

EDMONTON SCOTTISH UNITED SOCCER CLUB BYLAWS

This document is the authoritative source of Edmonton Scottish United
Soccer Club

Society Bylaws

January 2020

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Bylaws

Article 1. Preamble

1.1. The Society

1.1.1. “The Society” is known as Edmonton Scottish United Soccer Club

1.2. Purpose

1.2.1. To be Edmonton's premier soccer club, driven by our commitment to delivering inclusive, player-centric programming while fostering a love of sport in our players, coaches and families

1.3. Specific Purpose

1.3.1. To develop young athletes across the four pillars: technical, tactical, physical and psycho-social

1.4. Bylaws

1.4.1. The following articles set forth Bylaws of the society

1.5. Bylaw Changes

1.5.1. These Bylaws may be cancelled, altered or added to only by Special Resolution at any Annual General or Special Meeting of the society

1.5.2. In accordance with the Societies Act, any amendments to the Objects or Bylaws of the Society come into effect only when accepted and registered with the Corporate Registry of Alberta, at which time they cancel all prior bylaws of the Society

1.6. Objects of the Society

1.6.1. The objects of the society are detailed in the article of incorporation.

1.7. Affiliation

1.7.1. The Edmonton Scottish United Soccer Club shall be affiliated with (and shall be subject to the rules and regulations adopted by these bodies where applicable):

1.7.1.1. a. The applicable Edmonton Area Governing Body b. The Alberta Soccer Association (ASA) c. The Canadian Soccer Association (CSA)

1.7.2. The Society is affiliated with The Edmonton Scottish Society as the recognized provider of youth soccer

1.8. Definitions

1.8.1. Annual General Meeting means a meeting as described in Article 3

1.8.2. Association Member means an organization displaying objectives congruent with the Objects and Bylaws of the Society that

- 1.8.2.1. has applied to and been accepted by the Board as an Associate Member and
- 1.8.2.2. that the Society agrees to collaborate with in its various areas of programming, including but not limited to the following:
- a) Edmonton Scottish Society, and
 - b) Other organizations as may be identified from time to time.
- 1.8.3. Board means the Board of Directors of the Society and includes the Officers and Directors of the Board.
- 1.8.4. Director means any person elected or appointed to the Board of Directors, including its Officers.
- 1.8.5. Family Membership may include one or two adults and their dependent children who have not attained the age of eighteen (18) on the first day of the Membership Year.
- 1.8.6. Member means a member of the Society as set out in article 2.
- 1.8.7. Member in Good Standing means a Member who has paid all required fees and filed any required forms, and who has not been disciplined, suspended or their membership terminated in accordance with the Bylaws.
- 1.8.8. Membership Year means October 1st to September 30th, unless otherwise established at an Annual General Meeting or Special Meeting of the membership.
- 1.8.9. Officer means any Officer listed in Article 5
- 1.8.10. Person may include an individual, family, or legal entity.
- 1.8.11. Register of Members means the register maintained by the Society, containing the names and classification of Members of the Society.
- 1.8.12. Representative means a person designated by an Association or Corporate Member, in a manner determined by the Board, as an individual who may participate in Society meetings on behalf of the Member.
- 1.8.13. Society means the Edmonton Scottish United Soccer Club
- 1.8.14. Special Meeting means a meeting discussed in Article 3.2

1.8.15. Special Resolution means, as defined in the Societies Act:

1.8.15.1 A resolution passed at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy;

1.8.15.2 A resolution proposed and passed as a special resolution at a general meeting or a special meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the meeting so agree; or

1.8.15.3 A resolution consented to in writing by all the members who would have been entitled at a general meeting or special meeting to vote on the resolution in person, or, where alternate methods are permitted.

1.8.15.4 Alternate methods are permitted only for Officers and Directors and votes must be made in writing, or by a technology aided system such as conference call.

1.8.16. Voting Member means a Member in Good Standing eligible to vote at meetings of the Society.

1.9. Interpretation

1.9.1. Words indicating the singular also include the plural, and vice versa.

1.9.2. Words indicating the masculine gender also include the feminine gender and vice versa.

1.9.3. Headings are in bold type and are included only for convenience. They do not affect the interpretation of these Bylaws.

1.9.4. The purpose of these Bylaws is to enable and ensure orderly and consistent governance of the Society. To this end they should be given a broad and liberal interpretation.

Article 2. Membership

2.1. Application and Renewal

2.1.1. Subject to these Bylaws, membership shall be open to any Person who has a child registered in Edmonton Scottish United Soccer Club.

2.1.2. Application for membership shall be made in a form approved by the Executive Committee and must be accompanied by the appropriate registration fee.

2.1.2.1. Applications for membership shall be examined by a person appointed by the Board and, provided the criteria for membership are met, as set out in

these Bylaws and any other Board policy, the application shall be accepted, and the Person shall be added to the Society Register of Membership and advised of their membership status.

