

# **CAPITAL DISTRICT MINOR FOOTBALL ASSOCIATION**

## **BY-LAWS 2017**

Approved May 10, 2017

### **1) MEMBERSHIP:**

- a) Parents or Guardians of players and all players registered to participate in the current football season shall automatically become members of the CAPITAL DISTRICT MINOR FOOTBALL ASSOCIATION (CDMFA) upon acceptance of that player's registration.
- b) Upon acceptance of the member team's registration, all coaches registered to participate in the current football season with "Member Teams" shall automatically become members of the CDMFA.
- c) Membership shall cease when the child or legal ward of a member becomes ineligible for participation in the CDMFA's program. Notice of Resignation from any member wishing to withdraw their membership must be given in written notice to the CDMFA President or Vice-President Membership.
- d) Membership may be suspended and a member expelled upon a vote approved by seventy-five percent (75%) of the Board of Directors of the CDMFA, for any reason deemed reasonable and in the best interests of the CDMFA.

### **2) BOARD OF DIRECTORS:**

- a) The Board of Directors shall, subject to the by-laws, have full control and management of the Affairs, Operations, Directives, Rules, Policies and Procedures of the CDMFA.
- b) Composition: The Board of Directors shall consist of:
  - i) the Executive Officers of the CDMFA
  - ii) one (1) Director, either elected, selected or appointed from each Participating Association in the CDMFA. This Director will assume office upon receipt by the CDMFA President of written notification of that Director's appointment from the Participating Association. Any changes of said Director must be given in writing to the CDMFA President before taking effect.
  - iii) Each Participating Association may also nominate an Alternate Director who may cast the vote(s) of that Participating Association in absence of the designated Director. Notice of such Alternate Director or changes of Alternate Director must also be given in writing to the CDMFA President before taking effect.

### **3) PARTICIPATING ASSOCIATIONS AND MEMBER TEAMS OF THE CDMFA:**

- a) All member teams of the CDMFA must exist within a Participating Association.
- b) All Participating Associations of the CDMFA must establish an identity separate from that of the CDMFA by registering under their own name under the terms of the "Societies Act of Alberta".
- c) Any Registered Society desiring to become a Participating Association of the CDMFA for the first time must apply in writing to the Board, requesting acceptance as a Participating Association by October 31 of the year preceding in which it wishes to participate. Such application must include full payment of the Performance Bond Fee(s) for that year. Upon acceptance as a Participating Association, that Society will also be then subject to all Fees, Rules, Directives, Policies, and Procedures of the CDMFA which are then in effect. Any acceptance of a first time Participating Association must be approved by a seventy-five percent (75%) vote of the Board.
- d) Upon acceptance as a Participating Association for the first time, that Society must supply the Board with a list of no less than twenty (20) eligible players per twelve (12) player member team, and no less than nine (9) eligible players per six (6) player member team, no later than February 28<sup>th</sup> for Midgets or June 30 for Atom, Pee wee or Bantam of the first year of participation. It will be the responsibility of each Participating Association to thereafter provide the Vice-President Membership with confirmation of any changes to the membership list for that Participating Association.
- e) Each new Participating Association, upon acceptance into the CDMFA, will advise the CDMFA President in writing of the Director for that Participating Association. The Director will thereafter be entitled to one vote for the Participating Association at all duly constituted meeting of the CDMFA Board, regardless of the number of Member Teams involved in that Participating Association. The appointment by the Participating Association of any new Director, must be confirmed to the CDMFA President, in writing, before taking effect.
- f) The voting power of a Participating Association will be adjusted in accordance with the number of member teams of the participating association on:
  - i) July 1<sup>st</sup> following Midget season for Midget teams;
  - ii) January 1<sup>st</sup> following the fall season for Atom, Pee Wee or Bantam teams.
- g) All Participating Associations of the CDMFA will confirm their continuing participation by payment of an annual registration fee(s), the amount of which will be determined by the Board, Deadline for fee payment will be established by the Board.
- h) All Participating Associations of the CDMFA must register as a member of Football Alberta and indemnify themselves with an insurance policy offered by Football Alberta or an alternate insurance policy equivalent to that offered by Football Alberta. Confirmation of Football Alberta membership and such insurance must be provided at the final registration of the CDMFA.
- i) Any Participating Association or Member Team of the CDMFA may be suspended or expelled by a seventy-five percent (75%) vote of the Board of Directors. Such suspension will not require refund of the annual registration fee(s), or any other fees assessed. Participating Associations or Member Teams which violate eligibility regulations may be suspended or expelled from participation in CDMFA program(s) at the discretion of the Board.
- j) The Board may waive any section of this Bylaw (No. 3) by a unanimous vote of the Board of Directors.

