



COCHRANE RANGERS SOCCER CLUB BY-LAWS

1. INTRODUCTION

- 1.1 Cochrane Rangers Soccer Club (“**CRSC**”) is the registered name of a not-for-profit organization, incorporated in accordance with the *Societies Act* (Alberta). There is no adoption of a seal for the society.
- 1.2 This document states the general By-laws of CRSC, and provides a framework to regulate the transaction of business and affairs by CRSC.

2. MEMBERSHIP

- 2.1 Any person residing in Alberta, and being of the full age of 16 years may become a member of the Cochrane Rangers Soccer Club (CRSC) upon payment of the membership fees (see section 6).
- 2.2 By registering as a member of the CRSC, each member agrees to abide by the Rules of Conduct (Section 7)
- 2.3 All persons participating in programs provided by CRSC must be registered as a member of CRSC. A full register of members will be held current by CRSC.
- 2.4 Membership shall be categorised as Voting Members, Non-Voting members, and Honorary Members.
- 2.5 Voting Members have one vote each in regard to the business conducted at any CRSC meeting. Voting Members are individuals who are present at the meeting where a vote is taking place (no proxy voting is allowed) and:
 - a) Have fulfilled all membership requisites or
 - b) Have been designated an Honorary Member;
- 2.6 Non-Voting members are associate members, such as Cochrane Minor Soccer executive, minor players, referees, corporate sponsors, hired technical staff, other sport groups, community groups or organization representatives linked by association. Non-voting members may attend applicable meetings by invitation of the Board of Directors of CRSC (the “**Board**”) or the appropriate committee, and may request speaking rights at those meetings but have no vote at the meeting and are exempted from the requirement to pay membership fees.

- 2.7 Honorary Members will be appointed on nomination by the Board and approval by a majority of the membership present at a CRSC Annual General Meeting (“**AGM**”). Honorary Members have full voting rights at applicable CRSC meetings at which they are present, but are exempted from the requirement to pay fees.
- 2.8 Any member wishing to withdraw from membership to CRSC may do so upon notice in writing to the Board. The member’s name will be removed from the register of members upon review that member obligations are fulfilled (jersey returned, any outstanding fees paid, etc.).
- 2.9 Any member may be suspended or expelled from membership for failure to abide by CRSC Rules of Conduct or any cause which the Board may deem reasonable. Procedures surrounding suspension and expulsion are outlined in the Disciplinary Procedure (section 8).
- 2.10 No right or privilege of being a member of CRSC is transferrable to another person.

3. BOARD OF DIRECTORS

- 3.1 The affairs of the Club shall be overseen by the Board, following the Rules of Conduct.
- 3.2 The Board shall consist of an elected group of directors to voluntarily represent: President, Secretary and Treasurer and up to 4 officers, thus the board would consist of 4 to 7 members.
- 3.2.1 **President:** The President shall chair all CRSC Board or committee meetings when present. Any Board member can be appointed by the President to chair any meeting the President is unable to attend.
- 3.2.2 **Vice President:** The Vice President role is by appointment within the Board. He or she shall assist the President as required, and assumes the duties of the President in his or her absence.
- 3.2.3 **Secretary:** The Secretary is responsible for recording accurate minutes of all CRSC board, AGM, and SGM meetings. The Secretary shall have charge of all CRSC correspondence, under the direction of the President. The Secretary shall also keep the CRSC membership register current. All notices and AGM minutes shall be posted on the website.
- 3.2.4 **Treasurer:** The Treasurer shall collect and receive all CRSC membership fees and assessments, promptly depositing those funds in a Bank, Trust Company, Credit Union, or Treasury Branch, as required. The Treasurer shall properly account for the funds of CRSC, keep required records of account, present a full and detailed account of receipts and disbursements to the Board, whenever requested, and shall prepare a statement of the financial position of CRSC for submission to the auditors in advance in preparation for the CRSC AGM (and subsequent posting to provincial authorities).
- 3.2.5 **Directors:** Directors-at-large will have assigned responsibilities by the Board and will attend all CRSC meetings pertaining to their respective area(s) of assignment and assist the Board and committees, as directed.

3.3 Any member of the Board who is deemed through their actions or behaviour to violate the CRSC By-laws or Rules of Conduct, may be removed from his or her position subject to the Disciplinary Procedure.

4. ELECTIONS

4.1 Elections shall be held for any vacant position of the Board at each AGM. The club shall strive to have an election schedule such that there is continuity in the board by having no more than half of the board being elected in any given year.

4.2 A member shall be elected to the Board by a majority vote at an AGM or Special General Meeting ("**SGM**"), provided that member:

- a) is present at the meeting and does not refuse the appointment; or
- b) where not present at the meeting, consents to accept the appointment via a letter or e-mail to the Board, no more than two weeks after the election is held.

4.3 Each elected member of the Board shall be appointed for a term of two years.

4.4 If there is a vacancy for any officer position at any time between annual elections, officer roles may be shared or combined and an elected Board member may hold multiple officer positions on appointment by a majority of the remaining Board members.

4.5 At any time and by agreement of a majority of the then-current Board, a general CRSC member may be co-opted to fill a vacant officer position for the duration of the current year. This action must be taken in the event the total membership of the Board falls below four members.

4.6 Any elected member who is unwilling or unable to complete their term may resign their role by written letter to the Board.

5. MEETINGS

5.1 Attendance

All members may attend each AGM and SGM held by the Club.

Non-Board members may attend a Board meeting by letter, phone or e-mail invitation.

