



**BYLAWS  
OF THE  
EDMONTON WARRIORS SOCCER CLUB**

Pursuant to the *Societies Act*, RSA 2000, c S-14,  
as updated and amended from time to time.

Last amended April 9, 2026.

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**1. NAME OF THE SOCIETY**

- 1.1. The name of the Society shall be the Edmonton Warriors Soccer Club (the "Club").
- 1.2. The Club shall use either its full name or the derivation "Warriors" on all official correspondence, advertising, and publications.

**2. OBJECTS OF THE CLUB**

- 2.1. The objects of the Club are as set out in the Club's Articles of Incorporation.

**3. DEFINITIONS AND INTERPRETATION**

**3.1. Definitions**

In these Bylaws, unless otherwise indicated:

- a. "*Act*" or "*Societies Act*" shall mean the *Societies Act*, RSA 2000, c S-14, as updated and amended from time to time, or any statute substituted for it. Words and expressions which have a special meaning assigned to them in the *Act* shall have the same meaning in these Bylaws;
- b. "Active Participant" shall mean an active participant in Club Programs, and shall include, without limitation, any active player, any parent or legal guardian of an active player, any active coach or assistant coach, any active manager, any employee of the Club, and any sitting member of the Board;
- c. "Board" shall mean the Board of Directors of the Club elected pursuant to these Bylaws;
- d. "Bylaws" shall mean the Bylaws of the Club, as amended from time to time;
- e. The "Club" or the "Society" shall mean the Edmonton Warriors Soccer Club;
- f. "Club Programs" shall mean the soccer programs operated by the Club;
- g. "Director" shall mean any person elected or appointed to the Board pursuant to the Bylaws;
- h. "Member" shall mean any member of the Club, whether the member is an individual or an organization;
- i. "Representative" means a person designated by an Association Member, in a manner prescribed by the Board, to act on behalf of Members and to participate in meetings of the Society
- j. "Ordinary Resolution" shall mean a resolution passed by a simple majority, being fifty percent (50%) plus one, of the voting Members in good standing present; and
- k. "Special Resolution" shall mean a resolution:

- i. passed at a General Meeting or Special Meeting by a vote of not less than seventy-five percent (75%) of the voting Members in good standing who are present in person or by proxy. There must be twenty-one (21) days' notice of such meeting and the notice must state the proposed resolution; or
- ii. proposed and passed as a Special Resolution at a General Meeting or Special Meeting where there has been less than twenty-one (21) days' notice of such meeting, if all of the voting Members in good standing who are present in person or by proxy at such meeting agree; or
- iii. consented to in writing by all of the Members who would have been entitled to vote on the proposed resolution at a General Meeting or Special Meeting, either in person or by proxy.

### **3.2. Interpretation**

In these Bylaws, unless otherwise indicated:

- a. words indicating the singular number shall also include the plural, and vice-versa.
- b. headings are for convenience only and shall not affect the interpretation of these Bylaws; and
- c. these Bylaws are to be interpreted broadly and generously.

## **4. MEMBERSHIP**

### **4.1. Membership year, annual membership fees, and good standing**

- a. The membership year of the Club shall be from February 1 to January 31 of each calendar year. Annual membership fees must be paid no later than February 28 of the applicable membership year.
- b. During each membership year, the Board shall set the annual membership fee for each category of Members for the following membership year. The Board may elect to set the annual membership fee for one or more categories of Members at zero (0) dollars.
- c. A Member is said to be in good standing where:
  - i. the Member has paid the annual membership fee (if any) for their category of Members for the current membership year, and
  - ii. the Member is not suspended pursuant to these Bylaws.

- 4.2. Any member of the Society shall be entitled to receive due notice of all meetings of the Society, attend and speak at any meeting of the Society (either personally or through their duly designated representative) and exercise such other rights and privileges of membership as are set out in these Bylaws or as may be determined by the Board from time to time

4.3. No entitlements, rights, or privileges of any Member may be transferred to another person, individual, or organization.

4.4. Each Member organization shall be entitled to authorize and appoint an individual to represent the organization for the purposes of these Bylaws, and may change the representative at its own discretion and from time to time. Any such representative must be at least eighteen (18) years of age. The organization, and not the Club, bears full responsibility at all times for ensuring that the organization is duly represented by those individuals expressly authorized and appointed by the organization to represent the organization for the purposes of these Bylaws.

4.5. There are three categories of Members: Full Members, Associate Members, and Life Members.

4.6. **Full Members**

a. Admission of Full Members

- i. Any individual or organization may apply to the Club to become a Full Member in accordance with any application process and form set by the Club for such membership.
- ii. To become a Full Member, an individual or organization must be an Active Participant and must pay the annual membership fee for Full Members (if any) for the current membership year.
- iii. The Board shall have the sole authority and discretion to, by Ordinary Resolution, accept or refuse any individual's or organization's application to become a Full Member. The Board's decision is final.
- iv. The individual or organization becomes a Full Member effective immediately as of the date that the Board, by Ordinary Resolution, has resolved to accept the individual or organization as a Full Member and the Club has received the full amount of the annual membership fee (if any) for Full Members from the individual or organization.

b. Rights and privileges of Full Members

- i. A Full Member in good standing shall be entitled to receive notice of meetings of the Club, to attend any meeting of the Club, to speak at any meeting of the Club, and to exercise any other such rights and privileges to which Full Members are entitled pursuant to these Bylaws.
- ii. Full Members are voting Members. A Full Member in good standing shall be entitled to one (1) vote at any Annual General Meeting or Special Meeting of the Club. A Full Member who is not in good standing shall not be entitled to vote at any Annual General Meeting or Special Meeting of the Club.

