

Calgary West Soccer CWSC Bylaws

Article I - Name

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

Article II – 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 and "Board Member" means a member thereof;
 - (b) "Executive Council" has the meaning set forth in Article X;
 - (c) "Executive Director" has the meaning set forth in Article X;
 - (d) "Minor" means a player not attaining his 18th birthday prior to January 1st of the playing year; and
 - (e) "Soccer Community" means areas with boundaries recognized as Communities by the CMSA.

Article III – 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 IV - 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, employee or contractor of the club, by actions that include, but are not limited to, unwelcome remarks, invitations, requests, gestures, physical or verbal contact that, whether indirect or explicit, has the purpose or effect of humiliating, interfering with or creating an intimidating situation for that other member, employee or contractor of the Club. Harassment will be considered any such inappropriate behaviors, be it ethnic, religious, personal or sexual in nature.
6. The interactions or involvement of members, employees or contractors, under the jurisdiction of the CWSC shall not result in threats, intimidation, or inflicted physical or emotional 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, its Board of Directors, shall make a decision in his/her absence.

Article V - Appeals

1. Appeals from decisions by the Executive Director of the CWSC may be directed, in writing, to the Board of Directors and may be heard by the Board of Directors or a subcommittee thereof.
2. Appeals from a decision of the Board of Directors may be brought to the attention of the Chair of the Board of Directors, in writing, and heard by an independent advisor with appropriate qualifications for the specific circumstances or may be decided by arbitration in accordance with the Arbitration Act of Alberta.
3. 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, providing at least 5 days notice to the appellant.
6. Any appeals must be lodged in writing within 72 hours from a decision rendered.
7. No person may participate 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 VI – Meetings

1. The Annual General Meeting (AGM) shall be held at such date, time and place as determined by the Board of Directors, provided that the AGM will be held no later than the end of February of each fiscal year. 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. The order of business at all AGMs of the CWSC shall include (but is not limited to):
 - (a) Call to Order and Establishment of Quorum;
 - (b) Minutes of the last AGM;
 - (c) Business arising from the Minutes;
 - (d) Chair Report;
 - (e) Treasurer's Report;
 - (f) Standing Committee Reports;
 - (g) New Business;
 - (h) Amendments to the By-Laws (if any);
 - (i) Elections;
 - (j) Adjournment
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 Chair, or upon receipt of a written request by two (2) Directors of the CWSC Board, shall call a Special General Meeting (SGM). At a SGM 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 Chair or, in his or her absence, the Vice-Chair.
5. 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 VII-Quorum

1. At the AGM or at a SGM of the CWSC a minimum representation of 20 members shall constitute a quorum.
2. At properly convened Board of Directors meetings of the CWSC a minimum of 51% of the Board of Directors, one of whom must be the Chair or Vice Chair, 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 take place within 2 weeks at a time and location to be determined.. If at such adjournment meeting a quorum is not present, the members present shall constitute a quorum.
4. The Chair shall call a further meeting to which proper notice is given and, if a quorum is in attendance, the meeting shall be conducted.

Article VIII – Voting

1. At the AGM, or any SGM 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 Chair 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 Special 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 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 meeting, the Chair of the meeting shall have a second or deciding vote.

Article IX - 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 five (5) and no more than nine (9) members in good standing over the age of majority, each duly elected at the AGM. Directors shall be elected for two-year terms with a maximum of four (4) Directors being elected in alternate years.
3. If fewer than seven (7) members in good standing over the age of majority are elected at the AGM, each directorship position up to seven (7) are considered vacancies. If 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); or
 - (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 IV after an investigation has been made in accordance with Article IV.
6. A director may resign from office upon giving notice in writing to the Secretary or the Chair, and such resignation shall take effect upon acceptance by the Board of Directors.
7. No Director shall receive compensation for his or her services as a Board director, 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.
8. Upon a majority vote of the Board, any Director or Officer may be removed from office for any cause the Society deems reasonable.

Article X - Executive Director and Executive Council

1. The Board of Directors may elect the Executive Council (other than the Immediate Past President) at the first meeting of the Board of Directors held after the AGM and appoint other committees as deemed necessary, from any members in good standing over the age of majority provided that the Chair and two other members shall be elected from the Board Members.
2. The Executive Council may also consist of the Chair, Vice Chair, Secretary, Treasurer, Registrar, and Immediate Past President.
3. The Executive Director shall conduct the business of the CWSC between meetings of the Board and shall report to the Board.
4. The Executive Council 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 Council shall convene on the call of the Executive Director, the Chair or of any two (2) members of the Executive Council.
6. Notice of Executive Council meetings shall be given at least twenty-four (24) hours prior to the proposed date of the meeting by the Chair or Executive Director; provided, however, that in the event that the Executive Council 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.

Article XI - Other Committees and Positions

1. The Board of Directors may appoint an Executive Director, officers and standing or ad-hoc committees (and their chairpersons) as deemed necessary.

Article XII - 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. 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 have actively contributed at the club level in an operations or governance capacity and have their nomination endorsed by two (2) Board Members. The nomination must be submitted to the Board of Directors not less than 21 days before the AGM.
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 AGM 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 AGM.
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 Chair shall call a Board Meeting for the purpose of familiarizing new Board Members of the CWSC with rules, procedures, and By-Laws.

Article XIII - 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 Chair: 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-Chair: shall perform the duties of the Chair in the event of his/her absence or resignation, in addition to other duties and appointments. In the event of the Chairmanship falling vacant during the year, the Vice-Chair shall assume that Office until the next AGM.

4. The Secretary: shall keep an accurate record of the minutes of all meetings of the CWSC, the Board of Directors 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 Chair and in the absence of one, any other member of the Board may sign.
5. The Treasurer: shall be responsible for oversight of preparation of the financial statements for the AGM of the CWSC. Quarterly financial reports shall be prepared for the Board of Directors.. 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, may be taken without a meeting, if all members of the Board, 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.
8. No Officer shall receive remuneration 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 XIV - 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 duly appointed by the Board of Directors. This may include the Executive Director, Administrator, Bookkeeper and other Board Members deemed suitable.
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. Any unbudgeted expenditures not authorized through budget resolution approval must have Board of Directors approval.

Article XV - Accountants

1. The books, accounts and records of the CWSC shall be audited at least once each year, as at September 30, by a duly qualified accountant or by two members of the society elected for that purpose at the AGM. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the AGM of the CWSC.

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 XVI - 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 General Meeting, and shall be circulated to all members Twenty-One (21) days prior to the General Meeting.
4. Proposed amendments shall be placed on the AGM or SGM agenda.
5. Any proposal for amendments to the By-Laws at the AGM or SGM 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 XVII - 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 XVIII- Monies Owning

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

Article XIX - Borrowing Powers

1. For the purpose of carrying out its objects, CWSC may borrow or raise or secure the payment of money in such manner as it thinks 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 a special resolution of the Society.

Article XX - 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 Executive Director or Board of Directors for decision.

Article XXI - 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 January 23, 2006 and filed with the Registrar of Companies for the Province of Alberta on February 6, 2006, and the By-Laws of the CWSC passed at the AGM on December 1, 2011.

Dated this _____ day of _____, _____

Chair

Secretary