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The Sherwood Park District Soccer Association

Bylaws

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THE SHERWOOD PARK DISTRICT SOCCER ASSOCIATION

BYLAWS

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THE SHERWOOD PARK DISTRICT SOCCER ASSOCIATION

BYLAWS

I. NAME

The name of this Association shall be "The Sherwood Park District Soccer Association".

II. AFFILIATION

A. The Association shall be affiliated with the Canadian Soccer Association through the Alberta Soccer Association, by whose rules it shall be governed, supplemented by various rules to cover local conditions.

B. The Association is not responsible for the debts or liabilities of its Members or affiliate Members, nor are its affiliate Members responsible for the debts of the Association.

III. DEFINITIONS

In these Bylaws, including this clause, unless the context otherwise requires, the following terms shall have the following meanings:

A. "Act" means the Societies Act, RSA 2000, c. S-14 as may be amended from time to time;

B. "Annual Meeting" means the annual general meeting of the Association required to be held each year;

C. "Association" or "SPDSA" means "The Sherwood Park District Soccer Association";

D. "Board" or "Board of Directors" means all elected or appointed members of the Board of Directors including the Executive members;

E. "Bylaws" means these Bylaws;

F. "Chairperson" means the President of the Association. If the President chooses not to sit as the Chairperson, a Chairperson can be appointed by the President to facilitate a meeting but will not have voting privilege unless they are part of the Membership, Executive or Board of Directors;

G. "Club" means any incorporated non-profit organization affiliated with the Association and any officers, Team Officials, and players associated with the affiliated Club;

H. "Director" means an elected or appointed member of the Board of Directors;

I. "District" means the Sherwood Park District, also known as District 16;

J. "Executive" means the Executive Committee as further described in Article XX.A.1;

K. "General Manager" means the member of staff of the Association that is responsible for the day-to-day operation of the Association;

L. "Life Membership" means Membership granted to a person for life in accordance with Article IV.E.

- M. "Member" or "Membership" refers to any person having been admitted into the Association and who agrees to abide by all of the Bylaws, Rules and Regulations contained herein or approved by the Board of Directors from time to time;
- N. "Member in Good Standing" or "Good Standing" refers to a Member who has fulfilled the requirements for Membership, and who has neither voluntarily withdrawn from Membership nor has been expelled or suspended from Membership after appropriate proceedings consistent with lawful provisions of the constitution and Bylaws of the Association;
- O. "Officer" means the President, Vice-President, Secretary, Treasurer or any other Director so designated in a specific named capacity as an "Officer" by the Board of Directors from time to time;
- P. "Past President" means the former President of the Association who served as President for the immediately preceding term of office;
- Q. "Policy" or "Policies" means the Policy or Policies of the Association as determined by the Board from time to time;
- R. "Rules and Regulations" means the Rules and Regulations of the Association as determined by the Board of Directors from time to time;
- S. "Season" refers to both indoor and outdoor seasons as per the Alberta Soccer Association requirements with the start of the season commencing with indoor registration and terminating at the end of the outdoor season;
- T. "Special Meeting" means a special meeting of the Association called in accordance with Article X;
- U. "Special Resolution" has the same meaning as in the Act;
- V. "Standing Committee" means a permanent committee of the Association and includes the Executive Committee; Technical Development Committee; Bylaws, Rules and Regulations Committee; and Violations Committee; as each are defined and with the responsibilities assigned thereto in Article XX of these Bylaws;
- W. "Team Official" means any person formally associated with a team including but not limited to a coach, assistant coach, manager, trainer, first aid attendant, parent volunteer, and parent representative;
- X. "Urgent Issue" means an issue requiring attention within a time shorter than the notice period for convening a meeting of the Board;
- Y. "Urgent Meeting" means a meeting called to discuss an Urgent Issue.