2.1.2.2. Notwithstanding section 2.1.2.1, if the person appointed to review memberships has any concerns regarding an application for membership, they shall bring the matter to the attention of the Executive Committee which has discretion to make a final decision.

2.1.3. Membership is for one year starting in Oct of each year, based on full payment of fees due and required forms filed for each season.

2.1.4. The Register of Members shall be established and maintained by the Board; the Board shall ensure that the Register includes member names and accurate and current information required to confirm that a Member is in Good Standing and eligible to vote in accordance with these Bylaws:

2.1.5. The Register of Members shall be used to confirm Member status for the purpose of motions and voting at Annual, General and Special meetings of the Society.

2.1.6. The Register of Members, or any part thereof, shall not be released except as provided for in section 36 of the Societies Act.

2.2. Member Classifications

2.2.1. Society membership is composed of the following:

- i) Full Member (individual or family);
- ii) Association Member;
- iii) Associate Member;
- iv) Honorary Member

2.2.2. **Full Member** means an individual or family registered with the Society in accordance with these Bylaws and who

- i) may attend and participate in meetings of the Society in accordance with these Bylaws,
- ii) has one vote (or 2 votes in the case of a family membership) at Annual, General and Special meetings of the Society, and
- iii) has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time.

2.2.3. **Association Member** means an organization (including a club, association, team, league, or other group) that has applied and been accepted by the Board in accordance with the Bylaws, and who

- i) may attend, by means of up to 5 Representatives as determined by the Board, and participate in meetings of the Society in accordance with these Bylaws,
- ii) has voting privileges in accordance with these Bylaws, and

iii) has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time.

2.2.4. **Associate Member** means an individual registered with an Association Member and who

- i) may attend and participate in meetings of the Society (on their own in the case of members over the age of 18, and accompanied by one or both parents in the case of an individual under the age of 18), and
- ii) has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time, but
- iii) does not have voting privileges at Society Annual, General or Special meetings.

2.2.5. **Honorary Member** means any non-member awarded an honorary membership by the Voting Members at a meeting of the Society, as a token of appreciation for distinguished service to the Society or the Scottish community, and who

- i) may attend and participate in annual general meetings and special general meetings of the Society in accordance with these Bylaws, and
- ii) has any other rights and privileges as may be set out in these Bylaws or otherwise determined by the Board from time to time,
- iii) member must be in good standing
- iv) honorary members may not run for election; and
- v) does not have voting privileges.

2.3. Rights, Privileges and Responsibilities

2.3.1. Membership is non-redeemable, non-transferable and non-dividend bearing.

2.3.2. No Member shall have any proprietary interest in the assets of the Society by reason of their membership.

2.3.3. Any Member in is entitled to

- i) receive due notice of meetings of the Society,
- ii) attend, as an individual member or through their duly recognized Representative(s), and speak at any meeting of the Society, and
- iii) exercise other rights and privileges of Members as set out in these Bylaws or otherwise determined by the Board from time to time.

2.3.4. Membership privileges are suspended for a Member who is not in Good Standing and the Member is not allowed to put forward or second a motion or vote at any meeting of the membership.

2.3.5. A Member is responsible for

- i) behaving in accordance with the Bylaws and any applicable Society policies and procedures, and

- ii) conducting themselves in a manner that maintains and enhances the reputation of the Society and in no way harms the Society or hinders its ability to carry out its mandate in accordance with the Bylaws.

2.4. Number of Votes

2.4.1. Members shall have the following number of votes at meetings of the membership:

- i) Full Members shall have one vote each in the case of an individual membership, and up to 2 votes in the case of a family membership, provided both family representatives are present at the meeting and are 18 years of age or older.
- ii) Association Members shall have one vote, unless otherwise determined by the Board and approved at an Annual General Meeting or Special Meeting of the membership called for this purpose.
- iii) Honourary and Associate Members do not have voting rights.

2.5. Fees

2.5.1. Fees shall be set by the Board seasonally and communicated to the membership and available to non-members.

2.5.1.1. Fees must be paid upon player registration unless otherwise approved by the board.

2.5.2. Fees shall be paid in accordance with procedures established by the Board, as may be amended from time to time.

2.6. Member Status

2.6.1. A Member is in Good Standing when the Member

- i) has paid all required fees and filed any required forms, and
- ii) has not been suspended or their membership terminated in accordance with these Bylaws.

2.6.2. A Member is not in Good Standing when the Member

- i) is indebted to the Society in an amount equal to or exceeding the value of the Member's player registration fee, and that amount has not been cleared at least 14 days prior to the date of the next Annual or Special Meeting of the Society, or
- ii) is serving a suspension in accordance with these Bylaws.

