

# Calgary Blizzard Soccer Club Bylaws

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### Article I – Name

1. The name of the society shall be "Calgary Blizzard Soccer Club" hereinafter referred to as CBSC or CLUB.

### Article II – Affiliation

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

### **Article III – Organization**

1. The CBSC shall 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 Calgary United Soccer Association (CUSA) and the Calgary Women's Soccer Association (CWSA) and the CSF.
2. The operations of the Calgary Blizzard Soccer Club are to be chiefly carried on in the City of Calgary, Alberta.

### **Article IV – Definitions**

1. The following definitions shall apply to this By-law:
  - Minor: A player not attaining his 18th birthday prior to January 1st of the playing year.
  - Board of Directors: Elected Board of Directors of the CBSC
  - Soccer Community: Areas with boundaries recognized as Communities by the Calgary Minor Soccer Association.
  - Zone: Areas comprising of one or more Soccer Communities in district (3) with boundaries defined by the CMSA.
  - Executive Committee: Elected officers of the CBSC Board of Directors.

### **Article V – Membership**

1. There shall be three classes of membership in the Society; namely *Player Membership* for players over the age of majority, *Family Membership* for families with one or more players under the age of majority, and *Associate Family Memberships* for families of non-players. All players or their families must hold one of these types of memberships of the Society in order that the players are eligible to play for the Society's teams.
2. *Player Members* above the age of majority 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 at the Annual General Meeting.
3. *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 Society and they shall pay annual membership dues, as determined at the Annual General Meeting. 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.
4. The *Associate Family Members* (non-players) shall be entitled to one vote per family at all meetings of members of the Society and they shall pay annual membership dues, as determined at the Annual General Meeting.
5. A member shall be in good standing when the current annual membership dues are paid. Upon the failure of any member to pay the annual membership dues, any subscription, or indebtedness to the Society, 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 they may consider satisfactory.
6. Members may withdraw their membership from the Society and have their names removed from the Register of Members by submitting written notice to the Secretary of the Society of their intent.

## **Article VI – Conduct**

1. Members have an obligation not only to abide by the By-law and Policies of the CBSC, 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 CLUB, or that betrays a trust or confidence.
4. Members shall at all times exhibit deportment that maintains the CLUB's reputation, and shall at no time harm or hinder the CLUB 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 CLUB 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 CLUB for misconduct or for actions detrimental to the CLUB or for violation of any part of Article VII 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 CLUB, by its Board of Directors, shall make a decision in his/her absence.

## **Article VII – Appeals**

1. Appeals from decisions by Committees of the CBSC 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 Alberta Soccer Association.
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 \$100.00, 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. Annual General Meeting:
  - a) 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.
  - b) The order of business at all Annual General Meetings of the CLUB shall include (but is not limited to):
    - i) Roll Call
    - ii) Minutes of the last Annual General Meeting
    - iii) Business arising from the Minutes
    - iv) Correspondence
    - v) Unfinished Business
    - vi) Reports
    - vii) Standing Committee Reports
    - viii) Amendments to the By-Laws
    - ix) Elections
    - x) New Business
    - xi) Adjournment
  - c) Any interested persons shall be entitled to attend as observers at the AGM of the CBSC, and shall be identified as such.
2. Special General Meeting:

The Secretary, upon instructions from the President, or upon receipt of a written request by Two (2) Directors of the CBSC 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.
3. Board of Directors Meeting:

