



**White Eagles Polish Canadian Sport Association**

**By-laws**

## By-law 1: Society Overview

### **1.1 Name of the Society:**

- In English: White Eagles Polish Canadian Sport Association
- In Polish: Polsko Kanadyjskie Stowarzyszenie Sportowe Biale Orly

### **1.2 Definitions:**

- 1.1.1 Society – shorthand for White Eagles Polish Canadian Sport Association.
- 1.1.2 Board of Directors- shall mean the governing body of the Society as specified by by-law # 5.
- 1.1.3 Books – shall mean financial records and minute books.
- 1.1.4 Volunteer – shall mean an individual who is an active supporter and/or member of the Society who does not receive remuneration from either a member of Society as paid staff.
- 1.1.5 Board of Directors – the governing body of Society.
- 1.1.6 Member in good standing – when a member has remained current on organization dues and payments.

### **1.3 The Society is based out of the Polish Canadian Cultural Centre 3015 15 Street NE, Calgary, AB.**

### **1.4 The Society was established by Polish immigrants, veterans and members of the Polish Combatants Association No. 18, in 1948.**

## By-law 2: Society Mission and Objectives

### **2.1 The Society is a Polish-Canadian non-for-profit organization that brings together the broader community through the love of sport. While predominantly based on Polish grassroots, the Society's programs, initiatives and activities are open to all.**

### **2.2 Society objectives:**

- 2.2.1 to teach and cultivate the love of sport through our programs.
- 2.2.2 to provide a safe environment for amateur players of all ages to learn and play Sports.
- 2.2.3 to actively collaborate with all organizations within the Polish community.
- 2.2.4 to provide connections for new immigrants with the Polish Community in Calgary.

### **2.3 The European Soccer Academy is an integrated part of the Society:**

2.3.1 The Society is the sole owner of the European Soccer Academy, which is a soccer school for young soccer players, established on January 1, 2014

2.3.2 It is the mission of the European Soccer Academy to teach Soccer, to cultivate a healthy active lifestyle and to teach transferable life skills to children. By cultivating a sense of community and the love of Sport we ensure the continued existence of the Society.

2.3.3 The program of the European Sport Academy is developed by the Society, which includes the hiring of qualified trainers and Sport experts. The organization and execution of the program is entrusted to our members and volunteers.

2.3.4 The program of the European Soccer Academy is designed for children ages 6-18.

### By-law 3: Membership

#### **3.1 Membership Types (or Membership Categories)**

<b>Full member</b>	Person over 18 years who resides in Alberta and is in good standing with the Society.
<b>Honorary member</b>	Any person named by the Board of Directors, selected at an AGM or Special General Meeting for agreed upon special or worthy contributions to the Society.
<b>Trainer(s)</b>	Paid staff hired by the Board of Directors, no voting rights.

#### **3.2 Terms:**

3.2.1 The annual membership fee for the Society is determined by the Board of Directors. Any person residing in Alberta, and being of the full age of 18 years, may become a full member by applying for membership, paying a membership fee by March 31<sup>st</sup> of each year, and upon receiving approval by the Board of Directors.

3.2.2 All persons registered to play for any teams sanctioned by the Society is automatically enrolled as a full member of the Society with all rights and responsibilities associated with the membership. This provision covers teams regardless if they are registered with third party associations or other. The fee and registration deadlines for team registrations are set by the Board of Directors.

#### **3.3 Rights and Responsibilities of Members:**

3.3.1 It is the responsibility of every member to have knowledge of the Society by-laws, to pay annual fees by the stipulated deadline, and to actively participate in Annual General Meetings, Society fundraising initiatives, and community functions.

3.3.2 Each member that participates in Society initiatives acts solely in the capacity as a volunteer and is responsible for positively representing the Society, conducting themselves in a respectable manner, and cultivating a good reputation of the Society.

3.3.3 All full and honorary members can vote, participate in our program and be nominated for the Board of Directors.

3.3.4 Members have the right to contact the Arbitration Committee if their rights, as stipulated in the By-laws of the Society, are violated. This formal contact must be made in writing.