2.7. Suspension Termination and Expulsion of Membership

2.7.1. Any member who exhibits misconduct may be referred to the discipline committee and addressed according to the discipline policy.

2.7.2. A Member may withdraw from membership by giving written notice to the Secretary or the Board. The membership will be deemed to be terminated when the notice is received, and the Member's name shall be removed from the Register of Members.

- 2.7.3. The membership of a Member terminates upon his death.
- 2.7.4. Unless otherwise approved in writing by the board, a member is deemed to have withdrawn from membership, and their membership shall automatically terminate if
- i) they fail to pay their player fees, and
 - ii) have not responded to due notice.

2.8. Continuation of Liability for Debts Due

- 2.8.1. Although a Member ceases to be a Member for any reason, the Member remains liable for any debts owing to the Society at the date he ceases to be a Member.
- 2.8.2. No Member is liable for any debt or liability of the Society.

Article 3 Meetings of Members

3.1 Annual

- 3.1.1. There shall be an Annual General Meeting of the Members within the first 90 days of each calendar year for the election of the Board of Directors and Officers as provided for in these Bylaws, and for the transaction of any other business as may properly come before the meeting.
- 3.1.2. The Officers and Directors so elected shall form the Board and shall serve until their successors are elected and installed.
- 3.1.3. The Annual General Meeting shall be held at such time and place as may be designated by the Board of Directors.
- 3.1.4. Written or electronic notice of an Annual General Meeting shall be sent to all Members in at least twenty-one (21) days prior to the date of the meeting.
- 3.1.5. The Annual General Meeting deals with the following matters:
- i) Adopt the agenda;
 - ii) Adopt minutes of last Annual General Meeting;
 - iii) President's report;
 - iv) Treasurer's report and review of financial statements setting out Society's income, disbursements, assets and liabilities and auditors report;
 - v) Appointment of auditor;
 - vi) Election of Board Officers and Directors;
 - vii) Considering matters specified in the meeting notice; and
 - viii) Other specific motions that any Member has can be considered with 14 days written notice of AGM in accordance with the Society's submission process.

3.2 Special

- 3.2.1. Special Meetings of the membership may be called for any purpose at any time by the President, by four (4) or more members of the Board of Directors, or upon the written request of one-third (1/3) of Voting Members in Good Standing.
- 3.2.2. Persons entitled to call a Special Meeting may make a written request to the President, Vice-President or Secretary to call such meeting. The request must state the reason for the meeting and the motions to be submitted at the meeting.
- 3.2.3. Except as set out in the definition of Special Resolution, only matters set out in the notice for a Special Meeting shall be considered at the meeting.
- 3.2.4. Every Special Resolution passed by the Society shall be filed with the Corporate Registrar for Alberta, as required by the Societies Act.
- 3.2.5. Written notice of a Special Meeting shall be sent to all Members in Good Standing at least 21 days prior to the date on which such meeting is to be held and it must state the reason for which the meeting is called. No business other than that stated in the notice shall be transacted at a Special Meeting.
- 3.2.6. Only matters set out in the notice for the Special Meeting shall be considered at the Special Meeting.

3.3 General

- 3.3.1. Other than the Annual General Meeting, General Meetings of the Society may be called at any time by the Secretary, upon instruction of the President.
- 3.3.2. At the discretion of the President, General Meetings may be called to facilitate membership interaction, and may be combined with other Edmonton Scottish United Soccer Club activities.
- 3.3.3. Written notice to Members for General Meetings shall be communicated at least 10 days prior to the General Meeting.
- 3.3.4. General Meetings are open to the membership.
- 3.3.5. No action taken at a General Meeting is invalid due to:
 - i. accidental omission to give any notice to any Member, or
 - ii. any Member not receiving any notice.

3.4 Meeting Notice

- 3.4.1. Notices for all meetings of the membership shall be sent to the last known email address as recorded in the Register of Members, or through an accessible and appropriate electronic communication method as deemed by the Board and shall

state the time, place and purpose of the meeting and any business requiring a Special Resolution.

3.5 Voting at Meetings

- 3.5.1 Members may vote through their Representative(s) only; no proxy votes.
- 3.5.2 Except during elections, Directors of the Board shall not vote at any meeting of the membership.
 - 3.5.2.1 In the case of a tie the President shall cast a deciding vote.
- 3.5.3 Except for the purpose of electing Members to the Board of Directors, all voting at meetings of the membership shall be by show of hands.
 - 3.5.3.1 Voting cards may be issued at the start of meetings to ensure only Voting Members in Good Standing participate in votes.
- 3.5.4 A majority vote of the Voting Members present decides each issue and motion unless the issue needs to be decided by Special Resolution.
- 3.5.5 The President declares a motion carried or lost and shall include the number of votes for or against the resolution.