IV. MEMBERSHIP

- A. Membership is achieved by being:
 - 1. a registered player;
 - 2. a coach or assistant coach in the Association who is not a parent or legal guardian of a registered player under the age of eighteen (18); or

3. a member of the Board of Directors in the Association;
- during a Season. Players under the age of eighteen (18) shall be represented by a parent or legal guardian.
- B. Membership is for a term of one (1) year from:
1. in the case of a registered player, the date of commencement of the most recent Season in which the player was registered to play;
 2. in the case of a coach or assistant coach with the Association, the date of commencement of the most recent Season (indoor or outdoor) in which the coach participated as a coach or assistant coach with the Association; and
 3. in the case of a member of the Board of Directors, two (2) years from the date of election or appointment.
- C. All new Membership applications are subject to approval by the Board of Directors or a committee appointed by the Board of Directors for that purpose.
- D. Any person or affiliate Club wishing to withdraw from the Membership may do so upon written notice to the Executive.
- E. Honorary Memberships or Life Memberships may be granted by the Board of Directors to Members who have made outstanding contributions to the game, but an honorary Membership or Life Membership so granted must be ratified at the next Annual Meeting. A Life Membership shall be for the term of the life of the person awarded the Life Membership.
- F. Subject to approval by the Board of Directors and upon payment of annual fees as determined by the Board of Directors, affiliation status may be accorded to any Club.
- G. Players, Team Officials, and officers of an affiliate Club are not Members of the Association.
- H. Any Member, parent or legal guardian, or Team Official, if charged for good and sufficient cause for violation of the Bylaws, Rules and Regulations, Policies, or a decision of the Board of Directors, may appear at a disciplinary hearing. Decisions at the hearing may include suspension, fine, bond, revocation of Membership, forfeit of registration fees, or any combination thereof. Decisions of the hearing are binding regardless of the attendance of the Member, parent or legal guardian, or Team Official at the actual hearing.
- I. Notice of any disciplinary hearing shall be provided in writing to the Member; parent or legal guardian, if the Member is under the age of eighteen (18); or Team Official charged for violation of the Bylaws, Rules and Regulations, Policies or decision of the Board by regular mail, or electronic mail sent seven (7) days before the date of the disciplinary hearing to the last address provided by the Member, the Member's parents or legal guardians, or the Team Official to the Association, as the case may be, and shall describe the time and place of the disciplinary hearing and the violation.

V. POWERS AND VOTES DURING ANNUAL MEETINGS AND SPECIAL MEETINGS

- A. During Annual Meetings and Special Meetings, each adult Member eighteen (18) years or older will have one (1) vote.
- B. Where a Member is under the age of eighteen (18) years on the day of the Annual Meeting or Special Meeting, a parent or guardian of said Member shall be eligible to vote at the Annual Meeting or Special Meeting. The parent or guardian will be entitled to one (1) vote per Member under the age of eighteen (18) years, provided that the child or children Member(s) is/are in Good Standing.
- C. Each member of the Board of Directors will have one (1) vote.
- D. Honorary Members or Life Members shall be entitled to all the privileges of the Association except the right to vote or hold office unless duly elected at the Annual Meeting or appointed by the Board of Directors.
- E. At all meetings of the Association, voting shall be by the show of hands unless a vote by ballot is requested and approved by a simple majority of the Members in Good Standing. Decisions shall be by simple majority unless otherwise required by the Bylaws of the Association, the Act, or other legislation governing the Association.
- F. If a vote by ballot is requested and approved at any meeting, the Chairperson shall appoint three (3) scrutineers who shall total the votes and report the same to the Chairperson. The Chairperson shall announce the results to the assembly for the record. Scrutineers are required to be Members in Good Standing or employees of the Association and the scrutineers can be comprised of any combination of Members in Good Standing and SPDSA employees provided at least one (1) Member in Good Standing acts as a scrutinizer. Without limiting the forgoing, the three (3) scrutineers may consist entirely of Members in Good Standing.
- G. The President has the right to vote in every ballot vote. The President's ballot must be held until all votes have been counted and only revealed to break a tie or if said ballot will change the outcome of a vote. Without limiting the generality of the foregoing, if the President's vote is cast as a tying vote it shall be revealed and the motion is defeated.