3.3.5 Honorary members are exempt from paying annual Society dues.

3.3.6 The books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notice, of 2 weeks in advance, and arranging a time satisfactory to the Directors who are responsible for these books and/or records.

### **3.4 Resignation and expulsion of members**

3.4.1 Any member wishing to withdraw him/herself from full membership in the Society, must declare his/her wish in writing. The membership will be null when the Board of Directors receives the notice of resignation.

3.4.2 If any member is in arrears for fees or has failed in his/her appropriate sport behavior or appropriate representation of the Society for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be not entitled to membership privileges in the Society until dues are paid in full and the member is reinstated by the Board of Directors.

3.4.3 Any member upon a majority vote of the Board of Directors may be expelled from membership for a valid cause. Valid reasons for immediate expulsion of a full member are as follows:

- Publicly putting the Board of Directors or the Society in a bad light.
- Public disregard of the decisions made by the Board of Directors or Society in accordance with the by-laws.
- Embezzling, transferring to a third-party or willfully losing the property of the Society: money, documents and other items.
- Persistent disruption of Society activities or inappropriate behavior during Society activities. Activities include meetings, fundraisers, sport events, and others. Disruption or inappropriate behavior includes scandalous behavior, insulting or deeming comments, overly aggressive and violent actions.

- Ruling by a Canadian Court following scandalous or reproachable conduct.

### **3.5 Archiving of Memberships**

All membership records are to be archived for 10 years.

All records are to be maintained in digital form, at least two electronic copies in two different locations, by a person indicated by the Board of Directors.

Archives are to be protected, confidential and only made available to proper authorities upon formal request to the Board of Directors.

### By-law 4 Meetings

#### **4.1 Calling Annual General Meetings (AGM)**

4.1.1 This Society shall hold an annual general meeting on or before May 31 in each year, of which notice, to the last known address or phone number, of each member shall be delivered by email or by phone 30 days prior to the date of the meeting. A record of members contacted will be maintained.

4.1.2 At the AGM there shall be elections of the Board of Directors. The elected officers shall form a Board, and shall serve until their successors are elected and installed.

4.1.3 At the AGM there shall be elections to fill the Auditing and Arbitration Committees.

4.1.3 Any vacancy, in membership of the Board of Directors or above mentioned Committees, occurring during the term shall be filled at a special meeting called within 1 month of the vacancy.

4.1.4 Any member in good standing shall be eligible to any office in the Society. If a member is formally hired by the Board of Directors for a Trainer position, he/she shall be relinquished from his/her voting rights.

#### **4.2 Quorum at Annual General Meetings**

50% + 1 of members in good standing shall constitute a quorum and 75% of the quorum must vote in favor of a motion to ratify that motion

#### **4.3 Calling meetings of the Board of Directors**

4.3.1 Meetings of the Board of Directors may be called by the President by notice delivered by email at least 3 days prior to the meeting date.

4.3.2 Meetings of the Board shall be held as often as may be required, but at minimum quarterly per annum.

#### **4.4 Quorum at meetings of the Board of Directors**

50% +1 of Board of Directors will constitute a quorum, and 75% of the quorum must vote in favor of a motion to ratify that motion. If a quorum is not present any business transactions at such meetings shall be ratified at the next regularly scheduled meeting of the Board; otherwise they shall be null and void.

#### **4.5 Calling special meetings**

A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the full members in good standing, setting forth the reasons for calling such a meeting. A notice informing members of the special meeting will be delivered to the last known address or phone number by email or by phone 30 days prior to the date of the meeting. A record of members contacted will be maintained.

#### **4.6 Quorum at special meetings**

All by-laws for annual general meetings apply for special meetings.

### By-law 5: Organization of the Society

#### **5.1 Board of Directors**

5.1.1 The operations and affairs of the Society are to be managed by the Board of Directors.

5.1.2 The Board of Directors is elected by a majority of the members as specified in by-law 3.1.

5.1.3 Members of the Board of Directors and their contributions are solely motivated by the best interest of the Society.

5.1.4 The mandate of a member of the Board of Directors is to ensure the ethical operation of the Society and to work toward safeguarding the future of the Society. All work by the Board of Directors is for the sole benefit of the Society.

