

# WARRIORS SOCCER CLUB

## 1. NAME

The name of the organization shall be the “Edmonton Warriors Soccer Club”, hereinafter referred to as the “Club”. The Club shall use its full name or the derivation “Warriors” on all correspondence, advertising and publications.

## 2. DEFINITIONS

In the bylaws, unless the context requires a different meaning:

- “ASA” means the Alberta Soccer Association;
- “Board” means the Board of Directors of the Club;
- “CSA” means the Canadian Soccer Association;
- “Club Program” means the soccer programs operated by the Club;
- “Edmonton” means the City of Edmonton in the Province of Alberta;
- “EMSA” means the Edmonton Minor Soccer Association;
- “ESA” means the Edmonton Soccer Association;
- A “Quorum” for the purposes of all Annual General Meetings and Special General Meetings shall consist of a minimum of eight (8) Members, comprising of four (4) Officers and Members representing (4) active Club teams. For executive meetings, a “Quorum” of the Board of Directors shall be deemed to be a simple majority of the positions on the Board of Directors.

## 3. AFFILIATIONS

The Club is affiliated with EMSA, ESA, ASA and CSA and FIFA and is subject to the rules and regulations adopted by these bodies. Through its affiliation with EMSA, the Club is also affiliated with the Edmonton Federation of Community Leagues.

## 4. ORGANIZATION

The Club shall be composed of members actively involved in the Club Program and shall be governed by a Board of Directors as defined in these bylaws.

## 5. FISCAL YEAR

The financial year of the Club shall be from the 1<sup>st</sup> day of February to and including the 31<sup>st</sup> day of January of the following year. The annual financial statements shall be audited one (1) month prior to the Annual General Meeting (as hereinafter defined) by two (2) Club members other than the President and the Treasurer.

This shall be attested to by the Board of Directors. At the discretion of the Club, an accountant may be retained to conduct a financial review in lieu of the aforesaid review by two (2) Club members. At the Annual General Meeting, the books and records of the Club will be available for inspection by the membership.

## **6. MEMBERSHIP**

a.) A member of the Club is an individual who must be an “active” participant in the Club Program. For the purposes of this clause, “active participant” is defined as being an active player, parent or legal guardian of an active player, active coach, assistant coach and manager or members of the Board of Directors.

b.) The Club shall have the additional following categories of members:

- i. Associate Membership: An Associate Membership may be extended to organizations of leagues outside of the Edmonton district for inter-league play.
- ii. Life Membership: A Life Membership may be extended to persons who have rendered valuable service to the Club. Nominations for a Life Membership shall be submitted in writing by a Member, Associate Member or the Board of Directors no later than twenty-one (21) days prior to the Annual General Meeting. The admission of a Life Member shall require the affirmative vote of not less than three quarters (3/4) of the votes cast by all Members eligible to vote at the Club’s Annual General Meeting. Life members, however, shall not have the right to vote at any meeting of the Club.

c.) Withdrawal of Members:

Any member wishing to withdraw from the Membership may do so at any time upon providing written notice to the Board of Directors. The Board of Directors shall have the right to suspend any Member who fails to comply with the Club’s Bylaws or with the operating rules and regulations of the Club. Any Member being considered for suspension or expulsion shall have the right to a hearing before the Board of Directors.

## **7. FEES**

The fees shall be set annually by the Board of Directors.

## **8. BUDGET**

The Club’s budget is presented at the Club’s Annual General Meeting for ratification by the Membership.

## **9. ANNUAL GENERAL MEETING**

- a) An Annual General Meeting of the Club (the “Annual General Meeting”) shall be held each year within ninety (90) days of the end of the fiscal year at a place and date to be determined by the Board of Directors. Notification of the Annual General Meeting shall be advertised in printed medium, twenty-one (21) days prior.
- b) The order of business at the Annual General Meeting shall be:
  - i. Presentation of credentials (all Members must present and verify that they are an active participant of the Club);
  - ii. Roll Call;
  - iii. Acceptance of Agenda;
  - iv. Minutes of the previous Annual General Meeting;
  - v. President’s Address;
  - vi. Treasurer’s Report;
  - vii. Financial Report;
  - viii. Other Reports;
  - ix. Amendments to the Bylaws;
  - x. Unfinished Business;
  - xi. Budget;
  - xii. Applications for Membership;
  - xiii. Incoming Directors;
  - xiv. Election of Officers;
  - xv. New Business;
  - xvi. Adjournment.
- c) Any changes to the agenda must be approved by three-quarters (3/4) majority of Members’ votes cast at the Annual General Meeting.