VI. FINANCIAL MATTERS

- A. The fiscal year for the Association shall end on the 31 day of July in each calendar year.
- B. On an annual basis, the Board of Directors shall appoint, by resolution, an auditor.
- C. On or before the end of each fiscal year, the Board of Directors shall approve a budget for the next fiscal year, which budget shall include revenues that are sufficient to meet estimated expenditures.
- D. The Board of Directors shall have the power to borrow on behalf of the Association and upon the credit of the Association for operating purposes, an amount not in excess of fifty (50%) percent of annual fees (or special assessments) then levied or assessed by the Association to its Membership but not yet collected.
- E. On approval by not less than two-thirds (2/3) majority of the Board of Directors, the Association may borrow for capital purposes.

- F. The Association may draw, make, accept, endorse, execute, and issue promissory notes, bills of exchange, and other negotiable instruments.
- G. In the event the Association is wound up or dissolved, all of its remaining assets after payment of its liabilities shall be paid to such registered and incorporated non-profit organization or organizations with purposes similar to those of the Association as a majority of the Members in Good Standing determine. In no event shall any Member become entitled to any assets of the Association.
- H. The Association may acquire by gift or purchase and have, possess, and enjoy land, tenements, rents, annuities, and other property of any kind whatsoever within the Province of Alberta.
- I. On approval by not less than two-thirds (2/3) majority of the Board of Directors, the Association may from time to time sell, alienate, exchange, mortgage, let, lease, or otherwise dispose of any part of its real or personal property.

VII. PAYMENT OF FEES

- A. Failure or neglect to pay any Membership fees, dues, special assessments, or fines levied by the Board of Directors, or any other indebtedness to the Association when the same comes due, shall be sufficient cause for the Board of Directors to declare the Member not in Good Standing and to suspend or cancel the Membership of the person or the affiliation of the Club so involved.
- B. The Board shall have the ability to levy special assessments on the Membership on approval by not less than two-thirds (2/3) majority of the Board. The Members jointly and severally acknowledge the same shall be just debts due and payable to the Association.
- C. The Association may access available funds to provide financial assistance to endeavour that no one under the age of eighteen (18) is denied entry because of a lack of ability to pay. Each case is to be considered separately based on the Association's Rules and Regulations and Policies (as amended, supplemented or replaced, from time to time) and is subject to ratification by the Board of Directors.

VIII. BOARD AND EXECUTIVE MEETINGS

- A. Meetings of the Board of Directors shall be at the call of the President or the General Manager and are to be held at such place and at such time as the President or General Manager determines, but in any event, meetings shall be held at least once every two (2) months. Unless an Urgent Issue necessitates less notice, one (1) weeks' notice shall be given of the meeting's time and place. The President or a simple majority of the Board of Directors shall have the power to call an Urgent Meeting.
- B. Executive meetings shall be held at least once every other month. In addition, the President shall be required to call an Executive meeting upon demand by a simple majority of the Executive. The time and place for the meeting will be determined by the President.
- C. A simple majority of the Board of Directors shall form a quorum for Board meetings, and a simple majority of the Executive shall form a quorum for Executive meetings.

- D. A Director may participate in a meeting of the Board by means of a telephone, electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephone or electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- E. Each member of the Board of Directors, including the President or Chairperson, as the case may be, shall have a voice and one (1) vote. In the situation where the President is absent, the Chairperson will have voting privileges if they are appointed from the existing Board. The President will only vote in the case of a tie.
- F. If, in the opinion of the President of the Association, an Urgent Issue exist that require an expedited vote of the Board, such a vote may be conducted via electronic mail. In such cases of Urgent Issues, votes cast by Directors via electronic mail shall be counted and considered as if they had been cast in person during a duly constituted meeting of the Board. The electronic mail votes are to be ratified at the next regular meeting of the Board for entry in the Board minutes in accordance with the Association's Policies respecting electronic/e-mail voting in force from time to time.
- G. Minutes of meetings of the Board of Directors shall be approved as soon as reasonably possible after each Board meeting. If a Board meeting deals with a matter that falls into any of the following categories: (i) legally privileged information; (ii) information that would be an unreasonable invasion of personal privacy; (iii) personal information of an employee or staff member of the Association; (iv) information that would undermine commercial negotiations being undertaken by the Association; or (v) information that would put an individual's safety or mental or physical health at risk; the Board may direct that the information be redacted from the minutes of the meeting.
- H. If the disclosure of any information in the minutes of a meeting would result in a breach of an obligation imposed on the Association by the applicable privacy legislation, the Board shall direct that the information be redacted from the minutes of the meeting.
- I. If information is redacted from the minutes under VIII F. or G. above, the minutes shall specify that information is redacted and the basis for the redaction.