5.2 Annual General Meeting (AGM)

The AGM shall be held in accordance with requirements in the Societies Act (Alberta). Notice shall be made at least 21 days prior to the AGM date to all members, via e-mail and/or a CRSC website posting. The order of business at the AGM shall include, but is not limited to:

- a) Attendance (identify non-voting members);
- b) President's address;
- c) Adoption of agenda for the AGM;
- d) Adoption of minutes of the last AGM;
- e) Business arising from the minutes of the last AGM;
- f) Reports: including Treasurer's report and team / program reports;
- g) New Business;
- h) Elections; and
- i) Adjournment.

5.3 Special General Meeting (SGM)

An SGM may be called by written instruction of the President or written request of two members of the Board. Only business stated on the agenda noted in the instruction or request will be open for discussion and voting at a SGM. No less than 21 days' notice shall be given to all members of a SGM, via e-mail and/or CRSC website posting.

5.4 Board of Directors Meetings

All members of the Board are expected to attend all board meetings. The date of Board meetings shall be determined by a majority of the Board at a previous Board meeting or be called by the President. No less than seven days' notice for meeting must be given to all Board members via e-mail. Board meetings should be held as needed, at least once every quarter. Board meetings can be requested by any board member via the President.

5.5 Committee Meetings

Committees are established by the Board to provide opportunities to discuss and seek member feedback on specific areas of interest to CRSC. Timing and notice of those meetings shall be determined by the committee. Any findings and recommendations made at committee meetings are advisory in nature and to be reviewed by the Board (i.e. the committee itself has no binding authority over CRSC matters).

5.6 Quorum

5.6.1 A minimum of eight Voting Members being present within 30 minutes of the appointed start time shall constitute a quorum at any AGM or SGM.

5.6.2 A Board meeting shall require a minimum of 50% of Board members to be present within 30 minutes of the appointed start time to constitute a quorum.

5.6.3 Committee meetings are advisory in nature, so do not require a quorum.

5.7 Decisions made at any CRSC meeting shall not be affected by:

- a) Accidental omission to give notice of the meeting to any member;
- b) Any member not receiving the issued notice of the meeting; or
- c) Any error in the notice of the meeting which does not affect the meaning of the notice.

6. FEES

- 6.1 An annual membership fee will be required to be paid by each member of CRSC. The annual membership fee will be set by the Board and reported by the Treasurer at each AGM.
- 6.2 Program fees shall be set by the Board at the start of each Outdoor and Indoor season based on the costs associated with operation of CRSC.
- 6.3 Member fees must be paid by the registration deadline of the applicable program. Member participation in programs will be denied until applicable fees have been paid.
- 6.4 All or a portion of a member's program fees may be refunded in accordance with the CRSC refund policy. The member's voting rights will be maintained, subject to Rules of Conduct and Disciplinary Procedure.

7. RULES OF CONDUCT

- 7.1 Members have an obligation to abide by the CRSC By-laws and to act in a manner that promotes and abides by the Objectives of CRSC.
- 7.2 Members have an obligation to fulfil all aspects of the By-laws pertaining to Membership.
- 7.3 No member shall harass another member by such actions as unwelcome remarks, threats, requests, gestures or physical contact that indirectly or explicitly has the purpose or effect of humiliation, coercion, intimidation or harm, via any medium.

8. DISCIPLINARY PROCEDURE

- 8.1 Any formal complaint brought to the Board about a member will be reviewed on a case-by-case basis.
- 8.2 If judged by the Board to breach the Rules of Conduct (or any other cause deemed reasonable by the Board), the process of notification for a member who has breached the Rules of Conduct is as follows, but is not limited to: Identifying the incident to the member in writing, explaining in what way the incident contravened the Rules of Conduct, and the notice shall also include the disciplinary measure for the infraction. Disciplinary measures could include, but are not limited to, suspension and/or expulsion from the CRSC.

8.3 Disciplinary Appeals

- 8.3.1 An appeal may be made in writing to the Board no more than 72 hours after notification of disciplinary measures have been communicated to the member in question.
- 8.3.2 The Board shall decide in what manner, when and by whom the appeal shall be heard.
- 8.3.3 Notice of the date, time, and place of the appeal shall be sent out by the Board to the individual(s) involved at least seven days prior to the appeal meeting.

8.3.4 Notice of the decision on the appeal will be made to the individual(s) involved no more than 72 hours after the appeal hearing.

8.3.5 No person shall participate in a vote on a disciplinary matter if that person has a deemed conflict of interest, as determined by the Board.

9. AUDITING

9.1 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. The fiscal year end for CRSC shall be October 31st.

9.2 Members can ask to review the books, accounts and records at any given time. The Board shall comply with such request within 14 days of the request.

10. REMUNERATION

Unless authorized at any AGM, SGM or Board meeting, no member of the Club shall receive remuneration for his or her services.

11. BORROWING POWERS AND DISPERSAL OF FUNDS

11.1 For the purpose of carrying out its objectives, CRSC may borrow or raise or secure 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 the Board, and in no case shall debentures be issued without the sanction of a Special Resolution.

11.2 In the event that the Cochrane Rangers Soccer Club (CRSC) dissolves, after payment of debts and liabilities, any gaming assets remaining will be donated to another charitable organization.

12. AMENDMENT TO BYLAWS

These by-laws may be rescinded, altered or added to by a "Special Resolution". For approval of a Special Resolution, the changes must be passed by a 75% majority of the Voting Members present at an AGM or SGM and then be submitted to Service Alberta, Registries on the required documentation.