3.6 Quorum

- 3.6.1. A quorum for the Annual General Meeting or a special general meeting shall be a minimum of one person representing each team registered in the club in any given season.
- 3.6.2. A quorum for a Board of Directors meeting shall be a majority of the appointed and incumbered Directors present at any meeting of the Board.
- 3.6.3. The Secretary shall determine quorum and inform the President before a meeting can start. No business of the Society can be conducted at a meeting where quorum is not established.
 - 3.6.3.1 If Quorum is not reached, within one-half (1/2) hour after the set time the President or presiding Officer shall cancel the meeting.
 - 3.6.3.2 If cancelled the meeting shall be rescheduled for one week later at the same time and place.
 - 3.6.3.3 If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

Article 4. Board of Directors

4.1 Board of Directors

- 4.1.1 The Board, as elected or appointed by majority vote at the Annual General Meeting, is the governing body of the Society.

- 4.1.2 The Board governs and manages the affairs of the Society and shall have power to deal with all business of the Society between meetings of the Society, except as otherwise restricted by these Bylaws or the Societies Act.
- 4.1.3 The Board has the powers and duties of the Society, except as stated in the Societies Act. Board powers and duties include the following:
- i) Promoting the Objects of the Society;
 - ii) Promoting membership in the Society;
 - iii) Making, interpreting and applying Society Bylaws, policies and procedures for operating the Society and its facilities;
 - iv) Overseeing and directing the finances and general affairs of the Society, including signing and spending authority.
 - v) Hiring/contracting with employees, third parties or agents to operate the Society, including directing and supervising their duties, salaries and benefits;
 - vi) Maintaining and protecting the assets and property of the Society, including investing any extra money;
 - vii) Selling, disposing of or mortgaging any property of the Society;
 - viii) Approving an annual budget and all contracts or other legal agreements of the Society;
 - ix) Maintaining all accounts and financial records of the Society;
 - x) Paying all salaries, contracts and expenses of the Society and protecting persons from debts of the Society;
 - xi) Planning and overseeing implementation of Society programs;
 - xii) Appointing legal council as necessary;
 - xiii) Dealing with conflicts, disputes or other issues;
 - xiv) Arranging for affiliations, partnerships or membership in any other organization whose objectives compliment those of the Society; and
- 4.1.4 Subject to these Bylaws, the Board may delegate its powers and duties to the Executive Committee, any Committee of the Board, any person appointed by the Board, or any paid employee of the Society. However, the Board retains general responsibility for oversight of all powers and duties it delegates.
- 4.1.5 Directors are responsible for
- i) complying with these Bylaws and all policies and procedures of the Society, and
 - ii) fulfilling their mandate(s) as set out in these Bylaws and any Position Profiles approved by the Board and assigned by the President.
- 4.2.1 The Board of Directors consists of the following:
- i) Four Officers, including President, Vice President, Secretary and Treasurer

- ii) Not less than 1 Director and not more than 5 elected at the Annual General Meeting from among the Members in Good Standing, from which the Officers shall be elected by the membership;
- iii) The Board will determine the required number of directors as stated above based on annual operational needs
- iv) The Executive Committee as defined in section 4.1.8
- v) The immediate Past President.

4.1.7 The Board shall strike a nominating committee at least 1 month prior to the Annual General Meeting to recruit and receive nominations for the positions available.

4.1.7.1 Nominations may also be accepted from the floor of the Annual General Meeting provided the nominee is

- i) A Member in Good Standing; and
- ii) Present at the meeting or has indicated in writing his willingness to stand.

4.1.8 The Executive Committee is chaired by the President and shall consist of

- i) The Officers of the Society; and
- ii) The Chair of each Committee, as appointed by the President.

4.1.9 Executive Committee is responsible for:

- i) Planning agendas for Board meetings;
- ii) Carrying out emergency and unusual business between Board meetings;
- iii) Reporting to the Board on actions taken between Board meetings;
- iv) Approving expenditures up to limits approved by the Board in accordance with the procurement policy; and
- v) Carrying out other duties as assigned by the President in consultation with the Board.

4.2 Term of Office

4.2.1 Directors shall be elected by the membership for a term of 2 years, with half the total number of Directors being elected at each Annual General Meeting.

4.2.2 No Officer shall serve more than 3 consecutive terms.

4.2.2.1 In cases where no replacement is found, an additional term may be served with approval of the Annual General Meeting.

4.2.2.2 Following a break of 2 years or more, an Officer may seek re-election.

4.2.3 No Director shall serve more than 2 consecutive terms.

4.2.3.1 In cases where no replacement is found, an additional term may be served with approval of the Annual General Meeting.

