



# **Battle River Soccer Association Bylaws2024**



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## **Article 1 - Name**

The name of the organization shall be "Battle River Soccer Association" hereinafter referred to as BRSA which shall be the governing body of soccer for Alberta Soccer Association District #15 in the Province of Alberta.

## **Article 2 – Organization**

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

## **Article 3 – Definitions**

In these bylaws, unless the context otherwise requires:

1)"Executive Board" refers to the elected officers of BRSA elected by the districts at the Annual General Meeting and consisting of:

President  
Vice President  
Treasurer  
Secretary

2)"District" is the geographical area defined by the Alberta Soccer Association

3)"ASA" means Alberta Soccer Association

4)"CSA" means Canada Soccer Association

5)"BRSA" means Battle River Soccer Association

6)"Active member" means a local soccer association within the district who is approved for membership by the board of directors and agrees to abide by the Bylaws and rules set forth by BRSA and is a member in good standing.

7)"Associate member" refers to organizations operating on a district basis such as school, college, men's and women's CO-ED, Black Gold Academy and Edmonton Futsal League Who have been approved for membership by the Board of Directors of BRSA and agree to abide by the By-laws set Forth by BRSA



8) "motion" means a motion passed by a simple majority of votes cast by the members who voted on that motion

9) "Special Resolution" means a resolution passed by a majority of not less than 75% of the votes cast by the members who Voted on that resolution.

10) "BGSA" means black Gold Soccer Academy

11) "CO-ED" means senior co-ed soccer league

12) "EFL" means Edmonton Futsal League

#### **Article 4 – Affiliation**

BRSA shall be affiliated as district #15 with and under the jurisdiction of Alberta Soccer Association (ASA) the Canada Soccer Association (CSA) and Fédération Internationale de Football Association (FIFA) and shall be subject to the rules of the Societies ACT, CSA and ASA.

#### **Article 5 – Membership**

5.1 The following members make up BRSA:

Breton Soccer Association  
Calmar Soccer Association  
Devon Soccer Association  
Millet Soccer Association  
New Sarepta Soccer Association  
Pigeon Lake Soccer Association  
Thorsby Soccer Association  
Warburg Soccer Association  
Leduc Soccer Association

5.2 Applications for new membership to BRSA shall be made in writing and accompanied by the required membership fee, together with a copy of the applicant's constitution, bylaws and a list of current officers and membership shall be granted on a majority vote of the Board of Directors of BRSA.

5.2.1 Affiliated memberships for programs sanctioned by the District including CO-ED, BGSA and EFL

5.3 Active membership shall be continuous unless the member:



Withdraws from BRSA

5.4 Who, by person or business conduct violates any part of the bylaws of BRSA, or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third majority vote of the Board after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain the conduct in question. When such a hearing is being initiated by BRSA, notice as to such hearing shall be given to all concerned in writing, not less than 7 days before such hearing.

5.4 Any active member whose connection with BRSA may be terminated by resignation, (which is to be communicated, in writing, to the Board through the BRSA office) expulsion, or otherwise, shall forfeit all interests in BRSA.

#### **Article 6 – Membership Fees**

Annual Membership fees for members shall be established by a majority of delegates present and entitled to vote at a General Meeting of the Association.

#### **Article 7 - General Meeting**

7.1 A General Meeting may be called by the Board of Directors by The Executive Committee.

7.2 All members shall receive at least 14 days notice of the date, time and location of any General Meeting.

7.3 For all meetings of the membership 14 days notice will be given via email.

#### **Article 8 – Annual General Meeting**

8.1 The Annual General Meeting of BRSA shall normally be held each year on a date, which shall not be before October 1<sup>st</sup> And no later than March 31<sup>st</sup>, the date will be determined by the Board.

8.2 At least three weeks notice shall be given to all members of the Board with the date, time, and location of the Annual General Meeting.

