

**CALGARY SOUTH WEST UNITED SOCCER ASSOCIATION**

(hereafter referred to as SWU)

**BYLAWS (2010)**

**Article 1: Name:**

The name of the organization is Calgary South West United Soccer Association.

**Article 2: Purpose:**

The purpose of the organization is

- To cultivate and promote the game of soccer among the youth of the Member community soccer organizations.
- To participate and contribute to the development of soccer in Calgary.
- To promote sportsmanship and fair play for all within the organization including players, coaches and parents.
- To develop and sustain the spirit, character and skill of our soccer players.

**Article 3: Interpretations**

The following terms shall have such other references:

- (a) Calgary South West United Soccer Association: {SWU}
- (b) Board of Directors as per Article 6.2: {Board}
- (c) Executive Council as per Article 6.1: {Council}
- (d) Member organization as per Article 4.1 (Member)
- (e) Withdrawing Member as per Article 4.7
- (f) Notice Period as per Article 4.7

**Article 4: Membership:**

- 4.1** Members of the organization are the community soccer organizations of south west Calgary:  
Cedar Ridge Soccer  
Fish Creek Soccer  
Shaw-nee Soccer  
South Four Soccer
- 4.2** All Members in good standing have the right to one vote and shall exercise that vote through a representative to the SWU Executive Council.
- 4.3** All Members including Withdrawing Member during Notice Period shall abide by the Articles and Bylaws of SWU and accept SWU as the governing body for their youth soccer programs.
- 4.4** Membership is not transferable.
- 4.5** Voting by mail or proxy are not permitted except as outlined in Article 6.6.
- 4.6** Addition of a Member: Membership may be increased by a majority vote of the Members.
- 4.7** Member Withdrawal:
- 4.7.1** Any Member desiring to withdraw from membership (Withdrawing Member) in SWU may do so by providing five years written notice to the SWU President or on a timetable mutually agreeable to the other Members (Notice Period).
- 4.7.2** During the Notice Period,
- A) the Withdrawing Member, Members and SWU will continue to operate and interact in a business as usual manner including all communications with any third party,
- B) the Withdrawing Member will make all reasonable efforts to retain any and all field and gym permits as required by SWU for SWU to use in delivering its soccer program for all Members including Withdrawing Member,

C) the Withdrawing Member will respond in a timely manner with any other request by SWU to maintain or modify the soccer program provided to all Members including the Withdrawing Member,

D) SWU may hold meetings with Members excluding the Withdrawing Member for the purpose of planning for its operations after the Notice Period.

E) if the Withdrawing Member is an officer of SWU, a Special Meeting of the Council will be called as per Article 5.5.b for the purpose of selecting new officers of SWU.

- 4.8** Expulsion of Member: A Member may be expelled from membership only by an unanimous vote of the other Members.
- 4.9** Affiliation: SWU shall be affiliated with Calgary Minor Soccer Association (CMSA), Calgary Soccer Federation (CSF), Alberta Soccer Association (ASA) and the Canadian Soccer Association (CSA) or any other soccer association that the Council deems appropriate.

**Article 5: Meetings:**

- 5.1** Annual General Meeting: An Annual General Meeting will be called during the month of March at a time and place set by the Council and the Board for the purpose of electing officers and directors, presenting reports and financial statements and conducting other SWU business.
- 5.2** Special Meetings: The SWU President will call a Special Meeting for any purpose at the request of not less than two Members or at least five directors.
- 5.3** **Board Meetings:**
- a) There are to be a minimum of seven (7) meetings throughout the year.
  - b) The Board shall have a regular annual meeting without notice other than this bylaw, following the annual general meeting of the association.
- 5.4** Place of Meetings: All meetings will take place within the City of Calgary at a time and place designated by the Council and the Board.
- 5.5** Notice of Meetings:
- a) For the Annual General Meeting the Members, Council or Board as the case may be shall be given at least fifteen (15) days notice through either electronic, written or verbal communications.
  - b) For a Special Meeting the Members, Council or Board as the case may be shall be given at least seven (7) days notice through either electronic, written or verbal communications.
  - c) Board Meetings are regularly scheduled with an agenda provided in advance. If a subsequent time and place for a following meeting is approved at a Board meeting, notice is deemed to have been given to all present or with the issuance of meeting minutes to all Board members.
- 5.6** Quorum:
- a) For the Annual General Meeting or any Special Meeting quorum will consist of at least two-thirds (2/3) of Council or Board members, as the case may be, in good standing.
  - b) For all Board Meetings, quorum will consists of at least 50% of the Board of Directors.