Board of Directors Meetings of the CBSC 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 absence, the Vice-President. 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.
4. Rules and all points of order not covered under the By-Laws of the CLUB, 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 CBSC a minimum representation of twelve (12) members shall constitute a quorum.
2. At properly convened Board of Director meetings of the CBSC, a minimum of 50% (fifty per cent) of the currently serving Directors 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 CBSC, each member over the age of majority and in good standing of the CLUB shall be entitled to one vote. In the case of Family or Associate Family members, only one member of each family over the age of majority is entitled to vote on the family's behalf. That appointed voting member is then the only member of that family entitled to run for election to the Board of Directors.
2. At the Annual General Meeting, or any Special General Meeting of the CBSC, each member in good standing of the CLUB shall be entitled to one vote.
3. At all meetings of the CLUB, the Chairman may exercise a casting vote.
4. Directors of the CLUB shall have voice AND VOTE at all ANNUAL GENERAL MEETINGS and Special General Meetings.
5. Proxy votes will not be admissible.
6. 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.
7. All votes taken at an Executive Committee meeting shall be by show of hands and no proxies shall be permitted.
8. In the event of a tie at an Executive Committee meeting, the Chairman of the Executive Committee shall have a second or deciding vote.

## **Article XI - Board of Directors**

1. The affairs of the Association shall be managed by the Board of Directors and the Board may exercise all such powers of the CLUB, and do, on behalf of the CLUB, all such acts as may be exercised and done by the CLUB and as are not, by the Societies Act or these By-Laws, required to be exercised or done by the CLUB in Annual or Special General Meetings.
2. The Board of Directors shall consist of no fewer than six (6) and no more than twelve (12) 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 six (6) Directors being elected in alternate years.
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 Board of Directors shall elect the Executive Committee at the first meeting following the Annual General Meeting and appoint other committees and their chairmen as deemed necessary.
6. The Position of Director shall be vacated as follows:
  - a) Being absent for three (3) 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 of the quorum present, the Director is deemed to have acted in a manner detrimental to the purposes of the CLUB, or to have violated any part of Article VI after **and** investigation has been made in accordance with Article VI.7.
7. 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.
8. No Director shall receive compensation for his services but he shall be entitled to be paid any out-of-pocket expenses incurred by him in the course of discharging any duty for the CLUB.
9. Any Director, through their actions or behavior, violating any part or in whole the By-Laws of this CLUB may be removed from their position by a two-thirds majority vote with 75% of Board Members present at a regular meeting of the Board.

## **Article XII - Executive Committee of the CBSC**

1. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President.
2. The Executive Committee shall conduct the business of the CBSC between meetings of the Board. It shall report to the Board all decisions made by it for ratification at the next Board Meeting.
3. 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 chairman.
4. Meetings of the Executive Committee shall convene on the call of the President or of any two (2) members of the Executive Committee.

5. 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, e-mail, or fax.
6. The President shall be the Chairman of the Executive Committee meetings but in his absence the Vice-President shall be Chairman.

### **Article XIII - Election of the Board of Directors and Appointments**

1. Any member in good standing of the CBSC over the age of majority who indicates a sincere interest in the aims and objectives of the CBSC, 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 CLUB's Board of Directors. Members who are suspended or who have been expelled from the CLUB are not eligible to be elected.
2. Members who wish to be elected 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 not less than 14 days before the Annual General Meeting.
3. Nominated members must submit their objectives/goals for seeking election as Directors. Such statements of intent will accompany the nominations and will be included in the Notice of AGM sent out to the membership.
4. A maximum of six (6) 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.
5. Each candidate will be voted in individually. Candidates must be elected. If more than six candidates run for Board Positions, those six with the most votes shall be deemed to be elected.
6. At the Board meeting immediately following the Annual General Meeting, the Executive Committee will be elected by the Board of Directors from its own members.
7. At the Board meeting immediately following the Annual General Meeting, standing committees and special committees shall be elected and/or appointed, the chairperson of each committee to be a Board member.
8. Within six weeks following the AGM the President shall call a Board Meeting for the purpose of familiarizing new Board Members of the CLUB with rules, procedures, and By-Laws.