#### **4) SUSPENSIONS AND EXPULSIONS:**

- a) Any Director, Executive Officer, Coach, Player or Member may be suspended or expelled for any reason deemed reasonable and in the best interest of the CDMFA.
- b) A Disciplinary Committee duly established by the Board of the CDMFA will rule on all Suspensions and Expulsions.
- c) Suspensions and Expulsions will take effect immediately, subject to an appeal as described in Bylaw 5.
- d) Any player, coach or volunteer who has been determined to have physically abused an official will be suspended for a minimum of 12 months, with no opportunity for appeal.

#### **5) APPEALS:**

- a) Any Director, Executive Officer, Coach, Player or Member that has been suspended under the provisions of Bylaw 4, sections a, b or c, shall have the right to appeal that decision to the Board of Directors of the CDMFA.
- b) Application to appeal a suspension or expulsion must be submitted in writing to an Executive Officer within seven (7) days of receipt of notice of suspension or expulsion. The President must be immediately notified of such an application.
- c) The Board will hear appeals of Suspensions and/or expulsions at its next meeting.
- d) The Board's decision shall be final and binding.

#### **6) EXECUTIVE OFFICERS:**

- a) The Executive Officers of the CDMFA shall consist of the following eight officers:
  - i) President
  - ii) President Elect/Past President
  - iii) Vice President Programs
  - iv) Vice President, Membership
  - v) Vice President, Finance & Operations
  - vi) Vice President, Communications
  - vii) Vice President, Fields, Officials & Scheduling
  - viii) Executive Director (not elected & non voting)
- b) Nominations for election to Executive Office will be presented and voted on yearly at the Annual General Meeting of the CDMFA. Term of office will be from the end of the AGM until the end of the following AGM with the exception of the President & President Elect/Past President. A President Elect will be elected in even years at the AGM, will become President the following year for a term of two years and then hold the office of Past President for 1 year.
- c) Nominations for election to the position of Executive Office(s) must be made by current members of the CDMFA; nominees may be non-members who have agreed to serve on the Executive Committee. Assumption of Executive Office includes automatic Membership in the CDMFA.
- d) No one person may occupy more than one Elected Executive Officer position; and Members of any one Participating Association shall hold no more than one position on the Elected Executive.
- e) In the event that no one steps forward, the assembly can allow a second Elected Officer Position from a Participating Association.

- f) Any Executive Officer's position that becomes vacant may be filled on an interim basis. This interim appointment must be approved by a seventy-five percent (75%) vote of the Board and shall be in effect until the next Annual General Meeting of the CDMFA.

## **7) DUTIES OF ELECTED EXECUTIVE OFFICERS**

- a) **PRESIDENT:** The president shall:
  - i) when present, preside at all meetings of the Association and of the Board.
  - ii) be an ex-officio member of all committees.
  - iii) convene Board Meetings and General Meetings at his discretion or as directed by the Board or these By-laws, and will be responsible for the Agenda of such meetings.
  - iv) be responsible for the overall direction of the Elected Executive Officers and the Executive Director
  - v) and may take such action as may be required for the overall interests of the CDMFA, subject to ratification by the Board.
- b) **PRESIDENT ELECT/PAST PRESIDENT:** The President Elect/Past President, with the assistance of the Executive Director, will be responsible for:
  - i) Assuming the role of president in his-her absence
  - ii) maintaining the list of award winners
  - iii) developing a slate of officers for election at the AGM
  - iv) coordinating the collection and distribution of CDMFA Trophies
- c) **VICE-PRESIDENT, PROGRAM:** The Vice-President Program, with the assistance of the Executive Director, will be responsible for:
  - i) Holding a meeting with the Head Coaches of the Member Teams or an alternate representative of the Member Teams, at the beginning of the season, prior to playoffs at the end of the season and at any other time that may be required and give a report of such meeting at the next Board of Directors meeting.
  - ii) Ensuring that each team has properly certified coaching staffs
  - iii) Holding coaching certification programs as required
- d) **VICE PRESIDENT MEMBERSHIP:** The Vice President Membership, with the assistance of the Executive Director, will be responsible for:
  - i) maintaining the membership list of the Association as reported by Participating Associations on the CDMFA website
  - ii) preparing and delivering such reports as may be required.
  - iii) scrutinizing all player registration applications for eligibility enforcement of the CDMFA's eligibility regulations
  - iv) promptly reporting all violations of regulations:
    - (1) to the President for immediate action;
    - (2) and at the next regularly constituted meeting of the Board after such violation is discovered.
  - v) ensuring that all personal information collected by the CDMFA is protected according to personal information protection legislation.