4.7. **Associate Members**

a. Admission of Associate Members

- i. The Board may, by Ordinary Resolution, resolve to invite an individual or organization to become an Associate Member for the purpose of facilitating inter-league play.
  - ii. To become an Associate Member, the individual or organization must operate one or more active leagues outside of the Edmonton district, and must pay the annual membership fee for Associate Members (if any) for the current membership year.
  - iii. The individual or organization becomes an Associate Member effective immediately as of the date that the individual or organization has accepted the Board's invitation to become an Associate Member and the Club has received the full amount of the annual membership fee (if any) for Associate Members from the individual or organization.
- b. Rights and privileges of Associate Members
- i. An Associate Member in good standing shall be entitled to receive notice of meetings of the Club, to have a designated representative attend any meeting of the Club and speak at any meeting of the Club, and to exercise any other such rights and privileges to which Associate Members are entitled pursuant to these Bylaws.
  - ii. Associate Members are not voting Members and shall not be entitled to vote at any Annual General Meeting or Special Meeting of the Club.

#### 4.8. **Honorary Members**

- a. A non-member may be granted Honorary Membership by a majority vote of the voting members present at a duly constituted meeting of the Society. This designation shall serve as a token of appreciation for distinguished or exceptional service rendered to the Society. Honorary Members shall not be entitled to vote or hold office within the Society.

#### 4.9. **Life Members**

- a. Admission of Life Members
  - i. The Club may, by Special Resolution at an Annual General Meeting, admit an individual or organization as a Life Member in recognition of the individual's valued service to the Club.
  - ii. To become a Life Member, the individual or organization must be nominated in writing by a Member no later than twenty-one (21) days prior to the next Annual General Meeting of the Club.
  - iii. The individual or organization becomes a Life Member effective immediately as of the date that the Club, by Special Resolution at an Annual General Meeting, has resolved to admit the individual or organization as a Life Member and the Club has received the full amount of the annual membership fee (if any) for Life Members from the individual or organization.

b. Rights and privileges of Life Members

- i. A Life Member in good standing shall be entitled to receive notice of meetings of the Club, to attend any meeting of the Club and speak at any meeting of the Club, and to exercise any other such rights and privileges to which Life Members are entitled pursuant to these Bylaws.
- ii. Life Members are not voting Members and shall not be entitled to vote at any Annual General Meeting or Special Meeting of the Club.

**4.10. Termination of Membership**

a. Death

A Member's membership in the Club is deemed to be terminated immediately upon the Member's death.

b. Expulsion

A Member's membership in the Club is deemed to be terminated immediately upon the Member's expulsion.

c. Voluntary withdrawal

Any Member may withdraw from the Club at any time by delivering written notice to the sitting Secretary or President of the Club. The Member's withdrawal shall be effective, and the Member's membership in the Club shall be deemed to be terminated, as of the date the Club has received written notice of the Member's withdrawal.

d. Deemed withdrawal

A Member shall be deemed to have withdrawn from the Club if the Member has not paid the annual membership fee (if any) for their category of Members for the current membership year within three (3) months following the date that such fee is due. The Member's membership in the Club shall be deemed to be terminated as of that date.

**4.11. Suspension or Expulsion from Membership**

a. At a Special Meeting called for that purpose, the Board may, by Ordinary Resolution, suspend or expel a Member from membership in the Club for one or more of the following reasons:

- i. the Member has failed to abide by the Bylaws;
- ii. the Member has disrupted or negatively impacted one or more meetings, operations, or functions of the Club; or
- iii. the Member has, by their action or their failure to act, caused harm to the Club.

- b. The affected Member shall be delivered written notice of the Special Meeting at least two (2) weeks in advance of the Special Meeting. Such notice shall state the reasons why the Board is considering suspending or expelling the Member from membership in the Club.
- c. The affected Member shall be given the opportunity to appear before the Board at the Special Meeting to address the Member's potential suspension or expulsion from membership in the Club. The Board shall determine how the Special Meeting shall proceed. The Board may hear from other parties, may limit the time given to the affected Member and/or other parties to address the Board, and may exclude the affected Member and other parties from its discussion of the matter, including from the Board's vote on the deciding resolution.
- d. The Board must set the duration of any suspension that it imposes on the affected Member and may impose conditions under which the suspension may be lifted.
- e. The decision of the Board is final. Any suspension or expulsion imposed on the affected Member is effective immediately upon the decision of the Board.

## **5. MEETINGS OF THE CLUB**

### **5.1. Annual General Meetings of the Club**

- a. An Annual General Meeting of the Club shall be held each year no later than ninety (90) days before the end of the Club's fiscal year. The Board shall set the date, time, and place of each Annual General Meeting.
- b. No later than twenty-one (21) days before the Annual General Meeting, the Secretary shall deliver written notice of the Annual General Meeting to every Member. The notice shall state the date, time, and place of the Annual General Meeting and shall include a meeting Agenda. The Agenda shall include a summary of any proposed motion(s) or other business which will require a Special Resolution of the Members.
- c. The Agenda for each Annual General Meeting shall be as follows:
  - i. Membership verification;
  - ii. Call to order;
  - iii. Adoption of the agenda;
  - iv. Adoption of the minutes of the previous Annual General Meeting;
  - v. President's report;
  - vi. Treasurer's report;
  - vii. Review of the Club's financial statements;
  - viii. Review and approval of the proposed budget;

- ix. Appointment of the auditors;
  - x. Election of the incoming Directors;
  - xi. Appointment of the incoming Officers;
  - xii. Any proposed motions or other business which will require a Special Resolution of the Members;
  - xiii. Any other motions brought forward by Members prior to the meeting;
  - xiv. Adjournment.
- d. Any Member who wishes to propose one or more motion(s) to be put forward, considered, and voted on at an Annual General Meeting must deliver written notice to the Board at least fourteen (14) days in advance of the Annual General Meeting. Such notice must state the wording of the proposed motion(s) and particulars of the reasons for the proposed motion(s).
- e. Quorum
- A quorum for the Annual General Meeting or Special Meeting shall be equivalent to 50% of the number of teams seasonally registered with this Society.