IX. ANNUAL MEETING

- A. The Annual Meeting shall be held each year on a date which shall not be prior to six (6) weeks after the fiscal year end but not later than three (3) months after the fiscal year end, such date to be determined by the Board of Directors.
- B. At this meeting, the Board of Directors shall table the audited financial statements for the previous year and a report of the affairs of the Association for the previous year's operations. The financial statements shall be made available to the Members in Good Standing thirty (30) days prior to the Annual Meeting.
- C. The presence of at least twenty-five (25) Members in Good Standing shall constitute a quorum provided that at least five (5) Members in Good Standing are not members of the Board of Directors.

D. Not less than twenty-one (21) days' notice shall be given to all Members of the date, time, purpose, and location of the Annual Meeting. Such notice shall be in the form of a public advertisement in a newspaper in general circulation in Sherwood Park.

E. The order of business at the Annual Meeting shall be as follows:

1. Roll call and confirmation of quorum
2. Minutes of previous Annual Meeting
3. Business arising out of the minutes
4. Reports
5. Unfinished business
6. Amendments to the Bylaws
7. Election of Officers
8. New business
9. Adjournment

F. In the event of any person disrupting such meeting, the Chairman shall have the power to expel that person from the meeting.

X. SPECIAL MEETINGS

A. A Special Meeting may be called by the Board of Directors by its own motion.

B. A Special Meeting shall be called by the Board of Directors within thirty (30) days following the receipt of a written request for such a meeting; that specifies the purpose of the meeting and which is signed by not less than one-third (1/3) of the Members in Good Standing. For a Special Meeting, the presence of at least twenty-five (25) Members in Good Standing shall constitute a quorum, provided that at least five (5) Members are not members of the Board of Directors.

C. Not less than twenty-one (21) days' notice shall be given to all Members in Good Standing of the date, time, purpose, and location of any Special Meeting. Such notice shall be in the form of a public advertisement in a newspaper in general circulation in Sherwood Park.

D. Only the business for which the Special Meeting has been called will be dealt with during a Special Meeting, except with the unanimous consent of those present.

E. In the event of any person disrupting a Special Meeting, the Chairman shall have the power to expel that person from the meeting.

XI. BYLAW ENFORCEMENT AND AMENDMENTS

A. The Bylaws shall not be rescinded, altered, or added to unless by Special Resolution passed at the Annual Meeting or at a Special Meeting called for this purpose.

- B. Save as otherwise specified herein, the Board of Directors may make amendments and/or rescind Rules and Regulations and Policies for the conduct of the activities and affairs of the Association.
- C. Any Member may propose amendments to the Bylaws then in effect, by writing to the Board of Directors at least thirty (30) days before the date fixed for the Annual Meeting, enclosing a copy of such proposed amendments which, in turn, shall be made known to all Members at least twenty-one (21) days prior to such meeting by public advertising; such notice shall include a public advertisement in a newspaper in general circulation in Sherwood Park.
- D. Only those amendments from the Members of which notice has been duly given in accordance with Article IX.D or Article X.C, as the case may be, shall be considered at the Annual Meeting.
- E. A Special Resolution of those Members in Good Standing in attendance is required to approve an amendment to the Bylaws.
- F. The Members severally acknowledge that the Board of Directors may levy from time to time reasonable fines upon any and all Members for neglect or failure of any Members to abide by these Bylaws, the Rules and Regulations published by the Board of Directors, Policies, or by infringements of Members or their players of the laws of the game of Soccer. Members severally acknowledge by the application for Membership that any fines levied are just debts due and payable to the Association.