- e) **VICE PRESIDENT FINANCE & OPERATIONS:** The Vice President Finance & Operations, with the assistance of the Executive Director, will be responsible for:
  - i) attending all meetings and keeping accurate minutes of same.
  - ii) all correspondence of the CDMFA,
  - iii) sending all Notices of Meeting, via e-mail, as required.
  - iv) filing the annual return required by the Province.
  - v) receiving all moneys paid to the CDMFA
  - vi) keeping complete records and accounts as may be required or directed.
  - vii) preparing and delivering such reports as may be required.
  - viii) preparing the annual budget before February 28<sup>th</sup> for approval by the Board
  - ix) arranging for and assisting the appointed auditor in providing a duly audited statement of the financial position of the CDMFA for submission to the Annual General Meeting,
  - x) providing an archive of all material to his-her successor.
  
- f) **VICE PRESIDENT COMMUNICATIONS:** The Vice President Communications, with the assistance of the Executive Director, will be responsible for:
  - i) keeping everyone in the CDMFA and across the football community in touch with relevant information through timely website management;
  - ii) maintaining a social media presence for the CDMFA
  
- g) **VICE PRESIDENT FIELDS, OFFICIALS & SCHEDULING:** The Vice President Fields Officials & Scheduling, with the assistance of the Executive Director, will be responsible for:
  - i) directing a committee to establish the schedule;
  - ii) attending field use meetings with the City of Edmonton;
  - iii) booking fields as required for league play and playoffs;
  - iv) liaising with local football volunteers to assist in game changes and field bookings;
  - v) liaising with Officials to ensure referees for exhibition play, league play and playoffs;
  - vi) preparing a schedule for tiering, league play and playoffs;

## **8) AUDITING & SIGNATORIES**

- a) The books, accounts and records of the Vice-President Finance & Operations shall be audited at least once each year by a firm of external auditors. A complete and proper statement of the status of the books for the previous year, as evaluated by the external auditors will be submitted to the membership at the Annual General Meeting of the CDMFA.
- b) The fiscal year of the CDMFA will be from January 1 to December 31.
- c) The books and records of the CDMFA may be inspected by any member at the Annual General Meeting provided for herein. Each member of the Board shall have access to such books and records at any duly constituted Board Meeting.
- d) The president, Vice-President Finance & Operations and at least one other member of the elected executive shall be signatories for CDMFA accounts. Two signatures shall be required for all accounts.

## **9) LIMITS**

- a) The CDMFA shall not borrow money.
- b) The CDMFA shall not have an official seal.