4.2.3.2 Following a break of 2 years or more, a Director may seek re-election.

4.3 Resignation or Removal of a Director

- 4.3.1 A Director may resign from office by giving written notice to the Board. The resignation takes effect on the date specified in the written notice or, if no date is provided, on the date the Board accepts the resignation.
- 4.3.2 Any Director who misses 3 or more meetings of the Board in any calendar year without reasonable cause may, at the discretion of the Board, be deemed to have given notice of his resignation.
 - 4.3.2.1 Prior to exercising its discretion, the Board shall send a written notice to the Director asking if it is the Director's intention to remain on the Board and an explanation for any absences.
 - 4.3.2.2 The Director shall be given twenty-one (21) days to respond and the response shall be considered by the Board in the exercise of its discretion.
 - 4.3.2.3 The Board's decision to remove a Director under this article must be accepted by a majority of Voting Members in attendance at the earliest regularly scheduled meeting of the Society, at which time the decision takes effect.
- 4.3.3 Voting Members may remove any Director, including the President and Past President, before the end of his/her term by way of a majority vote of all Voting Members in attendance at a Special Meeting called for this purpose.
 - 4.3.3.1 The Director shall be given twenty-one (21) days' notice of the Special Meeting and grounds for the removal and shall be given an opportunity to respond to the allegations, either in person at the Special Meeting, or in writing.
 - 4.3.3.2 The decision of the Voting Members is final.

4.4 Vacancy Midterm

- 4.4.1 Other than the Past President, any vacancy occurring on the Board of Directors other than by expiration of term may
 - i) be left vacant at the discretion of the Board,
 - ii) be left vacant until the next Annual General Meeting, or
 - iii) be filled by a two-thirds majority vote at a duly called meeting of the Board of Directors pending the next Annual General Meeting or a Special Meeting of the members called to elect Directors. However, that position shall become vacant at the next Annual General Meeting.
- 4.4.2 In the case of the Past President, this position shall remain vacant until election of a new President.

4.5 Code of Conduct and Conflict of Interest

- 4.5.1 Directors, Officers and Employees shall adhere to the Code of Conduct and Conflict of Interest policies of the Society, as may be amended from time to time.

4.6 Ratification of Motions

- 4.6.1 At each Annual General Meeting the Board shall present a motion for ratification of the acts of the Directors, including a motion for the ratification of the budget.

Article 5. Officers and Directors

5.1 Officers

- 5.1.1 The Officers of the Society shall consist of a President, a Vice President, a Secretary, and a Treasurer
- 5.1.2 Officers shall be elected at the Annual General Meeting, , and shall hold office for a term of 3 years.
- 5.1.3 The Directors of the Society shall consist of a minimum of one position with described accountabilities to a maximum of 5
- 5.1.4 Directors shall be elected at the Annual General Meeting, following election of the Officers, and shall hold office for a term of 2 years.
- 5.1.5 Any individual nominated for President must have served a minimum of one 2-year term on the Board of the Society within the 5-year period immediately preceding the election.
- 5.1.6 Officers, by virtue of their position, have signing authority as designated on behalf of the Society, subject to any policies or procedures established by the Board. This authority automatically ends when the Officer no longer holds their position for any reason.

5.2 President (3 Year Term)

- 5.2.1 The President is responsible for the following:
- i) Leadership of the Edmonton Scottish United Soccer Club
 - ii) Management of the Board of Directors and Technical Director
 - iii) Oversee in the strategic function of the society
 - iv) Collaboration with the Executive Director of the society
 - v) Chairing Executive Committee meetings
 - vi) Acting as signatory on cheques and legal documents for the society
 - vii) Serving as public profile and partnerships of the society
 - viii) Serving as representative to Edmonton Governing Body
 - ix) Serving as support to newly elected Board for one year term after completion of appointed term
 - x) Perform additional functions as set out in the President's position profile, or as assigned by the Board

5.2.2 The President may not move or second a motion and shall rule on all points of order.

5.2.3 The President may vote in a tie-breaking situation only.

5.3 Vice President (3 Year Term)

5.3.1 The Vice President is responsible for the following:

- i) Preside at meetings in the President's absence
- ii) Replace the President at various functions when asked to do so by the President or the Board
- iii) Provide Leadership of the society
- iv) Oversee the Support Services Function of the club
- v) Attends Board meetings as a voting member
- vi) Support public profile and partnerships of the society
- vii) Performs additional functions as set out in the Vice-President's position profile, or as delegated by the President in consultation with the Board

5.4 The Secretary (3 Year Term)

5.4.1 The Secretary is responsible for the following:

- i) Keep an accurate record of the minutes of membership, Board and Executive Committee meetings
- ii) Ensure the records of the society are maintained
- iii) Ensure all required notices of meetings are sent
- iv) Ensure documents required to be filed with Corporate Registry are prepared for filing in a timely manner; and
- v) Attend Board meetings as a voting member
- vi) Be part of the public profile of the society
- vii) Perform additional functions as set out in the Secretary's position profile, or as delegated by the President in consultation with the Board