XII. DIRECTORS AND OFFICERS

- A. The Board of Directors shall consist of up to eleven (11) elected or appointed Members in Good Standing which shall include the following:
 - 1. President – the term of office will be two (2) years elected in EVEN years;
 - 2. Vice-President – the term of office will be two (2) years elected in ODD years;
 - 3. Treasurer – the term of office will be two (2) years elected in ODD years;
 - 4. Secretary – the term of office will be two (2) years elected in EVEN years; and
 - 5. Directors-at-Large – the term of office will be two (2) years with no more than four (4) Directors-at-Large elected in EVEN years and no more than three (3) Directors-at-Large elected in ODD years.
- B. The seven (7) Directors-at-Large will assume portfolios for specific functions, as determined by the Board, or will act as Board members at large to aid Board governance.
- C. Officers and Directors may be elected at the Annual Meeting or appointed by the members of the Board of Directors elected thereat in default of election at the Annual Meeting. Retiring Officers shall be eligible for re-election.
- D. The Past President may sit as a non-voting member of the Board of Directors at the explicit invitation of the Board of Directors for the next year, up to the next Annual Meeting, thereafter the Past President may again sit as a non-voting member of the

Board of Directors upon approval of the Board for the remainder of the President's term of office.

- E. Directors accepting nominations for any vacant position on the Board of Directors must resign from any position held when assuming the vacant office.
- F. Directors may stand for the same or another Board position in year(s) following their term of office.
- G. The Association will strive for but are not required to meet proportional representation from the Membership on the Board of Directors.
- H. Every Director of the Board shall sign an agreement respecting compliance with Bylaws, and Policies, position responsibilities, confidential information, and return of property to the Association.
- I. The office of a member of the Board of Directors will be considered vacant:
 - 1. Upon receipt of resignation in writing by the Officer or Director;
 - 2. If the said member is removed from the office by a resolution of not less than three-quarters (3/4) of the Board of Directors voting to remove such member for good and sufficient cause;
 - 3. If the said member has missed three (3) consecutive Board meetings without reasonable excuse and without informing the President or Secretary beforehand; or
 - 4. If the said member does not remain in Good Standing.
- J. Should a vacancy occur on the Board of Directors, the Board may appoint a person to fill the vacancy until the next Annual Meeting. Appointments shall require a simple majority vote of the Board of Directors.
- K. In case of a resignation or untimely vacating of the office of the President, the Board of Directors may elect a President from within the current Board. If no Board member will let his/her name stand for the position a Member may be elected by the Board providing that they are in Good Standing.

XIII. ELECTION OF OFFICERS AND DIRECTORS

- A. The Association shall elect persons to such Board positions as may be deemed vacant in accordance with Article XII.I and not filled as contemplated under these Bylaws, the expiry of the term of office contemplated in Article XII.A, or otherwise vacated.
- B. A Member must be present at the Annual Meeting to vote in an election.
- C. The President, Vice-President, Secretary, and Treasurer shall be nominated for election as follows:
 - 1. Not less than thirty (30) days' prior to the date set for the Annual Meeting, the Association shall make available to the Members in Good Standing a nomination form together with a notice as to the date by which the completed nomination form must be received by the Association.

2. To be considered a valid nomination by the Association a nomination form must be:
 - a. Received by the Association no later than the date prescribed in the notice;
 - b. Signed by two (2) Members in Good Standing or, where a Member is under the age of eighteen (18) years, a parent or guardian of said Member shall sign on behalf of the Member; and
 - c. Signed by the nominated person.
 3. For each vacancy on the Board a Member is entitled to nominate one (1) Member for the position.
- D. Board members other than the President, Vice-President, Secretary, and Treasurer shall be nominated for election as follows:
1. Not less than thirty (30) days' prior to the date set for the Annual Meeting, the Association shall make available to the Members in Good Standing a nomination form together with a notice as to the date by which the completed nomination form must be received by the Association.
 2. To be considered a valid nomination by the Association a nomination form must be:
 - a. Received by the Association no later than the date prescribed in the notice;
 - b. Signed by two (2) Members in Good Standing or, where a Member is under the age of eighteen (18) years, a parent or guardian of said Member shall sign on behalf of the Member; and
 - c. Signed by the nominated person.
 3. In the event that the Association fails to receive a sufficient number of valid Board member nominations forms to fill Board vacancies, nominations shall be made at the Annual Meeting as follows:
 - a. Nominations shall be made by two (2) Members in Good Standing or, where a Member is under the age of eighteen (18) years, a parent or guardian of said Member may make a nomination on behalf of the Member; and
 - b. The nomination shall be accepted by the nominated Member.