## 5.2. **Special Meetings of the Club**

- a. A Special Meeting of the Club may be called either:
- i. by an Ordinary Resolution of the Board at any time; or
  - ii. within twenty-one (21) days following the Board's receipt of a written request of not less than five percent (5%) of the voting Members.
- Such Ordinary Resolution of the Board or written request of not less than five percent (5%) of the voting Members in good standing must state the reason for the Special Meeting and the proposed motion(s) to be put forward at the Special Meeting.
- b. A Special Meeting shall be held no later than twenty-one (21) days after Board's following the Board's receipt of a written request of not less than five percent (5%) of the voting Members.
- c. No later than seven (7) days after the Ordinary Resolution of the Board or written request of not less than five percent (5%) of the voting Members, the Secretary shall deliver written notice of the Special Meeting to every Member. The notice shall state the date, time, and place of the Special Meeting and shall include a meeting Agenda. The Agenda shall include a summary of the proposed motion(s) to be put forward at the Special Meeting.
- d. Only the matter(s) set out in the notice for the Special Meeting shall be considered at the Special Meeting.

## e. Quorum

A quorum for the Annual General Meeting or Special Meeting shall be equivalent to 50% of the number of teams seasonally registered with this Society.

## 5.3. Meeting procedure

- a. The President shall chair each Annual General Meeting or Special Meeting of the Club.
  - i. The First Vice-President shall chair the meeting in the absence of the President.
  - ii. The Second Vice-President shall chair the meeting in the absence of both the President and the First Vice-President.
  - iii. If none of the President, First Vice-President, or Second Vice-President is present within thirty (30) minutes of the set time of the meeting, then the voting Members in good standing present shall, by simple majority vote, choose one of the voting Members in good standing present to chair the meeting.
- b. If no quorum is present within thirty (30) minutes of the set time of the Annual General Meeting or Special Meeting, then the meeting shall be deemed to be cancelled and shall be automatically rescheduled to be held one (1) week later at the same time and location or, if doing so would be impractical or impossible, the meeting shall be rescheduled to be held at a suitable date, time, and place within two (2) weeks of the cancellation.
  - i. No later than two (2) days after the cancellation, the Secretary shall deliver written notice of the rescheduled Annual General Meeting or Special Meeting to every Member. The notice shall state the date, time, and place of the rescheduled meeting and shall include a meeting Agenda for the rescheduled meeting.
  - ii. If no quorum is present within thirty (30) minutes of the set time of the rescheduled Annual General Meeting or Special Meeting, then those voting Members in good standing in attendance at the rescheduled meeting shall be deemed to constitute a quorum.
- c. The chair may, with the consent of a majority of the voting Members in good standing present at the meeting, adjourn an Annual General Meeting or Special Meeting before all businesses raised or scheduled to be raised at that meeting has been addressed. In that event:
  - i. No new business shall be considered at the adjourned Annual General Meeting or Special Meeting. The adjourned meeting will be limited to addressing, as unfinished business from the initial meeting, only those matters which were raised or scheduled to be raised at the initial meeting but which were not addressed; and

- ii. No notice of the adjourned Annual General Meeting or Special Meeting is necessary if the meeting is adjourned for less than thirty (30) days. If the meeting is adjourned for thirty (30) days or more, then no later than two (2) days after the adjournment, the Secretary shall deliver written notice of the adjourned Annual General Meeting or Special Meeting to every Member. The notice shall state the date, time, and place of the adjourned meeting and shall include a meeting Agenda for the adjourned meeting.
- d. No action taken at an Annual General Meeting or Special Meeting is invalid due solely to:
  - i. An accidental failure or omission to deliver notice of the meeting to one or more Members;
  - ii. One or more Members not having received notice of the meeting; or
  - iii. Any error in the notice of the meeting that does not materially affect the meeting.
- e. At any time, all voting Members in good standing may agree to sign a resolution in writing. Such resolution shall be valid as if it had been passed at an Annual General Meeting or Special Meeting, and the resolution shall be deemed to have been so passed as of the date the resolution is signed by all voting Members in good standing.

#### 5.4. **Voting**

For any Annual General Meeting or Special Meeting of the Club:

- a. Only voting Members in good standing shall be entitled to vote. Each voting Member in good standing shall be entitled to one (1) vote, and this entitlement may not be transferred to another person, individual, or organization.
- b. A Member, and not the Club, is fully responsible for ensuring that they are in good standing prior to the date of an Annual General Meeting or Special Meeting. In the event of any dispute as to whether or not a given Member is in good standing as of the date of the Annual General Meeting or Special Meeting, that Member's vote shall not be counted unless and until that Member can show confirmation from the Board that the Member was in good standing as of seven (7) days prior to the date of the Annual General Meeting.
- c. Members may vote through their Representative(s) only, with no proxy votes. No voting Member shall be allowed to vote by proxy at any Annual General Meeting or Special Meeting of the Club excepting in accordance with the absentee voting provisions of these Bylaws.
- d. A voting Member in good standing present at the meeting may choose whether or not to abstain from voting. Their vote shall be marked as 'abstained' and shall not count for or against the proposed resolution or matter to be voted on.

- e. All votes shall be decided by a show of hands, or by an anonymous ballot if requested by at least five (5) voting Members in good standing present at the meeting. The chair shall determine the method, time, and place for any anonymous ballot to be held, collected, and reported.
- f. All votes shall be decided by Ordinary Resolution of the voting Members in good standing present at the meeting, unless these Bylaws require the vote to be decided by Special Resolution. The result of the vote shall be recorded in the minutes of the meeting.
- g. In the case of a tie vote, the chair shall have a casting (extra) vote to resolve the tie.
- h. The chair, acting in good faith, shall resolve any dispute concerning a given vote. The chair's decision is final.

#### **5.5. Absentee Voting**

- a. A Member who is entitled to vote at a given Annual General Meeting or Special Meeting of the Club may appoint another Member as their proxy for that meeting, provided that:
  - i. the appointing Member has completed and executed a proxy voting form in the form and with the content set by the Club and current as of the date executed; and
  - ii. the Board has received the completed and executed proxy voting form at least forty-eight (48) hours in advance of the Annual General Meeting or Special Meeting of the Club for which the proxy has been appointed.
- b. At the Annual General Meeting or Special Meeting of the Club for which a proxy has been appointed, that appointed proxy shall be entitled to exercise the appointing Member's rights and privileges in their place, specifically including but not limited to the appointing Member's entitlement to vote.
- c. A proxy is valid only at the Annual General Meeting or Special Meeting of the Club for which it is given, and for any continuation(s) of that meeting following its adjournment.
- d. An appointing Member may revoke their proxy appointment at any time by sending notice in writing to the Board at least twenty-four (24) hours in advance of the Annual General Meeting or Special Meeting of the Club for which the proxy has been appointed.
- e. A Member may be the appointed proxy for multiple appointing Members.