#### **5.2 Appointment and removal of Directors**

5.2.1 A person elected a director becomes a director if they were present at the meeting when being elected, and consented to being elected. They may also become a director if they were absent at the meeting but consented in writing to act as director.

5.2.2 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. Refer to by-

law 3.4.3 for valid reasons for expulsion of a director and/or member.

### **5.3 Power and Duties of the Directors**

5.3.1 The Board of Directors shall be and accountable to the General Membership at all times.

5.3.2 The Board of Directors shall have authority over the affairs of Society exercised in accordance with the resolutions passed at the Annual General Meetings or Special General Meetings of Society.

5.3.3 The Board of Directors shall have the following authorities and duties:

- To purchase/sell, to take on lease, hire or exchange, acquire or otherwise deal with any personal or real property including land and buildings for the purpose of establishing a headquarters for Society.
- To engage in the above mentioned activities and transactions in personal or real property for any other lawful purpose or project of Society approved at an Annual General Meeting or Special General Meeting duly convened for the purpose.
- To invest in such manner as may be permitted by law and as may be determined from time to time by the Board of Directors, any monies of Society not immediately required for Society operations.
- To make recommendations to the Society members for amendments/additions or changes in regulations and major policies and by-laws for the good governing of Society.
- To establish Committees as deemed necessary, to appoint Chairperson(s) from among the members and to ratify committee membership.
- To employ such personnel and pay such salaries as may be decided upon by the Board of Directors.
- To borrow or raise money or to secure the payment of money in such manner as the Board considers fit and in particular, by the issue of debentures with this power being exercised only under the authority of Society and in no case shall debentures be issued without the sanction of a special resolution of Society and to determine the method of lawfully raising funds for Society; such funds shall exclusively be used for the objectives and purposes of the Society.
- To exercise all authorities permitted by law and necessary for the conduct of the affairs of Society.
- To see that resolutions passed at the Annual General Meeting or Special General Meeting be carried out in an appropriate manner.
- To ensure the implementation of the Society objectives according to the by-laws of Society.
- To grant or allocate funds to promote the purposes and to carry out objectives of the Society.

### **5.4 Payment to directors**

5.4.1 Directors shall not receive remuneration. No Director shall directly or indirectly receive any profit or monetary benefit for any services rendered to Society, its Members, Directors should be reimbursed for reasonable expenses incurred in the performance of their duties.

5.4.2 Reasonable expenses mean expenses for supplies, travel by air, land or water, hotel room accommodation and restaurant expenses incurred in the discharge of their duties on behalf of the Society.

## **5.5. Directors**

Society shall have the following directors: President, Vice-President, Secretary, Treasurer and ordinary board members. All directors shall be officially elected during an Annual General Meeting or Special Meeting of the Society.

5.5.1 President's responsibilities:

- He/she shall preside at all meetings of the Society and of the Board.
- In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be chosen at the meeting to preside.
- The chief executive head.
- General supervision of all Society activities in accordance with the Society by-laws as determined by the General Membership.
- Sign off on all official documents.
- Call meetings of the Board of Directors.

5.5.2 Vice-President responsibilities:

- Shall perform all duties as specified by the Board of Directors or assigned to him/her by President.
- Shall assume all the duties of the President in his/her temporary absence.

5.5.3 Secretary responsibilities:

- The Secretary will attend all meetings of the Society and of the Board of Directors, and will keep accurate minutes at each meeting.
- It is the duty of the Secretary to archive two copies of all minutes and all legal and financial records/documents of the Society.
- In case of the absence of the Secretary, his/her duties shall be taken over by a Director chosen by the Board of Directors.
- The Secretary is in charge of all the correspondence of the Society and under the direction of the President and the Board of Directors.

5.5.4 Treasurer responsibilities:



- The Treasurer shall collect the annual membership dues or assessments leveled by the Society. Such monies shall be promptly deposit in a appropriate financial institution or company.
- He/she shall be responsible for keeping financial books of the Society.
- He/she shall present a full detailed account of receipts and disbursement to the Board whenever requested and shall prepare a balance report for the Annual Meeting, a statement duly audited of the financial position of the Society, and submit a copy to the Secretary for the records of the Society.
- Submit all records to the accountant annually.