XIV. REIMBURSEMENT TO MEMBERS, DIRECTORS AND OFFICERS

- A. No Member, Director or Officer of the Association shall receive any payment for services as a Member, Director, or Officer.
- B. The members of the Board of Directors may be reimbursed by the Association for the reasonable expenditures incurred in the performance of their duties upon receipt of original receipts. Honorariums may be granted at the discretion of the Board if the funds

of the Association permit. The receipts will be validated by the General Manager. Disputes as to the validity or appropriateness of a receipt will be determined by the President.

- C. Non-team-related costs such as registration fees for under-age, immediate family members shall be waived for any Officer or Director for the Season. Team costs such as league fees and tournament fees shall not be waived.

XV. DUTIES OF THE OFFICERS AND DIRECTORS

- A. The Board of Directors shall be responsible to the Members in Good Standing of the Association.
- B. The Board of Directors shall implement and control the Policies, finances, and general affairs of the Association including the establishment of the Rules and Regulations for the Membership.
- C. The President shall be an ex-officio member of all committees.
- D. The Vice-President will assist in the annual audit of the Association's accounts. The Vice-President shall propose two (2) additional Members to assist and provide an audit report to the Annual Meeting.
- E. The Secretary shall perform the usual duties of a Secretary, that is, take all minutes of meetings and handle all correspondence pertaining to the Association.
- F. The Treasurer, in cooperation with the Association's staff, shall receive all monies paid to the Association and shall be responsible for the deposit of the same in whatsoever bank the Association may order. The Treasurer shall be responsible for ensuring that the Association:
 - 1. Properly account for the funds of the Association and keep such books as may be directed; and
 - 2. Present a fully detailed account of receipts and disbursements to the Executive through quarterly reports or at the request of the President; and
 - 3. Prepare for submission at the Annual Meeting a statement as hereinafter set forth and submit a copy of same to the Secretary for the records of the Association
- G. The Board of Directors may determine the number of staff it requires to maintain its programs, including their duties and salaries.
- H. The Board of Directors may appoint associate members to sit as ex officio, non-voting members of the Board, to be entitled and empowered for specific program delivery responsibilities as may be determined and defined from time to time, and to attend meetings of the Board of Directors only when called upon due to business arising that directly or indirectly relates to their specific area of responsibility.

XVI. ACCESS TO RECORDS

- A. A Member may have access to the Association's books and records, exclusive of: (i) legally privileged information; (ii) information that would be an unreasonable invasion of

personal privacy; (iii) personal information of an employee or staff member of the Association; (iv) information that would undermine commercial negotiations being undertaken by the Association; (v) information that would put an individual's safety or mental or physical health at risk; or (vi) information which, if disclosed, would result in a breach of an obligation imposed on the Association by applicable privacy legislation; within seven (7) days of a mutually agreed time of such a request being made. The inspection shall take place at the SPDSA offices during regular business hours.

XVII. ASSOCIATION SEAL

- A. The Association shall not maintain or utilize a seal.

XVIII. INDEMNITY

- A. Every past and present member of the Board of Directors and any other representative or volunteer of the Association shall be indemnified by the Association against all costs, losses, and expenses incurred by them respectively in or about the discharge of their respective duties, except as happen through their own willful neglects or defaults. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his/her role for the Association, unless the act is fraudulent, dishonest or in bad faith.
- B. Directors can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors are not held liable for any loss or damage as a result of acting on that statement or report.
- C. The Association shall purchase and maintain liability or Director's insurance for the benefit of Officers, staff and representatives of the Association as the Board may consider appropriate.