### **6. BOARD OF DIRECTORS**

#### **6.1. Composition**

- a. The Board shall consist of at least six (6) and no more than ten (10) sitting Directors.

- b. Six (6) Directors shall hold the following Officer positions, respectively: President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Past President. These Officers together shall comprise the Executive Committee.
- c. Any and all additional Directors (to a maximum of 4) do not hold Officer positions. Each such Director instead holds the position of Director-at-large.

**6.2. Duties of individual Directors**

- a. The Board may, by Ordinary Resolution, add to, amend, or delegate the duties of its Directors from time to time, in the best interests of the Club, and as may be necessary for, or conducive to, the affairs and business of the Club.

**b. President**

The President shall:

- i. preside at and chair all meetings of the Executive Committee, the Board, and the Club;
- ii. appoint the chairs of each committee of the Club;
- iii. be an *ex-officio* member of each committee of the Club;
- iv. act as spokesperson for the Club;
- v. ensure that the Club adheres to its own Bylaws and policies; and
- vi. address and resolve any disciplinary matters.

**c. First Vice-President**

The First Vice-President shall:

- i. preside at and chair all meetings of the Elections Committee;
- ii. preside at and chair all meetings of the Board and the Club where the President is unable to do so due to absence, illness, disability, death, resignation, vacancy, or where the Board resolves that they shall serve as chair; and
- iii. assume any or all of the duties of the Present in the event that the President is unable to complete those duties.

**d. Second Vice-President**

The Second Vice-President shall:

- i. preside at and chair all meetings of the Board and the Club where the President and First Vice-President are unable to do so due to absence, illness, disability, death, resignation, vacancy, or where the Board resolves that they shall serve as chair; and

- ii. assume any or all of the duties of the First Vice-President in the event that the First Vice-President is unable to complete those duties.

e. **Secretary**

The Secretary shall:

- i. preside at and chair all meetings of the Governance Committee;
- ii. take or oversee the taking of full and accurate minutes of all meetings of the Board and the Club;
- iii. ensure that all documents, correspondence, and other records of the Club are kept and maintained, including an accurate and updated record of the Members of the Club; and
- iv. prepare and distribute notice of meetings in accordance with these Bylaws.

f. **Treasurer**

The Treasurer shall:

- i. preside at and chair all meetings of the Finance Committee;
- ii. act as custodian of the financial records and books of account of the Club;
- iii. oversee the expenditures of the Club in accordance with these Bylaws and with any and all Bylaws, rules, and policies of the Club;
- iv. ensure that all funds of the Club are deposited in a financial institution approved by the Board and in the name of the Club;
- v. ensure that all payments of the Club are properly signed or otherwise authorized by signing officers, whether physically or electronically;
- vi. ensure that auditors for the Club are appointed each year, and that the Club's finances and books of account are audited each year, or as often as may be necessary during the year;
- vii. prepare and approve an annual budget for the Club; and
- viii. prepare and review the finances of the Club at each Annual General Meeting.

g. **Past President**

The Past President shall:

- i. provide advice to the President and to the Board;
- ii. be an *ex-officio* member of each committee of the Club; and
- iii. ensure that the Club adheres to its own Bylaws and policies.

h. **Director-at-large**

Each Director-at-large must serve on at least one committee of the Club and shall generally carry out the objectives of the Board and the Club.

6.3. **Nomination and election of Directors**

- a. All Directors shall only be nominated and elected to the Board at an Annual General Meeting of the Club, excepting when a vacancy occurs between such Annual General Meetings.
- b. All nominations and elections to the Board shall be held in accordance with these Bylaws and with the election procedures determined by the Elections Committee and approved by the Board.
- c. Elections to the Board may normally be conducted by paper or electronic ballot, or by such other method and in such a manner as the Board may approve and implement, and in accordance with the election procedures determined by the Elections Committee and approved by the Board.
- d. The position of Past President is not subject to nomination or election. A sitting President of the Board becomes the Past President immediately upon the conclusion of their term as sitting President, unless they are re-elected as President for one or more additional consecutive term(s), in which case the President of the Board becomes the Past President immediately upon the conclusion of their final consecutive term as President.

e. **Eligibility**

To be eligible for nomination and election to the Board, a given candidate must:

- i. Be at least eighteen (18) years of age;
  - ii. Be a voting Member in good standing; and
  - iii. Have been an Active Participant for no less than eighteen (18) months prior to their nomination.
- f. To be nominated for election to the Board at an Annual General Meeting of the Club, an eligible nominee must deliver to the Elections Committee, at least seven (7) days prior to that Annual General Meeting, written notice:
- i. Affirming their desire to be nominated;
  - ii. Stating the Board position (President, Vice-President, Secretary, Treasurer, or Director-at-large) for which they desire to be nominated; and
  - iii. Signed by at least three (3) voting Members in good standing other than the eligible nominee.

g. **Slate of nominees**

- i. Prior to each Annual General Meeting of the Club, the Elections Committee shall prepare a slate of nominees submitted for election to the Board and shall present that slate of nominees to the Members at the next Annual General Meeting.
- ii. A sitting Director who is eligible for re-election as of fourteen (14) days in advance of an Annual General Meeting of the Club will automatically be included on the slate of nominees presented of that Annual General Meeting unless they provide to the Elections Committee, or to the Secretary, at least fourteen (14) days in advance of that Annual General Meeting, written notice affirming that that they wish to withdraw their name from the slate of nominees.
- iii. A Member may not be nominated for more than one Board position in any given slate of nominees.
- iv. In the event that only one nomination has been received for a given Board position in advance of the Annual General Meeting, that nominee shall be acclaimed and declared elected to that Board position without proceeding to a vote.
- v. In the event that no nominations are received for a given Board position in advance of the Annual General Meeting, the Board shall open nominations for that position to the floor from among those voting Members in good standing who are eligible for the Board position and present at the Annual General Meeting. A nominated person may accept or refuse their nomination and may nominate themselves. Any voting Member in good standing may second the nomination. The Board shall add to the slate of nominees the name of any nominee from the floor who has accepted a nomination and whose nomination has been seconded. The Board may not accept the nomination of any person who is not eligible for the Board position.
- vi. In the event that the no nominations have been received for a given Board position in advance of the Annual General Meeting and after nominations have been opened to the to the floor, that Board position shall be deemed to be vacant. The Board shall have the power to fill that vacancy by appointing a voting Member in good standing as a Temporary Director in accordance with these Bylaws.