8.3 The order of business at the Annual General Meeting will be as follows:

Roll Call  
Minutes of the previous Annual General Meeting  
Business arising from the Minutes  
Reports



Unfinished Business  
Goals and Work Plans(Strategic Plans)  
Budget  
Amendments to the Bylaws  
Election of Officers  
New Business  
Adjournment

### **Article 9 – Special General Meeting**

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

9.2 A Special General Meeting shall be called within 30 days following the receipt of a written request

9.3 (Hereinafter email will be equivalent) signed by not less than 5 members.

9.4 All members shall receive at least 14 days notice of the date, time and location of any Special General Meeting.

9.5 Only the business for which a Special General Meeting has been called will be dealt with, except with the unanimous consent of the members present.

### **Article 10 – Planning Meeting**

There shall be a minimum of one (1) planning meeting per year at which each member shall have, regardless of size, one vote on technical, budgetary and administrative matters pertaining to the upcoming Indoor and Outdoor seasons. All Planning Meeting discussions are subject to approval at the Annual General Meeting.

### **Article 11 – Rules of Order**

All meetings of BRSa shall be conducted in accordance with Roberts Rules of Order (current edition) insofar as they may apply.

### **Article 12 – Voting**

12.1 Qualifying:

Those who shall be qualified to vote and to take part at General Meetings of BRSa shall be accredited delegates(elected board members) of active member associations;  
Regular members in good standing shall have one vote per member association regardless of size;



12.1.1 The names of accredited delegates and alternates must be filed with the BRSA not later Than seven (7) Days prior to the General Meeting.

12.2 At all meetings of BRSA, voting shall be by a show of hands unless a vote by ballot is requested, and approved, by a majority of the delegates. A simple majority shall reach decisions.

12.3 If a vote by ballot is required, the chair shall appoint scrutinizers who shall total the votes and report them to the Presiding Officer, who shall announce the results to the assembly for the record.

### **Article 13 – Quorum**

Five members in attendance from the Executive board or district member club representatives or their appointed representative, shall form a quorum at any meeting.

### **Article 14 – Board of Directors**

14.1 The business of BRSA shall be conducted by a Board of Directors which shall constitute the elected Directors along with the Executive Committee, Past President and the Members-at-Large.

14.2 The election of officers shall take place by secret ballot at the Annual General Meeting, except as required to fill vacancies as they arise (See Article 16).

14.3 Members-at-Large will be the current Presidents of each member association. If a current member association President is unable to attend a meeting, an alternate may be registered.

14.4 No paid employee of any affiliated Association, League or Club and no paid employee of BRSA may sit as an elected member of the Board of Directors of BRSA. Tenure for all positions shall be for two years. The Board of Directors shall meet no less than quarterly.

### **Article 15 – Duties of the Board of Directors**

15.1 The Board shall be responsible to the members of BRSA.

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

15.3 The Board has the power to make rules, regulations, and arrangements as to all matters of business, duties, management, regulations, or otherwise, so far as it is not already herein expressly provided for.

15.4 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.

15.5 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 ASA and its affiliates.

15.6 The Board may make rules governing the practice and procedures in relation to appeals and hearings of any Nature.

15.7 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.

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

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

15.10 All board members must reside within the geographic area of the district to be eligible for a board position

## **Article 16 – Duties of the Executive Committee**

16.1 President - The President shall preside at all meetings of BRSA and shall be an ex-officio member of all committees.

16.2 Vice President - The Vice President shall be the senior officer of BRSA next to the President and shall perform the duties of the President in the event of absence, resignation, or inability to perform said duties. He/she shall have other duties as prescribed.

16.3 Secretary - It shall be the duty of the Secretary to attend all meetings of BRSA to keep accurate minutes. Such minutes shall be maintained at all times and may be inspected after they have been accepted at the following meeting. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. The Secretary shall also keep a record of all the members of the society and their addresses and send all notices of the various meetings as required. The Secretary may appoint person to carry out these functions under his/her supervision. The Secretary maintains sole and full responsibility for the duties and functions described above.





16.4 Treasurer - The Treasurer shall receive all monies paid to BRSA and shall 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 BRSA 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 General Meeting a statement duly audited of the financial position of BRSA and shall submit a copy of same to the Secretary for the records of BRSA. The Treasurer may appoint a person to carry out these functions under his/her supervision. The Treasurer maintains sole and full responsibility of the duties and functions described above.

