

South Four Soccer Association By-Laws

Dated: January 28, 2020

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Section 1: Organization

1. South Four Soccer Association, hereby referred to as the “CLUB”, is a non-for-profit, community-based, soccer organization dedicated to the affordable development of both grassroots and competitive soccer programs for players of all skill levels.
2. The CLUB provides soccer programming in South Calgary neighbouring communities, below Glenmore Trail, west of Deerfoot Trail and north of Fish Creek.

Section 2: Membership

1. The CLUB defines the following:
 - a. Minor: A player under the age of 18 years prior to January 1 of the currently playing season.
 - b. Parent: A biological parent or legal guardian of a player under the age of 18 years as of January 1 of the currently playing season.
 - c. Relative:
 - d. Board of Directors: Elected individuals at the AGM to the Board of Directors of the CLUB.
 - e. Executive Committee: A group of three (3) senior level officers appointed to act on behalf of the CLUB’s Board of Directors, who are responsible for the CLUB’s governance policies.

1. There shall be two (2) classes of membership in the CLUB: 1) a Playing Family Member, and 2) an Associate Member. Each member class shall have one (1) vote at all CLUB AGM or SGM.
 - a. A Playing Family Member is defined as either a parent/legal guardian of a minor player(s) currently registered on a CLUB team. That said member shall be in good standing with the CLUB. The membership is valid for each season the player(s) are registered with the CLUB.
 - b. An Associate Member is an individual, not associated with any player currently registered with the CLUB, who has demonstrated an interested and willingness to donate their time in support of the goals of the CLUB. Said individuals must be in good standing with the CLUB and are eligible for election to the Board of Directors. The membership is valid for one (1) calendar year.
 - c. Voting to be either a Playing Family Member or an Associate Member must be done at the AGM or SGM. Voting by Proxy is not permitted.

Membership Requirements

1. A member shall be in good standing at all times with the club. The Board of Directors shall set the annual dues payable by a family member and/or the associate member.
2. A membership is valid for a single CMSA playing season period for Playing Family Members and one (1) calendar year for Associate Members.
3. A member who pays registration fees remains a member for that specific playing season from the date that the fees are paid.
4. Memberships are not transferable.
5. A member wishing to withdraw from membership may do so upon a written notice to the Board through its Secretary.

Membership Conduct

1. All members have an obligation not only to abide by the By-law, Code of Conduct, and all other Policies of the CLUB, but also to act in a manner that evidences their commitment to the principles and intent of South Four Soccer.
2. A member must conduct themselves in accordance with the Code of Conduct (always see South Four website for specific policies) as well as the Harassment in Sport Guidelines of the Alberta Soccer Association (available on South Four website).
3. Information or data entrusted to members for use in their capacity or position shall not be disclosed or disseminated to non-interested parties without prior approval of the Board of Directors of the CLUB.
4. A member may not engage in any activity that may discredit or reflect negatively to the CLUB. If a member engages in such activity the Board of Directors, by majority vote, may revoke the individual's membership and remove the individual from the Register

of Members. In the case where an individual whose membership has been revoked seeks readmission to membership, such members may be re-admitted to membership at the discretion of the Directors upon such evidence as the Directors may consider being satisfactory.

Section 3: Board of Directors

1. The affairs of the CLUB 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 are contemplated within these by-laws.
2. The Board of Directors shall consist of not more than ten (10) members but no less than five (5) members. If less than five (5) directors are elected at the Annual General Meeting, or if a vacancy on the Board of Director occurs, any such vacancies may be filled by appointment and vote by the Board of Directors, based a qualified recommendation from a current board member. The Board, at their next regular meeting, shall review the candidate(s) qualifications and vote by secret ballot on whether to approve or reject.
3. Each director shall be elected to hold office for a period of two (2) years, or until they resign or unless they have been dismissed from the board.
4. If a quorum of directors no longer exists, then the remaining directors shall forthwith call a General Meeting of members to elect a new Board of Directors.
5. The governing power of the CLUB shall be vested in the Board of Directors, the members of which shall possess all the powers and responsibilities conferred upon Directors by law.
6. The Board of Directors shall have the specific power to:
 - a. Establish policy to carry out the objectives of the CLUB.
 - b. Levy such assessments and set compensation rates as may be necessary to promote and conduct the purposes of the CLUB.
 - c. Exercise for the CLUB all powers, duties and authority vested in or delegated to the CLUB.
 - d. Ratify appointments made by the Board of additional officers, directors, and agents for the CLUB.
7. It shall be the specific duty of the Board of Directors to:
 - a. Keep a complete record of all its acts and affairs and present a statement thereof at the annual or special general meeting of the CLUB.
 - b. Supervise all officers, agents, employees, and contractors of the CLUB and to see that their duties are properly performed.
 - c. Cause all officers, employees or contractors having fiscal responsibility to be bonded/insured, as it may deem appropriate.