**h. Elections**

Elections for a given Board position shall be determined by runoff ballot as follows:

- i. If and when a single nominee receives the majority of the valid votes cast for a given Board position, that nominee shall be declared elected for that position.
- ii. If no single nominee receives the majority of the valid votes cast for a given Board position, then a new runoff ballot shall be held. The nominee who received the fewest valid votes cast in the preceding ballot shall not be included as a nominee in the new ballot.

- iii. The above steps shall be repeated until a single nominee receives the majority of the valid votes cast for the given Board position.
- iv. If and when there is a tie between two or more nominees for the fewest votes in the preceding ballot, then a tiebreaker ballot shall be held as between the tied nominees (no other nominees shall be included in the tiebreaker ballot). The nominee who receives the majority of the valid votes cast in the tiebreaker ballot shall remain on the ballot for the new runoff ballot for the given Board position and the other nominees shall not be included in the new runoff ballot for the given Board position.

#### 6.4. **Term of Directors**

- a. All Directors shall normally serve on the Board for a term of two (2) years. A given Director's normal term shall:
  - i. begin immediately following the adjournment of the Annual General Meeting at which they were elected;
  - ii. be reaffirmed the Annual General Meeting of the Club during the following membership year; and
  - iii. conclude the subsequent year at the Annual General Meeting of the Club immediately upon the adjournment of the Annual General Meeting.
- b. There is no limit to the number of terms that a given Director shall be eligible for election to the Board. However, a given Director shall only be eligible for election to the Board for a maximum of three (3) consecutive two-year terms.
- c. The position of Past President is not subject to a normal term duration. The term of a Past President begins at the conclusion of the Director's final consecutive term as sitting President and ends when a new Past President's term begins.
- d. Nominations and elections for the positions of First Vice-President and Second Vice-President may not be held in the same calendar year. Such nominations and elections shall only be held in staggered years, as follows:
  - i. Nominations and elections for the position of First Vice-President shall only be held on even-numbered calendar years; and
  - ii. Nominations and elections for the positions of Second Vice-President shall only be held on odd-numbered calendar years.
- e. The Club may, by Special Resolution at an Annual General Meeting of the Club, reduce an upcoming term for one or more Officer positions to a shortened term of one (1) year, and:
  - i. such resolution may only be proposed where it is necessary in order to achieve or maintain staggered terms of Directors;

- ii. the shortened term of one (1) year shall otherwise proceed in accordance with these Bylaws; and
- iii. the Secretary shall deliver notice of such proposed resolution shall be delivered to the Members no later than twenty-one (21) days before the Annual General Meeting.

#### 6.5. **Vacancies**

- a. A Director shall automatically and immediately vacate their Board position if and when:
  - i. the Director ceases to be a voting Member in good standing;
  - ii. the Director has been suspended or expelled from membership in the Club pursuant to these Bylaws;
  - iii. the Director's membership in the Club has been terminated in accordance with these Bylaws;
  - iv. the Director has failed to attend three (3) or more meetings of the Board in a given membership year without sufficient reason and/or without leave from the Board; or
  - v. the Board, by unanimous resolution (excepting the Director in question), determines that the Director has ceased to act or has become unable to complete their duties by reason of death, illness, severe injury or disability, or otherwise.
- b. The Board shall have the power, by Ordinary Resolution and at any time, to fill any vacancy on the Board by appointing a voting Member in good standing as a Temporary Director.
- c. A Temporary Director's term shall:
  - i. begin immediately upon the adjournment of the meeting of the Board or of the Club at which they were appointed; and;
  - ii. conclude at the following Annual General Meeting of the Club immediately upon the slate of nominees submitted for election to the Board being presented to the Members.
- d. A Temporary Director shall count towards the composition of the Board under these Bylaws. Unless otherwise specified in these Bylaws, all articles in these Bylaws which apply to a Director shall also apply to a Temporary Director.
- e. If and when the position of President becomes vacant, the First Vice-President shall assume the position of President for the remainder of that term, during which time they shall assume the duties and responsibilities of that position in addition to their existing duties and responsibilities as First Vice-President. The position of First Vice-

President shall become open for nomination and election at the Annual General Meeting of the Club at the conclusion of the assumed term.

- f. If and when the position of First Vice-President becomes vacant, the Second Vice-President shall assume the position of First Vice-President for the remainder of that term, during which time they shall assume the duties and responsibilities of that position in addition to their existing duties and responsibilities as Second Vice-President. The position of First Vice-President shall become open for nomination and election at the Annual General Meeting of the Club at the conclusion of the assumed term.
- g. If and when two or more of the President, First Vice-President, and Second Vice-President positions are vacant at the same time, the Elections Committee shall, within ninety (90) days of the most recent vacancy, call and hold a Special Meeting of the Club to fill the vacant positions.

