



Spartans Soccer Club & Academy

Bylaws

www.spartanssoccerclub.com

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SECTION 1 GENERAL

1.1. Purpose – These Bylaws relate to the general conduct of the activities and affairs of the Spartans Soccer Club & Academy.

1.2. Definitions - The following terms have these meanings in these By-laws:

- a) **AGM** - Annual General Meeting of the Members of Spartans FCA as mandated by the Societies Act (Alberta).
- b) **ASA** - Alberta Soccer Association.
- c) **Board** - Board of Directors of Spartans FCA.
- d) **Board Ordinary Resolution** - A resolution that is approved by a simple majority of the votes cast by the Directors as determined in accordance with the Article on Voting.
- e) **CMSA** - Calgary Minor Soccer Association.
- f) **CSA** - Canadian Soccer Association.
- g) **Director** - A member of the Board of Directors of Spartans FCA.
- h) **FIFA** - Fédération Internationale de Football Association (International Federation of Football Association)
- i) **Fiscal Year** - The fiscal year of Spartans FCA, which shall commence on the first (1st) day of January and conclude on the thirty-first (31st) day of December of the same year.
- j) **Good Standing** - A Member shall be considered in good standing only after forty-five (45) calendar days have elapsed from the date the President approved their admission as a Member. A Member shall continue to be in good standing until they cease to be a Member or are suspended in accordance with the Bylaws.
- k) **Member** - An individual who meets the requirements of a membership category as described in the section: Membership & Guidelines.
- l) **“Ordinary Resolution”** means a resolution passed at an AGM or SGM by a simple majority of votes cast by a minimum of forty percent (40%) of the Voting Members present at such meeting.
- m) **“Staff & Volunteer”** refers to any individual who dedicates their time pro bono on behalf of Spartans FCA.

Interpretations of these Bylaws and any disputes shall be referred to the Board. The singular may encompass the plural and vice versa, and masculine terms may include feminine terms and vice versa.

1.3. Affiliation - Spartans FCA shall be affiliated with the CMSA, ASA, CSA, and FIFA, and shall adhere to the bylaws, rules, and regulations established by those organizations.

1.4. Objectives and mission statement

Spartans Soccer Club & Academy was founded in May 2015, with the mission of inspiring children to pursue their goals, engage in physical activity, and develop a love for the beautiful

game of soccer. One of the primary reasons for establishing this club was to ensure that all children, regardless of their income or skill level, have the opportunity to play soccer. Our players benefit from working with UEFA (Union of European Football Associations) certified coaches, an opportunity that is afforded to only a select few.

1.5. Club Name & Logo

The name of the club was chosen to honor the ancient Spartans. While many are familiar with the legendary warriors of Sparta, it is essential to recognize that their achievements stemmed from their athleticism, courage, self-discipline, and hard work. These values are what we, as a club, aspire to instill in our players and the surrounding community, both on the pitch and in their lives beyond soccer. The club may be referred to by any of the following names: Spartans Soccer Club & Academy, SSCA, Spartans FC, or Spartans.

The logo displayed above represents the Spartans Soccer Club & Academy and is to be used exclusively by the Club & Academy on their equipment and gear. The logo and all its variations are owned by the Spartans Soccer Club & Academy. Copyright remains with its respective owner, and unauthorized use by individuals or organizations not affiliated with the Spartans Soccer Club & Academy is prohibited without consent from the Board of Directors.

SECTION II MEMBERSHIP

2.1. Membership Guidelines - A Member is defined as an individual participating in Spartans FCA as a Parent/Guardian, Staff, or Volunteer in Good Standing. Spartans FCA shall not be held responsible for any liabilities incurred by a Member. Membership in Spartans FCA is non-transferable. If a Member withdraws, they shall remain liable for any dues or debts owed to Spartans FCA that were incurred prior to the withdrawal.

2.2. Membership Categories - There shall be five categories of Members as follows:

- a) **Voting Members:** Members of the Board of Directors.
- b) **Non-Voting Members:** Parents/Guardians, Staff, or Volunteers in Good Standing.
- c) **Life Members:** The Board may, by resolution, designate an individual as a Life Member in recognition of significant contributions to Spartans FCA. Life Members shall receive notice of an AGM or SGM and may participate in discussions but shall not have voting rights.
- d) **Associate Members:** The Board may, by resolution, grant Associate Membership to local individuals operating at arm's length from Spartans FCA and who are not subject to the Policies and Procedures applicable to Parents/Guardians, Staff, and Volunteers. Associate Members shall be required to pay an annual associate membership fee as determined by the Board. They shall receive notice of the AGM and any SGM and may participate in discussions but shall not have voting rights.