- d. File such annual reports as may be required.
8. Removal from the Board of Directors:
- a. Any Director may be removed by the Board of Directors whenever, in its sole judgment, either the best interests of the CLUB will be served thereby or the director who is absent from three (3) consecutive board meetings without prior permission from the Board of Directors or the receipt of a petition, signed by thirty members in good standing, requesting the dismissal of that director to the Board of Directors.
 - b. A Director subject to removal and all other members of the Board of Directors must be notified in writing by an Executive Committee Member, at least fourteen (14) days prior to a meeting at which a proposed removal will be considered.
 - c. A two-thirds (2/3) vote of the Board of Directors present, and voting shall be necessary to remove a director.
9. Compensation:
- a. Directors, as such, shall not receive any form of compensation for being a Director of the CLUB. However, any Director may be reimbursed for actual expenses incurred in the performance of their duties once the proper documentation has been presented and approved by the CLUB President.
10. Quorum:
- a. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of not less than one-half of the board plus one.
11. Manner of Acting:
- a. Each member of the Board of Directors shall have one vote at any regular or special meetings of the Board of Directors. Except as otherwise provided by law, or by these By-Laws, the action of a majority vote of the Directors present at a meeting in person shall be the act of the Board of Directors. The President of the Board shall not vote on any matters of vote unless in the case of a tie.
 - b. In the case of a tie vote, the President of the Board shall cast the deciding vote.
12. Officers of the Board of Directors:
- a. The President of the CLUB shall serve as the Chair of the Board of Directors. The Secretary of the CLUB shall serve as Secretary of the Board of Directors.
 - b. The Board of Directors may hold its meetings at such places or places in Calgary as it may from time to time determine, provided that no more than two (2) months shall elapse between meetings.
 - c. The board may appoint a day or days in any month or month for regular meetings at an hour to be named and for such regular meetings no notice need be sent, other than the agenda for the meeting.

- d. Directors' meetings may be formally called by the President, a Vice-President, the Past-President, or by the Secretary on direction of the President, Vice-President, or Past-President, or by the Secretary by a request in writing from two (2) directors.
- e. A directors' meeting shall be held without notice, immediately following the Annual Meeting of the CLUB of a General Meeting called for the election of directors.
- f. Motions arising at any meeting of directors shall be passed by a majority of votes as indicated by a show of hands. In case of an equality of votes the motion shall be decided by the vote of the President of the CLUB.

13. Conflict of Interest:

- a. A Director shall not benefit directly or indirectly from any transaction with the CLUB.
- b. A Director shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his/her involvement with another soccer association, private business interest, outside not-for-profit or charitable organization, or personal relationship.
- c. Any Director who, by personal or business conduct violates any part of this section may be suspended from the Board of Directors by a two-third (2/3) majority vote of the Board concerned after an investigation by the Executive Committee has been made at which the Director concerned has been given a proper hearing with a full opportunity to explain his/her action. The suspension will remain in effect until ratified by the membership of the CLUB concerned at its next General Meeting.

Section 4: Election of the Board of Directors

- 1. The Board of Directors shall be elected during each Annual Meeting, unless otherwise noted in Section 2.2 above. Election of the Board of Directors shall be by show of hands or secret ballot unless the number of nominees is equal to or less than the number of positions when the election of Directors shall be declared unanimous.
- 2. A nomination list of consenting people, prepared by a nominating committee, shall be presented to the membership for consideration to fill the positions of the Board of Directors.
- 3. All nominees will be allowed to vote on the election of the directors.
- 4. All nominees must be present at the Annual General Meeting in order to be elected to the Board.
- 5. If the list of nominees is less than or equal to the maximum number of directors to be elected, the list of nominees will be declared elected by acclamation.

6. If the list of nominees is greater than the number of directors to be elected, each voting member shall select the appropriate number of directors to be elected on a ballot. If more names are selected on the ballot than the number of open positions available, the ballot in question will be considered void.
7. The ballots shall be tabulated by a committee named by the President of the CLUB.
8. The nominee receiving the largest number of votes shall be the first director elected, the nominee receiving the next largest number of votes shall be the second director elected, and so on until all positions have been filled.
9. Each director at the time of his election shall be deemed to be a member of the CLUB for a period of two (2) years.
10. The President of the retiring Board of Directors may, if he desires, accept the position of Past-President on the new Board of Directors for a term not exceeding one (1) year.
11. The maximum number a board member can serve is three (3) consecutive terms (that is, six (6) years. A Board member reaching the maximum number of consecutive terms will not be allowed to run for an open Board position for a period of one (1) full calendar year.
12. During an election of the Board, the maximum number of open positions will be equal to one-half (1/2) of the total number of Board positions of the CLUB so as to maintain knowledge within the Board. The number of open positions is determined based on seniority; that is, the Board members who are finishing their second (2nd) year of their term.