## **7. DUTIES, POWERS, AND AUTHORITY OF THE BOARD**

- 7.1. The Board shall exercise all powers of the Club and do on behalf of the Club all such acts as may be exercised by the Club, excepting those acts which the Members are required to do at an Annual General Meeting or Special Meeting of the Club.
- 7.2. The Board shall have the duty and shall be empowered to administer and manage the business and affairs of the Club. In doing so, the Board shall adhere to the stated objects and purpose of the Club, as well as to any and all Bylaws, rules, and policies of the Club.
- 7.3. The Club shall fully indemnify each Officer, Director, and employee of the Club against any and all costs, losses, and expenses incurred in the course of their respective duties to the Club, excepting in cases of negligence or wilful misconduct. The Board shall have the duty and be empowered to take such steps as may be necessary to ensure that the Club has one or more policies of insurance in place sufficient to give effect to this indemnity.
- 7.4. The Club shall fully reimburse each Officer and Director for any and all legitimate out-of-pocket expenses incurred in the course of their respective duties to the Club. The Board shall have the sole discretion to determine if a given out-of-pocket expense is legitimate, and shall have the duty and be empowered to take such steps as may be necessary to ensure that all such legitimate reimbursements are duly recorded and paid.
- 7.5. No Director shall receive any gifts, payment of monies, or other remuneration from the Club in connection with their service to the Club, except for:
  - a. payment of any honorarium due and owing to the Director as set by the Board and as approved by Special Resolution at any Annual General Meeting or Special Meeting of the Club; and/or
  - b. reimbursement of any and all legitimate out-of-pocket expenses incurred by the Director in the course of their respective duties to the Club.

- 7.6. In addition to any duties and powers described elsewhere in these Bylaws or otherwise implied by these Bylaws, the Board shall have the duty and shall be empowered to:
- a. meet to conduct the affairs and business of the Club as often as required, and to manage those affairs and business in the intervals between meetings;
  - b. promote the general interests of the Club and its members, both at any meetings of the Club and in the intervals between meetings;
  - c. appoint and maintain such committees as may be necessary for the functioning of the Club and to further its objectives;
  - d. hire and manage such employees as may be necessary for the functioning of the Club and to further its objectives;
  - e. approve contracts on behalf of the Club;
  - f. approve fundraising activities and other events involving the Club;
  - g. determine, from time to time, the location of any registered office and address for service of the Club;
  - h. represent and promote the Club and its objects publicly and to other organizations;
  - i. build affiliations with other organizations and ensure the Club's compliance with the bylaws, policies, rules, and regulations of those affiliates;
  - j. formulate policy on issues affecting the Club;
  - k. establish and enforce a Code of Ethics applicable to all Members;
  - l. maintain and protect the funds, assets, and property of the Club;
  - m. establish policies, rules, and regulations governing the operation of the Club and the use of its funds, assets, and property;
  - n. hire an Executive Director and/or one or more paid administrators to carry out management functions, set their remuneration, and review their performance and remuneration on an annual basis;
  - o. hire one or more auditors, set their remuneration, and review their performance and remuneration on an annual basis;
  - p. ensure that the Club's finances and books of account are audited each year, and as often as may be necessary during the year;
  - q. prepare and approve an annual budget for the Club; and
  - r. report to the Members at Annual General Meetings.
- 7.7. In addition to any powers described elsewhere in these Bylaws or otherwise implied by these Bylaws, the financial powers of the Board shall include the power to:

- a. acquire, hold, and dispose of real and personal property of the Club in whole or in part;
- b. invest monies on behalf of the Club; and
- c. borrow money for the purpose of the Club and to give security for any money so borrowed on any of the real, personal, or mixed property of the Club by way of mortgage, pledge, charge, or otherwise.

## **8. BOARD MEETINGS**

### **8.1. Regular meetings of the Board**

- a. At each regular meeting of the Board following the Annual General Meeting of the Club, the Board shall determine, by normal resolution, the date, time, and location of the subsequent Regular Meeting of the Board, if any, for that fiscal year.
- b. The Board shall hold at least four Regular Meetings of the Board within each fiscal year, with at least one regular meeting of the Board within each three-month period of that fiscal year, for the purpose of generally administering and managing the business and affairs of the Club.
- c. Regular Meetings of the Board may be conducted by conference call, video conference, or such other means as the Board may determine by Ordinary Resolution and from time to time.
- d. Quorum for each Regular Meeting of the Board shall be a simple majority (50% plus one) of the sitting Directors at the time of the regular meeting. No business of the Club shall be conducted at a Regular Meeting of the Board unless a quorum is present when the Board meeting is called to order.

### **8.2. Special Meetings of the Board**

- a. A Special Meeting of the Board may be called either:
  - i. by the President at any time in a written statement delivered to all sitting Directors; or
  - ii. within twenty-one (21) days following the President's receipt of a written request of not less than three (3) of the sitting Directors.

Such written statement by the President or written request of not less than not less than three (3) of the sitting Directors must state the reason for the Special Meeting of the Board and the motion(s) intended to be submitted at the meeting.

- b. A Special Meeting of the Board shall be held no later than fourteen (14) days after Board's following the written statement by the President or the Board's receipt of a written request of not less than five percent (5%) of the sitting Directors.
- c. No later than two (2) days in advance of the Special Meeting of the Board, the Secretary shall deliver written notice of the Special Meeting of the Board to every

Board Member. The notice shall state the date, time, and place of the Special Meeting of the Board and shall include a meeting Agenda. The Agenda shall include a summary of the proposed motion(s) intended to be put forward at the Special Meeting of the Board. In urgent situations, this notice requirement may be waived by the agreement in writing of two-thirds (2/3) of the sitting Directors.

- d. Only the matter(s) set out in the notice for the Special Meeting of the Board shall be considered at the Special Meeting of the Board.
- e. Special Meetings of the Board may be conducted by conference call, video conference, or such other means as the Board may determine by Ordinary Resolution and from time to time.
- f. Quorum for each Special Meeting of the Board shall be a simple majority (50% plus one) of the sitting Directors at the time of the regular meeting. No business of the Club shall be conducted at a Special Meeting of the Board unless a quorum is present when the Board meeting is called to order.