### **Article XIV - Duties of Officers**

1. The OFFICERS of the CLUB shall perform the special duties hereinafter mentioned, not withstanding any other duties, which may or may not be contained in the CLUB's By-Laws **s**.
2. The President: shall preside at all meetings of the CLUB at which he is present. He shall neither move nor second any proposals or amendments thereto, nor shall he vote unless there be a tie at any meeting, when he may exercise a CASTING VOTE. He shall ensure that other Officers perform their respective duties, and shall ensure that all By-Laws are enforced. He SHALL NOT 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 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 CLUB, 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 CBSC including producing all papers, books and records within his area of responsibility as requested by the Board. The Secretary will have charge of the seal of the CLUB, 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 CLUB 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 CBSC. 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 CBSC. 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 must possess suitable qualifications in the field of finance and shall be bonded by the sum of not less than fifty thousand dollars (\$50,000.00).
6. Duties of the Directors: shall be determined at the first meeting of the Board following the AGM.
7. The Position of Officer may be removed from office by a two thirds (2/3) majority vote of the Board quorum present, if the Officer is deemed to have acted in a manner detrimental to the purposes of the CLUB, or to have violated any part of Article VI after **and** investigation has been made in accordance with Article VI.7, or if they are failing to perform their duties as required by the CLUB.

#### **Article XV - Standing Committees**

1. The CLUB may appoint committees hereinafter called Standing Committees, the chairman to be a Director of the Board, to assist in carrying out the functions of the CLUB, with respect to but not restricted to the following matters:
  - a. Bylaws, Rules and Regulations: to ensure a continuous re-evaluation of the Operating Rules and Regulations and to establish an expertise regarding the existing By-Laws.
  - b. To investigate all questions regarding the Operating Rules and Regulations and the By-Laws and to make all necessary recommendations to alter or amend the existing Operating Rules and Regulations and the By-Laws at the Annual General Meeting. The mandate for these, and future committees, is outlined in the Policy and Procedures Manual of the CLUB.

#### **Article XVI – Finance**

1. All funds of the CBSC shall be deposited in a Canadian Financial Institution authorized by the Board of Directors, to an account in the name of CBSC Withdrawals and cheques drawn on behalf of the CBSC shall be signed by any two members of the Committee.
2. Upon resolution of the Board, surplus funds of the CBSC may be invested in such manner as the Board of Directors may determine.
3. Expenditures not authorized through budget resolution in excess \$500.00 must have Board of Directors approval.



4. In the case of dissolution of the CBSC, any assets remaining after paying debts and liabilities that have been received through Charitable Gaming ventures, will be:
  - a. Disbursed to eligible charitable or religious groups or purposes or
  - b. Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.

#### **Article XVII – Auditors**

1. The Directors shall elect, or appoint, at a regular meeting of the Board, a professional accountant to perform a review or audit of the accounts of the CLUB.
  - 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 Club's Treasurer, submit a statement to the Club at the Annual General Meeting.
2. The Books of the Club may be inspected by any member of the Club 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.
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 CLUB.
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 CBSC shall be indemnified by the CLUB against all costs, losses and expenses incurred in or about the discharge of their duties.
2. Employees or volunteers may not be offered commissions or incentive payments, but shall be reimbursed for reasonable expenses incurred in their normal duties.

#### **Article XX - Other Regulations**

1. The CBSC may make such rules and regulations as may be deemed appropriate to promote, develop, and co-ordinate the game of soccer within its boundaries.
2. In the case of dissolution of the CBSC all assets remaining after payment of all liabilities of CBSC shall be given to CMSA.

#### **Article XXI - Monies Owing**

1. All monies owing to the CBSC shall be payable within thirty (30) days of invoicing.
2. 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 CBSC 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 CBSC, and in no case shall debentures be issued without the sanction of the CBSC membership by special resolution.

#### **Article XXIII - Laws of the Game**

1. The CBSC 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 CLUB are for the specific purposes of governing the game and all members under the jurisdiction of the CLUB.
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**

These By-Laws shall supersede and replace in their entirety the By-Laws of the CLUB contained in the application of the CLUB to form a society under the Societies Act of Alberta, dated 14th MARCH 1977, and filed with the Registrar of Companies for the Province of Alberta on January 26th 1977.