## **Article 6: Executive Council and Board of Directors:**

### **6.1 Executive Council:**

The Executive Council (Council) shall be comprised of one representative of each Member organization that is not a Withdrawing Member and the SWU President if the SWU President is not one of the current Member representatives.

Member including Withdrawing Member may send an alternate to attend any SWU meetings if the designated representative is not available

The Council shall decide what matters are for its authority and what matters are for the authority of the Board.

### **6.2 Board of Directors:**

The Board of Directors (Board) shall be made up of the Council and any other persons that shall be appointed by the Council.

### **6.3** The SWU President, Vice-President and Secretary will be selected by the Council from the representatives on the Council subject to Article 7.2.2. The Member soccer organization from which the SWU President is selected from may appoint a new representative to the Council. The Council shall determine the need and create specific roles of the other directors. The SWU President will break any tie votes of the Council, however in no event will the SWU President have two (2) votes.

### **6.4** General Powers of the Council and Board:

- a) To manage and conduct all business of SWU subject only to the Articles and Bylaws of SWU.
- b) To establish rules and procedures for the SWU, consistent with the Bylaws.
- c) To create director positions for SWU.
- d) To adopt rules, regulations and standing rules to govern the Members including Withdrawing Members and to provide for the financial support of SWU.
- e) To enforce the laws and rules of the game.
- f) To enforce the Articles, Bylaws and rules of SWU.
- g) To discipline any individual associated with SWU for violating any rules or regulations.
- h) To perform any other duties as are prescribed by these Bylaws or any subsequent amendments.
- i) To appoint a Registrar for each season who shall provide for player registration and perform other such duties as directed by the Board.

### **6.5** Qualification and Tenure:

- a) The Members' representative to the Council must be a member or former member of the community soccer organization's Board of Directors and must be either the President, Past President or senior Board member or similar position or similar experience.
- b) Council member's normal term of office will be two years and may be extended up to a maximum of five years only with unanimous approval of the Council. Tenure shall be from election or appointment until removal, resignation, death or the selection of a successor at the end of a term. Any Members' community soccer organization will at the request of the majority of the Council appoint a new representative.
- c) The Member organizations will endeavor to coordinate their representatives' tenure so that not all representatives to SWU will have the same calendar term.

### **6.6** Voting:

Each Council and Board member shall have one vote, subject to Article 6.3. Proxy votes are permitted only for specific agenda items and must be in writing. Blanket proxies shall not be permitted.

**6.7 Elections and Nominations:**

a) All nominations for appointment to the Board will be made to the Secretary prior to the Annual General Meeting. All Council members at the Annual General Meeting are allowed to vote.

b) Where there is more than one nomination for a position, the voting shall be by ballot procedures as determined by those present.

**6.8 Vacancies:**

Any vacancies on the Board can be filled in a manner decided upon by the current Council.

**6.9 Resignations and Removal:**

a) Council and Board members are requested to provide a written resignation to the SWU President and the SWU Vice-President-

b) Removal from the Council shall require a majority vote of the remainder of the Council members or written notification from a Member's Board of Directors or similar structure that they are replacing their representative on the Council.

c) A Withdrawing Member is removed from the Council effective immediately upon submission of notice under Article 4.7

d) Any director missing 4 consecutive Board meetings without prior notification of the absence shall be deemed to have resigned.

**6.10 Remuneration**

No Council or Board member of SWU shall receive any remuneration for his/her services.

**Article 7: Officers and Board Positions:**

**7.1 SWU President is:**

a) to preside at all meetings,

b) to be the official representative of SWU,

c) to ensure that all activities are carried out in accordance with these Articles and Bylaws,

d) to represent or delegate a representative for CMSA or ASA meetings,

e) to provide an Annual Report to the members,

f) to oversee the operations of SWU,

g) to sign any documents on behalf of SWU.

**7.2 SWU Vice President**

**7.2.1 SWU Vice President is:**

a) to represent and fulfill the role of the SWU President at all meetings and functions when the SWU President cannot attend,

b) to assist the SWU President as needed and perform other duties as may be assigned by the Council,

c) when acting as SWU President, shall have all rights and powers of the SWU President,

**7.2.2** If the SWU Vice President position becomes vacant, its responsibilities can be added to another executive position at the discretion of the Board.

**7.3 Treasurer shall cause:**

a) all SWU funds, securities and investments to be appropriately managed and in accordance with the direction of the Board,

b) all money due and payable from any source and deposit all money in the name of SWU.

c) all SWU financial records to be kept in accordance with generally accepted accounting principles,

d) reports to the Board on its financial status when requested to do so,

e) the preparation of an itemized financial statement for each Annual General Meeting,

f) budgets, fees and report on foreseeable expenses to be prepared and submitted,

g) perform all general duties of a Treasurer and any other duties that the Board may request.