- e) **Directors:** Directors are Members appointed by the President. Each Director shall be a Member during their term of office.
- f) **Board of Directors:** The number of Directors comprising the Board shall be fixed at seven (7). The Directors are appointed by the President, and each Director's term of office shall be two years, renewable.
- g) **Voting Members:** Voting Members shall consist of Members of the Board of Directors in Good Standing. Membership requirements for Voting Members shall be outlined in the Policies and Procedures, as amended by Spartans FCA from time to time. Voting Members shall be responsible for adhering to the Policies and Procedures.

SECTION III MEETINGS OF MEMBERS

3.1. Annual General Meeting - The Annual General Meeting (AGM) of Spartans FCA shall be held within the first six (6) months of the Fiscal Year at a date, time, and location determined by the Board of Directors.

3.2. Special Meeting - A Special Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Club. Notice to all voting Members will be given in accordance with the Police and Procedure before the date of such meeting. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called. The Club shall file every "Special Resolution" passed by the Club.

3.3. Participation - Attending Members at the AGM shall include Members of the Board of Directors and ten (10) selected Members in Good Standing. At such meetings, each attending Member shall have the right to speak and vote to confirm or modify the Meeting Agenda. The President shall preside over all meetings of Spartans FCA; in the President's absence, a Vice President shall serve as the Chair.

3.4. Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The President, or Board may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5. Notice - All attendees shall receive written notice at least sixty (60) calendar days prior to the AGM and at least twenty-one (21) calendar days before any Special General Meeting (SGM).

3.6. Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7. Attendance – The only persons entitled to attend a meeting of the Members are the Members, and others who are entitled or required under any provision of the Policy and Procedure to be present at the meeting. Any other person may be admitted only if invited by the President or with the majority consent of the Members present.

Voting at Meetings of Members.

At any AGM, SGM, or Board meeting, only Voting Members in Good Standing are entitled to vote.

3.8. Voting Rights – Members have the following voting rights at all meetings of the Members:

a) **Participant Member** – Each Member has one vote.

3.9. Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.10. Proxy Voting – There will be no voting by proxy.

3.11. Absentee Voting – There will be no absentee voting.

3.12. Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.13. Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue.

3.14. Tie - In the event of a tie, the resolution shall pass, as the Chair is entitled to cast a deciding vote at the AGM, SGM, and Board meetings.

SECTION IV GOVERNANCE

Governance Structure

4.1. President - The President serves as the chief executive officer of the club, responsible for overseeing operations, setting strategic direction, and representing the club in official matters. The President presides over meetings and ensures that the club's mission and goals are pursued effectively.

4.2. Vice President - The Vice President supports the President in executing their duties and steps in to fulfill the President's responsibilities in their absence. This role may also involve specific oversight of certain committees or initiatives within the club.

4.3. Board of Directors/Committee Members - The Board of Directors is responsible for the governance and strategic direction of the club. Committee members, assigned specific roles,

focus on areas such as finance, membership, events, and player development. Together, they ensure that the club operates within its policies and meets its goals.

4.4. Election Procedures for Board Members - Board members are elected during the Annual General Meeting (AGM) through a voting process. Candidates may be nominated by current Board members or by the Members themselves, and elections are conducted according to established procedures that guarantee transparency and fairness.

4.5. Voting Rights/Procedure - Voting rights are reserved for Voting Members in Good Standing. Each voting member has one vote on matters presented during meetings, including elections and significant club decisions. Voting procedures will follow the guidelines set forth in the club's Policies and Procedures.

4.6. Meetings (Frequency) - Regular meetings of the Board of Directors are held at least quarterly, with additional meetings convened as necessary. A quorum, typically consisting of a simple majority of the Board members, is required to make official decisions during these meetings. Members are also invited to attend general meetings, such as the AGM and SGMs, held annually or as needed.