#### 5.5.5 Ordinary Board Director responsibilities:

- Ordinary Board Directors carry out duties assigned to them by the President or Vice-President.
- At least one Ordinary Board Director is a representative that is chosen as a liaison between the European Academy and the Board of Directors
- One Ordinary Board of Directors will be appointed for keeping a record of all the members of the Society and their addresses, waivers and documentation of problems related to memberships.
- Need as many Ordinary Board of Directors so that the Board has an odd number of members.

### **5.6 Auditing Committee**

5.6.1 The auditing committee is made up of three members who are not on the Board of Directors.

5.6.2 The purpose of the auditing committee is to monitor the finances of the Board of Directors and European Soccer Academy. Thereby ensuring that all financial documents are in order.

5.6.3 The auditing committee monitors finances by reviewing financial documents four times a year. One of these reviews includes a review of the annual financial statements of the Society.

5.6.4 Protocol for audit:

- a) Auditing committee provides the Board of Directors 10 days' notice to provide financial statements.
- b) Auditing committee meets to conduct the audit.
- c) Documents are returned.

d) Auditing committee prepares a report including results, conclusions and recommendations. During this step clarification can be obtained from persons of interest of ambiguities or irregularities.

e) Quarterly reports are sent to the Board of Directors, whereas annual reports are presented to the Society at the Annual General Meeting.

## **5.7 Arbitration Committee**

5.7.1 The arbitration committee is made up of three Society members.

5.7.2 The purpose of the arbitration committee is to review and resolve matters/disputes submitted by members of the Society against other members of the Society, resulting from conduct and social activity within the Society.

5.7.3 Any member of the Society whose personal rights were violated by another member of the Society should file an appeal with the arbitration committee before taking legal action.

5.7.4 The arbitration committee operates collegially and is bound by the by-laws of the Society.

5.7.5 Protocol for review and resolution of disputes:

a) A written request by a member must be submitted to the arbitration committee

b) The arbitration committee familiarizes itself with the circumstances of the matter/dispute and examines the evidence and statements from persons involved.

c) After examination of the matter the arbitration committee issues a statement regarding the matter/dispute and proposes a solution.

d) This statement is read at the next meeting of the Board of Directors.

e) The final decision of the arbitration committee must be supported by a majority vote of the Board of Directors.

## **By-law 6: Financial Affairs**

### **6.1 Auditing**

6.1.1 The books, accounts, and records of the Treasurer will be audited at least once each year by a duly qualified accountant and by the auditing committee (ongoing). All prepared books and statement of accounts shall be signed off by the treasurer and the president.

6.1.2 A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditing committee at the Annual General Meeting of the society. The fiscal year of the society in each year shall be the end of March.

## **6.2 Beneficiary**

6.2.1 In the circumstance that the Society is dissolved any assets, after paying debts and liabilities, are to be transferred to the Polish Combatant's Association No. 18.

6.2.2 If funds cannot be transferred to the primary beneficiary listed above, the secondary beneficiary for the Society is the Polish Canadian Association in Calgary or any other Polish non-for-profit organization in Alberta.

### By-law 7: Minutes, Books and Records

Back-up of minutes, membership records and financial records shall be kept in digital form in two independent places/hard drives by Secretary.

### By-law 8: Voting

**8.1 All voting of the Society will occur by a show of hands.**

**8.2 A record of numbers voting for, against, and abstaining will be maintained and archived.**

### By-law 9: Society seal and by-laws

#### **9.1 By-laws**

The by-laws may be revised only by a "Special Resolution" presented for voting at an AGM or Special Meeting.

#### **9.2 Special Resolution**

9.2.1 A resolution passed by voting, taken at an AGM or special meeting, is passed by a majority of not less than 75% of members, in good standing, representing not less than 50% of the quorum total voting rights of the members who vote in person on the resolution.

9.2.2 Circumstances that warrant a special resolution include the dissolution of the Society, change in by-laws, location changes, and large financial decisions.

#### **9.3 Society Seal**

A hard copy of the Society seal will be held by the President of the Society. A back-up digital copy will be uploaded to hard disk (two copies) by the Secretary.