- 7.4** Secretary shall cause:
- a) the minutes of the Council and Board to be kept,
  - b) the Council and Board meeting minutes to be prepared and circulated,
  - c) all notices are duly given in accordance with these Bylaws,
  - d) all the records of SWU to be kept as required by law or and as directed by the Board,
  - e) other duties to be performed that may from time to time be assigned.

**7.5** Council and Board members may hold more than one position at the discretion of the Council.

**7.6** Advisory Board Members:

In addition to Board members appointed to fill operating roles with SWU, the Council may appoint Advisory members to the Board. These advisory members may have a certain expertise in the community or in a specific field. Retired members of the Council may also be appointed as an Advisory member.

**Article 8: Committees:**

Committees may be formed at the discretion of the Council or Board to undertake specific projects. Each committee shall be composed of an odd number of members. Committees will report to the Board.

**Article 9: Not Used**

**Article 10: Conduct of Business:**

**10.1** The Council shall have general control of the affairs of SWU. Three signing officers shall be designated by the Council, one of whom shall be the SWU President.

**10.2** Robert's Rules of Order (Revised) shall govern the proceedings of SWU in all cases not provided for in these Articles and Bylaws.

**10.3** Meetings shall be chaired by a member of the Council in the absence of the SWU President and SWU Vice-President.

**10.4** Conflict Resolution:

The Council and Board will develop, review and amend policies and procedures for the resolution of conflict.

**10.5** Discipline:

- a) If necessary, the SWU President shall appoint a Disciplinary Committee to hear all cases of alleged violation of SWU rules.
- b) The committee shall recommend appropriate action to the Board.
- c) Adverse rulings may be appealed to the Council who may, at their discretion, act on the appeal.

**10.6** Reports:

All written reports shall be presented to the Secretary for recording.

**10.7 Admission to the Meetings:**

Any person who is not a Council or Board member may attend Council or Board meetings if invited:

- a) by the SWU President,
- b) by the majority of the Council or Board members, as the case may be, two days in advance of the meeting, or
- c) by the majority of Council or Board members, as the case may be, present at the meeting.

Such person shall be admitted only as an observer and shall not actively participate unless invited to by the presiding officer.

**10.8 Year End:**

The financial year end SWU shall be November 30.

**10.9 Borrowing Powers**

For the purpose of carrying out its purpose, SWU may borrow or raise 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 SWU, and in no case shall debentures be issued without the sanction of a special resolution of SWU.

**10.10 Inspection of books and records**

The books and records of SWU may be inspected by any Member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

**Article 11: Indemnity:**

The Association shall indemnify any present or former director or officer of their designated agents against all expenses actually and reasonably incurred by him or her in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she shall be adjudged in such action suit or proceeding to be liable for negligence or misconduct in performance of a duty to SWU. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

**Article 12: Player Eligibility:**

Only those players currently registered with SWU or CMSA may participate in a game or practice.

**Article 13: Conduct**

Any person may be immediately suspended or expelled from participation in SWU for good and sufficient cause by the decision of the Board. Such person shall have the right to appeal as per Article 10.5.

**Article 14: Finance & Audit**

**14.1 Finance:** All funds shall be deposited in a Canadian chartered bank or other financial institution authorized by the Board. Two signatures shall be required on any cheques written by and for SWU. Surplus funds may be invested in a manner approved by the Board. All expenditures not authorized by the budget must have approval levels as authorized by the Council.

**14.2 Audit:** The Board shall elect or appoint auditors, either a duly qualified accountant or two members of the Board elected for that purpose, at the Annual General Meeting of each year to audit the accounts of SWU at any reasonable time they choose. Members may by request in writing have the opportunity to inspect financial records, the books of minutes, and any other documents of SWU.

**Article 15: Amendments:**

The Bylaws or Articles may be amended by a Special Resolution with 75% affirmative vote of the Council. Any proposed amendment must be submitted to the Council and Board least 21 days prior to the date of the meeting.

**Article 16: Dissolution**

Upon the dissolution of SWU, any assets remaining after paying debts and liabilities shall be:  
a) disbursed to eligible charitable or religious groups or purposes approved by the Council, or  
b) transferred in trust to a municipality until such time as the assets can be transferred to a charitable or religious group or purpose approved by the Council.

**Article 17: Effective Date:**

These Bylaws shall come into force upon registration of these Bylaws pursuant to the Societies Act.

Confirmed and enacted by the Members of SWU as approved by Special Resolution at the SWU Council Special General Meeting on the second day of May 2010.