## **10. SPECIAL GENERAL MEETING**

- a) A Special General Meeting shall be convened by the President:
  - i. At the request of the Board of Directors; or
  - ii. At the written request of not less than five (5%) percent of the Membership (such request to include a list of such members’ signatures and addresses).
- b) The President must call the Special General Meeting within seven (7) days of receipt of such request and follow the order of business as set out in item 10. (b) hereof.
- c) Twenty-one (21) days notice shall be given of any Special General Meeting to all eligible Members setting out the subject matter to be dealt with at such Special General Meeting. Notification as per 10. (a).

## **11. RULES OF ORDER**

All meetings of the Club shall be conducted in accordance with *Robert's Rules of Order*, as amended from time to time, insofar as they may apply.

## **12. VOTING**

- a) Each member of the Board of Directors shall have a voice and a vote at all Annual General Meetings, Special General Meetings and all regularly scheduled meetings.
- b) Any person holding more than one position on the Board of Directors shall be entitled to only one (1) vote.
- c) If a position on the Board of Directors is jointly held by more than one person, that position is entitled to one (1) vote.
- d) Any paid employee of the Club who also holds a position on the Board of Directors shall also be entitled on one (1) vote.
- e) Members will be represented by their active Club team for voting purposes.
- f) Each active Club team will be entitled to one (1) vote and must be present to vote. There will be no proxies accepted.
- g) The minimum age of a voting delegate shall be eighteen (18) years of age.

## **13. BOARD OF DIRECTORS**

The Board of Directors shall be comprised of the following Officers:

- a) President: The President shall be elected for a two (2) year term at the Annual General Meeting held on odd years and must be a current active member of the Board of Directors for the past (2) years.
- b) First Vice President: The First Vice President shall be elected for a two (2) year term at the Annual General Meeting held on even years.
- c) Second Vice President: The Second Vice President shall be elected for a two (2) year term at the Annual General Meeting held on odd years.
- d) Treasurer: The Treasurer shall be elected for a one (1) year term at the Annual General Meeting.
- e) Secretary: The Secretary shall be elected for a one (1) year term at the Annual General Meeting.
- f) Past President: The Past President is the immediate outgoing President of the Warriors Soccer Club. The tenure if the Past President shall be two years.
- g) The following Directors shall each be elected for a one (1) year term at the Annual General Meeting and shall also be considered Officers of the Board of Directors:

Merchandise/Purchasing Director	Equipment Director
Ways and Means Director	Casino Director
- h) The Club retains the right to add or delete Directors as deemed necessary to effectively manage the affairs of the Club.

#### **14. PROCEDURE FOR ELECTION OF BOARD OF DIRECTORS**

- a) To be eligible for election to the Board of Directors, the candidate must have been an active member (as defined in 6. (a) with the club for a period no less than thirty (30) months and receive a majority of votes cast by eligible Members at the Annual General Meeting.
- b) In any contested election, voting shall be held by secret ballot.
- c) If a person receives a majority of the valid votes cast, he/she shall be deemed to be elected.
- d) If no one person receives a majority of the valid votes cast, a second ballot shall be held excluding the name of the person receiving the least number of votes cast in the first ballot.
- e) If two (2) or more candidates have received the same number of votes being the least number of votes cast in the ballot, there shall be an additional ballot to determine which of them shall be omitted from the next ballot.
- f) If more than three (3) persons have contested an office, the procedure set out above shall be repeated, with the candidate receiving the least number of votes in any ballot being omitted from the next ballot.
- g) Nominations will be accepted for eligible candidates as defined in 14 (a). Nominations must be received by the President for even years and by the 1<sup>st</sup> Vice President for odd years. Written nominations must be submitted no later than seven (7) days prior to the Annual General Meeting. Nominations will also be accepted from the floor at the Annual General Meeting only for those positions that written nominations have not been received.