## 10) GENERAL MEETINGS:

- a) Due notice of any General meeting will be given to all Participating Associations of the CDMFA via e-mail and dated at least twenty days previous to the date of the meeting.
- b) For the purpose voting at General Meetings, each of the following shall be entitled to one vote:
  - i) all Elected Executive Officers
  - ii) One Director from each Participating Association
  - iii) One member from each team at the Midget, Bantam and Pee wee level
  - iv) One member for every two Atom teams in a participating association (rounded down in the event of an odd number of teams)
  - v) All votes must be made in person and not by proxy.
  - vi) The vote of the President at any duly constituted General Meeting will only be cast in the event of a tie vote.
  - vii) No one person shall have more than one vote at a General Meeting.
- c) A quorum for General Meetings shall consist of :
  - i) Fifty percent (50%) of all member teams voters as per 10.b.i.in good standing; and
  - ii) a Director from at least fifty percent (50%) of all Participating Associations; and
  - iii) at least four of the elected executive officers
- d) Annual General Meeting (AGM)
  - i) The Annual General Meeting shall be held prior to May 31 each year.
  - ii) The Agenda for the AGM shall be:
    - (1) Approval of the Agenda
    - (2) Verification of Quorum
    - (3) Approval of the minutes of the last AGM and any other General meeting held since the last AGM.
    - (4) President's Report
    - (5) Auditors' Report
    - (6) Appointment of Auditor for the coming year
    - (7) Changes to the Bylaws
    - (8) Other Business
    - (9) Election of Executive Officers
    - (10) Adjournment
- e) Special General Meetings may be called
  - i) at any time by the Board or President,
  - ii) Upon receipt of a petition signed by 50 members in good standing representing 50% of the Participating Associations, the President or Vice President Finance & Operations must convene a General Meeting. Such petition must include the reasons for calling such a meeting, which will be included in the Notice of Meeting issued in accordance with these By-laws.

## **11) BOARD MEETINGS**

- a) Meetings of the Board shall be held as often as may be required, but the Board must meet at least once every three (3) months. Meetings of the Board shall be called by the President.
- b) Due notice of any Board meeting will be given to all participating associations and elected executive officers of the CDMFA via e-mail and dated at least four days previous to the date of the meeting.
- c) Voting at Board meetings shall be as follows:
  - i) Each Elected Executive Officer will be allowed one vote at Board meetings.
  - ii) Each Director will have one vote plus one vote for each twelve (12) player (see 3f) and one vote for each pair (rounded down) of six (6) player team (see 3f) in the Participating Association.
  - iii) All votes must be made in person or via electronic means and not by proxy.
  - iv) The vote of the President at any duly constituted Board meeting will only be cast in the event of a tie vote on a motion before the Board.
  - v) Any member of the Elected Executive, who is also simultaneously a Director of a Participating Association, will not have two votes on the Board; his vote will be cast as the Participating Association's vote and there will be no vote counted for the Executive Position simultaneously held.
- d) A quorum for Board Meetings of the CDMFA shall consist of :
  - i) a Director or Alternate Director from at least fifty percent (50%) of all Participating Associations; and
  - ii) 4 of the elected executive officers.
- e) Participation via electronic means shall constitute attendance.
- f) Each new item of business brought before the Board pertaining to the Rules, Policies and Procedures of the CDMFA must receive one reading of that motion before being voted on at a subsequent meeting.
- g) The Board may, by majority vote of the Directors and Elected Executive Officers present at a properly constituted Board meeting, institute any Policy, Directive, Regulation or Rule, which it deems necessary for the proper governance of the affairs and operations of the CDMFA, subject to the limitations of these By-laws (see 11f above) and any direction given it by the membership at a properly constituted General Meeting of the CDMFA.

## **12) REMUNERATION:**

- a) No Elected Executive Officer or member of the CDMFA will receive any remuneration for his/her services unless unanimously agreed by secret ballot vote at a duly constituted Board Meeting, after second reading given of such motion providing for same.

### **13) BY-LAWS:**

- a) These By-laws may be amended by a “Special Resolution” at any General Meeting. Notification of the proposed amendments shall be submitted in writing to the Vice President, Finance & Operations for inclusion in the Notice of the General Meeting which will vote on such Special Resolution.
- b) These By-laws are not governed by the Arbitration Act of Alberta.

### **14) DISSOLUTION:**

- a) A “Special Resolution” to dissolve the CDMFA may be made at any General Meeting providing notification of the dissolution is included in the Notice of the General Meeting, which will vote on such Special Resolution.
- b) In the event that the CDMFA is dissolved, all assets will be distributed equally to each of the Participating Associations at the time of dissolution proportionate to the number of teams each participating association represents. The Board for the purpose of selling or otherwise disposing of the assets of the society and distributing the proceeds among the participating associations shall appoint a liquidator.