Section 5: Annual General Meeting and Special General Meeting

1. The Annual General Meeting of the CLUB shall be held on or before November 30 in each year, of which noticing in writing via email to each active member and posted on the CLUB's website along with an agenda for the upcoming meeting.
2. The CLUB, may upon direction from the President or Executive Committee, convene a Special General Meeting at any time during the calendar year. Notification to the membership of the Special General Meeting shall be given in writing via email to each active member and posted on the CLUB's website at least fourteen (14) days prior to the meeting date.
3. A quorum for either the Annual General Meeting or Special General Meeting shall consist of at twenty-five (25) active members.

Section 6: Officers of the CLUB

1. The officers of the CLUB shall be:
 - (a) President
 - (b) Vice-President
 - (c) Secretary
 - (d) Treasurer
2. The officers and directors of the Association shall be elected at the Annual General Meeting of the Association.
3. A vacancy in any office, arising because of death, resignation, and removal or otherwise shall be filled for the unexpired portion of the term as outlined in Section 2.2.
4. Any officer may be removed by the Board of Directors whenever, in its sole judgment, the best interest of the CLUB will be served thereby as outlined in these By-Laws.
5. An Officer subject to removal and all other members of the Board of Directors must be notified in writing by a member of the Executive Committee at least fourteen days (14) days prior to a meeting at which a proposed removal will be considered. A two-thirds (2/3) vote of the Board of Directors present, and voting shall be necessary to remove an officer. Voting shall be conducted by secret ballot and the President shall be the scrutinizer of the votes.
6. Any officer may resign at any time by giving written notice to the President or an Executive Committee member. Such resignation will take effect on the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7: Structure of the Board of Directors

1. The CLUB's Board of Directors shall be appointment to one or more of the following committees:
 - a. Executive Committee – consists of the President and both Vice Presidents.
 - b. Operations Committee – consists of at least 3 Directors.
 - c. Finance Committee – consists of the Treasurer, an Executive Committee member and at least 1 member of the Operations Committee.
 - d. Marketing and Advertising Committee – consists of the Treasurer and at least 2 members of the Operations Committee with an ad hoc member of the Executive Committee.
 - e. Ad Hoc Committees as required and directed by the Board of Directors.

Section 8: Duties of the Committees

1. Executive Committee shall be responsible for the following:
 - a. Governance Policies
 - b. By-Laws
 - c. Nomination Policies
 - d. Discipline & Appeals Policies
 - e. Human Resource management in the absence of an Executive Director of the CLUB.
 - f. Conducting all CLUB business between meetings of the Board. The Executive Committee shall present a detailed report of all decisions made by said committee for ratification at the next full Board meeting.
2. Operations Committee shall be responsible for the following:
 - a. Soccer age programming for both grassroots and competitive level age groups.
 - b. Soccer technical programs for both grassroots and competitive level age groups.
 - c. Program pricing for grassroots, competitive and technical programs, in conjunction with the Finance Committee.
 - d. Coaching programming policies including training, support, and documentation procedures.
3. Finance Committee shall be responsible for:
 - a. Financial planning and analysis.
 - b. Budgeting and general oversight of the Treasurer.
 - c. Finance reports to the Board on a monthly basis.
 - d. Internal financial controls policies and procedures.
4. Marketing and Advertising Committee shall be responsible for:
 - a. Both Seasonal and 5-year rolling marketing strategy.
 - b. Seasonal marketing and communications campaigns.
 - c. Event planning, promoting, and marketing campaign.
 - d. Social media platform strategy and promotion campaign.
 - e. Annual marketing and advertising budget in conjunction with the Finance Committee.

Section 9: By-Law Amendments

1. The By-Laws of the CLUB shall not be altered nor added to except by a special resolution of the Board of Directors to be voted upon at the next Annual General Meeting or Special General Meeting.
2. No proposed amendments to the By-Laws shall be made or accepted unless a motion has been made at a Board meeting and accepted by 2/3 vote of the Board members present.
3. Such notice and the proposed amendments must be circulated to all CLUB members at least thirty days (30) days prior to the Annual General Meeting or Special General Meeting.
4. Proposed amendments shall be placed on the Annual General Meeting or Special 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.
6. Copies of By-Law changes that are passed shall be dated, verified by an officer authorized by the CLUB, and forwarded to the Registrar of Societies.