16.5 Members-at-Large shall have such duties as prescribed.

16.6 Past President - The Past President shall assure continuity in the running of BRSA and shall provide assistance and resource to the Executive Committee as needed.

16.7 Any director or officer, upon a majority vote of the Board of Directors present at a duly convened meeting, may be removed from office for any cause that BRSA may deem reasonable.

### **Article 17 – Vacancies**

Should a vacancy occur on the Board of Directors, the Board may appoint a person to fill the vacancy until the next Annual General Meeting.

### **Article 18 – Term Limits**

No person on the Board of Directors shall hold any one office on the Executive Committee for more than two (2) consecutive terms unless approved by a two-thirds (2/3) majority vote of all eligible board members. When possible, terms for President and Treasurer will be offset by one year from the terms of the Vice President and Secretary to prevent a loss of the entire board at once.

### **Article 19 – Auditing**

The books, accounts, and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of BRSA elected for that purpose. Such auditor at the Annual General Meeting shall submit a complete and proper statement of the standing of the books for the previous year. The fiscal year of BRSA shall be January 1 – December 31st.

### **Article 20 – Inspection of the Records**

The records of BRSA may be inspected by any member of BRSA upon giving 30 days written notice for arranging a time and place satisfactory to the officer or officers having charge of the



same. Such records shall not be removed from the custody of the officer without Board approval. Each member of the Board of Directors shall, At all responsible times, have access to these records.

## **Article 21 – Monies Owing**

21.1 All monies owing to BRSA shall be due and payable on receipt of invoicing unless otherwise approved by the Board of Directors.

21.2 Penalties for late payment or non-payment of monies due shall be established by the Board of Directors.

## **Article 22 – Remuneration**

Unless authorized at a General Meeting and after notice for same shall be given, no officer or member of the association shall receive any remuneration for their services.

## **Article 23 – Borrowing**

For the purpose 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.

## **Article 24 – Amendments to the Bylaws**

24.1 All proposed amendments to the Bylaws shall be forwarded in writing to BRSA no later than 30 days prior to the Annual General Meeting or General Meeting called for that purpose.

24.2 Copies of proposed amendments shall be published on the BRSA's web site and available to all members not less than 14 days prior to the General Meeting at which they will be considered.

24.3 Amendments to the Bylaws will require a  $\frac{3}{4}$  majority vote of those present at the General Meeting unless otherwise required by Corporation Law.

24.4 Only members of BRSA in good standing shall be permitted to propose amendments to these Bylaws.

24.5 Bylaws can only be changed by a special resolution of the members. Special resolution as defined in Section 1(d) of the Societies Act.

## **Article 25 INDEMNIFICATION OF DIRECTORS**



Every Director of BRSAs shall be deemed to have assumed office on the understanding that every Director of BRSAs and his/her heirs, executors and administrators and estate respectively shall at all times be indemnified and saved harmless out of the funds of BRSAs from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other Director in or about the execution of the duties of his/her or their office. This indemnification does not apply if costs, charges or expenses are occasioned by the Directors' own willful neglect or default.

## **Article 26 CODE OF CONDUCT**

26.1. Members have an obligation not only to abide by the By-laws and Rules and Regulations of BRSAs but also to act in a manner that evidences their commitment to the principles and intent of the By-laws and Rules and Regulations.

26.2. All members will be treated equitably and fairly in all matters. Members shall not discriminate against other members by means of different, unequal or inconsistent treatment applied to individuals or segments of the members.

26.3. Private interests shall not provide the potential for, or the appearance of an opportunity for benefit, wrongdoing or unethical conduct. It is important to emphasize that conflict of interest relates to the potential for wrongdoing as well as to actual or intended wrongdoing.

26.4. Information or data entrusted to members for use in their capacity or position shall not be disclosed or disseminated in a manner that may cause embarrassment to BRSAs, or that betrays a trust or confidence

26.5. Members shall at all times exhibit deportment that maintains BRSAs' reputation and shall at no time harm or hinder BRSAs or its ability to represent the sport.