XIX. COMMITTEES

- A. The Board of Directors may, at any meeting, appoint any special committee, name a chairperson, prescribe the terms of reference, and dissolve any special committee.
- B. Each committee, including Standing Committees, will be dissolved following the Annual Meeting and reformed by the new Board of Directors.
- C. The chairperson of any committee shall be a member of the Board of Directors and shall report to the Association as requested by the Board.
- D. The chairperson of a committee's term of office will end when the committee is dissolved but they may be re-appointed to the new committee.
- E. Any chairperson who ceases to be a Director shall also cease to be a chairperson of any committee.
- F. The powers of any committee are limited to bringing forward recommendations for the approval by the Board of Directors.
- G. No committee has the authority to commit the Board of Directors or the Association to any financial obligations or purchases.
- H. Unless otherwise determined by the Board of Directors, each committee shall have the power to fix its quorum at not less than the majority of its members, to regulate its

procedures, and to select its members from the Board of Directors and the Members in Good Standing, if so empowered under the terms of reference given. Only Board members shall have voting privileges at committee meetings.

XX. STANDING COMMITTEES

A. The management of the affairs of the Association is vested in its Board of Directors. There shall be four (4) standing committees to facilitate the operation and governance of the Association:

1. Executive Committee

- a. The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer, and any other Director designated as a committee member in a specific named capacity by the Board of Directors from time to time.
- b. The Executive Committee, in coordination with the General Manager, shall be responsible for day to day conduct of the affairs of the Association. The Executive Committee shall have the authority to delegate to the General Manager those day to day responsibilities and affairs of the Association as the Executive Committee deems appropriate from time to time. All resolutions passed by the Executive Committee to be subject to ratification of the Board of Directors at its next meeting.

2. Technical Development Committee

The Technical Development Committee shall make recommendations to the Board of Directors that:

- a. Develop programs which support the transition from mini to youth to adult participation; and,
- b. Develop programs for coaching excellence and athlete development.

3. Bylaws, Rules and Regulations Committee

The Bylaws, Rules and Regulations Committee shall make recommendations to the Board of Directors regarding:

- a. the implementation of appropriate organizational governance processes and Policies;
- b. the development of internal board governing procedures; and,
- c. Interpretation of the Association's governance processes, Policies, and procedures including Rules and Regulations.

4. Violations Committee

- a. The Violations Committee shall consist of the following members of SPDSA: an elected Director from the Board, and any other three (3) members of the Board of Directors or Members. Non-members with legal and/or violation and/or discipline committee expertise may also be a

member of this committee with an appointment approved from the Board of Directors; and

- b. The Violations Committee shall be responsible for enforcing Article IV.H.

XXI. RULES OF ORDER

- A. All meetings of the Association shall be conducted in accordance with Robert’s Rules of Order insofar as they may apply.
- B. In all matters of interpretations or procedures not specifically addressed by the Bylaws, Robert’s Rules of Order, as amended from time to time, shall apply in the same manner and have the same effect as if they were part of these Bylaws. In the absence of definition or guidance by Robert’s Rules of Order, the Board of Directors shall determine the process and protocol appropriate to the circumstance of the Association.

XXII. GENERAL PROVISIONS

- A. The Association reserves the right to establish the criteria for team formation.
- B. All players, coaches, parents and legal guardians associated with teams established by the SPDSA must follow all Bylaws, Rules and Regulations, Policies, and any decision of the Board of Directors.
- C. Alberta Soccer Association registered teams that have the permission of their district of domicile that wish to play in SPDSA leagues or tournaments must follow all Bylaws, Rules and Regulations, Policies, and any decision of the Board of Directors.

XXIII. APPEALS

- A. The Board of Directors of the SPDSA may hear any written appeal of the Rules and Regulations, Policies, and procedures by its Members in Good Standing at any regularly scheduled meeting of the Board.