Duties of the Directors: shall be determined at the first meeting of the Board following the AGM.

7. Action Without Meeting: Any action required or permitted to be taken by the Board, Executive Committee or any other committee may be taken without a meeting, if all members of the Board, Executive Committee or other committee, as the case may be, individually and collectively consent in writing to such action. Such consent may be delivered in counterpart by fax or e-mail. Such written consent or consents shall be kept on file with the Secretary. Such action by written consent shall have the same force and effect as the unanimous vote of such Board or committee.

Article XVI - Finance

1. All funds of the CWSC shall be deposited in a Canadian financial institution authorized by the Board of Directors, to an account in the name of CWSC. Withdrawals and cheques drawn on behalf of the CWSC shall be signed by any two members of the Executive Committee.

2. Upon resolution of the Board, surplus funds of the CWSC may be invested in such manner as the Board of Directors may determine.

3. Expenditures not authorized through budget resolution in excess \$250.00 must have Board of Directors approval.

4. In the case of dissolution of the CWSC any assets remaining after paying debts and liabilities shall be disbursed to the Participating Communities on a pro rata basis.

Article XVII - Accountants

1. The Directors shall elect, or appoint, at a regular meeting of the Board, a professional accountant to perform a review of the accounts of the CWSC:

(a) Upon request from the Board of Directors or Executive Committee;

(b) Each year, as at September 30, and working in co-operation with the CWSC's Treasurer, submit a statement to the CWSC at the Annual General Meeting.

2. The Books of the CWSC may be inspected by any member of the CWSC at any time, upon giving reasonable notice and arranging a time satisfactory to the Treasurer having charge of same. Each member of the Board of Directors shall have access to such books and records.

Article XVIII - Bylaw Amendments

1. Future changes may be made only by a special resolution of the members as defined in Section 1(d) of the Societies Act (Alberta).

2. No proposed amendments to the By-Laws shall be made or accepted unless written notice signed by two (2) Directors has been received by the Secretary of the CWSC.

3. Such notice and the proposed amendments must reach the Secretary Thirty (30) days prior to the Annual General Meeting, and shall be circulated to all members Twenty-One (21) days prior to the Annual General Meeting.

4. Proposed amendments shall be placed on the Annual General Meeting agenda.

5. Any proposal for amendments to the By-Laws at the Annual General Meeting not carried by a 75% vote of the members present shall not be reintroduced for two (2) years, unless the Board of Directors deem its reintroduction advisable and necessary.

Article XIX - Indemnity

1. Directors or any employee of the CWSC shall be indemnified by the CWSC against all costs, losses and expenses incurred in or about the discharge of their duties.

2. Volunteers may not be offered commissions or monetary incentives, but shall be reimbursed for reasonable expenses incurred in their normal duties.

Article XX - Other Regulations

1. The CWSC may make such rules and regulations as may be deemed appropriate to promote, develop, and co-ordinate the game of soccer within its boundaries.

Article XXI - Monies Owing

1. Penalties for late payments, or non-payment, of monies shall be established by the Board.

Article XXII - Borrowing Powers

1. For purposes of carrying out its Objects, the CWSC may borrow, raise or secure funds in such manner as it deems fit, and in particular by the issue of Debentures, but this power shall be exercised only under the authority of the CWSC and in no case shall debentures be issued without the sanction of the CWSC membership.

Article XXIII - Laws of the Game

1. The CWSC shall support and maintain the principles of the Laws of the Game as established by F.I.F.A. except as necessary to accommodate regional differences in age categories or climatic conditions.

2. The agreed upon changes shall normally become effective in the playing season following their adoption.

Article XXIV - Interpretations Motions

1. Interpretations of these By-Laws as well as questions in dispute shall be referred to the Board of Directors.

2. The singular shall include the plural and vice-versa. Masculine shall include the Feminine and vice versa.

3. It shall be noted that the Operating Rules and Regulations of the CWSC are for the specific purposes of governing the game and all members under the jurisdiction of the CWSC.

4. All questions regarding the Operating Rules and Regulations, which are not covered herein, shall be referred to the Board of Directors for decision.

Article XXV - Prior By-Laws

1. These By-Laws shall supersede and replace in their entirety the By-Laws of the CWSC contained in the application of the CWSC to form a society under the Societies Act of Alberta, dated _____, and filed with the Registrar of Companies for the Province of Alberta on _____.

Dated this _____ day of _____, _____

President

Secretary