#### **15. VACANCIES TO BOARD OF DIRECTORS**

- a) With regard to the offices of President, First Vice President, Second Vice President, Treasurer and all other Directors, such office shall be deemed to be vacated:
  - i. If the person holding such office shall be absent from three (3) meetings of the Board of Directors without special leave or absence from, or reason satisfactory to the Board of Directors; or
  - ii. If the person holding such office be removed by resolution of the Club for misconduct or good and sufficient cause (the removal of any Board Member by the Board of Directors being by a unanimous vote minus one with all Board Members in attendance).

#### **16. PROCEDURE FOR ELECTION OF OTHER DIRECTORS**

The same election procedure as set out in clause 14, above shall apply to the election of other Directors.

## **17. DUTIES OF OFFICERS AND DIRECTORS**

- a) The President shall serve as the Chief Executive Office of the Club and preside at all meetings of the Club. The President shall have only a casting vote at all meetings of the Club, including all meetings of the Board of Directors, Annual General Meetings or Special General Meetings. The President may appoint committees and chairpersons, where deemed necessary and is an ex-officio member of all committees.
- b) In the absence of the President at any meeting, the First Vice President shall chair any such meeting as well as handle any disciplinary matters.
- c) In the event the position of President shall become vacant, the 1<sup>st</sup> Vice President shall assume the responsibilities of President. If she/he is unwilling or unable, then the 2<sup>nd</sup> Vice President shall assume the responsibilities of President, and if he/she is unwilling or unable, the Board shall seek nominations from the Board. Any person nominated to replace the President for the balance of his or her term must be from the current Board of Directors. The Board of Directors shall elect the replacement President by secret ballot. The successful candidate must have a majority of the votes cast to be elected. The replacement President shall be referred to as the Interim President.
- d) If the term of the Interim President shall be for longer than thirty (30) days, the Interim President's previously held position must be filled. The vacated position must be filled. The vacated position shall be appointed by the current Board of Directors.
- e) The Second Vice President shall, in the absence of the President and the 1<sup>st</sup> Vice President, chair any meeting.
- f) The Treasurer shall be responsible for and have custody of the books and financial records of the Club, the treasurer shall provide a financial report to the Club at each executive meeting.
- g) The Secretary shall be responsible for the preparation and custody of the minutes of the meetings of the Club and the Board of Directors.
- h) The Technical Director shall support the coaching staff, sit on the Coach Selection Committee and shall liaise between the coaching staff and the Board of Directors.

## **18. POWERS OF THE BOARD OF DIRECTORS**

- a) The Board of Directors shall be vested with the authority to manage the affairs of the Club.
- b) If the office of a Director or Officer shall become vacant during his/her term of office, the Board of Directors shall appoint a person to serve in his/her place.
- c) Those persons elected, named or appointed to fill vacant offices shall serve until the Club's next Annual General Meeting.

## **19. RENUMERATION**

Directors and Officers will be reimbursed for legitimate expenses incurred in carrying out the affairs of the Club. There will be no other remuneration for Director or Officers of the Club.

## **20. INDEMNITY**

Each Officer, Director or other servant of the Club shall be indemnified by the Club against all costs, losses, and expenses incurred by them in the course of the discharge of their respective duties, except in the case of any willful neglect or default.

## **21. AMENDMENTS TO THE BYLAWS**

- a) Members of the Board of Directors may propose changes to the Bylaws at an Annual General Meeting, or a Special General Meeting called for that purpose, provided that written notice of the proposed amendments shall have been delivered to the First Vice President at least thirty (30) days prior to such meeting. The First Vice President shall forward a copy of the proposed amendments to the Bylaws within seven (7) days of receipt of same.
- b) Adoption of any amendments to the Bylaws shall require a three-quarters (3/4) majority of votes cast by those eligible Members present.
- c) The Bylaws shall not be rescinded, altered or added to except by special resolution of the society.

## **22. BORROWING POWERS**

In the event it is deemed necessary, the Warriors Soccer Club may borrow money as decided by the Executive Board.

## **23. DISSOLUTION**

Upon dissolution of the Club, all monies and assets will be turned over to any not-for-profit organization as determined by the Executive Board.

## **24. CUSTODY AND USE OF SEAL**

Edmonton Warriors Soccer Club does not have a Seal.