



# LEDUC SOCCER ASSOCIATION (LSA) BYLAWS -- SEPTEMBER 9, 2009

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## **ARTICLE 1      NAME**

1.1      The name of the Society is Leduc Soccer Association.

## **ARTICLE 2      ORGANIZATION**

2.1      The Association shall be composed of members hereinafter set out and shall be governed by a Board of Directors as stated in these Bylaws.

## **ARTICLE 3      AFFILIATION**

3.1      The Association shall be affiliated with the Battle River Soccer Association (BRSA), the Alberta Soccer Association (ASA) and the Canada Soccer Association (CSA)

3.2      The Association shall be affiliated with the Edmonton Minor Soccer Association (EMSA) when insufficient teams are available to play in the Battle River Soccer Association (BRSA)

## **ARTICLE 4      INTERPRETATION**

4.1      In these Bylaws:

- i.      "Article" holds no meaning other than to improve the clarity of these Bylaws.
- ii.     "Association" means Leduc Soccer Association.
- iii.    "Board" means the Associations elected Board of Directors.
- iv.     "General Meeting" includes the Annual General Meeting and a Special General Meeting
- v.      "Voting Member" means a member who is 18 years of age or older.

## **ARTICLE 5      MEMBERSHIP**

5.1      An individual is a member of the Association if he or she:

- i.      participates as a player, official or volunteer in the soccer program sponsored by or affiliated with the Association;
- ii.     is a member of a club team affiliated with the Association;
- iii.    is the parent or guardian of a minor described in (a) or (b); or,
- iv.     registers as a member with the Registrar or with an official delegated by the Registrar.

5.2      The Board may establish a membership fee and may establish additional fees for the provision of any service or for participation in any program of the Association.



5.3 Membership in the association shall be continuous unless the member withdraws from the association stating their withdrawal in writing to the Registrar or an official delegated by the Registrar.

5.4 A member whose conduct is considered detrimental to the Association may be expelled by a resolution approved by a majority of the Board.

## **ARTICLE 6 MEETINGS**

6.1 The Annual General Meeting shall be held on or before the third week of September each calendar year at the call of the President.

6.2 A Special General Meetings of the Association shall be held:

- i. at the call of the President; or,
- ii. if so requested in writing by ten voting members of the Association.

6.3 Notice of any general meeting shall:

- i. set out the time and place of the meeting and indicate the business to be transacted;
- ii. be given at least 14 days prior to the date set for the meeting, by email or fax message sent to voting members, or by advertisement in a newspaper having wide circulation in the City of Leduc.

6.4 Unless the members in annual general meeting decide otherwise, the order of business at an annual general meeting is:

- i. call to order and roll call
- ii. adoption of agenda
- iii. approval of minutes of previous general meeting
- iv. business arising from the minutes
- v. president's report
- vi. financial report and approval of financial statements
- vii. directors reports
- viii. amendments to bylaws
- ix. election of directors
- x. new business
- xi. adjournment

6.5 Ten voting members of the Association constitute a quorum for any general meeting.

6.6 Subject to these Bylaws, each voting member is entitled to one vote of any motion or resolution at a general meeting.

6.7 Voting at all general meetings of the Association shall be conducted by a show of hands unless a simple majority of members present require a ballot vote on any motion or resolution.



6.8 Directors shall be elected at each Annual General Meeting. Where there is more than one candidate for an office, the election shall be conducted by ballot vote.

6.9 The president may only vote on a motion or resolution in the event of a tie, but he or she may vote in a ballot vote for the election of Directors.

## **ARTICLE 7 DUTIES OF THE BOARD OF DIRECTORS**

7.1 The Board shall be responsible to the members of the Association.

7.2 The Board shall promote the best interests of the game and the Association.

7.3 The Board shall implement and control the policies, finances and general affairs of the Association in discharging its responsibilities to the members.

7.4 The Board has the power to make rules, regulations, and arrangements as to all matters of business, duties, management, regulation or otherwise, so far as it is not already herein expressly provided for. In keeping with their duty to enforce all the laws all the time, and without waiting for an official protest or appeal. The Board shall immediately inquire into circumstances of any alleged irregularity which may be brought to its attention by a duly responsible officer or any member and take appropriate action without delay. This shall in no way enable the complainant to gain anything personally there from.

7.5 The Board shall have the power to deal with all protests and appeals and all cases of discipline of any nature whatsoever arising out of games played under its jurisdiction and empowered to use if necessary, its authority in the preservation and enforcement of good order in accordance with the Bylaws of its affiliates.

- i. The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature.
- ii. The Board, or its delegates, may at a hearing or appeal, receive and base its decision upon evidence adduced at the hearing or appeal, and considered by it to be credible or trustworthy in the circumstances of each case.

7.6 A majority of the Directors constitute a quorum for a meeting of the Board.

7.7 The Board shall not be responsible for any expenditures made, or any obligations assumed in the name of the Association by an members unless the Board thereto has previously given consent.

7.8 No Director shall receive any compensation for performing their duties as a Director of the Association, other than reimbursement for out-of-pocket expenses incurred in the performance of their duties.

- i. Notwithstanding 7.7, the Referee Director shall be compensated per the appropriate fee schedule for officiating games on behalf of the Association.



7.9 Directors of the Association shall have registration fees waived for up to three players per playing season while completing their term in office.

- ii. The waived registration fees will be paid by means of an undated cheque that will be cashed if the Director's duties are not full filled or if the Director resigns before the completion of business for the playing season.

