

Society Bylaws

Name of Society

THE HIGH RIVER MINOR SOCCER ASSOCIATION

BY-LAW No. 1

A by-law relating generally to the conduct of the affairs of The High River Minor Soccer Association (the "Society")

BE IT ENACTED as a by-law of the Society as follows:

MEMBERSHIP

1. Membership in the Society shall be limited to persons interested in furthering and participating in the objects of the Society and shall consist of anyone whose application for admission as a member has been received, has the approval of the board of directors of the Society and payment of the annual Membership fee has been received by the Society and remains in good standing.
2. The Membership fee in the Society shall be determined, from time to time, as directed by the board of directors.
3. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of three (3) months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated. Any member upon a two-thirds (2/3) vote of all members of the Society in good standing may be expelled from membership for any cause which the Society may deem reasonable.

MEMBERS' MEETING

4. The annual or any other general meeting of the members shall be held at a place in the Province of Alberta, in Canada that the board of directors may determine and on such day as the said directors shall appoint. This Society shall hold an Annual General Meeting within seven (7) months of the fiscal year end, of which notice shall be communicated by mail, electronic mail and/or web site notification to each member at least eight (8) days prior to the date of the meeting. At this meeting the election of a minimum of five (5) Directors shall occur by the members. The Directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Society.
5. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board, the president or vice-president shall each have power to call, at any time, a general meeting of the members of the Society. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
6. At least eight (8) days' communicated notice by mail, electronic mail and/or web site notification shall be given to each voting member of any annual, general or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if the member has the right to vote by proxy.

7. Each voting member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Society.
8. In addition to the Annual General Meeting, other meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by communicated notice by mail, electronic mail and/or web site notification to the last known address, telephone number or e-mail address of each member, at least eight (8) days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third (1/3) of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address or e-mail address of each member, delivered at least eight (8) days prior to the meeting.
9. Quorum shall be constituted at any meeting where, a minimum of three (3) of the members in good standing, are present.

VOTING

10. Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Society. Such votes must be made in person and not by proxy or otherwise. A family membership shall carry a maximum of two (2) votes, but no person shall cast more than one (1) vote.

REMUNERATION

11. Unless authorized at any meeting and after notice for same shall have been given, no officer, director or member of the association shall receive any remuneration for his/her services.

PRESIDENT

12. The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Society and the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

BOARD OF DIRECTORS

13. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.
14. The Board shall, subject to the by laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every month during the active season of the Society, and shall be called by the President. A special Board meeting may be called on the instructions of any two (2) members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting. Meetings of the Board shall be called by ten (10) days notice communicated either in writing or electronic messaging to each member or by three (3) days notice by fax or telephone. Any three (3) members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void. Motions brought before the Board for approval at Board meetings shall require seconding by a Board Member prior to discussion or voting. Motions shall be decided by a simple majority vote of the Board members present at the meeting. The President shall abstain from voting on motions, however in the event of a tied vote may vote.

15. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten (10) days after the appointment or election, if they acted as a director pursuant to the appointment or election.
16. At the first meeting of the Board, following the Annual General Meeting where the Directors were elected, the Directors shall elect, from among themselves, the President, Vice-President, Secretary and/or Treasurer. The duration of each Board position shall be for a two (2) year period. The maximum number of consecutive terms is two (2) in the same position, unless specifically waived by special motion of the membership at the first Annual General Meeting following the end of the two (2) consecutive terms.
17. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause, which the Society may deem reasonable.
18. The Board may appoint such committees as required by the business of the Society, although a member of the Board shall chair such committees. The President shall be ex-officio a member of all committees.

SECRETARY

19. It shall be the duty of the secretary to attend all meetings of the Society and the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board.
20. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

TREASURER

21. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit a copy of the same to the Secretary for the records of the Society. The Office of the Secretary and Treasurer may be filled by one (1) person if any annual meeting for the election of officers shall so decide.

AUDITING

22. The books, accounts and records of the Secretary and/or Treasurer shall be audited at least once each year by a duly qualified accountant or by two (2) members of the Society elected for the purpose at the preceding Annual Meeting. Such auditor, at the Annual Meeting of the Society, shall submit a complete and proper statement of the standing of the books for the previous year. The fiscal year of the Society in each year shall end on December 31.
23. The books and records of the Society may be inspected by any member of the Society at the Annual Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

BORROWING POWERS

24. For the purposes of carrying out its objects, the Society 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 Society, and in no case shall debentures be issued without the sanction of a special resolution of the Society.

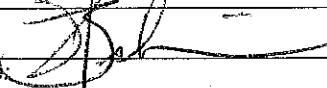
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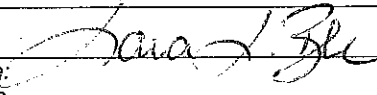
25. The Bylaws may be rescinded, altered or added to by a "Special Resolution".

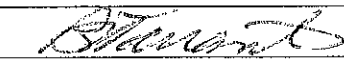
DISSOLUTION OF SOCIETY

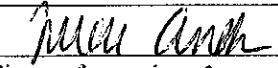
26. In the event of dissolution of the Society, the assets of said Society shall be donated to the charitable organization chosen by the Board of Directors at that time holding office.


Dated the 25 day of November, 2008.

Signature: 	Address 728 - 9 Avenue S.E.		
Print Name: Don S. Baldwin	City/Town High River	Province Alberta	Postal Code T1V 1K5

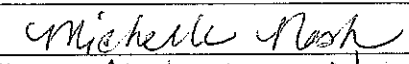
Signature: 	Address Box 25, Site 2, R.R. #3		
Print Name: Lara L. Bec	City/Town High River	Province Alberta	Postal Code T1V 1N3

Signature: 	Address R.R. #2		
Print Name: Rosalie Tarrant	City/Town High River	Province Alberta	Postal Code T1V 1N2

Signature: 	Address 208 High Ridge Crescent N.W.		
Print Name: Trudi Andres	City/Town High River	Province Alberta	Postal Code T1V 1X8

Signature: 	Address 316 - 7 Avenue S.E.		
Print Name: Rebecca Maier	City/Town High River	Province Alberta	Postal Code T1V 1H3

WITNESS:

Signature: 	Address 301 - 11 Ave SE		
Print Name: Michelle Nash	City/Town High River, AB	Province	Postal Code T1V 1A6