5.5 Treasurer (3 Year Term)

5.5.1 The Treasurer is responsible for the following:

- i) Possess suitable qualifications to oversee the fiscal operations of the Society
- ii) Have custody over and maintain all accounts and financial records of the Society
- iii) Ensure the payment of debts and the collection of all monies due to the Society
- iv) Ensure regular financial reports, including a detailed account of revenues and expenditures, are presented to the Board as requested
- v) Ensure a duly audited financial statement is prepared for submission at the Annual General Meeting, which shall set out the financial position of the Society at Fiscal Year end (August 30th);
- vi) Prepare an annual budget for the society

- vii) Attend Board meetings as a voting member
- viii) Be part of the public profile of the society
- ix) Serve as a signatory on cheques and legal documents for the society
- x) Perform additional functions as set out in the Treasurer's position profile, or as delegated by the President in consultation with the Board

5.6 Immediate Past President (1 Year Term)

5.6.1 On the election of the new President, the former President shall become Past President

5.6.2 The Past President is not an Officer of the society and does not have voting privileges, but at the discretion of the President may:

- i) Serve as chair or be a member of a Board committee
- ii) Preside over the election of Directors at the Annual General Meeting; and
- iii) Carry out other duties requested by the President in consultation with Board
- iv) As the former President, ensures knowledge transfer and supports to newly elected board members
- v) Provide strategic advice to President and Board
- vi) Attend Board meetings; but is a non-voting member

5.7 Director(s) (2 Year Term)

5.7.1 The Director is responsible for the following:

- i) In conjunction with the Executive, provide leadership to society
- ii) Provide Guidance to the Board of Directors and Technical Director
- iii) Attends Board meetings as a voting member
- iv) Be part of the public profile of the society
- v) Perform additional functions as set out in the Director position profile, or as delegated by the President in consultation with the Board

5.8 Compensation

5.8.1 No Director or Officer shall receive compensation for their services as Director or Officer of the Society.

5.8.2 Reasonable expenses incurred while carrying out duties of the Society shall be reimbursed in accordance with the expense policy.

5.9 Election and Appointment:

5.9.1 All Board positions must be advertised to the membership 21 days prior to AGM or SGM.

5.9.2 Interested candidates must provide Curriculum Vitae/ resume or complete a form provided by the Board with a letter of intent one week prior to AGM or SGM, unless otherwise nominated on the floor.

5.9.3 All candidates must be presented to membership during AGM or SGM and be a member in good standing.

5.9.4 Board Induction: Candidates must be duly voted in by Society Membership during an AGM or SGM.

5.10 Board Performance, Evaluation, and Development:

5.10.1 Key Performance Indicators and tracking will be used to assess overall organizational health and performance

5.10.2 All Board members are required to take Board Development Training

5.11 Board Performance, Behaviour and Culture:

5.11.1 Performance of all society Board Officials and Directors, Staff, Committee Members, Coaches and Team Staff will be conducted in accordance with the National Youth Club License performance management guidelines

5.11.1 Board Official and Directors annual performance review will be conducted by the President, Past President and at least one other Board Member.

5.11.1 Coaches and Team Staff performance review will be conducted by the President and Executive Director

5.11.2 Board Officials and Past President will conduct annual performance review of President. All board members provide feedback to President.

Article 6. Meetings of the Board

6.1 Board Meetings

6.1.1 The Board of Directors shall meet at least nine (9) times per year.

6.1.2 In months where there is no Board meeting, the President shall ensure Board members are kept up to date through reports from the President and/or each of the Committee Chairs. The reports should include any relevant updates, including but not limited to updates related to operations, finances, programming, and membership.

6.1.3 With prior approval of the Chair, meetings of the Board are open to Members, but only Directors can vote, and Members are entitled to speak only upon approval of the President.

6.1.4 A meeting of the Board may be held by conference call. Directors who participate in this meeting are considered present at the meeting.

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

6.2 Special Meetings

6.2.1 Special Meetings of the Board may be called by the President or by any two (2) members of the Board, said call to be in writing to the Secretary and stating the time, place, and purpose of such meeting.

6.3 Meeting Notice

6.3.1 Written, printed, or electronic notice stating date, time, and place of a Board meeting shall be delivered not less than ten (10) days before the date of the meeting.

6.3.1.1 A schedule of Board meetings may be included in the minutes, which shall constitute due notice until such time as the schedule may be changed at a meeting of the Board.

6.3.1.2 A Director may waive formal notice of a meeting.

6.4 Voting

6.4.1 Provided there is a quorum to proceed, a simple majority vote of the Board of Directors present shall be sufficient to decide any motion. In the case of a tie vote, the President shall have a vote.