## **ARTICLE 8      TERM OF OFFICE**

8.1 The term of office of:

- i. the President, Treasure and Registrar is up to two years and the tenure shall end in odd years on the date of the AGM.
- ii. the Vice President and Secretary is up to two years and the tenure shall end in even years on the date of the AGM; and
- iii. the remaining Directors is up to one year and the tenure shall end on the date of the AGM.

8.2 Directors may appoint a voting member to fill in a vacancy on the Board until the next annual general meeting.

8.3 The Directors have the power to remove a Director by resolution supported by two thirds of the Directors present and voting.

8.4 The Directors have the power to appoint persons to hold designated offices that are not on the Board. These persons are responsible to the Board and do not hold the designated offices beyond the next Annual General Meeting.

8.5 The Board consists of the following officers elected from among the voting members at the annual general meeting:

- i. President;
- ii. Vice President;
- iii. Treasurer;
- iv. Registrar;
- v. Technical Director; and
- vi. Referee Director.

8.6 Following a change of President, the outgoing President shall serve as past-President for one year.

- vii. Where the past-President does not hold an elected office on the Board, the past-President will be a non-voting member of the Board.

8.7 Notwithstanding Section 8.5, the voting members may, by resolution made at an Annual General Meeting, elect from among the voting members not more than three additional Directors, and may assign them duties.



## ARTICLE 9 DUTIES OF DIRECTORS

### 9.1 The President shall:

- i. convene and chair meetings of the Board and general meetings of the Association;
- ii. superintend the general operation and administration of the Association;
- iii. subject to Article 3, represent the Association with affiliated associations and other sporting bodies; and
- iv. respond to media inquires relating to the Association.

### 9.2 The Vice President shall:

- i. be the senior officer of the Association next to the President;
- ii. perform the duties of the President in the event of absence, resignation, or inability to perform said duties;
- iii. respond to media inquiries relating to the Association; and,
- iv. have other duties as determined by the Board.

### 9.3 The Past President

- i. serve to provide the President and Board with advice and guidance regarding historical activities of the Association to ensure continuity of service to the Association membership.

### 9.4 The Secretary shall:

- i. record the minutes of meetings of the Board and general meetings of the Association, and make them available for the inspection of any member.

### 9.5 The Treasurer shall:

- i. serve as the financial officer of the Association;
- ii. take charge of all financial books and documents of the Association, and make them available for the inspection of any Director;
- iii. prepare, or arrange for the preparation of the financial statements of the Association, and present the statements at the annual general meeting.

### 9.6 The Registrar shall:

- i. serve as the official responsible for keeping records of such things as player registrations, membership status and volunteer inventories.

### 9.7 The Technical Director shall:

- i. promote the technical development of the game through coach and player development;
- ii. direct the organization of coach and player clinics as required for the Association; and,
- iii. support mentorship of Association coaches.



- 9.8 The Referee Director shall:
- i. promote the development of the game through referee development;
  - ii. direct the organization of referee clinics as required for the Association;
  - iii. ensure game officials are scheduled and present for home games as required;
  - iv. maintain records of officiating to ensure proper payments to officials; and,
  - v. support mentorship of Association referees

## **ARTICLE 10 FISCAL YEAR AND FINANCES**

- 10.1 The fiscal year of the Association commences on January 1 in one year and ends of December 31 of the same year.
- 10.2 Signing authority on any accounts of the Association will have a maximum of three Directors with signing authority, and shall require two signatures, one of which must be either that of the President or Treasurer.
- 10.3 All funds of the association must be deposited to its account in a chartered bank located in the City of Leduc, Alberta.
- 10.4 The Board is responsible for the effective operation of the Association and may, by resolution, authorize the borrowing of funds for this purpose.
- 10.5 The Board may borrow funds a capital expenditure on the authority of a resolution supported by supported by two thirds of the voting members present and voting at a general meeting.
- 10.6 The accounts of the Association shall be audited on a yearly basis.
- i. The audit shall be conducted by the President, or a otherwise delegated member of the Board, and the Treasurer;
  - ii. In lieu of (i), the Board may, by special resolution, appoint an accredited accountant for this purpose
  - iii. An audited financial statement will be presented by the Treasurer at the Annual General Meeting.
- 10.7 Maintenance and custody of the financial records will be done by the Treasurer.
- 10.8 The financial records of the Association may be inspected by its members at the Annual General Meeting or at any other time will approval of the President and Treasurer and be witnessed by them.
- 10.9 The Association shall not distribute any part of its income to any of its members.
- i. For greater certainty, this does not preclude the payment of reasonable salaries or employee benefits or other payments for services approved by the Board, and it does not preclude the reimbursement of reasonable out of pocket expenses.



- ii. On a winding up of the Association, all remaining assets shall be distributed among City of Leduc sports organizations, provided that they are incorporated under the Societies Act, or among Canadian charities registered pursuant to the Income Tax Act.

**ARTICLE 11 REVISING ASSOCIATION BYLAWS**

11.1 This must be done by through special resolution at a general meeting.

11.2 The motion to revise the Bylaws must be passed by not less than 75% of the voting members in attendance at the meeting of those who vote.

11.3 The motion shall be recorded as a "Special Resolution" and registered at Corporate Registry.

**ARTICLE 12 OTHER**

12.1 Subject to Article 3, any item not covered specifically herein is covered by the Bylaws, policies and/or operating procedures of the appropriate affiliated associations.