### 8.3. Meeting procedure

- a. The President shall chair each Regular Meeting or Special Meeting of the Board.
- b. If no quorum is present within thirty (30) minutes of the set time of the Regular Meeting or Special Meeting of the Board, then the Board meeting shall be deemed to be cancelled and shall be automatically rescheduled to be held one (1) day later at the same time and location or, if doing so would be impractical or impossible, the Board meeting shall be rescheduled to be held at a suitable date, time, and place within seven (7) days of the cancellation.
- c. If no quorum is present within thirty (30) minutes of the set time of the rescheduled Regular Meeting or Special Meeting of the Board, then those Board Members in good standing in attendance at the rescheduled Board meeting shall be deemed to constitute a quorum.
- d. No action taken at a Regular Meeting or Special Meeting of the Board is invalid due solely to:
  - i. An accidental failure or omission to deliver notice of the meeting to one or more Board Members;
  - ii. One or more Board Members not having received notice of the meeting; or
  - iii. Any error in the notice of the Board meeting that does not materially affect the meeting.
- e. At any time, all voting Board Members in good standing may agree to sign a resolution in writing. Such resolution shall be valid as if it had been passed at a Regular Meeting or Special Meeting of the Board, and the resolution shall be deemed to have been so passed as of the date the resolution is signed by all voting Board Members in good standing.

#### 8.4. **Voting**

For any Regular Meeting or Special Meeting of the Board:

- a. Only those Board Members present at the meeting shall be entitled to vote. Each Board Member shall be entitled to one (1) vote, and this entitlement may not be transferred to another person, individual, or organization.
- b. No Board Member shall be allowed to vote by proxy at any Regular Meeting or Special Meeting of the Board.
- c. A Board Member present at the meeting may choose whether or not to abstain from voting. Their vote shall be marked as 'abstained' and shall not count for or against the proposed resolution or matter to be voted on.
- d. All votes shall be decided by a show of hands, or by an anonymous ballot if requested by at least one (1) Board Member present at the meeting. The chair shall determine the method, time, and place for any anonymous ballot to be held, collected, and reported.
- e. All votes shall be decided by Ordinary Resolution of the Board Members present at the meeting, unless otherwise specified in these Bylaws. The result of the vote shall be recorded in the minutes of the Board meeting.
- f. In the case of a tie vote, the chair shall have a casting (extra) vote to resolve the tie.
- g. The chair, acting in good faith, shall resolve any dispute concerning a given vote. The chair's decision is final.

### 9. **COMMITTEES**

#### 9.1. **Executive Committee**

- a. The Officers of the Board shall together comprise the Executive Committee. The President shall preside over and chair all meetings of the Executive Committee.
- b. The Executive Committee shall be responsible for:
  - i. providing organizational direction and information to the Board and at meetings of the Board;
  - ii. board development;
  - iii. hiring an Executive Director and/or one or more paid administrators to carry out management functions, set their remuneration, and review their performance and remuneration on an annual basis; and
  - iv. hiring one or more auditors, et their remuneration, and review their performance and remuneration on an annual basis.

#### 9.2. **Standing Committees**

a. The Board shall establish the following standing committees:

- i. Finance Committee;
- ii. Elections Committee; and
- iii. Governance Committee.

**b. The Finance Committee**

The Finance Committee shall be comprised of the Treasurer, who shall preside over and chair the Finance Committee, and no less than three (3) other Members in good standing. The Finance Committee shall be responsible for:

- i. ensuring that the Club is meeting all of its financial reporting and regulatory requirements at law and in practice;
- ii. conducting regular reviews of the Club's finances, books of account, and financial reporting, and accounting policies and practices;
- iii. conducting risk analyses, as directed by the Board;
- iv. working with the auditors to conduct a detailed audit of the finances and books of account of the Club on an annual basis; and
- v. preparing and presenting to the membership at the Annual General Meeting of the Club a detailed statement of the current assets and liabilities of the Club for the Club's previous fiscal year, along with the report of the auditor for that fiscal year.

**c. The Elections Committee**

The Elections Committee shall be comprised of the First Vice-President, who shall preside over and chair the Elections Committee, and no less than three (3) other Members in good standing. The Elections Committee shall be responsible for:

- i. establishing an election procedure for approval by the Board;
- ii. proposing to the Board updates and amendments to its election procedure, or to the Club's Bylaws, rules, policies, or governance practices concerning one or more elections held by the Club;
- iii. receiving and processing nominations for Board positions;
- iv. preparing a slate of nominees and submitting that slate of nominees for election to the Board at the next Annual General Meeting of the Club; and
- v. calling and holding a Special Meeting of the Club to fill the vacant positions in the event that two or more of the President, First Vice-President, and Second Vice-President positions are vacant at the same time.

**d. The Governance Committee**

The Governance Committee shall be comprised of the Secretary, who shall preside over and chair the Governance Committee, and no less than three (3) other regular members in good standing. The Governance Committee shall be responsible for:

- i. conducting annual reviews of these Bylaws and any and all other Bylaws, rules, policies, and governance practices of the Club;
- ii. ensuring that the Club is establishing, maintaining, and enforcing these Bylaws and any and all other Bylaws, rules, policies, and governance practices of the Club;
- iii. proposing to the Board updates and amendments to these Bylaws and to any and all other Bylaws, rules, policies, and governance practices of the Club; and
- iv. conducting succession planning for the Board.

**e. Other Committees**

- i. The Board may, by Ordinary Resolution, establish such further and other committees, and designate their composition and responsibilities, as it deems in the best interests of the Club and reasonably necessary for, or conducive to, the affairs and business of the Club.
- ii. The Board may, by Ordinary Resolution, delegate any of its powers to one or more committees, subject to any restrictions imposed upon it by these Bylaws, as well as by any other Bylaws, rules, or policies of the Club, or by any applicable legislation.
- iii. Any and all committees shall be subject to any restrictions imposed upon them by the Board, in accordance with any Bylaws, rules, and policies of the Club, and in accordance with any applicable legislation.

**10. COMMITTEE MEETINGS**

- 10.1. The chair of each committee of the Club shall appoint the members of that committee from among the Members in good standing. Each committee shall have no less than four (4) Members including the chair.
- 10.2. At each meeting of a committee of the Club, the committee shall, by Ordinary Resolution, determine, the date, time, and location of the subsequent regular meeting, if any, for that fiscal year.
- 10.3. Each committee shall normally hold at least four committee meetings within each fiscal year, with at least one meeting within each three-month period of that fiscal year. The Board may vary this requirement by Ordinary Resolution and from time to time.
- 10.4. Committee meetings may be conducted by conference call, video conference, or such other means as the Board may determine by normal resolution and from time to time.