6.5 Actions Without Meeting

6.5.1 It is not necessary to give notice or call a Board meeting if all Directors agree in writing (electronically or otherwise) to a resolution of the Board. The resolution is valid as if passed at a meeting of the Board and the date on the resolution is the date it is passed.

6.5.1.1 The action shall be filed with the minutes of the Board of Directors.

6.6 Emergency

6.6.1 In the case of an emergency affecting the interests of the Society, a majority of Executive Committee may take action on behalf of the Society.

6.6.1.1 Decisions taken by the Executive Committee in emergency situations shall become immediately effective, unless the Committee specifies otherwise.

6.6.1.2 The President shall notify the Board, and membership as appropriate, as soon as possible after such action has been taken.

Article 7. Committees

7.1 Standing and Ad Hoc Committees

7.1.1 The Board of Directors is empowered to set up any standing or ad hoc committee; which the Board of Directors deems necessary and/or desirable to carry out the Objects and aims of the Society.

7.1.1.1 A Board member shall chair each committee created by the Board unless agreed otherwise by majority vote of the Board.

7.1.1.2 Any ad Hoc committee of the Board must have at least one Director and have Terms of Reference and membership approved by the Board.

- 7.1.2 Subject to any additions or deletions as may be approved by the Board from time to time, the following committees of the Board are established:
- i) Executive
 - ii) Volunteer
 - iii) Discipline
 - iv) Fundraising
 - v) Apparel
- 7.1.3 Committees must have Board approved Terms of Reference.
- 7.1.3.1 Terms of Reference shall set out the mandate and authority of the committee, as well as rules for governance.
- 7.1.3.2 In the case of any inconsistency between the Terms of Reference and these Bylaws, these Bylaws shall prevail.
- 7.1.4 The Chair of each Committee shall be appointed by the President, in consultation with the Board of Directors.
- 7.1.5 Members of Committees shall be appointed by the President, in consultation with the Chair.
- 7.1.6 Any Committee member may be removed with or without cause, at any time by a majority vote of the Board of Directors present at any duly called meeting.
- 7.1.7 The Chair calls committee meetings.
- 7.1.7.1 Unless a schedule is otherwise agreed to by the members of the Committee, meeting notices must be given five (5) business days before the scheduled date of the meeting. The notice must state the date, time and location of the meeting. Committee members may waive notice.
- 7.1.8 A Committee shall:
- i) Record minutes of its meetings;
 - ii) Distribute its minutes to committee members and to the Board of Directors; and
 - iii) Provide reports at the request of the President or Board.
- 7.1.9 Any vacancy on a Committee may be filled by the President in consultation with the Chair of the Committee.
- 7.1.10 A recommendation of a Committee must be approved by the Board in order for it to become effective; except where the Board has already provided such approval or authority to the Committee in writing.

Article 8. Corporate Staff

8.1 Executive Director

- 8.1.1 The Executive Director/Technical Director is responsible for the following:
- i) Oversee all aspects of Edmonton Scottish United Soccer Club technical program and player development
 - ii) Implement the Policies and Procedures of the Society
 - iii) Provide leadership and direction toward achieving the Society's mission, vision, objectives, as well as immediate goals stated in the Business Plan.
 - iv) With the President, enable the Board to fulfill its governance function.
 - v) Manage the daily operations of the club and staff effectively and efficiently.
 - vi) Serve as a non-voting member of the Board and provide operational reports and advice
 - vii) Oversee the hiring of paid and honoraria staff to achieve operational outcomes with consultation of the Board

Article 9. Books and Records

9.1 Records

- 9.1.1 The records of the Society shall include:
- i) Record of minutes from Board and Committee meetings;
 - ii) Register of Members, as provided for in these Bylaws.
 - iii) Records of:
 - a. The amount and character of the Society's assets from time to time, where located, and where and how invested;
 - b. All gifts received, showing the nature and amount thereof, the name of the donor, and the conditions, if any applicable thereto;
 - c. All other income and sources thereof;
 - d. The amounts applied, appropriated, or expended; and the purposes and objects for which and the parties to or for whom such applications or appropriations and expenditures have been made.
 - iv) All other books and records of the Society as required by the Societies Act or these Bylaws.

9.2 Inspection of Records

- 9.2.1 The records and books of the Society may be inspected by any Member of the Society at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer(s) having charge of same.
- 9.2.2 Each member of the Board shall at times have access to such records and books.

9.3 Custody of Records

- 9.3.1 The Secretary of the Society shall have custody of the Minutes of the meetings of the Society and of the Executive Committee and the Board of Director.
- 9.3.2 The Board shall have custody of all the other books and records of the Society.