26.6. No member shall harass another member by actions that include, but are not limited to, unwelcome remarks, Invitations, requests, gestures or physical contact that whether indirect or explicit, has the purpose or effect Of humiliating, interfering with or creating an intimidating situation for that other member. Harassment shall be considered an inappropriate behavior, be it ethnic, religious or sexual in nature.

26.7. The interaction or involvement of members under the jurisdiction of BRSAs shall not result in threats, intimidation, Or inflicted physical distress between such members, whether implied or explicit.



26.8. Articles 8(3) b; 15 (3, 6 and 9); and 27 of the By-laws and Rules Regulations will apply in the application of this Code of Conduct, as follows:

5(4) b Active Membership shall be continuous unless the member, who, by personal or business conduct violates any part of the By-laws or Rules and Regulations of BRSA. Or takes part in any conduct which does, or may, in the opinion of the Board bring the game into disrepute, may be expelled from membership by a two-third (2/3) majority vote of the Board after an investigation has first been made at which the member concerned has been given a proper hearing with a full opportunity to explain its action. When such a hearing is being initiated by BRSA, notice of such hearing shall be given to all concerned, in writing, not less than 7 days before such hearing.

26.9 The Board shall have power to make rules, regulations and arrangements as to all matters of business, duties, management, regulations 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 the circumstances of any alleged irregularity which may be brought to their attention by a duly responsible officer of any Member and take appropriate action without delay. This in no way shall enable the complainant to gain anything personally therefrom.

26.10 The Board shall have 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 Constitution of the ASA.

26.11 The Board may make rules governing the practice and procedures in relation to appeals and hearings of any nature. 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.

## **Article 27 CONFLICT OF INTEREST**

27.1 On election to the position of a Director of BRSA or a Director of a Member of BRSA, the newly elected Director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest and periodically thereafter update such disclosure.

27.2 A Director of BRSA or a Director of a Member of BRSA shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities to BRSA.

27.3 A Director of BRSA or a Director of a Member of BRSA shall not benefit directly or indirectly from any transaction with BRSA, unless it is to the clear advantage of BRSA as determined by the



Board of BRSA.

27.4 A Director of BRSA or a Director of a Member of BRSA shall declare a conflict of interest and abstain from voting on any discussion matter relating specifically to his/her involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization.

27.5 A volunteer Director of BRSA or a volunteer Director of a Member of BRSA shall not receive compensation for his/her services, except for compensation for out-of-pocket expenses incurred in the performance of his/her duties on behalf of BRSA.

27.6 Any deviation or perceived deviation from these Conflict of Interest Rules shall be acted on only if reported, in writing, by the complainant to the Board of BRSA.

27.7 Any Director who, by personal or business conduct violates any part of Article 27 may be suspended from the Board of Directors by two-third (2/3) majority vote of the entire Board of BRSA after an investigation has been made at which the Director concerned has been given a proper hearing with a full opportunity to explain his/her action. When such a hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than seven (7) days before such meeting. Such suspension will remain in effect until ratified by the membership of BRSA at its next General Meeting.

## **Article 28 EXPULSION OR SUSPENSION OF A MEMBER**

The accredited voting delegates at an Annual General Meeting or Special Meeting may expel a membership by a majority vote if:

- i) The Member fails to fulfill its financial obligations towards BRSA: or
- ii) The member seriously or repeatedly violates the Governance Documents or directives of the ASA

## **ARTICLE 29 DISSOLVING THE BATTLE RIVER SOCCER ASSOCIATION**

29.1 If BRSA is dissolved, then any assets or non-gaming funds remaining after paying all debts and liabilities will be distributed to the Regular members who are in good standing at the time of the dissolution. In proportions equal to the eligible voting portion held by each Regular Member at the last Annual General Meeting or Special Meeting of BRSA.

29.2 Any gaming funds shall be distributed to an eligible charitable or religious group or groups, approved by the Alberta Gaming and Liquor Commission, at the sole discretion of the Board of Directors