4.7. Board of Directors

- a) Any individual who has reached the age of majority and demonstrates a sincere interest in promoting the best interests of Spartans FCA may be appointed by the President or nominated by the Board.
- b) The number of Directors on the Board shall be fixed at seven (7), effective from the first AGM of the Fiscal Year. The Board shall consist of Directors appointed by the President or nominated by the Board to fill any vacancies.
- c) Regular Board meetings shall be held at a time, date, and place determined by the Board or at the request of the President, with each Director being contacted at least forty-eight (48) hours in advance of the meeting, unless the entire Board agrees to an alternative arrangement.
- d) A Director may resign from office by providing written notice to the Board, and such resignation shall take effect on the date the written notice is submitted.
- e) A Director may be deemed to have resigned if absent from three (3) consecutive Board meetings without satisfactory reason, as determined by the Board.

4.8. Obligations and Powers of the Board

- a) The Board shall be accountable to the Members of Spartans FCA.
- b) The Board is responsible for establishing, implementing, and monitoring Policies and Procedures related to matters of business, communication, management, regulations, appeals, and hearings that are not expressly addressed herein.
- c) The Board shall regularly review the finances and exercise sound judgment regarding the general affairs of Spartans FCA.
- d) Additionally, the Board shall address protests, appeals, and all cases of discipline of any nature under Spartans FCA's jurisdiction.

- e) The Board is also responsible for establishing and determining a schedule for seasonal fees to be paid by players.

4.9. Composition of the Board – The Board will consist of the following:

- a) President
- b) Vice President
- c) Five (5) Directors-at-Large

Resignation and Removal of Directors

4.10. Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Club resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.11. Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns
- b) The Director is found to be incapable of managing property by a court or under Alberta law
- c) At the Board's discretion, the Director is absent from two (2) consecutive meetings of the Board without a satisfactory reason
- d) The Director is found by a court to be of unsound mind
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- f) The Director dies.

4.12. Removal – An appointed Director may be removed by Ordinary Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

4.13. Vacancy – Where the position of a Director becomes vacant for whatever reason, the president may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual General Meeting.

Meetings of the Board

4.14. Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.15. Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

4.16. Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.17. Board Meeting With New Directors – For a first meeting of the Board held immediately following the appointment of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.18. Number of Meetings – The Board will hold at least four (4) meetings per year.

4.19. Voting – Each voting Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of voting Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the issue is defeated.

4.20. No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.21. Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.22. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.23. Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

SECTION V FINANCE AND MANAGEMENT

Financial Provisions

5.1. Fiscal Year: The fiscal year for Spartans Soccer Club & Academy runs from January 1 to December 31. This twelve-month period is used for accounting and financial reporting purposes, allowing the organization to align its financial activities with its operational planning.

5.2. Financial Management and Budgeting: Financial management involves the oversight of the club's financial resources to ensure sustainability and growth. The Board of Directors is responsible for preparing an annual budget that outlines projected income and expenses, which is

reviewed and approved by the Board. Regular financial reports are generated to monitor spending and ensure adherence to the budget.

5.3. Dues and Fundraising Policies: Membership dues are established by the Board and are used to support the operational costs of the club. Fundraising initiatives may also be organized to supplement income, including events and sponsorships. Policies are in place to guide these activities, ensuring transparency and accountability in the collection and use of funds.

5.4. Audit Procedures: The club undergoes regular audits to ensure financial compliance and integrity. An independent auditor is typically engaged to review the financial statements and operations, verifying that financial practices align with established policies and regulations. Audit findings are reported to the Board and may be shared with the Members during the AGM to maintain transparency.

SECTION VI AMENDMENT OF BYLAW

6.1. Voting – These By-laws may only be amended, revised, repealed or added to by Special Resolution of the Members.

6.2. Effective Date – By-laws amendments are effective from the date they are registered with the Registrar.

SECTION VII NOTICE

7.1. Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, or Member, as applicable.

7.2. Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

7.3. Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

SECTION VIII DISSOLUTION

8.1. Dissolution – The Club may be dissolved in accordance with the Act.

SECTION IX

INDEMNIFICATION

9.1. Will Indemnify – The Club shall indemnify and hold harmless, from the funds of the Club, each Director and any individual acting at the Club's request in a similar capacity, along with their heirs, executors, and administrators, from any and all claims, charges, expenses, demands, actions, or costs. This includes any amounts paid to settle an action or satisfy a judgment that may arise or be incurred as a result of occupying the position or performing the duties of a Director or any individual acting at the Club's request in a similar capacity.

9.2. Will Not Indemnify - The Club shall not indemnify a Director or any individual acting at the Club's request in a similar capacity for acts of fraud, dishonesty, bad faith, or breach of any statutory duty or responsibility imposed under the Act. For further clarity, the Club will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Club; and
- b) In cases involving a criminal or administrative proceeding that may result in a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.