Article 10. Finances and Other Management Matters

10.1 Execution of Instruments

- 10.1.1 Unless otherwise authorized or restricted by the Board of Directors, all contracts, cheques and other documents, including notes and bonds, shall be executed by two (2) Officers of the Society duly authorized by these Bylaws or the Board to do so. The Board's decision regarding additional signing officers shall be made and noted at the first meeting of a new Board, or as soon as possible thereafter.
- 10.1.2 No Officer shall execute, acknowledge or verify any instrument in more than one capacity.
- 10.1.3 No Officer shall sign, on behalf of the Society, a cheque made out to him, or a cheque that is not duly completed prior to signing.

10.2 Accounts

- 10.2.1 The Board shall ensure that true accounts are kept of all receipts, credits, payments, and assets of the Society and that the accounts are
 - i. in a place and manner approved by the Board, and
 - ii. consistent with accepted accounting practices.
- 10.2.2 All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select or as may be designated by any officer(s) or agent(s) of the Society to whom such power may be delegated by the Board.
- 10.2.3 Disbursement of corporate funds, whether income or principal, shall be solely as authorized by the Board of Directors.

10.3 Gifts

- 10.3.1 Subject to any policy as may be approved by the Board from time to time, gifts to the Society in furtherance of the corporate purposes of the Society in cash on an unconditional basis may be accepted without special authorization of the Board, provided they are brought to the attention of the President and Treasurer.

- 10.3.2 Gifts which are conditional or of non-cash nature may only be accepted by the Society with a special authorization of the Board, or a committee established for that purpose, or pursuant to a Board policy.

Article 11. Indemnification

11.1 Indemnity and Hold Harmless

- 11.1.1 The Society shall indemnify and hold harmless its Directors and Officers, including former Directors and Officers, against any and all third party claims, demands, actions, or costs for which the Society is legally responsible, including those arising out of negligence or willful acts of the Society, including an action by or on behalf of the Society, provided they acted honestly and in good faith.
- 11.1.2 Directors can rely on the accuracy of any statement or report prepared by the Society's auditor and shall not be held liable for any loss or damage as a result of acting on that statement or report.
- 11.1.3 No Director or Officer is liable for the acts of another Director, Officer or employee, or responsible for any damage or loss due to the bankruptcy, insolvency or wrongful act of any person or legal entity dealing with the Society.
- 11.1.4 No Director or Officer is liable for any loss due to an oversight or error in judgement, or by any act in his role for the Society, unless the act is fraud, dishonesty or bad faith.
- 11.1.5 The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.

Article 12 Fiscal Year

12.1 Fiscal Year

- 12.1.1 The Society shall operate on a fiscal year ending on August 31st of each year and the accounts shall be audited as soon as possible thereafter.
- 12.1.2 At the Annual General Meeting the Society shall either appoint 2 auditors from the membership or approve the engagement of professional accountants for the purpose of auditing the records of the Society.

12.1.3 A statement of the Society's financial standing for the preceding fiscal year shall be submitted by the auditors and/or the treasurer at the Annual General Meeting.

12.1.4 The audited financial statement shall set out the income, disbursements, assets, and liabilities of the Society and shall be signed by the Society's auditor.

Article 13. Parliamentary Proceedings

13.1 Parliamentary Procedure

13.1.1 Meetings shall use Robert's Rules of Order as a guide to proceedings.

Article 14. Dispute Resolution

14.1 Dispute Resolution

14.1.1 The Board of Directors shall establish a dispute resolution mechanism to consider disputes, as required. The decision of the established mechanism shall be final and binding on all parties.

Article 15. Dissolution


15.1 Dissolution

15.1.1 If the society is dissolved, any funds or assets remaining after the payment of all debts are to be disposed of as follows:

- i) All gaming assets remaining will be transferred to another Alberta non-profit organization approved by special resolution of the Membership.
- ii) The balance shall be paid to a non-profit organization with objects similar to those of the society as approved by special resolution of the Membership.
- iii) In no event do any Members receive any assets of the society.

Authorization

These By-laws of the Edmonton Scottish United Soccer Club were duly passed by the membership through a Special Resolution at an organizational meeting held on January 30, 2020, at Edmonton, in the Province of Alberta.

Signature: Richard Demers Board President	Address: 707 Burton Crescent NW Edmonton, AB T6J 2R1
Signature: <i>Debra Somani</i> Debra Somani Board Secretary	Address: 2412 Warry Place SW Edmonton, AB T6W 0P1
Signature: Tristan Sanregret Board Director	Address: 11622 16A Ave SW Edmonton, AB T6W 1Y3
Signature: <i>Scylla Costa</i> Scylla Costa Board Director	Address: 915 – 115 Street SW Edmonton, AB T6J 6X8
Witness Signature:  Kevin Poissant Executive/Technical Director	Address: 1116 – 74 Street SW Edmonton, AB T6X 0N7