- 10.5. No later than seven (7) days prior to the committee meeting, the chair shall deliver written notice of the committee meeting to every committee Member. The notice shall state the date, time, and place of the committee meeting and shall include a meeting Agenda.
- 10.6. Quorum for each committee meeting shall be a simple majority (50% plus one) of the sitting committee Members at the time of the committee meeting. No business of the committee shall be conducted at a committee meeting unless a quorum is present when the committee meeting is called to order.

10.7. **Meeting procedure**

- a. The President shall chair each Annual General Meeting or Special Meeting of the Club.
- b. If no quorum is present within thirty (30) minutes of the set time of the committee meeting, then the committee meeting shall be deemed to be cancelled and shall be automatically rescheduled to be held one (1) week later at the same time and location or, if doing so would be impractical or impossible, the committee meeting shall be rescheduled to be held at a suitable date, time, and place within two (2) weeks of the cancellation.
- c. If no quorum is present within thirty (30) minutes of the set time of the rescheduled committee meeting, then those voting Members in good standing in attendance at the rescheduled committee meeting shall be deemed to constitute a quorum.
- d. No action taken at a committee meeting is invalid due solely to:
  - i. An accidental failure or omission to deliver notice of the meeting to one or more committee Members;
  - ii. One or more committee Members not having received notice of the meeting; or
  - iii. Any error in the notice of the committee meeting that does not materially affect the meeting.
- e. At any time, all voting committee Members in good standing may agree to sign a resolution in writing. Such resolution shall be valid as if it had been passed at committee meeting, and the resolution shall be deemed to have been so passed as of the date the resolution is signed by all voting committee Members in good standing.

10.8. **Voting**

For any meeting of a committee of the Club:

- a. Only those committee Members present at the meeting shall be entitled to vote. Each committee Member shall be entitled to one (1) vote, and this entitlement may not be transferred to another person, individual, or organization.

- b. No committee Member shall be allowed to vote by proxy.
- c. A committee Member present at the meeting may choose whether or not to abstain from voting. Their vote shall be marked as 'abstained' and shall not count for or against the proposed resolution or matter to be voted on.
- d. All votes shall be decided by a show of hands, or by an anonymous ballot if requested by at least one (1) committee Member present at the meeting. The chair shall determine the method, time, and place for any anonymous ballot to be held, collected, and reported.
- e. All votes shall be decided by Ordinary Resolution of the committee Members present at the meeting, unless otherwise specified in these Bylaws. The result of the vote shall be recorded in the minutes of the committee meeting.
- f. In the case of a tie vote, the chair shall have a casting (extra) vote to resolve the tie.
- g. The chair, acting in good faith, shall resolve any dispute concerning a given vote. The chair's decision is final.

## **11. FISCAL YEAR AND FINANCIAL TRANSACTIONS**

- 11.1. The fiscal year of the Club shall be from February 1 to January 31 for each calendar year.
- 11.2. The signing authorities for the Club shall be the President, First Vice-President, Second Vice-President, Treasurer, and Executive Director (if any). Any financial transaction of the Club shall require the signatures of two (2) signing authorities, at least one of whom shall be the President, First Vice-President, or Second Vice-President.
- 11.3. The Board may, by Ordinary Resolution, and from time to time, add, remove, or change the signing authorities of the Club.

## **12. FEES**

- 12.1. The Board may, at any time, propose new dues, fees, levies, and assessments payable to the Club by its members, and/or to vary any existing dues, fees, levies, and assessments payable to the Club by the Members. Any such proposal by the Board shall be decided by Special Resolution at an Annual General Meeting or Special Meeting of the Club.

## **13. AUDITORS**

- 13.1. The voting Members in good standing shall, by Special Resolution at an Annual General Meeting of the Club, appoint one or more auditors to conduct a review and audit of the Club's finances for the following fiscal year. The Executive Committee shall, by Ordinary Resolution, set the auditor's remuneration (if any).
- 13.2. Any auditor so appointed shall:
  - a. not be a Member, employee, or relative of a Member or an employee, of the Club;

- b. conduct a detailed audit of the finances and books of account of the Club; and
  - c. deliver an audited financial report to the Board summarizing its review and analysis no later than thirty (30) days prior to the Annual General Meeting at which the audited financial report is to be delivered to the Members.
- 13.3. The Board shall deliver the audited financial report to the Members at the Annual General Meeting of the Club for that fiscal year.

#### **14. EXECUTIVE DIRECTOR**

- 14.1. The Executive Committee may, by Ordinary Resolution, appoint an Executive Director to act as the senior staff member of the Club. For any Executive Director so appointed, the Board shall set and direct the Executive Officer's responsibilities, and shall determine and set the Executive Officer's remuneration.
- 14.2. An Executive Director shall:
- a. administer the Club staff and offices;
  - b. adhere to all lawful directives of the Board, to these Bylaws, and to any and all other Bylaws, rules, and policies of the Club;
  - c. co-operate fully with the Board in carrying out the objectives of the Club; and
  - d. give to the Board and its Directors any and all information and access that they may require to conduct the business and affairs of the Club.
- 14.3. The Board may delegate to the Executive Director full authority to:
- a. manage and direct the business affairs of the Club, excepting those acts which the Board is required to do or which the Members are required to do at an Annual General Meeting or Special Meeting of the Club; and
  - b. employ and discharge agents and employees of the Club.

#### **15. NOTICES**

- 15.1. Any notice required to be delivered pursuant to these Bylaws may be delivered by mail, fax, email, or such other means as the Board may determine by Ordinary Resolution and from time to time. Notice for any given Member shall be sent to the Member's most recent address and contact information in the Club's records.

#### **16. AMENDMENT**

- 16.1. The Bylaws shall not be rescinded, altered or added to except by Special Resolution at an Annual General Meeting or Special Meeting of the Club.